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Form **990**

Department of the Treasury
Internal Revenue Service

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)

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

OMB No 1545-0047

2011

Open to Public Inspection

A For the 2011 calendar year, or tax year beginning 4/01 , 2011, and ending 3/31 , 2012

B Check if applicable
- [ ] Address change
- [X] Name change
- [ ] Initial return
- [ ] Terminated
- [ ] Amended return
- [ ] Application pending

C
THE CHILDREN'S HOSPITAL FOUNDATION
PO BOX 4484
PORTLAND, OR 97208-4484

D Employer Identification Number
93-1314469

E Telephone number
503-415-5600

G Gross receipts $ 11,923,726.

F Name and address of principal officer Elizabeth MacDonell
Same As C Above

H(a) Is this a group return for affiliates? [ ] Yes [X] No

H(b) Are all affiliates included? [ ] Yes [ ] No
If 'No,' attach a list (see instructions)

I Tax-exempt status [X] 501(c)(3) [ ] 501(c) ( )◄ (insert no) [ ] 4947(a)(1) or [ ] 527

J Website: ► WWW.LEGACYHEALTH.ORG

H(c) Group exemption number ►

K Form of organization [X] Corporation [ ] Trust [ ] Association [ ] Other ► **L** Year of Formation 2000 **M** State of legal domicile OR

Part I Summary

Activities & Governance

1 Briefly describe the organization's mission or most significant activities: The mission of The Children's Hospital Foundation is to foster charitable giving as well as community commitment and involvement to support the mission and vision of Randall Children's Hospital at Legacy Emanuel Hospital and Health Center providing pediatric health services.

2 Check this box ► [ ] 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	12
5	Total number of individuals employed in calendar year 2011 (Part V, line 2a)	5	0
6	Total number of volunteers (estimate if necessary)	6	205
7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	0.
b	Net unrelated business taxable income from Form 990-T, line 34	7b	0.

Revenue

		Prior Year	Current Year
8	Contributions and grants (Part VIII, line 1h)	7,186,745.	11,680,721.
9	Program service revenue (Part VIII, line 2g)		
10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	489,654.	147,154.
11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	7,378.	17,584.
12	Total revenue – add lines 8 through 11 (must equal Part VIII, column (A), line 12)	7,683,777.	11,845,459.

Expenses

13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	10,376,705.	5,088,689.
14	Benefits paid to or for members (Part IX, column (A), line 4)		
15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)		
16a	Professional fundraising fees (Part IX, column (A), line 11e)		
b	Total fundraising expenses (Part IX, column (D), line 25) ►		
17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)		
18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	10,376,705.	5,088,689.
19	Revenue less expenses Subtract line 18 from line 12	-2,692,928.	6,756,770.

Net Assets or Fund Balances

		Beginning of Current Year	End of Year
20	Total assets (Part X, line 16)	6,419,579.	13,186,299.
21	Total liabilities (Part X, line 26)	137,336.	147,293.
22	Net assets or fund balances Subtract line 21 from line 20	6,282,243.	13,039,006.

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

► Elizabeth MacDonell 2/14/2013
Signature of officer Date

► Elizabeth MacDonell Executive Director
Type or print name and title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check [ ] if self-employed	PTIN
	Self-Prepared			

Firm's name ►
Firm's address ►
Firm's EIN ►
Phone no

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

BAA For Paperwork Reduction Act Notice, see the separate instructions. TEEA0113L 08/18/11 Form **990** (2011)

6824

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

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 [X] 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 [X] No

If 'Yes,' describe these changes on Schedule O

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses Section 501(c)(3) and 501(c)(4) organizations 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 [redacted]) (Expenses $ 5,088,689. including grants of $ 5,088,689.) (Revenue $ 11,680,721.)

See Schedule O

4b (Code [redacted]) (Expenses $ _____ including grants of $ _____) (Revenue $ _____)

4c (Code [redacted]) (Expenses $ _____ including grants of $ _____) (Revenue $ _____)

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

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

4e Total program service expenses ► 5,088,689.

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* (see instructions)?	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, or have a section 501(h) election in effect during the tax year? *If 'Yes,' complete Schedule C, Part II*	4		X
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? *If 'Yes,' complete Schedule C, Part III*	5		X
6	Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? *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, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? *If 'Yes,' complete Schedule D, Part V*	10	X	
11	If the organization's answer to any of the following questions is 'Yes', then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.			
a	Did the organization report an amount for land, buildings and equipment in Part X, line 10? *If 'Yes,' complete Schedule D, Part VI*	11a		X
b	Did the organization report an amount for investments– other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? *If 'Yes,' complete Schedule D, Part VII*	11b	X	
c	Did the organization report an amount for investments– program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? *If 'Yes,' complete Schedule D, Part VIII*	11c		X
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? *If 'Yes,' complete Schedule D, Part IX*	11d	X	
e	Did the organization report an amount for other liabilities in Part X, line 25? *If 'Yes,' complete Schedule D, Part X*	11e	X	
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? *If 'Yes,' complete Schedule D, Part X*	11f		X
12a	Did the organization obtain separate, independent audited financial statements for the tax year? *If 'Yes,' complete Schedule D, Parts XI, XII, and XIII*	12a		X
b	Was the organization included in consolidated, independent audited financial statements for the tax year? *If 'Yes,' and if the organization answered 'No' to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional*	12b	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 United States?	14a		X
b	Did the organization have aggregate revenues or expenses of more than $10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at $100,000 or more? *If 'Yes,' complete Schedule F, Parts I and IV*	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, Parts II and IV*	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, Parts III and IV*	16		X
17	Did the organization report a total of more than $15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? *If 'Yes,' complete Schedule G, Part I (see instructions)*	17		X
18	Did the organization report more than $15,000 total of fundraising event gross income and contributions 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 of gross income from gaming activities on Part VIII, line 9a? *If 'Yes,' complete Schedule G, Part III*	19		X
20a	Did the organization operate one or more hospital facilities? *If 'Yes,' complete Schedule H*	20		X
b	If 'Yes' to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b		

Part IV Checklist of Required Schedules *(continued)*

			Yes	No
21	Did the organization report more than $5,000 of grants and other assistance to governments and organizations in the United States 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 of grants and other assistance to individuals in the United States 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, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? *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 lines 24b through 24d and complete Schedule K If 'No,' go to line 25*	24a		X
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		
d	Did the organization act as an 'on behalf of' issuer for bonds outstanding at any time during the year?	24d		
25a	**Section 501(c)(3) 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	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? *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, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? *If 'Yes,' complete Schedule L, Part III*	27		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? *If 'Yes,' complete Schedule L, Part IV*	28a		X
b	A family member of a current or former officer, director, trustee, or key employee? *If 'Yes,' complete Schedule L, Part IV*	28b		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? *If 'Yes,' complete Schedule L, Part IV*	28c		X
29	Did the organization receive more than $25,000 in non-cash contributions? *If 'Yes,' complete Schedule M*	29	X	
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If 'Yes,' complete Schedule M*	30		X
31	Did the organization liquidate, terminate, or dissolve and cease operations? *If 'Yes,' complete Schedule N, Part I*	31		X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? *If 'Yes,' complete Schedule N, Part II*	32		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? *If 'Yes,' complete Schedule R, Part I*	33		X
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*	34	X	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a		X
b	Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? *If 'Yes,' complete Schedule R, Part V, line 2*	35b		X
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*	36		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? *If 'Yes,' complete Schedule R, Part VI*	37		X
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? **Note.** All Form 990 filers are required to complete Schedule O	38	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 ☐

			Yes	No
1a	Enter the number reported in Box 3 of Form 1096. 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			
b	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* (see instructions)			
3a	Did the organization have unrelated business gross income of $1,000 or more during the year?	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 instructions for 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 line 5a or 5b, did the organization file Form 8886-T?	5c		
6a	Does the organization have annual gross receipts that are normally greater than $100,000, and did the organization solicit any contributions that were not tax deductible?	6a		X
b	If 'Yes,' did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b		
7	**Organizations that may receive deductible contributions under section 170(c).**			
a	Did the organization receive a payment in excess of $75 made partly as a contribution and partly for goods and services provided to the payor?	7a	X	
b	If 'Yes,' did the organization notify the donor of the value of the goods or services provided?	7b	X	
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 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	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g		
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h		
8	**Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.** Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8		
9	**Sponsoring organizations maintaining donor advised funds.**			
a	Did the organization make any taxable distributions under section 4966?	9a		
b	Did the organization make a 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 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?	12a		
b	If 'Yes,' enter the amount of tax-exempt interest received or accrued during the year 12b			
13	**Section 501(c)(29) qualified nonprofit health insurance issuers.**			
a	Is the organization licensed to issue qualified health plans in more than one state?	13a		
	Note. See the instructions for additional information the organization must report on Schedule O			
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans 13b			
c	Enter the amount of reserves on hand 13c			
14a	Did the organization receive any payments for indoor tanning services during the tax year?	14a		X
b	If 'Yes,' has it filed a Form 720 to report these payments? *If 'No,' provide an explanation in Schedule O*	14b		

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

			Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year. If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O	1a 17		
b	Enter the number of voting members included in line 1a, above, who are independent	1b 12		
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? See Sch O	3	X	
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed? See Sch O	4	X	
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5		X
6	Did the organization have members or stockholders? See Schedule O	6	X	
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body? See Schedule O	7a	X	
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or other persons other than the governing body? 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	
9	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*	9		X

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

			Yes	No
10a	Did the organization have local chapters, branches, or affiliates?	10a		X
b	If 'Yes,' did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	10b		
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a	X	
b	Describe in Schedule O the process, if any, used by the organization to review this Form 990. See Schedule O			
12a	Did the organization have a written conflict of interest policy? *If 'No,' go to line 13*	12a	X	
b	Were officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	X	
c	Did 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	Did the organization have a written whistleblower policy?	13	X	
14	Did 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	15b	X	
	If 'Yes' to line 15a or 15b, describe the process in Schedule O. (See instructions.)			
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,' did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?	16b		

Section C. Disclosure

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

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 [X] Another's website [X] 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 during the tax year. See Schedule O

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization

► KATHY SLININGER 1919 NW LOVEJOY STREET PORTLAND OR 97209 503-415-5600

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

1 a 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 (describe hours for related organizations in Schedule O)	(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) BRIAN W. BATTALIA, MD Trustee	1	X						0.	0.	0.
(2) JUSTIN HARNISH Trustee	1	X						0.	0.	0.
(3) IDA P. COLVER Trustee	1	X						0.	0.	0.
(4) ROBERT W. BIRGE Trustee	1	X						0.	0.	0.
(5) THEODORE H. DELOOZE, MD Trustee	1	X						0.	0.	0.
(6) LYNNE V. GAERISCH Trustee	1	X						0.	0.	0.
(7) JEFFREY M. GUDMAN Treasurer	1	X		X				0.	0.	0.
(8) LYNN T. GUST CHAIR	1	X		X				0.	0.	0.
(9) KURT F. HANSEN Trustee	1	X						0.	0.	0.
(10) RICHARD B. KELLER II Trustee	1	X						0.	0.	0.
(11) ROB L. LEE Trustee	1	X						0.	0.	0.
(12) SANDRA J. LEWIS, MD Trustee	1	X						0.	0.	0.
(13) MAUREEN A. BRADLEY EX-OFFICIO	1	X						0.	250,593.	35,146.
(14) JASON W. MARR Trustee	1	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 (describe hours for related organizations in Sch O)	(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) KEVIN G. NORWOOD, MD Trustee	1	X						0.	207,657.	24,760.
(16) KENNETH E. PHILLIPS Trustee	1	X						0.	0.	0.
(17) BARBARA P. READER Trustee	1	X						0.	0.	0.
(18) RANDI L. REITEN Trustee	1	X						0.	0.	0.
(19) ALLISON D. RHODES Secretary	1	X		X				0.	0.	0.
(20) MARK R. SCHLESINGER Trustee	1	X						0.	0.	0.
(21) DOUGLAS J. SHAFFER Trustee	1	X						0.	0.	0.
(22) FREDERICK M. STEVENS Trustee	1	X						0.	0.	0.
(23) DOUGLAS E. STRAND Trustee	1	X						0.	0.	0.
(24) CHERI R. TOLAR Trustee	1	X						0.	0.	0.
(25) MONICA C. WEHBY, MD Trustee	1	X						0.	983,413.	37,377.
1b Sub-total							►	0.	1,441,663.	97,283.
c Total from continuation sheets to Part VII, Section A							►	0.	882,254.	151,371.
d Total (add lines 1b and 1c)							►	0.	2,323,917.	248,654.

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 ► 0

		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 or individual 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 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 ► 0

Form 990

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Form 990

OMB No 1545-0047

2011

Name of the Organization

THE CHILDREN'S HOSPITAL FOUNDATION

Employer Identification number

93-1314469

Part VII Continuation: Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

(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			
JAMES D. PENFOLD EX-OFFICIO	1	X						0.	0.	0.
WILLIAM L. QUIMBY Trustee	1	X						0.	0.	0.
ELIZABETH S MACDONELL Executive Dir.	40	X		X				0.	109,576.	14,638.
PATRICIA M. GIANELLI ASST. TREASURER	1	X		X				0.	205,604.	53,068.
ANNE T. GREER ASST. SECRETARY	1	X		X				0.	128,786.	33,150.
CARLA D. HARRIS EX-OFFICIO	1	X						0.	351,552.	50,515.
JENNIFER E. APONTE, MD Trustee	1	X						0.	12,906.	0.
BRENDA M. RANDALL Trustee	1	X						0.	0.	0.
JEFFERSON W. CHEN, MD Trustee	1	X						0.	0.	0.
GRANT JONES Trustee	1	X						0.	0.	0.
TOMIKA ANNE DEW FORMER EX-OFFICIO & PRES.	0						X	0.	73,830.	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 7,254.				
	b Membership dues	1b				
	c Fundraising events	1c 199,693.				
	d Related organizations	1d 88,340.				
	e Government grants (contributions)	1e				
	f All other contributions, gifts, grants, and similar amounts not included above	1f 11,385,434.				
	g Noncash contributions included in lns 1a-1f: $ 28,544.					
	h **Total.** Add lines 1a-1f	▶	11,680,721.			
PROGRAM SERVICE REVENUE		Business Code				
	2a					
	b					
	c					
	d					
	e					
	f All other program service revenue					
	g **Total.** Add lines 2a-2f	▶				
OTHER REVENUE	3 Investment income (including dividends, interest and other similar amounts)	▶	147,154.			147,154.
	4 Income from investment of tax-exempt bond proceeds	▶				
	5 Royalties	▶				
		(i) Real / (ii) Personal				
	6a Gross rents					
	b Less rental expenses					
	c Rental income or (loss)					
	d Net rental income or (loss)	▶				
		(i) Securities / (ii) Other				
	7a Gross amount from sales of assets other than inventory					
	b Less cost or other basis and sales expenses					
	c Gain or (loss)					
	d Net gain or (loss)	▶				
	8a Gross income from fundraising events (not including $ 199,693. of contributions reported on line 1c) See Part IV, line 18	a 95,851.				
	b Less direct expenses	b 78,267.				
	c Net income or (loss) from fundraising events	▶	17,584.			17,584.
	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.** See instructions	▶	11,845,459.	0.	0.	164,738.

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)

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	5,088,689.	5,088,689.		
2 Grants and other assistance to individuals in the United States See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	0.	0.	0.	0.
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				
8 Pension plan accruals and contributions (include section 401(k) and section 403(b) employer contributions)				
9 Other employee benefits				
10 Payroll taxes				
11 Fees for services (non-employees)				
a Management				
b Legal				
c Accounting				
d Lobbying				
e Professional fundraising services See Part IV, line 17				
f Investment management fees				
g Other				
12 Advertising and promotion				
13 Office expenses				
14 Information technology				
15 Royalties				
16 Occupancy				
17 Travel				
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization				
23 Insurance				
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				
b				
c				
d				
e All other expenses				
25 **Total functional expenses.** Add lines 1 through 24e	5,088,689.	5,088,689.	0.	0.
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 ► ☐ if following SOP 98-2 (ASC 958-720)				

Part X Balance Sheet

			(A) Beginning of year		(B) End of year
ASSETS	1	Cash — non-interest-bearing	2,002.	1	1,411.
	2	Savings and temporary cash investments		2	
	3	Pledges and grants receivable, net	1,610,291.	3	3,928,088.
	4	Accounts receivable, net		4	
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L		5	
	6	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)		6	
	7	Notes and loans receivable, net		7	
	8	Inventories for sale or use		8	
	9	Prepaid expenses and deferred charges		9	
	10a	Land, buildings, and equipment cost or other basis. Complete Part VI of Schedule D — 10a			
	b	Less accumulated depreciation — 10b		10c	
	11	Investments — publicly traded securities		11	
	12	Investments — other securities See Part IV, line 11	4,102,734.	12	5,511,040.
	13	Investments — program-related See Part IV, line 11		13	
	14	Intangible assets		14	
	15	Other assets See Part IV, line 11	704,552.	15	3,745,760.
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)	6,419,579.	16	13,186,299.
LIABILITIES	17	Accounts payable and accrued expenses		17	
	18	Grants payable		18	
	19	Deferred revenue		19	
	20	Tax-exempt bond liabilities		20	
	21	Escrow or custodial account liability Complete Part IV of Schedule D		21	
	22	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 to unrelated third parties		24	
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D	137,336.	25	147,293.
	26	**Total liabilities.** Add lines 17 through 25	137,336.	26	147,293.
NET ASSETS OR FUND BALANCES		**Organizations that follow SFAS 117, check here ► [X] and complete lines 27 through 29 and lines 33 and 34.**			
	27	Unrestricted net assets	4,756,355.	27	4,778,341.
	28	Temporarily restricted net assets	1,088,917.	28	7,777,434.
	29	Permanently restricted net assets	436,971.	29	483,231.
		Organizations that do not follow SFAS 117, check here ► [ ] 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	6,282,243.	33	13,039,006.
	34	Total liabilities and net assets/fund balances	6,419,579.	34	13,186,299.

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	11,845,459.
2	Total expenses (must equal Part IX, column (A), line 25)	2	5,088,689.
3	Revenue less expenses. Subtract line 2 from line 1	3	6,756,770.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	6,282,243.
5	Other changes in net assets or fund balances (explain in Schedule O) See Schedule O	5	-7.
6	Net assets or fund balances at end of year Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	13,039,006.

Part XII Financial Statements and Reporting

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

			Yes	No
1	Accounting method used to prepare the Form 990: [ ] Cash [X] 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?	2a		X
b	Were the organization's financial statements audited by an independent accountant?	2b	X	
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	2c	X	
d	If 'Yes' to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both [ ] Separate basis [X] Consolidated basis [ ] Both consolidated and separate basis			
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?	3a	X	
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	3b	X	

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

2011

Open to Public Inspection

Name of the organization	Employer identification number
THE CHILDREN'S HOSPITAL FOUNDATION	93-1314469

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 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
(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?	**11g (i)**	
(ii)	A family member of a person described in (i) above?	**11g (ii)**	
(iii)	A 35% controlled entity of a person described in (i) or (ii) above?	**11g (iii)**	

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 column (i) listed in your governing document?		(v) Did you notify the organization in column (i) of your support?		(vi) Is the organization in column (i) organized in the U S ?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
(A)									
(B)									
(C)									
(D)									
(E)									
Total									

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III If the organization fails to qualify under the tests listed below, please complete Part III)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any 'unusual grants.')	3,123,906.	966,084.	3,819,158.	7,141,282.	11680721.	26,731,151.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						0.
3 The value of services or facilities furnished by a governmental unit to the organization without charge						0.
4 **Total.** Add lines 1 through 3	3,123,906.	966,084.	3,819,158.	7,141,282.	11680721.	26,731,151.
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)						8,913,018.
6 **Public support.** Subtract line 5 from line 4						17,818,133.

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
7 Amounts from line 4	3,123,906.	966,084.	3,819,158.	7,141,282.	11680721.	26,731,151.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	113,809.	-1741130.	1,635,891.	489,654.	147,154.	645,378.
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) See Part IV	-5,371.	-5,017.	2,715.	52,841.	17,584.	62,752.
11 **Total support.** Add lines 7 through 10						27,439,281.

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** ► ☐

Section C. Computation of Public Support Percentage

14 Public support percentage for 2011 (line 6, column (f) divided by line 11, column (f))	14	64.94 %
15 Public support percentage from 2010 Schedule A, Part II, line 14	15	53.78 %

16a **33-1/3% support test – 2011.** 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 ► ☒

b **33-1/3% support test – 2010.** 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 ► ☐

17a **10%-facts-and-circumstances test – 2011.** 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 ► ☐

b **10%-facts-and-circumstances test – 2010.** 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 ► ☐

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 ► ☐

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 yr beginning in) ►	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(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 yr beginning in) ►	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(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 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** ► ☐

Section C. Computation of Public Support Percentage

15 Public support percentage for 2011 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2010 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for **2011** (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from **2010** Schedule A, Part III, line 17	18	%

19a **33-1/3% support tests – 2011.** 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 – 2010.** 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).

THE CHILDREN'S HOSPITAL FOUNDATION 93-1314469

Part II, Line 10 - Other Income

Nature and Source	2011	2010	2009	2008	2007
SPECIAL EVENTS	17,584.	52,841.	2,715.	-5,017.	-5,371.
Total	$ 17,584.	$ 52,841.	$ 2,715.	$ -5,017.	$ -5,371.

SCHEDULE D (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

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

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization

THE CHILDREN'S HOSPITAL FOUNDATION

Employer identification number

93-1314469

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 can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? ☐ 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 education)
☐ Protection of natural habitat
☐ Preservation of open space
☐ Preservation of an historically important land area
☐ Preservation of a certified historic structure

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

	Held at the End of the Tax Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d

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

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

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

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

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

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? ☐ 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 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:

(i) 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 (ASC 958) 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 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 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 Escrow and Custodial Arrangements. Complete if the organization answered 'Yes' to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian, or other intermediary for contributions or other assets not included on Form 990, Part X? ☐ Yes ☐ No

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

		Amount
c Beginning balance	1c	
d Additions during the year	1d	
e Distributions during the year	1e	
f Ending balance	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

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	1,525,888.	3,222,184.	569,712.	457,520.	
b Contributions	11,227,690.	6,363,745.	2,656,103.	167,921.	
c Net investment earnings, gains, and losses	-21,019.	42,258.	58,562.	2,795.	
d Grants or scholarships					
e Other expenditures for facilities and programs	4,471,894.	8,102,299.	62,193.	58,524.	
f Administrative expenses					
g End of year balance	8,260,665.	1,525,888.	3,222,184.	569,712.	

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as

a Board designated or quasi-endowment ► 94.15 %
b Permanent endowment ► 5.85 %
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

	Yes	No
(i) unrelated organizations		X
(ii) related organizations	X	
b If 'Yes' to 3a(ii), are the related organizations listed as required on Schedule R?	X	

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

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements				
d Equipment				
e Other				
Total. Add lines 1a through 1e. *(Column (d) must equal Form 990, Part X, column (B), line 10(c).)*			►	0.

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 I/C AFF REC - INVESTMENT POOL		End of Year Market Value
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		
Total. *(Column (b) must equal Form 990 Part X, column (B) line 12.)* ►	5,511,040.	

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
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. *(Column (b) must equal Form 990, Part X, column (B) line 13.)* ►		

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

(a) Description	(b) Book value
(1) MUNSON ANNUITY TRUST	181,089.
(2) NONCURRENT PLEDGES RECEIVABLE	3,564,669.
(3) Rounding	2.
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. *(Column (b) must equal Form 990, Part X, column (B), line 15)* ►	3,745,760.

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

(a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) MUNSON ANNUITY TRUST	147,293.
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. *(Column (b) must equal Form 990, Part X, column (B) line 25.)* ►	147,293.

2 FIN 48 (ASC 740) Footnote. 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 (ASC 740).

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

1	Total revenue (Form 990, Part VIII, column (A), line 12)	11,845,459.
2	Total expenses (Form 990, Part IX, column (A), line 25)	5,088,689.
3	Excess or (deficit) for the year Subtract line 2 from line 1	6,756,770.
4	Net unrealized gains (losses) on investments	
5	Donated services and use of facilities	
6	Investment expenses	
7	Prior period adjustments	
8	Other (Describe in Part XIV.) See Part XIV	-7.
9	Total adjustments (net) Add lines 4 through 8	-7.
10	Excess or (deficit) for the year per audited financial statements Combine lines 3 and 9	6,756,763.

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	12,854,951.
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	1,009,492.		
e	Add lines 2a through 2d			2e	1,009,492.
3	Subtract line 2e from line 1			3	11,845,459.
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			
b	Other (Describe in Part XIV)	4b			
c	Add lines 4a and 4b			4c	
5	Total revenue. Add lines 3 and 4c. *(This must equal Form 990, Part I, line 12.)*			5	11,845,459.

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

1	Total expenses and losses per audited financial statements			1	6,098,181.
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 XIV) See Part XIV	2d	1,009,492.		
e	Add lines 2a through 2d			2e	1,009,492.
3	Subtract line 2e from line 1			3	5,088,689.
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			
b	Other (Describe in Part XIV)	4b			
c	Add lines 4a and 4b			4c	
5	Total expenses. Add lines 3 and 4c. *(This must equal Form 990, Part I, line 18.)*			5	5,088,689.

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, line 2, Part XI, line 8, Part XII, lines 2d and 4b, and Part XIII, lines 2d and 4b Also complete this part to provide any additional information

Part V, Line 4 - Intended Uses Of Endowment Fund

Endowment funds are used to improve the healthcare of the community as designated by the donors.

Legacy follows the guidance in the Uniform Prudent Management of Institutional Funds Act (UPMIFA) in determining the net asset classification of all donor-restricted endowment funds. In accordance with UPMIFA and board policy, assets classified as

Part XIV Supplemental Information *(continued)*

Part V, Line 4 - Intended Uses Of Endowment Fund (continued)

permanent endowments in accordance with donor intent are only utilized for current period expenditures to the extent that earnings on the endowment exceed the original fair value of the donation. To the extent earnings on endowment funds exceed identified expenditures on which to apply those earnings, the earnings are classified as temporarily restricted net assets.

Legacy has adopted investment and spending policies for endowment assets to provide a predictable stream of funding to programs supported by its endowment and to maintain the value of the endowment assets. Asset allocation is reviewed quarterly with respect to: i) Legacy's tolerance for risk based on its financial condition and need for cash from investments to support operations; ii) expected asset class return, risk and correlation characteristics; iii) changes in accounting guidance or tax law and iv) changes in bond covenants or other restrictions.

Legacy's spending practices are intended to comply with donor's wishes and meet all applicable laws and regulations. Spending must be for a purpose that is consistent with the documented intent of the donor, and may not exceed the amounts annually determined by Legacy. Factors that are considered in addressing the annual spending allocation are: i) market value of the fund relative to the principal of the gift and ii) the level of spending in prior years.

From time to time, the fair value of assets associated with individual donor-restricted endowment funds may fall below the level that the donor or UPMIFA requires Legacy to retain as a fund of perpetual duration. Deficiencies of this nature are reported as a reduction to unrestricted net assets and are excluded from the performance indicator.

Part XIV Supplemental Information *(continued)*

THE CHILDREN'S HOSPITAL FOUNDATION 93-1314469

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

ROUNDING	$ -7.
Total	$ -7.

Schedule D, Part XII, Line 2d
Other Revenue Included In F/S But Not Included On Form 990

MGMT, GENERAL & FUNDRAISING EXPENSES	$ 1,009,492.
Total	$ 1,009,492.

Schedule D, Part XIII, Line 2d
Other Expenses And Losses Per Audited F/S

MGMT, GENERAL & FUNDRAISING EXPENSES	$ 1,009,492.
Total	$ 1,009,492.

SCHEDULE G
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information Regarding Fundraising or Gaming Activities

Complete if the organization answered 'Yes' to Form 990, Part IV, lines 17, 18, or 19, or if the organization entered more than $15,000 on Form 990-EZ, line 6a.
► Attach to Form 990 or Form 990-EZ. ► See separate instructions.

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
THE CHILDREN'S HOSPITAL FOUNDATION

Employer identification number
93-1314469

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

1 Indicate whether the organization raised funds through any of the following activities. Check all that apply.

a ☐ Mail solicitations
b ☐ Internet and email solicitations
c ☐ Phone solicitations
d ☐ In-person solicitations
e ☐ Solicitation of non-government grants
f ☐ Solicitation of government grants
g ☐ Special fundraising events

2a Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? ☒ Yes ☐ No

b If 'Yes,' list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least $5,000 by the organization.

	(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions? Yes	(iii) No	(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in column (i)	(vi) Amount paid to (or retained by) organization
1	Greenwood Co. 388 Market St San Franci CA 94111	Capital Campaig		X	12,593,433.	237,500.	12,355,933.
2							
3							
4							
5							
6							
7							
8							
9							
10							
Total					12,593,433.	237,500.	12,355,933.

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

OR

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

		(a) Event #1 WISHES ON WHEE (event type)	(b) Event #2 MARY POPPINS 2 (event type)	(c) Other events 2 (total number)	(d) Total events (add column (a) through column (c))
REVENUE	1 Gross receipts	116,220.	108,024.	71,300.	295,544.
	2 Less Charitable contributions	83,073.	79,980.	36,640.	199,693.
	3 Gross income (line 1 minus line 2)	33,147.	28,044.	34,660.	95,851.
DIRECT EXPENSES	4 Cash prizes				
	5 Noncash prizes				
	6 Rent/facility costs				
	7 Food and beverages				
	8 Entertainment				
	9 Other direct expenses	39,499.	27,690.	11,078.	78,267.
	10 Direct expense summary Add lines 4 through 9 in column (d)			►	78,267.
	11 Net income summary Combine line 3, column (d), and line 10			►	17,584.

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

		(a) Bingo	(b) Pull tabs/Instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add column (a) through column (c))
REVENUE	1 Gross revenue				
DIRECT EXPENSES	2 Cash prizes				
	3 Non-cash prizes				
	4 Rent/facility costs				
	5 Other direct expenses				
	6 Volunteer labor	☐ Yes ____ % ☐ No	☐ Yes ____ % ☐ No	☐ Yes ____ % ☐ No	
	7 Direct expense summary Add lines 2 through 5 in column (d)			►	
	8 Net gaming income summary Combine lines 1, column (d) and line 7			►	

9 Enter the state(s) in which the organization operates gaming activities _____

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

b If 'No,' explain _____

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

b If 'Yes,' explain _____

11 Does the organization operate gaming activities with nonmembers? ☐ Yes ☐ No

12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? ☐ Yes ☐ No

13 Indicate the percentage of gaming activity operated in

a The organization's facility	13a	%
b An outside facility	13b	%

14 Enter the name and address of the person who prepares the organization's gaming/special events books and records

Name ► _____

Address ► _____

15a Does the organization have a contact with a third party from whom the organization receives gaming revenue? ☐ Yes ☐ No

b If 'Yes,' enter the amount of gaming revenue received by the organization ► $_____ and the amount of gaming revenue retained by the third party ► $_____

c If 'Yes,' enter name and address of the third party

Name ► _____

Address ►

16 Gaming manager information

Name ► _____

Gaming manager compensation ► $_____

Description of services provided ► _____

☐ Director/officer ☐ Employee ☐ Independent contractor

17 Mandatory distributions

a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? ☐ Yes ☐ No

b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ► $

Part IV Supplemental Information. Complete this part to provide the explanations required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also 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, lines 21 or 22.
► **Attach to Form 990.**

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
THE CHILDREN'S HOSPITAL FOUNDATION

Employer identification number
93-1314469

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? [X] Yes [ ] No

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States See Part IV

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. Check this box if no one recipient 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) LEGACY EMANUEL HOSPITAL & HEA 2801 N GANTENBEIN AVE PORTLAND, OR 97227	93-0386823	501(c) (3)	4,956,524.	25,524.			
(2) LEGACY HEALTH 1919 NW LOVEJOY ST PORTLAND, OR 97209	23-7426300	501(c) (3)	106,641.	0.			
(3)							
(4)							
(5)							
(6)							
(7)							
(8)							

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

3 Enter total number of other organizations listed in the line 1 table ► 0

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

	(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
1						
2						
3						
4						
5						
6						
7						

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

Part I, Line 2 - Procedures for Monitoring Use of Grants Funds in U.S.

THE FOUNDATION ONLY AWARDS GRANTS AND/OR SCHOLARSHIPS AFTER A THOROUGH REVIEW AND DISCUSSION OF THE EXPENDITURES.

GRANT PROPOSALS ARE SUBMITTED DURING THE ANNUAL GRANT APPLICATION PROCESS. ALL GRANT PROPOSALS ARE INITIALLY REVIEWED BY LEGACY HEALTH'S EXECUTIVE COUNCIL TO DETERMINE THEIR APPLICABILITY TO LEGACY'S GOALS AND STRATEGIC PLAN. GRANT PROPOSALS ARE THEN REVIEWED BY THE FOUNDATION'S OWN GRANT COMMITTEE. ONCE A GRANT IS APPROVED BY THE FOUNDATION, MONIES ARE NOT TRANSFERRED UNTIL PROOF OF THE EXPENDITURE IS PROVIDED TO THE GRANT STEWARDSHIP ARM OF THE FOUNDATION.

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

2011

Open to Public Inspection

Name of the organization
THE CHILDREN'S HOSPITAL FOUNDATION

Employer identification number
93-1314469

Part I Questions Regarding Compensation

		Yes	No
1a	Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a Complete Part III to provide any relevant information regarding these items		
	☐ First-class or charter travel		
	☐ Travel for companions		
	☐ Tax indemnification and gross-up payments		
	☐ Discretionary spending account		
	☐ Housing allowance or residence for personal use		
	☐ Payments for business use of personal residence		
	☐ Health or social club dues or initiation fees		
	☐ Personal services (e g , maid, chauffeur, chef)		
b	If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If 'No,' complete Part III to explain **1b**		
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? **2**		
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 Explain in Part III.		
	☐ Compensation committee		
	☐ Independent compensation consultant		
	☐ Form 990 of other organizations		
	☐ Written employment contract		
	☐ Compensation survey or study		
	☐ Approval by the board or compensation committee		
4	During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization		
a	Receive a severance payment or change-of-control payment? **4a**	X	
b	Participate in, or receive payment from, a supplemental nonqualified retirement plan? **4b**	X	
c	Participate in, or receive payment from, an equity-based compensation arrangement? **4c**		X
	If 'Yes' to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III 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**		X
b	Any related organization? **5b**	X	
	If 'Yes' to line 5a or 5b, describe in Part III 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**		X
b	Any related organization? **6b**	X	
	If 'Yes' to line 6a or 6b, describe in Part III. 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**		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 Regulations section 53 4958-4(a)(3)? If 'Yes,' describe in Part III **8**		X
9	If 'Yes' to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)? **9**		

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 columns (D) and (E) amounts for that individual

	(A) Name		(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 and incentive compensation	(iii) Other reportable compensation				
1	MAUREEN A. BRADLEY	(i)	0.	0.	0.	0.	0.	0.	0.
		(ii)	231,005.	16,597.	2,991.	17,226.	17,920.	285,739.	0.
2	KEVIN G. NORWOOD, MD	(i)	0.	0.	0.	0.	0.	0.	0.
		(ii)	200,545.	250.	6,862.	17,604.	7,156.	232,417.	0.
3	MONICA C. WEHBY, MD	(i)	0.	0.	0.	0.	0.	0.	0.
		(ii)	744,237.	193,450.	45,726.	17,433.	19,944.	1,020,790.	0.
4	PATRICIA M. GIANELLI	(i)	0.	0.	0.	0.	0.	0.	0.
		(ii)	191,894.	6,301.	7,409.	27,238.	25,830.	258,672.	12,688.
5	ANNE T. GREER	(i)	0.	0.	0.	0.	0.	0.	0.
		(ii)	131,928.	200.	-3,342.	15,074.	18,076.	161,936.	0.
6	CARLA D. HARRIS	(i)	0.	0.	0.	0.	0.	0.	0.
		(ii)	289,948.	15,985.	45,619.	19,499.	31,016.	402,067.	0.
7	TOMIKA ANNE DEW	(i)	0.	0.	0.	0.	0.	0.	0.
		(ii)	0.	0.	73,830.	0.	0.	73,830.	0.
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, for Part II. Also complete this part for any additional information.

Part I, Line 4 - Received Severance, Supplemental NQ Retirement, Equity-Based Compensation

Question 4(a) - The following individuals listed on Form 990, Part VII, Section A received severance payments.

Tomika Anne Dew $ 73,830

Question 4(b) - The following individuals participate in, or received payment from, a supplemental nonqualified retirement plan described above:

Patricia M. Gianelli $12,688

Maureen Bradley $ 0

Tomika Anne Dew $ 0

Part I, Line 5 - Compensation Contingent On Revenues Or Related Organization

Physicians employed by Legacy related entities are paid a bonus contingent upon their revenue generated during the year measured by industry standard relative value units (RVU).

Part I, Line 6 - Compensation Contingent On Net Earnings Or Related Organization

Legacy has an at-risk incentive compensation plan for management. The plan is based on meeting goals related to employee engagement, work processes, customer service, clinical quality, financial management, and certain key strategic tactics. In order

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, for Part II. Also complete this part for any additional information.

Part I, Line 6 - Compensation Contingent On Net Earnings Or Related Organization (continued)

to payout any at-risk incentive compensation, Legacy must exceed operating margin targets.

Compensation from Unrelated Organizations

SCHEDULE J REPORTING OF TRUSTEE AND OFFICERS ON LEGACY AFFILIATE RETURNS.

The Foundation Ex-Officio Trustees and Officers who are also Legacy employees have their compensation paid from Legacy Health or Legacy Emanuel Hospital & Health Center. The compensation is reported for informational purposes on the Foundation return.

Legacy Emanuel Hospital & Health Center has loans with some Foundation Trustee physicians for medical malpractice coverage. The loans are required to be repaid with interest.

Sch J, Part 1, Question 3 Regarding Compensation Practices

The following describes the compensation practices of Legacy and its affiliates.

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, for Part II. Also complete this part for any additional information.

Compensation from Unrelated Organizations (continued)

The Compensation Committee of the Board of Directors, none of whom is a Legacy employee, reviews the compensation for executive positions. The Committee oversees the system's governance procedures with respect to intermediate sanctions legislation and the evaluation of reasonableness of compensation. The Committee reports to the Board in sufficient detail to enable the entire Board to take such actions as are required to obtain the rebuttable presumption of reasonableness. The Compensation Committee also reviews tax-reporting disclosures.

Sch J, Part II, Column Breakdown Of W-2 Or Misc-1099:

Column B(i) - Base compensation consists of regular base pay including employee elected deferrals for retirement plans (403(b) and 457(b) plans).

Column B(ii) - The incentive compensation program for Legacy is based on predetermined criteria and reviewed and approved by the Board. Bonuses are paid to key employees for interim duties outside their primary responsibilities (e.g. Acting in Capacity).

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, for Part II. Also complete this part for any additional information.

Compensation from Unrelated Organizations (continued)

Column B(iii) - Other compensation consists of deferred compensation amounts paid to executives during the current year and were reported on prior form 990 returns. These amounts include arrangements that contain elements of a substantial risk of forfeiture conditioned on continued employment, vesting and/or a noncompete provision upon termination of employment. In addition, imputed income for insurance, cell phone and other benefits is included in other compensation as well as any severance related payments.

Column C - Deferred compensation includes the value of defined benefit plans, contributions to defined contribution plans, amounts deferred under the 457(f) plan including earnings, earnings in the 457(b) plan, and the value of the pension restoration plan. Earnings on the 457(f) and 457(b) include gains and losses on the underlying investments.

The defined contribution and benefit plans are available to all employees as they become qualified to participate. The pension restoration plan provides executive pension benefits in excess of IRS mandated limits on eligible compensation to key executives. The benefits are unfunded and subject to forfeiture. Executive pension

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, for Part II. Also complete this part for any additional information.

Compensation from Unrelated Organizations (continued)

benefits are intended to make the executive's retirement benefit, as a proportion of their final average salary, comparable to all other employees, and are treated as income when paid.

Column D - Nontaxable benefits include company paid health and welfare and long term care and disability benefits under group plans.

Column F - Current year compensation reported as deferred in prior years.

SCHEDULE M (Form 990)

Department of the Treasury
Internal Revenue Service

Noncash Contributions

► Complete if the organizations answered 'Yes' on Form 990, Part IV, lines 29 or 30.
► Attach to Form 990.

OMB No 1545 0047

2011

Open To Public Inspection

Name of the organization
THE CHILDREN'S HOSPITAL FOUNDATION

Employer identification number
93-1314469

Part I Types of Property

		(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1	Art – Works of art				
2	Art – Historical treasures				
3	Art – Fractional interests				
4	Books and publications				
5	Clothing and household goods	X		28,544.	
6	Cars and other vehicles				
7	Boats and planes				
8	Intellectual property				
9	Securities – Publicly traded				
10	Securities – Closely held stock				
11	Securities – Partnership, LLC, or trust interests				
12	Securities – Miscellaneous				
13	Qualified conservation contribution – Historic structures				
14	Qualified conservation contribution – Other				
15	Real estate – Residential				
16	Real estate – Commercial				
17	Real estate – Other				
18	Collectibles				
19	Food inventory				
20	Drugs and medical supplies				
21	Taxidermy				
22	Historical artifacts				
23	Scientific specimens				
24	Archeological artifacts				
25	Other ► (_____)				
26	Other ► (_____)				
27	Other ► (_____)				
28	Other ► (_____)				

			Yes	No
29	Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement.	29		
30a	During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?	30a		X
b	If 'Yes,' describe the arrangement in Part II			
31	Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?	31	X	
32a	Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?	32a	X	
b	If 'Yes,' describe in Part II	See Part II		
33	If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II.			

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

Part I, Line 32 - Hire and Use of Third Parties

IF THE FOUNDATION RECEIVES A VEHICLE DONATION, VOLUNTEERS OF AMERICA PROCESSES THE DONATION FOR THE FOUNDATION.

SCHEDULE R (Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

► 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.

OMB No 1545 0047

2011

Open to Public Inspection

Name of the organization
THE CHILDREN'S HOSPITAL FOUNDATION

Employer identification number
93-1314469

Part I Identification of Disregarded Entities (Complete if the organization answered 'Yes' to Form 990, Part IV, line 33.)

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

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) Sec 512(b)(13) controlled entity? Yes	(g) Sec 512(b)(13) controlled entity? No
(1) LEGACY HEALTH 1919 NW LOVEJOY ST PORTLAND, OR 97209 23-7426300	HEALTHCARE	OR	501(C)(3)	11b	N/A		X
(2) LEGACY EMANUEL HOSPITAL & HEALTH C 2801 N GANTENBEIN AVE PORTLAND, OR 97227 93-0386823	HOSPITAL	OR	501(C)(3)	3	N/A		X
(3) LEGACY GOOD SAMARITAN HOSPITAL & M 1015 NW 22ND AVE PORTLAND, OR 97210 93-0386793	HOSPITAL	OR	501(C)(3)	3	N/A		X
(4) LEGACY MERIDIAN PARK HOSPITAL 19300 SW 65TH AVE TUALATIN, OR 97062 93-0618975	HOSPITAL	OR	501(C)(3)	3	N/A		X

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? Yes	(h) No	(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner? Yes	(j) No	(k) Percentage ownership
(1)												
(2)												
(3)												

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
(1)							
(2)							
(3)							

Part V Transactions With Related Organizations (Complete if the organization answered 'Yes' to Form 990, Part IV, line 34, 35, 35a, or 36.)

			Yes	No
	Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule			
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	1a		X
b	Gift, grant, or capital contribution to related organization(s)	1b	X	
c	Gift, grant, or capital contribution from related organization(s)	1c	X	
d	Loans or loan guarantees to or for related organization(s)	1d		X
e	Loans or loan guarantees by related organization(s)	1e		X
f	Sale of assets to related organization(s)	1f		X
g	Purchase of assets from related organization(s)	1g		X
h	Exchange of assets with related organization(s)	1h	X	
i	Lease of facilities, equipment, or other assets to related organization(s)	1i		X
j	Lease of facilities, equipment, or other assets from related organization(s)	1j	X	
k	Performance of services or membership or fundraising solicitations for related organization(s)	1k	X	
l	Performance of services or membership or fundraising solicitations by related organization(s)	1l	X	
m	Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1m	X	
n	Sharing of paid employees with related organization(s)	1n	X	
o	Reimbursement paid to related organization(s) for expenses	1o	X	
p	Reimbursement paid by related organization(s) for expenses	1p	X	
q	Other transfer of cash or property to related organization(s)	1q	X	
r	Other transfer of cash or property from related organization(s)	1r	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-r)	(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' to 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? Yes	(e) No	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations? Yes	(h) No	(i) Code V-UBI amount in box 20 of Schedule K-1 Form (1065)	(j) General or managing partner? Yes	(j) No	(k) Percentage ownership
(1)													
(2)													
(3)													
(4)													
(5)													
(6)													
(7)													
(8)													

Part VII Supplemental Information

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

Part II Continuation of 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	(G) Sec 512(b)(13) controlled entity? Yes	(G) Sec 512(b)(13) controlled entity? No
LEGACY MOUNT HOOD MEDICAL CENTER 24800 SE STARK ST GRESHAM, OR 97030 93-0591528	HOSPITAL	OR	501(C)(3)	3	N/A		X
LEGACY SALMON CREEK HOSPITAL 2211 NE 139TH ST VANCOUVER, WA 98686 33-1065485	HOSPITAL	WA	501(C)(3)	3	N/A		X
LEGACY VISITING NURSE ASSOCIATION 815 NE DAVIS ST PORTLAND, OR 97210 93-0848530	HOSPICE	OR	501(C)(3)	9	N/A		X
EMANUEL MEDICAL CENTER FOUNDATION PO BOX 4484 PORTLAND, OR 97208 93-0695667	CHARITABLE FOUNDATION	OR	501(C)(3)	7	N/A		X
GOOD SAMARITAN FOUNDATION PO BOX 4484 PORTLAND, OR 97208 23-7017276	CHARITABLE FOUNDATION	OR	501(C)(3)	11a	N/A		X
MERIDIAN PARK MEDICAL FOUNDATION PO BOX 4484 PORTLAND, OR 97208 93-0773410	CHARITABLE FOUNDATION	OR	501(C)(3)	11a	N/A		X
MT HOOD MEDICAL CENTER FOUNDATION PO BOX 4484 PORTLAND, OR 97208 93-0794951	CHARITABLE FOUNDATION	OR	501(C)(3)	11a	N/A		X
SALMON CREEK HOSPITAL FOUNDATION PO BOX 4484 PORTLAND, OR 97208 83-0433165	CHARITABLE FOUNDATION	WA	501(C)(3)	7	N/A		X
LEGACY ADVENTIST VENTURE 1919 NW LOVEJOY ST PORTLAND, OR 97209 93-1121816	HEALTHCARE	OR	501(C)(3)	9	N/A		X

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

2011

Open to Public Inspection

Name of the organization
THE CHILDREN'S HOSPITAL FOUNDATION

Employer identification number
93-1314469

Form 990, Part X

The Children's Hospital Foundation (TCHF) participates in the Legacy investment pooled funds which include professionally managed equity and fixed income securities in both separately managed portfolios and commingled investment accounts. Investment returns are prorated according to each affiliate's share of the pool.

Form 990, Schedules D & G

Legacy Health (Legacy), EIN 23-7426300, the parent organization for all Legacy Affiliates, pays for all management, general and fundraising expenses of its affiliated foundations. This includes salaries, payments to external contractors, supplies, office equipment, and other administrative expenses.

The expenses paid by Legacy are donated to the Foundations as institutional support. This institutional support is included as both revenue and expense on the Foundation's internal financial statements but is not included for Form 990 reporting purposes.

Because of this arrangement, there are no management and fundraising expenses, number of employees, employee compensation, or payment to independent contractors reflected on the Foundation's return. The only expenditures, other than grants, are certain special event expenses which are not donated by Legacy but are paid directly by the Foundation and reported on Form 990, part VIII, line 8B.

The amount donated by Legacy to The Children's Hospital Foundation for the year ended 3/31/12 to cover management, general and fundraising expenses was $1,009,492. Of the total expense donated by Legacy, $237,500 was paid to The Greenwood Company to assist The Children's Hospital Foundation Capital Campaign, raising funds for The

Name of the organization: THE CHILDREN'S HOSPITAL FOUNDATION

Employer identification number: 93-1314469

Randall Children's Hospital at Legacy Emanuel Hospital & Health Center. The campaign kicked off in the fall of 2009 with the employees of Legacy Health pledging over 2,100,000.

Form 990, Part III, Line 1 - Organization Mission

The mission of The Children's Hospital Foundation is to foster charitable giving as well as community commitment and involvement to support the mission and vision of Randall Children's Hospital at Legacy Emanuel Hospital and Health Center providing pediatric health services.

Form 990, Part III, Line 4a - Program Service Accomplishments

Charitable gifts to The Children's Hospital Foundation advance the programs and services of Randall Children's Hospital at Legacy Emanuel, many of which are not supported by traditional means of healthcare reimbursement.

Randall Children's Hospital, which opened the doors to its new home in February 2012, is a full-service 165-bed hospital designed to meet the special needs of children and their families. Located in a nine-story tower on the Emanuel Medical Center campus in north Portland, Randall Children's Hospital is the largest children's hospital in Oregon. The state of the art facility serves patients from throughout Oregon, Southwest Washington, Alaska, and Idaho. The hospital staff includes more than 100 pediatric medical and surgical specialists and 125 community pediatricians.

Major programs include:

* Neonatal Intensive Care Unit (NICU), the largest in Oregon, providing care for critically ill newborns
* Pediatric Intensive Care Unit (PICU)
* Pediatric Development & Rehabilitation program, including the only inpatient pediatric rehabilitation program in Oregon

Name of the organization: THE CHILDREN'S HOSPITAL FOUNDATION

Employer identification number: 93-1314469

Form 990, Part III, Line 4a - Program Service Accomplishments

* Virtually all medical specialties for children, including heart surgery, pediatric cancer care, diabetes center, kidney center and pediatric home care
* Injury prevention programs and Safety Store
* Parent Resource Center, to help families fully participate as members of the caregiving team
* Oregon's only full-service 24-hour emergency department devoted solely to caring for children

In fiscal year 2012, philanthropic contributions supported programs in these major areas:

Capital Acquisition	$ 4,525,941
Patient Care	$ 343,916
Education and Training	$ 72,834
Community Benefit & Other Hospital Programs	$ 221,253

Some of the specific projects funded in this year were as follows:

* Supported the construction and equipping of the new Randall Children's Hospital at Legacy Emanuel.
* Supported the Child Life & Art Therapy programs, which provide psychosocial supports for patients and families facing the challenges of hospitalization, including trauma, grief and adjustment to illness and injury (includes art project supplies, developmentally appropriate toys and activities, medical play supplies and "distraction" toys and books).
* Supported the child abuse assessment and prevention programs of CARES Northwest.
* Purchased a digital wheelchair scale, enabling Emanuel Children's Clinic staff to weigh children while in their wheelchairs, ensuring weight-based medications are

Name of the organization: THE CHILDREN'S HOSPITAL FOUNDATION

Employer identification number: 93-1314469

Form 990, Part III, Line 4a - Program Service Accomplishments

provided accurately.

* Supported the implementation of Legacy's Shaken Baby Syndrome Prevention Education program for parents/caregivers of newborns in all of Legacy Health's Family Birth Centers.

* Provided families, particularly low-income, with access to bicycle and multi-sport (skate) safety equipment and instruction on how to fit and use helmets effectively.

* Provided emergency medications, durable medical equipment and other health related supplies to patients without insurance or other financial means.

Form 990, Part VI, Line 3 - Description of Delegated Duties to Management Company

Legacy Health (Legacy) provides management services for all of its affiliated companies which includes, accounting, purchasing, contracting, legal, human resources, information technology, billing, facilities, budgeting, transcription, security, public relations, strategic planning, organization development.

Form 990, Part VI, Line 4 - Significant Changes to Organizational Documents

The Children's Hospital Foundation restated its Articles & Bylaws with the Oregon Secretary of State to reflect its new name.

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

Legacy Emanuel Hospital & Health Center (LEHHC) is the sole member of The Children's Hospital Foundation (TCHF).

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

The LEHHC Board of Directors approves trustees appointed to the Foundation Board.

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

The LEHHC Board of Directors may by resolution approve or disapprove decisions of the governing board.

Name of the organization: THE CHILDREN'S HOSPITAL FOUNDATION

Employer identification number: 93-1314469

Form 990, Part VI, Line 11b - Form 990 Review Process

The Foundation Board received a copy of the 990 return prior to filing. The Board Finance Committee reviewed the 990 return prior to filing.

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

The following is a summary of Legacy's policy and procedures for conflict of interest disclosure, monitoring and resolution.

All Legacy employees and non-employees in leadership positions (e.g., Board members, Foundation Trustees, Medical Directors) are required to disclose potential conflicts of interest as the conflict arises. All employees attest to proper conflict of interest disclosure during their annual review. Certain groups have annual formal disclosure requirements, Executives and non-employees in leadership positions complete the Conflict Disclosure Statement from the Standards of Conduct policy annually. Officers, Directors, Trustees, Key and Highly Compensated employees are also required to complete a questionnaire covering business relationships, business transactions with interested parties, loans and grants.

Conflict Disclosure Statements and questionnaires are returned to Legacy Management Audit for review of the disclosures. If a conflict is disclosed, or identified through any other means, Management Audit ensures that management mitigates the risk (e.g., discontinues relationship with vendor, segregates responsibilities, recuses Board member from voting in area of conflict) and that the conflict and mitigation steps are reported to the appropriate level (e.g., Compliance Committee, Audit Committee of the Board).

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

The following describes the compensation practices of Legacy and its affiliates.

Name of the organization: THE CHILDREN'S HOSPITAL FOUNDATION

Employer identification number: 93-1314469

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

Executive compensation for Legacy is designed to recruit, retain and motivate qualified senior management personnel. The comprehensive compensation plan is designed for positions that have a significant impact on the high-level strategic and policy direction of Legacy and its affiliates.

Base pay and total compensation (including incentive compensation) for similar positions is established at a level comparable to market compensation for healthcare organizations. External consultants are regularly used to review published compensation surveys of comparable organizations and comparable benchmark positions in the market.

The Compensation Committee of the Board of Directors, none of whom is a Legacy employee, reviews the compensation for key executive positions. The Committee oversees the system's governance procedures with respect to the evaluation of reasonableness of compensation. The Committee reports to the Board in sufficient detail to enable the entire Board to take such actions as are required to obtain the rebuttable presumption of reasonableness. The Compensation Committee also reviews tax-reporting disclosures.

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

Legacy Health's audited and interim consolidated financial statements are publicly available on the Electronic Municipal Market Access (EMMA) (www.emma.msrb.org) and DAC Bond (www.dacbond.com) websites. Legacy's audited consolidated financial statements include consolidating schedules which highlights the Legacy Foundations's financial results.

When changes are made to the TCHF Articles or Bylaws, TCHF discloses and attaches

Name of the organization: THE CHILDREN'S HOSPITAL FOUNDATION

Employer identification number: 93-1314469

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

copies to the IRS Form 990, which are publicly available by request or on various public websites such as Guidestar(www.guidestar.org). Other governing documents are not available to the public.

THE CHILDREN'S HOSPITAL FOUNDATION 93-1314469

Form 990, Part XI, Line 5
Other Changes in Net Assets or Fund Balances

ROUNDING	$ -7.
Total	$ -7.

AMENDED AND RESTATED
ARTICLES OF INCORPORATION (2010)
OF
THE CHILDREN'S HOSPITAL FOUNDATION
A Nonprofit Corporation

The Children's Hospital Foundation adopts the following Restated Articles of Incorporation. These Restated Articles of Incorporation supersede the existing Articles of Incorporation and all restatements or amendments thereto.

ARTICLE I

The name of the corporation is The Children's Hospital Foundation.

ARTICLE II

The corporation is a public benefit corporation.

ARTICLE III

The corporation is organized and shall be operated exclusively for charitable, scientific, and educational purposes permitted by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal tax laws. In particular, the corporation is organized and shall be operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of Legacy Emanuel Hospital & Health Center, an Oregon nonprofit corporation, dba Emanuel Children's Hospital, so long as Legacy Emanuel Hospital & Health Center is in existence and remains an organization described in Sections 501(c)(3) and 509(a)(1) or (2) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal tax laws.

ARTICLE IV

Notwithstanding any other provision of these articles of incorporation, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal tax laws, and (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal tax laws. No part of the net earnings of the corporation shall inure to the benefit of any private shareholder or individual. No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, except as may be permitted under Section 501(h) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal tax laws, and the corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE V

The corporation shall make distributions only to or for the benefit of Legacy Emanuel Hospital & Health Center so long as Legacy Emanuel Hospital & Health Center is in existence and remains an organization described in Sections 501(c)(3) and 509(a)(1) or (2) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal tax laws.

ARTICLE VI

Upon dissolution or final liquidation, after payment or provision for payment of all of the liabilities of the corporation, the remaining assets of the corporation shall be distributed to Legacy Emanuel Hospital & Health Center; provided, however, that if Legacy Emanuel Hospital & Health Center is not then in existence or is not then an organization that is described in Sections 170(b)(1)(A) and 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal tax laws, the remaining assets of the corporation shall be distributed, after consultation with the Sole Member, to (a) such other organizations as are described in Sections 170(b)(1)(A) and 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal tax laws, and/or (b) the State of Oregon or any political subdivision thereof for exclusively public purposes, as the Board of Directors shall determine.

ARTICLE VII

The corporation shall have members. The Sole Member of the corporation shall be Legacy Emanuel Hospital & Health Center.

ARTICLE VIII

All directors of the corporation other than the initial directors shall be appointed by the Sole Member at the time and in the manner to be set forth in the corporation's bylaws.

ARTICLE IX

No director or uncompensated officer shall have any personal liability to the corporation for monetary damages for conduct as a director or officer, provided that this provision shall not be deemed to eliminate or limit the liability of a director or officer for:

(a) Any breach of the director's or officer's duty of loyalty to the corporation;

(b) Acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;

(c) Any unlawful distribution;

(d) Any transaction from which the director or officer derived an improper personal benefit; or

(e) Any act or omission in violation of ORS 65.361 to 65.367, or the corresponding provisions of any future Oregon nonprofit corporation law.

ARTICLE X

The corporation shall indemnify to the fullest extent permitted by the Oregon Nonprofit Corporation Act any person who is made, or threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit, or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation. The right to and amount of indemnification shall be determined in accordance with the provisions of the Oregon Nonprofit Corporation Act in effect at the time of the determination.

ARTICLE XI

The name of the corporation's registered agent is Campbell Groner. The address of the corporation's registered office is 1919 N.W. Lovejoy, Portland, Oregon 97209. The agent has consented to this appointment.

ARTICLE XII

The alternate corporate mailing address to which notices may be mailed until the principal office of the corporation has been designated by the corporation in its next annual report is:

1919 N.W. Lovejoy
Portland, Oregon 97209

DATED: 1/14/10.

The Children's Hospital Foundation

By: _____
Allison D. Rhodes

Title: Secretary

Secretary of State
Corporation Division
255 Capitol Street NE, Suite 151
Salem, OR 97310-1327

Phone (503)986-2200
Fax:(503)378-4381
www.filinginoregon.com

Registry Number: 784621-82
Type: DOMESTIC NONPROFIT CORPORATION

Next Renewal Date: 11/29/2010

THE CHILDREN'S HOSPITAL FOUNDATION
ATTN CAM GRONER
1919 NW LOVEJOY
PORTLAND OR 97209

Acknowledgment Letter

The document you submitted was recorded as shown below. Please review and verify the information listed for accuracy.

If you have any questions regarding this acknowledgement, contact the Secretary of State, Corporation Division at (503)986-2200. Please refer to the registration number listed above. A copy of the filed documentation may be ordered for a fee of $5.00. Submit your request to the address listed above or call (503)986-2317 with your Visa or MasterCard number.

Document
ARTICLES OF AMENDMENT

Filed On
03/26/2010

Jurisdiction
OREGON

Nonprofit Type
PUBLIC BENEFIT WITH MEMBERS

Name
THE CHILDREN'S HOSPITAL FOUNDATION

Principal Place of Business
1919 NW LOVEJOY
PORTLAND OR 97209

Registered Agent
CAMPBELL GRONER
1919 NW LOVEJOY
PORTLAND OR 97209

Mailing Address
ATTN CAM GRONER
1919 NW LOVEJOY
PORTLAND OR 97209

President
TOMIKA DEW
1919 NW LOVEJOY
PORTLAND OR 97209

Secretary
ALLISON D RHODES
1000 SW BROADWAY #1250
PORTLAND OR 97205

TROBEL
ACK
03/26/2010

Articles of Amendment - Nonprofit

Secretary of State - Corporation Division - 255 Capitol St. NE, Suite 151 - Salem, OR 97310-1327 - http://www.FilingInOregon.com - Phone: (503) 986-2200

FILED

MAR 26 2010

OREGON
SECRETARY OF STATE

CONFIRMATION COPY

REGISTRY NUMBER: 784621-82

In accordance with Oregon Revised Statute 192.410-192.490, the information on this application is public record. We must release this information to all parties upon request and it will be posted on our website.

For office use only

Please Type or Print Legibly in **Black** Ink.

1) **ENTITY NAME:** Emanuel Children's Hospital Foundation

2) **STATE THE ARTICLE NUMBER(S):** and set forth the article(s) as it is amended to read. (Attach a separate sheet if necessary.)

Change name to: The Children's Hospital Foundation

3) **THE AMENDMENT WAS ADOPTED ON:** January 14, 2010

(If more than one amendment was adopted, identify the date of adoption of each amendment.)

4) **CHECK THE APPROPRIATE STATEMENT:**

☐ Membership approval was not required. The amendment(s) was approved by a sufficient vote of the board of directors or incorporators.

☒ Membership approval was required.

The membership vote was as follows.

Class(es) entitled to vote	Number of members entitled to vote	Number of votes entitled to be cast	Number of votes cast FOR	Number of votes cast AGAINST
1	1	1	1	0

5) **EXECUTION:** (Must be signed by at least one officer or director.)
By my signature, I declare as an authorized authority, that this filing has been examined by me and is, to the best of my knowledge and belief, true, correct, and complete. Making false statements in this document is against the law and may be penalized by fines, imprisonment or both.

Signature: _____ Printed Name: Tomika A. Dew Title: President

CONTACT NAME: (To resolve questions with this filing.)
Becky Miller

PHONE NUMBER: (Include area code.)
503-415-5341

FEES	
Required Processing Fee $50	
Confirmation Copy (Optional) $5	
No Fee for Nonprofit Type Change.	No Fee for President/Secretary Change.
Processing Fees are nonrefundable.	Please make check payable to "Corporation Division."

AMENDED AND RESTATED

BYLAWS

OF

THE CHILDREN'S HOSPITAL FOUNDATION

Adopted February 1, 2001

Amended May 1, 2002

Amended February 14, 2007

Amended and Restated January 8, 2009

Amended and Restated January 14, 2010

Amended and Restated March 22, 2012

AMENDED AND RESTATED BYLAWS
OF
THE CHILDREN'S HOSPITAL FOUNDATION

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AMENDED AND RESTATED BYLAWS
OF
THE CHILDREN'S HOSPITAL FOUNDATION (2012)

ARTICLE 1

PURPOSE

Section 1.1 PURPOSE OF THE CHILDREN'S HOSPITAL FOUNDATION

The purpose of The Children's Hospital Foundation (hereinafter the "Foundation") is to operate exclusively for charitable, scientific or educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, acting as a supporting organization of Legacy Emanuel Hospital & Health Center dba Randall Children's Hospital at Legacy Emanuel, and raising funds to be distributed to or for the benefit of Legacy Emanuel Hospital & Health Center so that Legacy Emanuel Hospital & Health Center may achieve its tax-exempt purposes.

Section 1.2 MISSION OF THE CHILDREN'S HOSPITAL FOUNDATION

The mission of The Children's Hospital Foundation is to foster charitable giving as well as community commitment and involvement to support the mission and vision of Randall Children's Hospital at Legacy Emanuel.

Section 1.3 VISION OF LEGACY EMANUEL HOSPITAL & HEALTH CENTER

Legacy Emanuel Hospital & Health Center will be the preferred provider of pediatric health care services in the communities we serve. We will contribute to the promotion of health in our community by providing a full range of services to meet our customers' needs for healthcare. As a community institution and employer we will actively participate in community partnerships to promote the welfare of our citizens and the growth of our community. As an operating unit of Legacy Health we will promote and participate in opportunities for integration between physicians, health plans, hospitals, and outpatient services to provide access and an appropriate level of quality service to our customers at affordable and competitive prices.

Section 1.4 MISSION OF LEGACY EMANUEL HOSPITAL & HEALTH CENTER

Legacy Emanuel Hospital & Health Center is committed to improving the health of our community. Our purpose is to provide and manage comprehensive, accessible, integrated healthcare services. We dedicate ourselves to creating a culture in which each individual actively applies the values of quality, community, caring and belonging within our organization and to those we serve.

Section 1.5 PURPOSE OF LEGACY EMANUEL HOSPITAL & HEALTH CENTER AND LEGACY HEALTH

Legacy Emanuel Hospital & Health Center is a part of Legacy Health. The mission of Legacy Emanuel Hospital & Health Center is consistent with the foundation, mission and vision of Legacy Health which is as follows:

(a) Foundation

Legacy Health is a unique healthcare system founded on the tradition and values of community healthcare organizations, the healing ministries of the Lutheran and Episcopal churches, and community physicians. This partnership of healthcare providers is dedicated to caring, compassion and excellence. The individual strengths and traditions that each bring enable us, as a system, to be of greater benefit to the communities we serve in our common mission.

(b) Mission

Legacy's Mission is good health for our people, our patients, our communities and our world.

(c) Vision

Legacy's Vision is to be essential to the health of our region.

ARTICLE 2

MEMBER

Section 2.1 SOLE MEMBER

The sole member of the Foundation shall be Legacy Emanuel Hospital & Health Center, an Oregon nonprofit corporation (the "Member"). Except to the extent limited in the Articles of Incorporation of the Foundation or these Bylaws, as amended and restated, the Member shall have voting rights to the fullest extent allowed to the membership of nonprofit corporations under the Oregon Nonprofit Corporation Act. The power of Legacy Emanuel Hospital & Health Center to act as Member under these Articles of Incorporation and the Bylaws shall be exercised by the Board of Directors of the Member or as the Board of Directors of the Member may, by resolution, direct.

Section 2.2 ACTIONS BY MEMBER; PLAN AND BUDGET RESPONSIBILITY

(a) Unless a greater number is required by its articles of incorporation, by its bylaws or by law, the Member may act (in its capacity as member of Foundation) by a majority vote of its Board of Directors at a meeting at which a quorum is present, by unanimous written consent without a meeting, or otherwise as the Board of Directors may, by

resolution, direct.

(b) Plans and budgets of the Foundation shall be prepared by the management and staff of the Foundation and, prior to implementation, may be reviewed by the Member.

(c) The Member shall have the discretion to review any proposed transactions of the Foundation which the Member, in its sole discretion, deems to involve significant questions of policy or which would have a substantial impact, financial or otherwise, upon the Foundation or Legacy Emanuel Hospital & Health Center. The Member shall have the sole right to approve or disapprove any such transaction.

Section 2.3 MEETINGS

An annual meeting of the Member shall be held each year at such time and date as the Board of Directors of Legacy Emanuel Hospital & Health Center shall determine. Special meetings of the Member may be called by the Board of Trustees of Foundation, or by the President or the Chair of the Board of Directors of the Member.

Section 2.4 NOTICE OF MEETINGS

Written or printed notice stating the place, day and hour of the meeting shall be delivered to the Member not less than seven (7) nor more than fifty (50) days prior to the date of a meeting of the Member. Notice shall be given either personally or by mail, by or at the direction of the Chair or the Secretary of the Foundation. In the case of a special meeting, the notice shall state the purpose or purposes for which the meeting is called.

Section 2.5 PLACE OF MEETINGS

Meetings may be held either within or without the State of Oregon at such place or places as shall be designated by the Member.

ARTICLE 3

Board of Trustees

Section 3.1 MANAGEMENT

The affairs of Foundation shall be managed by a Board of Trustees, and each member thereof individually shall be known as a Trustee.

Section 3.2 NUMBER

The Board of Trustees shall consist of not less than three (3) nor more than forty (40) trustees, not including *ex officio* Trustees. The exact number of Trustees shall be fixed by the Member, Legacy Emanuel Hospital & Health Center.

Section 3.3 SELECTION, TERM AND REMOVAL

(a) The Board of Trustees of the Foundation shall nominate and elect Trustees to serve for a term of three years (or in the case of a vacancy to serve the remainder of the term). No such election will be effective unless such election is approved by the Member. Trustees elected after January 1, 2011 shall be limited to two three-year terms. Trustees completing two (2) full terms may be elected for up to two (2) subsequent terms after not serving as a Trustee for a period of at least one (1) year. Trustees completing their service may request status as honorary emeritus trustees. The rights and obligations of honorary emeritus trustees shall be established by the Board of Trustees. In the event of a vacancy on the Board of Trustees and the Board of Trustees has failed to nominate and elect a Trustee at a meeting called for that purpose or upon the failure to call an annual meeting, then the Member may proceed to elect such a replacement Trustee.

(b) The Administrative Officer of Legacy Emanuel Hospital & Health Center, the Executive Director of the Foundation, Legacy's Chief Development Officer, the President of the Volunteer Council of Legacy Emanuel Hospital & Health Center and Chair of the Oregon Burn Center Advisory Council shall be *ex officio* members of the Board of Trustees of the Foundation with full right to vote.

(c) A Trustee of Foundation may be removed from office by the Member at any time, with or without cause.

Section 3.4 VACANCIES

A vacancy on the Board of Trustees shall exist upon the death or resignation of a Trustee, upon removal of any Trustee by the Member, or upon the creation of an additional trustee position. The Board of Trustees may nominate and elect a new Trustee to fill the vacancy and such election shall be effective upon approval by the Member, Legacy Emanuel Hospital & Health Center.

Section 3.5 ANNUAL MEETINGS

An annual meeting of the Board of Trustees shall be held each year. At the annual meeting, the Board of Trustees shall elect officers and the Chair. Notice of annual meetings shall be given not less than seven (7) and not more than fifty (50) days before the date of the meeting. Such notice may be given in any reasonable manner.

Section 3.6 REGULAR MEETINGS

Regular meetings of the Board of Trustees shall be held at such times as the

Board of Trustees may determine by resolution. The Secretary shall mail or otherwise deliver a copy of such resolution to any Trustee who was not present when it was adopted, but no further notice of such regular meetings need be given.

Section 3.7 SPECIAL MEETINGS

Special meetings of the Board of Trustees may be called by the Executive Director, the Chair, or upon written request by at least twenty percent (20%) of the Trustees in office setting forth the business they wish to have conducted at the special meeting. Notice of special meetings shall be given at least twenty-four (24) hours before the meeting if called by the Executive Director or Chair and at least seventy-two (72) hours before the meeting if called by the Trustees. Such notice may be given in any reasonable manner.

Section 3.8 PLACE OF MEETINGS; OTHER MEANS OF COMMUNICATION

All meetings of the Board of Trustees shall be held at such place as is designated in the notice of meeting. Any or all Trustees may participate in a regular or special meeting by, or conduct the meeting through, the use of any means of communication by which all Trustees participating in the meeting may simultaneously hear each other during the meeting. A Trustee participating in a meeting by such means shall be deemed present in person at the meeting.

Section 3.9 QUORUM

One-third (1/3) of the Trustees in office shall constitute a quorum for the transaction of business. A minority of the Trustees in the absence of a quorum may adjourn the meeting but may not transact any business.

Section 3.10 ACTION

The act of a majority of the Trustees present at a meeting where there is a quorum shall be the act of the Board of Trustees, unless otherwise provided in the Articles of Incorporation, these Bylaws, or by law. Except as specifically provided to the contrary in the Articles of Incorporation or these Bylaws, all Trustees and committee members, including without limitation *ex officio* Trustees and committee members, shall have voting rights in their capacity as members of the Board of Trustees and committees on which they serve.

Section 3.11 CONFLICTS OF INTEREST

(a) A conflict of interest transaction is a transaction with the Foundation in which a Trustee has a direct or indirect interest. A conflict of interest transaction is not voidable by Foundation solely because of the Trustee's interest in the transaction if the transaction was (1) fair to Foundation, or (2) authorized, approved or ratified by the vote of the Board of Trustees, or of a committee having and exercising the authority of the Board of

Trustees over such transaction, after disclosure to the Board of Trustees or the committee of the material facts of the transaction and the Trustee's interest.

(b) For the purposes of this section, a Trustee has an indirect interest in a transaction if (1) another entity in which the Trustee has a material interest or in which the Trustee is a general partner is a party to the transaction, or (2) the Trustee is a director, officer, or trustee of another entity which is not described in the last sentence of this paragraph and is a party to the transaction, and the transaction is or should be considered by the Board of Trustees. A Trustee does not have a direct or indirect interest in a transaction solely by serving as the director, officer, or trustee of the Member, of Legacy Health, or of an entity which substantially controls, is under substantially common control with, is wholly owned by or is substantially controlled by the Foundation, the Member, or Legacy Health.

(c) For purposes of this section, a conflict of interest transaction is authorized, approved, or ratified if it receives the affirmative vote of a majority of the Trustees on the Board of Trustees, or on the committee, who have no direct or indirect interest in the transaction. A transaction may not be authorized, approved, or ratified under this section by a single Trustee. Notwithstanding any provision of these Bylaws to the contrary, if a majority of the Trustees who have no direct or indirect interest in the transaction vote to authorize, approve, or ratify the transaction, a quorum is present for the purpose of taking action under this section. The presence of, or a vote cast by, a Trustee with a direct or indirect interest in the transaction does not affect the validity of any action taken under this section if the transaction is otherwise authorized, approved or ratified as provided in this section.

ARTICLE 4

Officers

Section 4.1 DESIGNATION AND QUALIFICATION

The officers of the Foundation shall be a Chair, a Vice Chair, an Executive Director, a Secretary, and a Treasurer. Only Trustees shall be eligible to serve as the Chair and Vice Chair. Trustees serving as officers shall retain their right to vote as Trustees on matters presented to the Board of Trustees. The Chair may from time to time elect to be referred to as the "Chairman," "Chairwoman," or "Chairperson," and the Vice Chair may make a similar election.

Section 4.2 ELECTION AND VACANCY

(a) The officers, except the Executive Director, shall be elected by the Board of Trustees. No such election shall be effective unless approved by the Member.

(b) The Member shall appoint the Executive Director. Such appointment

shall be pursuant to a process which involves the Board of Trustees of the Foundation in the search and selection of the Executive Director. The Chair shall appoint Trustees to participate in the search and selection process. The Member shall give full consideration to the opinions of Trustees involved in the search and selection process in appointing the Executive Director. The Member may remove the Executive Director and fill vacancies in the office after consultation with the Executive Committee of the Foundation. Unless invited by a majority of the members of the Executive Committee, the Executive Director shall not be present at such consultations.

(c) A vacancy in any office except the Executive Director because of death, resignation, removal, disqualification or otherwise shall be filled by the Board of Trustees, at any meeting, for the unexpired portion of the term in the manner prescribed in these Bylaws for regular elections to such office.

Section 4.3 TERM

Each officer shall hold office for a term of one year commencing immediately following the annual meeting of the Board of Trustees in the year of election, and until his or her successor is elected.

Section 4.4 RESIGNATION AND REMOVAL

An officer, other than the Executive Director, may be removed, either with or without cause, by the Member or the Board of Trustees; provided, however that the removal shall not prejudice any rights otherwise accorded to the officer under the provisions of an employment contract between the Foundation and the officer. The removal of any officer by the Board of Trustees shall be subject to the written approval of the President of the Member. Subject to the provisions of any employment contract, an officer may resign at any time by giving written notice to the Board of Trustees, the Chair or the Secretary.

Section 4.5 CHAIR

(a) The Chair shall preside at all meetings of the Board of Trustees. The Chair shall have such other powers and perform such other duties as the Board of Trustees or these Bylaws may prescribe.

(b) Unless otherwise provided in these Bylaws, the Chair shall serve *ex officio* on all Board and Management Committees and shall be counted for purposes of a quorum and, except as may be limited by the Board of Trustees, shall have the right to vote.

Section 4.6 VICE CHAIR

In the absence of the Chair, the Vice Chair shall perform the duties of the Chair. The Vice Chair shall have such other powers and perform such other duties as the

Board of Trustees or these Bylaws may prescribe.

Section 4.7 SECRETARY

The Secretary shall cause minutes to be kept of all meetings of the Board of Trustees. The Secretary shall cause appropriate notices to be given in accordance with these Bylaws, shall perform the customary duties pertaining to the office of Secretary, and shall perform such other duties as the Board of Trustees or these Bylaws may prescribe.

Section 4.8 TREASURER

The Treasurer shall be responsible for the financial affairs of the Foundation. The Treasurer shall perform the customary duties pertaining to the office of Treasurer, and shall perform such other duties as the Board of Trustees or these Bylaws may prescribe. Notwithstanding any provision of these Bylaws to the contrary, if the Foundation has a Chief Financial Officer, the Board of Trustees may elect that the Foundation shall have no Treasurer, in which event all responsibilities of the office of Treasurer shall be performed by the Chief Financial Officer.

Section 4.9 ASSISTANTS

The Board of Trustees may appoint or authorize the appointment of assistants to the Secretary or Treasurer or both. Such assistants may exercise the power of the Secretary or Treasurer, as the case may be, and shall perform such duties as the Board of Trustees may prescribe.

Section 4.10 EXECUTIVE DIRECTOR

(a) The Executive Director shall be an *ex officio* member of the Board of Trustees with full voting rights. The Executive Director shall be the Chief Executive Officer of the Foundation and shall perform the customary duties of a chief executive officer. In serving the Foundation, the Executive Director shall develop and maintain for the approval of the Board of Trustees plans of operation and short-term and long-term objectives on all developments relating to the Foundation's operations and shall attend generally to the business and affairs of the Foundation. The Executive Director shall serve at the pleasure of the President of the Member and will be an employee of the Member. The Executive Director shall report to the President of the Member or his or her designee.

(b) The Executive Director, subject to the authority and policies of the President of the Member and the Board of Trustees, shall have responsibility for the overall management of Foundation. The Executive Director shall provide administrative liaison between Legacy Health, the Member and the Board of Trustees of Foundation. The Executive Director shall cause reports on the activities of the Foundation to be submitted to the President of the Member.

(c) Unless otherwise provided in these Bylaws, the Executive Director shall serve *ex officio* on all Management Committees and shall be counted for purposes of a quorum.

Section 4.11 OTHER ADMINISTRATIVE OFFICERS

With the prior approval of the President of the Member, the Executive Director may appoint such additional administrative officers with such titles and responsibilities as may be appropriate.

ARTICLE 5

Committees

Section 5.1 BOARD COMMITTEES

The Board of Trustees may, by resolution adopted by a majority of Trustees in office, designate Board Committees, each of which shall consist of two or more Trustees. To the extent permitted by law, these Bylaws and provided in resolution, Board Committees shall have and exercise the authority of the Board of Trustees in the management of the Foundation. Unless otherwise provided in these Bylaws, the Chair shall appoint the chair and all members of Board Committees. The Foundation shall have at least the following Board Committees: an Executive Committee, a Nominating Committee, a Grants Committee, an Investment Committee and a Development Committee. Each committee member shall hold office at the pleasure of the Board of Trustees.

Section 5.2 EXECUTIVE COMMITTEE

Between meetings of the Board of Trustees, the Executive Committee shall have and exercise all the authority of the Board of Trustees except as prohibited by law. The Executive Committee shall review and evaluate annually the Articles of Incorporation and Bylaws of the Foundation, as needed, and make recommendations for amendment to the Board of Trustees. The Executive Committee shall consist of the officers (except the assistant officers), the chairs of the standing committees, and such other members as the Board of Trustees may designate.

Section 5.3 NOMINATING COMMITTEE

(a) The Nominating Committee shall consist of no more than five (5) Trustees, one of whom shall be the Foundation Board Chair.

(b) The Board Chair shall appoint the members of the Nominating Committee, subject to the approval of the Board of Trustees.

(c) The Nominating Committee will annually review overall Board

membership, Board Officers, committee structure and chairs, and actively recruit new members to the Board of Trustees. When potential new Trustee candidates are identified, the Committee will evaluate those candidates to ensure that their skills and experience complement those of existing Trustees and meet the needs of the Board for geographical representation, specific areas of expertise or influence, community leadership, commitment to fundraising and diversity. The Committee will present a slate of officers for election at the annual meeting of the Trustees. Whenever possible, the Committee will nominate a sufficient number of new Trustees to ensure that the number of elected Trustees approximates the number identified in Section 3.2 of these Bylaws.

Section 5.4 GRANTS COMMITTEE

(a) The Grants Committee will oversee the grant allocation process of the Foundation.

(b) The Board Chair shall appoint the Chair and all members of the Committee. The Committee Chair may appoint individuals who are not Trustees to serve on the Committee, subject to ratification by the Board of Trustees.

Section 5.5 INVESTMENT COMMITTEE

(a) The Investment Committee shall have and exercise the authority of the Foundation, subject to the limitations of ORS 65.354 and any successor statute, in providing general financial supervision of the Foundation.

(b) The Board Chair shall appoint the Chair and all members of the Committee. The Committee Chair may appoint individuals who are not Trustees to serve on the Committee, subject to ratification by the Board of Trustees.

Section 5.6 OTHER COMMITTEES AND SUBCOMMITTEES

The Board of Trustees may create, assign functions to, and abolish other committees and subcommittees. Such committees and subcommittees shall not have or exercise any authority of the Board of Trustees in the operation and affairs of the Foundation unless authorized by the Board of Trustees to exercise such authority with respect to specific matters. The Chair shall appoint the chair and all members of such committees and subcommittees.

Section 5.7 QUORUM

One-third (1/3) of the voting members of any committee shall constitute a quorum for the conduct of business. Nonvoting members of a committee shall not be counted toward a quorum.

Section 5.8 MEETINGS

(a) Meetings of committees shall be called by the Chair, the chair of the committee, or a majority of the committee's voting members. Each committee shall meet as often as necessary to perform its duties, and, unless required by these Bylaws to meet more frequently, shall meet not less than once each year.

(b) Board committees may provide by resolution for the place, time and hour of regular meetings. Such resolution may provide that its adoption shall constitute notice of such meetings. If no such provision is made, notice of regular meetings shall be given in writing at least seven (7) days prior to the date of the meeting. Special meetings may be held on notice of twenty-four (24) hours given in a reasonable manner.

Section 5.9 MINUTES

Each committee shall keep written minutes of its meetings which shall be transmitted to the Board of Trustees. At least once each year, each committee shall report to the Board of Trustees on its work.

Section 5.10 TENURE, REMOVAL AND VACANCIES

(a) Unless otherwise provided in these Bylaws, the chair and members of each committee shall be appointed at the annual meeting of the Board of Trustees and shall hold their positions until the next annual meeting of the Board of Trustees and until their successors are appointed, unless they shall sooner resign, be removed from the committee, or cease to hold the position which is the basis for their appointment.

(b) The Board of Trustees may remove any appointed member of any Board committee. Removal from a committee assignment shall not, in an of itself, constitute a removal of that person from their position as a Trustee. Any person who is a member of a committee because he or she holds a designated position shall cease to be a member of the committee when he or she ceases to hold such position.

(c) Vacancies in any committee may at any time be filled for the unexpired portion of the term in the manner provided in these Bylaws for regular appointment to such position.

ARTICLE 6

Records and Execution of Documents

Section 6.1 RECORDS

The Foundation shall maintain adequate and correct books, records and

accounts of its business and properties. All of such books, records and accounts shall be kept at its place of business.

Section 6.2 INSPECTION

All books, records and accounts of the Foundation, and the original or a certified copy of the Articles of Incorporation, the Bylaws and any amendments thereto, shall be open to inspection by the Member and the Trustees in the manner and to the extent required by law.

Section 6.3 SIGNATURE AUTHORITY

All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of or payable to Foundation shall be signed or endorsed by such person or persons and in such manner as shall be determined by policies of the Member.

Section 6.4 ANNUAL AUDIT

An annual audit or review shall be made of the books and accounts of Foundation by auditors designated by the Member.

Section 6.5 FISCAL YEAR

The fiscal year of Foundation shall be the annual period ending March 31.

Section 6.6 EXECUTION OF DOCUMENTS

Except as otherwise provided in these Bylaws, an officer or agent may enter into any contract or execute any instrument in the name of and on behalf of Foundation if so authorized by policies of the Member and Legacy Health. Such authority may be general or confined to specific instances.

ARTICLE 7

Indemnification, Insurance and Limitation of Liability

Indemnification, insurance and limitation of liability shall be as provided in the Articles of Incorporation of Foundation.

ARTICLE 8

Amendments

These Bylaws may be amended or repealed or new Bylaws adopted upon a vote of the Board of Trustees and approval by the Member. Proposals for amendments to the Bylaws may be made by the Board of Trustees, the Executive Committee or the Member.

ARTICLE 9

General Provisions

Section 9.1 ACTION WITHOUT A MEETING

Any action required or permitted to be taken at any meeting of the Board of Trustees or any committee may be taken without a meeting if a consent in writing, setting forth the action taken, is signed by all persons entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote.

Section 9.2 WAIVER OF NOTICE

A waiver of notice of any meeting of the Member, Board of Trustees or committee which is in writing and signed at any time by the person entitled to notice shall be equivalent to the giving of required notice. Attendance at a meeting shall constitute a waiver of notice of such meeting, except where the person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Notice of the time and place of holding an adjourned meeting need not be given if such time and place is fixed at the meeting adjourned.

CERTIFICATE OF SECRETARY

The undersigned hereby certifies that s(he) is the duly elected and acting Secretary of The Children's Hospital Foundation. The within and foregoing Bylaws consisting of 13 pages were adopted by the Board of Trustees on February 1, 2001 and amended on May 1, 2002, February 14, 2007, January 8, 2009, January 14, 2010 and were further amended and restated on March 22, 2012. These Bylaws were adopted by the vote of a majority of the number of Trustees in office which vote was taken at a meeting of the Board of Trustees of The Children's Hospital Foundation at which a quorum was present and acting throughout.

Certified this 22nd day of March, 2012.

THE CHILDREN'S HOSPITAL FOUNDATION

By: _____
Allison D. Rhodes

Title: Secretary