

Return Organization Exempt From Income Tax

2016

Open to Public Inspection

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

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

Department of the Treasury Internal Revenue Service

A For the 2016 calendar year, or tax year beginning, 2016, and ending, 20

Form header section containing: B Check if applicable (Address change, Name change, etc.), C Name of organization (KFHPW HOLDINGS), D Employer identification number (93-0480268), E Telephone number ((510) 271-6611), F Name and address of principal officer (BERNARD J. TYSON), G Gross receipts (\$1,839,451,578), H(a) Is this a group return for subordinates?, H(b) Are all subordinates included?, I Tax-exempt status (501(c)(3)), J Website (WWW.KP.ORG), K Form of organization (Corporation), L Year of formation (1942), M State of legal domicile (WA).

Part I Summary

Table with columns for Revenue, Expenses, and Net Assets or Fund Balances. Rows include: 1 Briefly describe the organization's mission (TO PROVIDE HIGH-QUALITY, AFFORDABLE HEALTH CARE SERVICES...), 2-7 Activities & Governance, 8-12 Revenue, 13-19 Expenses, 20-22 Net Assets or Fund Balances. Includes a 'RECEIVED' stamp dated NOV 15 2017 from OGDEN, UT.

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 section: Signature of officer (Alfonse Upshaw), Date (October 25, 2017), Type or print name and title (SVP, CC AND CAO).

Paid Preparer Use Only section: Print/Type preparer's name (ROBERT W FRIZ), Preparer's signature, Date (10/17/2017), Check self-employed, PTIN (P00438748), Firm's name (PRICEWATERHOUSECOOPERS LLP), Firm's EIN (13-4008324), Firm's address (2001 MARKET ST, SUITE 1800 PHILADELPHIA, PA 19103), Phone no (267-330-3000).

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

For Paperwork Reduction Act Notice, see the separate instructions. Form 990 (2016)

**Part III Statement of Program Service Accomplishments**

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

**1** Briefly describe the organization's mission

TO PROVIDE HIGH-QUALITY, AFFORDABLE HEALTH CARE SERVICES TO IMPROVE THE HEALTH OF OUR MEMBERS AND THE COMMUNITIES WE SERVE.

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

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

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

**4a** (Code \_\_\_\_\_) (Expenses \$ \_\_\_\_\_ including grants of \$ \_\_\_\_\_) (Revenue \$ \_\_\_\_\_)

Blank lines for reporting program service accomplishments for 4a.

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

Blank lines for reporting program service accomplishments for 4b.

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

Blank lines for reporting program service accomplishments for 4c.

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

**4e** Total program service expenses ▶

Part IV Checklist of Required Schedules

Table with 3 columns: Question, Yes, No. Rows 1-19 detailing various organizational requirements and their status.

Part IV Checklist of Required Schedules (continued)

Table with 3 columns: Question ID, Question Text, Yes, No. Rows include questions 20a through 38 regarding hospital facilities, financial statements, grants, compensation, tax-exempt bonds, and organizational transactions.

**Part V Statements Regarding Other IRS Filings and Tax Compliance**  
 Check if Schedule O contains a response or note to any line in this Part V

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

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

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

Section A. Governing Body and Management

Table with columns for line numbers (1a-9), descriptions of questions, and Yes/No checkboxes. Includes questions about voting members, family relationships, and governance decisions.

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

Table with columns for line numbers (10a-16b), descriptions of policy questions, and Yes/No checkboxes. Includes questions about local chapters, conflict of interest, whistleblower, and document retention policies.

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed
18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
19 Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
20 State the name, address, and telephone number of the person who possesses the organization's books and records

SVP, CC AND CAO ONE KAISER PLAZA, SUITE 15L OAKLAND, CA 94612 510-271-6385

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

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

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

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

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

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) RAMON F. BAEZ DIRECTOR	.25 4.75	X					0.	152,591.	0.	
(2) REGINA M. BENJAMIN, MD, MBA DIRECTOR	.50 8.00	X					0.	197,178.	0.	
(3) JEFFREY E. EPSTEIN DIRECTOR	0. 8.00	X					0.	206,871.	0.	
(4) LESLIE S. HEISZ DIRECTOR	.25 4.75	X					0.	215,118.	0.	
(5) DAVID HOFFMEISTER DIRECTOR	.25 7.75	X					0.	225,809.	0.	
(6) JUDITH A. JOHANSEN, JD DIRECTOR	0. 8.50	X					0.	240,707.	0.	
(7) KIM J. KAISER DIRECTOR	0. 7.50	X					0.	216,547.	0.	
(8) PHILIP A. MARINEAU DIRECTOR	0. 6.44	X					0.	229,371.	0.	
(9) EDWARD PEI DIRECTOR	0. 7.50	X					0.	226,739.	18,000.	
(10) MARGARET E. PORFIDO, JD DIRECTOR	0. 6.50	X					0.	247,358.	0.	
(11) RICHARD SHANNON, MD DIRECTOR	0. 5.50	X					0.	212,000.	0.	
(12) CYNTHIA A. TELLES, PHD DIRECTOR	0. 7.50	X					0.	223,809.	0.	
(13) BERNARD TYSON CHAIRMAN & CEO	2.00 48.00	X		X			0.	8,529,498.	1,509,737.	
(14) EUGENE WASHINGTON, MD DIRECTOR	.25 6.75	X					0.	186,626.	0.	

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
15) MARYANN BODAYLE ASSISTANT SECRETARY	1.00 49.00			X				0.	166,251.	33,529.
16) KATHRYN LANCASTER EVP & CFO	0. 50.00			X				0.	2,681,226.	588,601.
17) DONNA LYNNE EVP, GP & REGION PRES - CO	0. 50.00			X				0.	5,214,011.	131,383.
18) THOMAS MEIER SVP, CORPORATE TREASURER	1.00 49.00			X				0.	1,050,818.	138,764.
19) SUSAN MULLANEY VP, COO - NW	0. 50.00			X				0.	697,523.	147,394.
20) DONALD H. ORNDOFF SVP, NFS	0. 50.00			X				0.	935,840.	216,315.
21) ARTHUR SOUTHAM EVP, HEALTH PLAN OPERATIONS	0. 50.00			X				0.	2,775,635.	464,416.
22) DEBORAH STOKES SVP, CORPORATE CONTROLLER & CAO	0. 50.00			X				0.	503,944.	3,920.
23) ALFONSE UPSHAW SVP, CORPORATE CONTROLLER & CAO	0. 50.00			X				0.	616,612.	108,314.
24) WILLIAM WIECHMANN ASSISTANT SECRETARY	0. 50.00			X				0.	417,986.	161,661.
25) HONG-SZE YU ASSISTANT SECRETARY	.50 49.50			X				0.	304,345.	126,932.
<b>1b Sub-total</b>								0.	11,310,222.	1,527,737.
<b>c Total from continuation sheets to Part VII, Section A</b>								0.	20,199,981.	3,129,059.
<b>d Total (add lines 1b and 1c)</b>								0.	31,510,203.	4,656,796.

**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
<b>3</b> 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	X	
<b>4</b> 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	X	
<b>5</b> 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		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
ATTACHMENT 1		

**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 **1**



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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
26) MARK ZEMELMAN SVP, GENERAL COUNSEL & SECY	4.00 46.00			X				0. 1,630,173.	369,974.	
27) THOMAS W. CHAPMAN, EDD DIRECTOR	0. 0.					X		0. 513,713.	0.	
28) J. EUGENE GRISBY III, PHD DIRECTOR	0. 0.					X		0. 27,039.	0.	
29) DANIEL GARCIA SVP, CHIEF COMPLIANCE OFFICER	0. 50.00					X		0. 1,137,595.	2,170.	
30) ANDREW MCCULLOCH REGIONAL PRESIDENT - NORTHWEST	0. 50.00					X		0. 1,045,365.	545,870.	
31) JACQUELINE SELLERS ASSISTANT SECRETARY	0. 50.00					X		0. 265,122.	88,088.	
32) VICTORIA ZATKIN VP, OFF OF BRD & CORP GOV SVCS	0. 50.00					X		0. 216,783.	1,728.	
<b>1b Sub-total</b>										
<b>c Total from continuation sheets to Part VII, Section A</b>										
<b>d Total (add lines 1b and 1c)</b>										

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	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	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		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

**Part VIII Statement of Revenue**

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

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514	
<b>Contributions, Gifts, Grants and Other Similar Amounts</b>	1a	Federated campaigns . . . . .	1a				
	b	Membership dues . . . . .	1b				
	c	Fundraising events . . . . .	1c				
	d	Related organizations . . . . .	1d				
	e	Government grants (contributions) . . . . .	1e				
	f	All other contributions, gifts, grants, and similar amounts not included above . . . . .	1f				
	g	Noncash contributions included in lines 1a-1f \$ . . . . .					
	h	<b>Total.</b> Add lines 1a-1f . . . . .		0.			
<b>Program Service Revenue</b>	2a	_____	Business Code				
	b	_____					
	c	_____					
	d	_____					
	e	_____					
	f	All other program service revenue . . . . .					
	g	<b>Total.</b> Add lines 2a-2f . . . . .		0			
<b>Other Revenue</b>	3	Investment income (including dividends, interest, and other similar amounts). . . . .		18,687,516		18,687,516	
	4	Income from investment of tax-exempt bond proceeds . . . . .		0			
	5	Royalties . . . . .		0			
	6a	Gross rents . . . . .	(i) Real	(ii) Personal			
	b	Less rental expenses . . . . .					
	c	Rental income or (loss) . . . . .					
	d	Net rental income or (loss) . . . . .		0.			
	7a	Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other			
			1,820,764,062				
	b	Less cost or other basis and sales expenses . . . . .	1,822,659,979.				
c	Gain or (loss) . . . . .	-1,895,917.					
d	Net gain or (loss) . . . . .		-1,895,917.		-1,895,917		
8a	Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18 . . . . .	a	0				
		b	Less direct expenses . . . . .	0.			
		c	Net income or (loss) from fundraising events . . . . .		0.		
9a	Gross income from gaming activities See Part IV, line 19 . . . . .	a	0				
		b	Less direct expenses . . . . .	0			
		c	Net income or (loss) from gaming activities . . . . .		0		
10a	Gross sales of inventory, less returns and allowances . . . . .	a	0.				
		b	Less cost of goods sold . . . . .	0			
		c	Net income or (loss) from sales of inventory . . . . .		0.		
<b>Miscellaneous Revenue</b>		<b>Business Code</b>					
11a	_____						
b	_____						
c	_____						
d	All other revenue . . . . .						
e	<b>Total.</b> Add lines 11a-11d . . . . .		0				
12	<b>Total revenue.</b> See instructions . . . . .		16,791,599			16,791,599	

**Part IX Statement of Functional Expenses**

Section 501(c)(3) and 501(c)(4) organizations must complete all columns All other organizations must complete column (A)

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

<b>Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.</b>	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to domestic organizations and domestic governments See Part IV, line 21 . . . . .	0.			
2 Grants and other assistance to domestic individuals. See Part IV, line 22 . . . . .	0.			
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals See Part IV, lines 15 and 16 . . . . .	0.			
4 Benefits paid to or for members . . . . .	0.			
5 Compensation of current officers, directors, trustees, and key employees . . . . .	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.			
7 Other salaries and wages . . . . .	0.			
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	0.			
9 Other employee benefits . . . . .	0.			
10 Payroll taxes . . . . .	0.			
11 Fees for services (non-employees)				
a Management . . . . .	0.			
b Legal . . . . .	0.			
c Accounting . . . . .	0.			
d Lobbying . . . . .	0.			
e Professional fundraising services See Part IV, line 17.	0.			
f Investment management fees . . . . .	478,365.		478,365.	
g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O). . . . .	0.			
12 Advertising and promotion . . . . .	0.			
13 Office expenses . . . . .	0.			
14 Information technology . . . . .	0.			
15 Royalties . . . . .	0.			
16 Occupancy . . . . .	0.			
17 Travel . . . . .	0.			
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0.			
19 Conferences, conventions, and meetings . . . . .	0.			
20 Interest . . . . .	16,817,545.		16,817,545.	
21 Payments to affiliates . . . . .	0.			
22 Depreciation, depletion, and amortization . . . . .	0.			
23 Insurance . . . . .	0.			
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 _____				
<b>25 Total functional expenses.</b> Add lines 1 through 24e	17,295,910.		17,295,910.	
<b>26 Joint costs.</b> Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720) . . . . .	0.			

**Part X Balance Sheet**

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

		(A) Beginning of year		(B) End of year
<b>Assets</b>	<b>1</b> Cash - non-interest-bearing	0.	<b>1</b>	0.
	<b>2</b> Savings and temporary cash investments	0.	<b>2</b>	0.
	<b>3</b> Pledges and grants receivable, net	0.	<b>3</b>	0.
	<b>4</b> Accounts receivable, net	0.	<b>4</b>	0.
	<b>5</b> Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L	0.	<b>5</b>	0.
	<b>6</b> Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) Complete Part II of Schedule L	0.	<b>6</b>	0.
	<b>7</b> Notes and loans receivable, net	0.	<b>7</b>	0.
	<b>8</b> Inventories for sale or use	0.	<b>8</b>	0.
	<b>9</b> Prepaid expenses and deferred charges	0.	<b>9</b>	0.
	<b>10a</b> Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D		<b>10a</b>	
	<b>b</b> Less accumulated depreciation	0.	<b>10b</b>	<b>10c</b>
	<b>11</b> Investments - publicly traded securities	2,000,086,196.	<b>11</b>	1,998,393,709.
	<b>12</b> Investments - other securities See Part IV, line 11	0.	<b>12</b>	0.
	<b>13</b> Investments - program-related See Part IV, line 11	0.	<b>13</b>	0.
	<b>14</b> Intangible assets	0.	<b>14</b>	0.
	<b>15</b> Other assets See Part IV, line 11	0.	<b>15</b>	1,507,727.
<b>16 Total assets.</b> Add lines 1 through 15 (must equal line 34)	2,000,086,196.	<b>16</b>	1,999,901,436.	
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses	0.	<b>17</b>	100,863.
	<b>18</b> Grants payable	0.	<b>18</b>	0.
	<b>19</b> Deferred revenue	0.	<b>19</b>	0.
	<b>20</b> Tax-exempt bond liabilities	0.	<b>20</b>	0.
	<b>21</b> Escrow or custodial account liability Complete Part IV of Schedule D	0.	<b>21</b>	0.
	<b>22</b> Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L	0.	<b>22</b>	0.
	<b>23</b> Secured mortgages and notes payable to unrelated third parties	0.	<b>23</b>	0.
	<b>24</b> Unsecured notes and loans payable to unrelated third parties	0.	<b>24</b>	0.
	<b>25</b> Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D	2,000,086,196.	<b>25</b>	2,016,903,741.
	<b>26 Total liabilities.</b> Add lines 17 through 25	2,000,086,196.	<b>26</b>	2,017,004,604.
<b>Net Assets or Fund Balances</b>	<b>Organizations that follow SFAS 117 (ASC 958), check here</b> <input type="checkbox"/> <b>and complete lines 27 through 29, and lines 33 and 34.</b>			
	<b>27</b> Unrestricted net assets		<b>27</b>	
	<b>28</b> Temporarily restricted net assets		<b>28</b>	
	<b>29</b> Permanently restricted net assets		<b>29</b>	
	<b>Organizations that do not follow SFAS 117 (ASC 958), check here</b> <input checked="" type="checkbox"/> <b>and complete lines 30 through 34.</b>			
	<b>30</b> Capital stock or trust principal, or current funds	0.	<b>30</b>	0.
	<b>31</b> Paid-in or capital surplus, or land, building, or equipment fund	0.	<b>31</b>	0.
	<b>32</b> Retained earnings, endowment, accumulated income, or other funds	0.	<b>32</b>	-17,103,168.
	<b>33</b> Total net assets or fund balances	0.	<b>33</b>	-17,103,168.
<b>34</b> Total liabilities and net assets/fund balances	2,000,086,196.	<b>34</b>	1,999,901,436.	

**Part XI Reconciliation of Net Assets**

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	16,791,599.
2	Total expenses (must equal Part IX, column (A), line 25)	2	17,295,910.
3	Revenue less expenses Subtract line 2 from line 1	3	-504,311.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	0.
5	Net unrealized gains (losses) on investments	5	457,963.
6	Donated services and use of facilities	6	0.
7	Investment expenses	7	0.
8	Prior period adjustments	8	0.
9	Other changes in net assets or fund balances (explain in Schedule O)	9	-17,056,820.
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	-17,103,168.

**Part XII Financial Statements and Reporting**

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

	Yes	No
1 Accounting method used to prepare the Form 990 <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
2a Were the organization's financial statements compiled or reviewed by an independent accountant? . . . . . If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	2a	X
b Were the organization's financial statements audited by an independent accountant? . . . . . If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	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
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	

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

**Public Charity Status and Public Support**

OMB No 1545-0047

**2016**

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

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

▶ Attach to Form 990 or Form 990-EZ.

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

Name of the organization

KFHPW HOLDINGS

Employer identification number

93-0480268

**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 12, 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 (Form 990 or 990-EZ) )
- 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 agricultural research organization described in **section 170(b)(1)(A)(ix)** operated in conjunction with a land-grant college or university or a non-land-grant college of agriculture (see instructions) Enter the name, city, and state of the college or university \_\_\_\_\_
- 10  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 )
- 11  An organization organized and operated exclusively to test for public safety See **section 509(a)(4)**.
- 12  An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in **section 509(a)(1)** or **section 509(a)(2)**. See **section 509(a)(3)**. Check the box in lines 12a through 12d that describes the type of supporting organization and complete lines 12e, 12f, and 12g
  - a  **Type I** A supporting organization operated, supervised, or controlled by its supported organization(s), typically by giving the supported organization(s) the power to regularly appoint or elect a majority of the directors or trustees of the supporting organization **You must complete Part IV, Sections A and B.**
  - b  **Type II** A supporting organization supervised or controlled in connection with its supported organization(s), by having control or management of the supporting organization vested in the same persons that control or manage the supported organization(s) **You must complete Part IV, Sections A and C.**
  - c  **Type III functionally integrated.** A supporting organization operated in connection with, and functionally integrated with, its supported organization(s) (see instructions) **You must complete Part IV, Sections A, D, and E.**
  - d  **Type III non-functionally integrated.** A supporting organization operated in connection with its supported organization(s) that is not functionally integrated The organization generally must satisfy a distribution requirement and an attentiveness requirement (see instructions) **You must complete Part IV, Sections A and D, and Part V.**
  - e  Check this box if the organization received a written determination from the IRS that it is a Type I, Type II, Type III functionally integrated, or Type III non-functionally integrated supporting organization

f Enter the number of supported organizations. . . . . 5

g Provide the following information about the supported organization(s)

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-10 above (see instructions))	(iv) Is the organization listed in your governing document?		(v) Amount of monetary support (see instructions)	(vi) Amount of other support (see instructions)
			Yes	No		
ATTACHMENT 1						
(A)						
(B)						
(C)						
(D)						
(E)						
<b>Total</b>						

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

Schedule A (Form 990 or 990-EZ) 2016

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

Section A. Public Support

Table with 7 columns: (a) 2012, (b) 2013, (c) 2014, (d) 2015, (e) 2016, (f) Total. Rows include: 1 Gifts, grants, contributions, and membership fees received; 2 Tax revenues levied for the organization's benefit; 3 The value of services or facilities furnished by a governmental unit; 4 Total. Add lines 1 through 3; 5 The portion of total contributions by each person; 6 Public support. Subtract line 5 from line 4.

Section B. Total Support

Table with 7 columns: (a) 2012, (b) 2013, (c) 2014, (d) 2015, (e) 2016, (f) Total. Rows include: 7 Amounts from line 4; 8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources; 9 Net income from unrelated business activities; 10 Other income; 11 Total support. Add lines 7 through 10; 12 Gross receipts from related activities, etc; 13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here.

Section C. Computation of Public Support Percentage

Table with 3 columns: Description, Percentage, and % symbol. Rows include: 14 Public support percentage for 2016; 15 Public support percentage from 2015 Schedule A, Part II, line 14; 16a 33 1/3% support test - 2016; b 33 1/3% support test - 2015; 17a 10%-facts-and-circumstances test - 2016; b 10%-facts-and-circumstances test - 2015; 18 Private foundation.

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

(Complete only if you checked the box on line 10 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

Table with 7 columns: (a) 2012, (b) 2013, (c) 2014, (d) 2015, (e) 2016, (f) Total. Rows include: 1 Gifts, grants, contributions, and membership fees received; 2 Gross receipts from admissions, merchandise sold or services performed; 3 Gross receipts from activities that are not an unrelated trade or business; 4 Tax revenues levied for the organization's benefit; 5 The value of services or facilities furnished by a governmental unit; 6 Total. Add lines 1 through 5; 7a Amounts included on lines 1, 2, and 3 received from disqualified persons; 7b Amounts included on lines 2 and 3 received from other than disqualified persons; 7c Add lines 7a and 7b; 8 Public support. (Subtract line 7c from line 6)

Section B. Total Support

Table with 7 columns: (a) 2012, (b) 2013, (c) 2014, (d) 2015, (e) 2016, (f) Total. Rows include: 9 Amounts from line 6; 10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources; 10b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975; 10c Add lines 10a and 10b; 11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on; 12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part VI); 13 Total support. (Add lines 9, 10c, 11, and 12)

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

Section C. Computation of Public Support Percentage

Table with 3 columns: Description, Line Number, Percentage. Row 15: Public support percentage for 2016 (line 8, column (f) divided by line 13, column (f)). Row 16: Public support percentage from 2015 Schedule A, Part III, line 15.

Section D. Computation of Investment Income Percentage

Table with 3 columns: Description, Line Number, Percentage. Row 17: Investment income percentage for 2016 (line 10c, column (f) divided by line 13, column (f)). Row 18: Investment income percentage from 2015 Schedule A, Part III, line 17.

19a 33 1/3% support tests - 2016. 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 - 2015. 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 Supporting Organizations**

(Complete only if you checked a box in line 12 on Part I. If you checked 12a of Part I, complete Sections A and B. If you checked 12b of Part I, complete Sections A and C. If you checked 12c of Part I, complete Sections A, D, and E. If you checked 12d of Part I, complete Sections A and D, and complete Part V.)

**Section A. All Supporting Organizations**

	Yes	No
1 Are all of the organization's supported organizations listed by name in the organization's governing documents? If "No," describe in <b>Part VI</b> how the supported organizations are designated. If designated by class or purpose, describe the designation. If historic and continuing relationship, explain.	X	
2 Did the organization have any supported organization that does not have an IRS determination of status under section 509(a)(1) or (2)? If "Yes," explain in <b>Part VI</b> how the organization determined that the supported organization was described in section 509(a)(1) or (2).		X
3a Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? If "Yes," answer (b) and (c) below.		X
b Did the organization confirm that each supported organization qualified under section 501(c)(4), (5), or (6) and satisfied the public support tests under section 509(a)(2)? If "Yes," describe in <b>Part VI</b> when and how the organization made the determination.		
c Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2)(B) purposes? If "Yes," explain in <b>Part VI</b> what controls the organization put in place to ensure such use.		
4a Was any supported organization not organized in the United States ("foreign supported organization")? If "Yes," and if you checked 12a or 12b in Part I, answer (b) and (c) below.		X
b Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? If "Yes," describe in <b>Part VI</b> how the organization had such control and discretion despite being controlled or supervised by or in connection with its supported organizations.		
c Did the organization support any foreign supported organization that does not have an IRS determination under sections 501(c)(3) and 509(a)(1) or (2)? If "Yes," explain in <b>Part VI</b> what controls the organization used to ensure that all support to the foreign supported organization was used exclusively for section 170(c)(2)(B) purposes.		
5a Did the organization add, substitute, or remove any supported organizations during the tax year? If "Yes," answer (b) and (c) below (if applicable). Also, provide detail in <b>Part VI</b> , including (i) the names and EIN numbers of the supported organizations added, substituted, or removed, (ii) the reasons for each such action, (iii) the authority under the organization's organizing document authorizing such action, and (iv) how the action was accomplished (such as by amendment to the organizing document).		X
b <b>Type I or Type II only.</b> Was any added or substituted supported organization part of a class already designated in the organization's organizing document?		
c <b>Substitutions only.</b> Was the substitution the result of an event beyond the organization's control?		
6 Did the organization provide support (whether in the form of grants or the provision of services or facilities) to anyone other than (i) its supported organizations, (ii) individuals that are part of the charitable class benefited by one or more of its supported organizations, or (iii) other supporting organizations that also support or benefit one or more of the filing organization's supported organizations? If "Yes," provide detail in <b>Part VI</b> .		X
7 Did the organization provide a grant, loan, compensation, or other similar payment to a substantial contributor (defined in section 4958(c)(3)(C)), a family member of a substantial contributor, or a 35% controlled entity with regard to a substantial contributor? If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).		X
8 Did the organization make a loan to a disqualified person (as defined in section 4958) not described in line 7? If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).		X
9a Was the organization controlled directly or indirectly at any time during the tax year by one or more disqualified persons as defined in section 4946 (other than foundation managers and organizations described in section 509(a)(1) or (2))? If "Yes," provide detail in <b>Part VI</b> .		X
b Did one or more disqualified persons (as defined in line 9a) hold a controlling interest in any entity in which the supporting organization had an interest? If "Yes," provide detail in <b>Part VI</b> .		X
c Did a disqualified person (as defined in line 9a) have an ownership interest in, or derive any personal benefit from, assets in which the supporting organization also had an interest? If "Yes," provide detail in <b>Part VI</b> .		X
10a Was the organization subject to the excess business holdings rules of section 4943 because of section 4943(f) (regarding certain Type II supporting organizations, and all Type III non-functionally integrated supporting organizations)? If "Yes," answer 10b below.		X
b Did the organization have any excess business holdings in the tax year? (Use Schedule C, Form 4720, to determine whether the organization had excess business holdings.)		

Part IV Supporting Organizations (continued)

Table with 3 columns: Question, Yes, No. Row 11: Has the organization accepted a gift or contribution from any of the following persons? Row 11a: A person who directly or indirectly controls, either alone or together with persons described in (b) and (c) below, the governing body of a supported organization? Row 11b: A family member of a person described in (a) above? Row 11c: A 35% controlled entity of a person described in (a) or (b) above? If "Yes" to a, b, or c, provide detail in Part VI.

Section B. Type I Supporting Organizations

Table with 3 columns: Question, Yes, No. Row 1: Did the directors, trustees, or membership of one or more supported organizations have the power to regularly appoint or elect at least a majority of the organization's directors or trustees at all times during the tax year? Row 2: Did the organization operate for the benefit of any supported organization other than the supported organization(s) that operated, supervised, or controlled the supporting organization?

Section C. Type II Supporting Organizations

Table with 3 columns: Question, Yes, No. Row 1: Were a majority of the organization's directors or trustees during the tax year also a majority of the directors or trustees of each of the organization's supported organization(s)? If "No," describe in Part VI how control or management of the supporting organization was vested in the same persons that controlled or managed the supported organization(s).

Section D. All Type III Supporting Organizations

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

Section E. Type III Functionally Integrated Supporting Organizations

Table with 3 columns: Question, Yes, No. Row 1: Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (see instructions). Row 2: Activities Test Answer (a) and (b) below. Row 2a: Did substantially all of the organization's activities during the tax year directly further the exempt purposes of the supported organization(s) to which the organization was responsive? Row 2b: Did the activities described in (a) constitute activities that, but for the organization's involvement, one or more of the organization's supported organization(s) would have been engaged in? Row 3: Parent of Supported Organizations Answer (a) and (b) below. Row 3a: Did the organization have the power to regularly appoint or elect a majority of the officers, directors, or trustees of each of the supported organizations? Row 3b: Did the organization exercise a substantial degree of direction over the policies, programs, and activities of each of its supported organizations?

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

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

Section A - Adjusted Net Income		(A) Prior Year	(B) Current Year (optional)
1	Net short-term capital gain	1	
2	Recoveries of prior-year distributions	2	
3	Other gross income (see instructions)	3	
4	Add lines 1 through 3	4	
5	Depreciation and depletion	5	
6	Portion of operating expenses paid or incurred for production or collection of gross income or for management, conservation, or maintenance of property held for production of income (see instructions)	6	
7	Other expenses (see instructions)	7	
8	<b>Adjusted Net Income</b> (subtract lines 5, 6, and 7 from line 4)	8	
Section B - Minimum Asset Amount		(A) Prior Year	(B) Current Year (optional)
1	Aggregate fair market value of all non-exempt-use assets (see instructions for short tax year or assets held for part of year)		
a	Average monthly value of securities	1a	
b	Average monthly cash balances	1b	
c	Fair market value of other non-exempt-use assets	1c	
d	<b>Total</b> (add lines 1a, 1b, and 1c)	1d	
e	<b>Discount</b> claimed for blockage or other factors (explain in detail in Part VI)		
2	Acquisition indebtedness applicable to non-exempt-use assets	2	
3	Subtract line 2 from line 1d	3	
4	Cash deemed held for exempt use Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	
5	Net value of non-exempt-use assets (subtract line 4 from line 3)	5	
6	Multiply line 5 by 035	6	
7	Recoveries of prior-year distributions	7	
8	<b>Minimum Asset Amount</b> (add line 7 to line 6)	8	
Section C - Distributable Amount			Current Year
1	Adjusted net income for prior year (from Section A, line 8, Column A)	1	
2	Enter 85% of line 1	2	
3	Minimum asset amount for prior year (from Section B, line 8, Column A)	3	
4	Enter greater of line 2 or line 3	4	
5	Income tax imposed in prior year	5	
6	<b>Distributable Amount.</b> Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions)	6	
7	<input type="checkbox"/> Check here if the current year is the organization's first as a non-functionally integrated Type III supporting organization (see instructions)		

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

Section D - Distributions		Current Year
1	Amounts paid to supported organizations to accomplish exempt purposes	
2	Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity	
3	Administrative expenses paid to accomplish exempt purposes of supported organizations	
4	Amounts paid to acquire exempt-use assets	
5	Qualified set-aside amounts (prior IRS approval required)	
6	Other distributions (describe in Part VI) See instructions	
7	<b>Total annual distributions.</b> Add lines 1 through 6	
8	Distributions to attentive supported organizations to which the organization is responsive (provide details in Part VI) See instructions.	
9	Distributable amount for 2016 from Section C, line 6	
10	Line 8 amount divided by Line 9 amount	

Section E - Distribution Allocations (see instructions)		(i) Excess Distributions	(ii) Underdistributions Pre-2016	(iii) Distributable Amount for 2016
1	Distributable amount for 2016 from Section C, line 6			
2	Underdistributions, if any, for years prior to 2016 (reasonable cause required-explain in Part VI) See instructions			
3	Excess distributions carryover, if any, to 2016			
a				
b				
c	From 2013. . . . .			
d	From 2014. . . . .			
e	From 2015. . . . .			
f	<b>Total of lines 3a through e</b>			
g	Applied to underdistributions of prior years			
h	Applied to 2016 distributable amount			
i	Carryover from 2011 not applied (see instructions)			
j	Remainder Subtract lines 3g, 3h, and 3i from 3f			
4	Distributions for 2016 from Section D, line 7 \$			
a	Applied to underdistributions of prior years			
b	Applied to 2016 distributable amount			
c	Remainder Subtract lines 4a and 4b from 4			
5	Remaining underdistributions for years prior to 2016, if any Subtract lines 3g and 4a from line 2 For result greater than zero, explain in Part VI See instructions			
6	Remaining underdistributions for 2016 Subtract lines 3h and 4b from line 1 For result greater than zero, explain in Part VI See instructions			
7	<b>Excess distributions carryover to 2017</b> Add lines 3j and 4c			
8	Breakdown of line 7			
a				
b	Excess from 2013. . . .			
c	Excess from 2014. . . .			
d	Excess from 2015. . . .			
e	Excess from 2016. . . .			

**Part VI Supplemental Information.** Provide the explanations required by Part II, line 10; Part II, line 17a or 17b, Part III, line 12; Part IV, Section A, lines 1, 2, 3b, 3c, 4b, 4c, 5a, 6, 9a, 9b, 9c, 11a, 11b, and 11c, Part IV, Section B, lines 1 and 2, Part IV, Section C, line 1; Part IV, Section D, lines 2 and 3, Part IV, Section E, lines 1c, 2a, 2b, 3a and 3b; Part V, line 1; Part V, Section B, line 1e; Part V, Section D, lines 5, 6, and 8, and Part V, Section E, lines 2, 5, and 6 Also complete this part for any additional information. (See instructions)

ATTACHMENT 1

SCHEDULE A, PART I - INFORMATION ABOUT SUPPORTED ORGANIZATIONS

(I) NAME OF SUPPORTED ORGANIZATION	(II) EIN	(III) TYPE OF ORGANIZATION		(IV)		(V) AMOUNT OF SUPPORT	(VI) OTHER SUPPORT AMOUNT
				YES	NO		
KAISER FOUNDATION HEALTH PLAN INC	94-1340523	10		X		0	0
KAISER FOUNDATION HEALTH PLAN OF THE NORTHWEST	93-0798039	10		X		0	0
KASIER FOUNDATION HEALTH PLAN OF COLORADO	84-0591617	10		X		0	0
KAISER FOUNDATION HEALTH PLAN OF GEORGIA	58-1592076	10		X		0	0
KFHP OF THE MID-ATLANTIC STATES, INC	52-0954463	10		X		0	0
TOTAL AMOUNT OF SUPPORT						<u>0</u>	<u>0</u>

SCHEDULE D (Form 990)

Supplemental Financial Statements

OMB No 1545-0047

2016

Open to Public Inspection

Department of the Treasury Internal Revenue Service

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

Attach to Form 990.

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

Name of the organization

KFHPW HOLDINGS

Employer identification number

93-0480268

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

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

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

Part II Conservation Easements.

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

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

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

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

Table with 2 columns: Description, Amount. Rows include: 1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items, 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, 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

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

Schedule D (Form 990) 2016

JSA 6E1268 1 000

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

- 3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply)
a Public exhibition
b Scholarly research
c Preservation for future generations
d Loan or exchange programs
e Other
4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII
5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection?

Part IV Escrow and Custodial Arrangements.

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

- 1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?
b If "Yes," explain the arrangement in Part XIII and complete the following table
c Beginning balance
d Additions during the year
e Distributions during the year
f Ending balance
2a Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability?
b If "Yes," explain the arrangement in Part XIII Check here if the explanation has been provided on Part XIII

Part V Endowment Funds.

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

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

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

- 3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by
(i) unrelated organizations
(ii) related organizations
b If "Yes" on line 3a(ii), are the related organizations listed as required on Schedule R?

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

Part VI Land, Buildings, and Equipment.

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

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

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

**Part VII Investments - Other Securities.**

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

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives . . . . .		
(2) Closely-held equity interests . . . . .		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
<b>Total.</b> (Column (b) must equal Form 990, Part X, col (B) line 12.) ▶		

**Part VIII Investments - Program Related.**

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

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

**Part IX Other Assets.**

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

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

**Part X Other Liabilities.**

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

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) NOTES PAYABLE	2,000,000,000.
(3) INTEREST PAYABLE ON NOTES	16,903,741.
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
<b>Total.</b> (Column (b) must equal Form 990, Part X, col (B) line 25.) ▶ 2,016,903,741.	

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



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

<b>1</b>	Total revenue, gains, and other support per audited financial statements . . . . .		<b>1</b>	
<b>2</b>	Amounts included on line 1 but not on Form 990, Part VIII, line 12:			
	<b>a</b> Net unrealized gains (losses) on investments . . . . .	<b>2a</b>		
	<b>b</b> Donated services and use of facilities . . . . .	<b>2b</b>		
	<b>c</b> Recoveries of prior year grants . . . . .	<b>2c</b>		
	<b>d</b> Other (Describe in Part XIII) . . . . .	<b>2d</b>		
	<b>e</b> Add lines 2a through 2d . . . . .		<b>2e</b>	
<b>3</b>	Subtract line 2e from line 1 . . . . .		<b>3</b>	
<b>4</b>	Amounts included on Form 990, Part VIII, line 12, but not on line 1:			
	<b>a</b> Investment expenses not included on Form 990, Part VIII, line 7b . . . . .	<b>4a</b>		
	<b>b</b> Other (Describe in Part XIII) . . . . .	<b>4b</b>		
	<b>c</b> Add lines 4a and 4b . . . . .		<b>4c</b>	
<b>5</b>	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12) . . . . .		<b>5</b>	

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

<b>1</b>	Total expenses and losses per audited financial statements . . . . .		<b>1</b>	
<b>2</b>	Amounts included on line 1 but not on Form 990, Part IX, line 25:			
	<b>a</b> Donated services and use of facilities . . . . .	<b>2a</b>		
	<b>b</b> Prior year adjustments . . . . .	<b>2b</b>		
	<b>c</b> Other losses . . . . .	<b>2c</b>		
	<b>d</b> Other (Describe in Part XIII) . . . . .	<b>2d</b>		
	<b>e</b> Add lines 2a through 2d . . . . .		<b>2e</b>	
<b>3</b>	Subtract line 2e from line 1 . . . . .		<b>3</b>	
<b>4</b>	Amounts included on Form 990, Part IX, line 25, but not on line 1:			
	<b>a</b> Investment expenses not included on Form 990, Part VIII, line 7b . . . . .	<b>4a</b>		
	<b>b</b> Other (Describe in Part XIII) . . . . .	<b>4b</b>		
	<b>c</b> Add lines 4a and 4b . . . . .		<b>4c</b>	
<b>5</b>	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18) . . . . .		<b>5</b>	

**Part XIII Supplemental Information.**

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

SCHEDULE D, PART X, LINE 2 - ASC 740 FOOTNOTE

THE ORGANIZATION'S FINANCIAL STATEMENTS DO NOT INCLUDE A FOOTNOTE UNDER

ASC 740.

**Part XIII** Supplemental Information (continued)

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**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" on Form 990, Part IV, line 23.  
▶ Attach to Form 990.

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

OMB No 1545-0047

**2016**

**Open to Public  
Inspection**

Name of the organization

KFHPW HOLDINGS

Employer identification number

93-0480268

**Part I Questions Regarding Compensation**

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

- |  |   |
|--|---|
| <input type="checkbox"/> First-class or charter travel             | <input type="checkbox"/> Housing allowance or residence for personal use    |
| <input type="checkbox"/> Travel for companions                     | <input type="checkbox"/> Payments for business use of personal residence    |
| <input type="checkbox"/> Tax indemnification and gross-up payments | <input type="checkbox"/> Health or social club dues or initiation fees      |
| <input type="checkbox"/> Discretionary spending account            | <input type="checkbox"/> Personal services (such as, maid, chauffeur, chef) |

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

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

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

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

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

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

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

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

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

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

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

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

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

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

	Yes	No
<b>1b</b>		
<b>2</b>		
<b>4a</b>		X
<b>4b</b>	X	
<b>4c</b>		X
<b>5a</b>		X
<b>5b</b>		X
<b>6a</b>		X
<b>6b</b>		X
<b>7</b>	X	
<b>8</b>		X
<b>9</b>		

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

Schedule J (Form 990) 2016

**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 on 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 aren't listed on Form 990, Part VII

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

(A) Name and Title	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation in column (B) reported as deferred on prior Form 990
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1 RAMON F. BAEZ DIRECTOR	0.	0.	0.	0.	0.	0.	0.
2 REGINA M. BENJAMIN, MD, DIRECTOR	141,676.	0.	10,915.	0.	0.	152,591.	0.
3 MARYANN BODAYLE ASSISTANT SECRETARY	189,500.	0.	7,678.	0.	0.	197,178.	0.
4 THOMAS W. CHAPMAN, EDD DIRECTOR	149,101.	14,912.	2,238.	24,809.	8,720.	199,780.	0.
5 JEFFREY E. EPSTEIN DIRECTOR	0.	0.	513,713.	0.	0.	513,713.	448,199.
6 DANIEL GARCIA SVP, CHIEF COMPLIANCE OFFICER	199,500.	0.	7,371.	0.	0.	206,871.	0.
7 J. EUGENE GRISBY III, P DIRECTOR	274,311.	828,960.	34,324.	-13,502.	15,672.	1,139,765.	0.
8 LESLIE S. HEISZ DIRECTOR	0.	0.	27,039.	0.	0.	27,039.	27,039.
9 DAVID HOFFMEISTER DIRECTOR	199,500.	0.	15,618.	0.	0.	215,118.	0.
10 JUDITH A. JOHANSEN, JD DIRECTOR	214,500.	0.	11,309.	0.	0.	225,809.	0.
11 KIM J. KAISER DIRECTOR	227,000.	0.	13,707.	0.	0.	240,707.	0.
12 KATHRYN LANCASTER EVP & CFO	204,500.	0.	12,047.	0.	0.	216,547.	0.
13 DONNA LYNNE EVP, GP & REGION PRES - CO	823,192.	1,486,990.	371,044.	570,456.	18,145.	3,269,827.	15,594.
14 PHILIP A. MARINEAU DIRECTOR	0.	0.	0.	0.	0.	0.	0.
15 ANDREW MCCULLOCH REGIONAL PRESIDENT - NORTHWEST	250,147.	1,703,753.	3,260,111.	120,565.	10,818.	5,345,394.	2,322,965.
16 THOMAS MEIER SVP, CORPORATE TREASURER	222,000.	0.	7,371.	0.	0.	229,371.	0.
	441,398.	543,690.	60,277.	518,712.	27,158.	1,591,235.	0.
	382,345.	523,823.	144,650.	111,392.	27,372.	1,189,582.	42,160.

**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 on 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 aren't listed on Form 990, Part VII

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

(A) Name and Title	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation in column (B) reported as deferred on prior Form 990
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
SUSAN MULLANEY	0.	0.	0.	0.	0.	0.	0.
<sup>1</sup> VP, COO - NW	371,883.	169,681.	155,959.	117,385.	30,009.	844,917.	0.
DONALD H. ORNDOFF	0.	0.	0.	0.	0.	0.	0.
<sup>2</sup> SVP, NFS	418,115.	491,764.	25,961.	185,822.	30,493.	1,152,155.	0.
EDWARD FEI	0.	0.	0.	0.	0.	0.	0.
<sup>3</sup> DIRECTOR	214,000.	0.	12,739.	18,000.	0.	244,739.	0.
MARGARET E. PORFIDO, JD	0.	0.	0.	0.	0.	0.	0.
<sup>4</sup> DIRECTOR	229,500.	0.	17,858.	0.	0.	247,358.	0.
JACQUELINE SELLERS	0.	0.	0.	0.	0.	0.	0.
<sup>5</sup> ASSISTANT SECRETARY	195,357.	60,644.	9,121.	75,309.	12,779.	353,210.	0.
RICHARD SHANNON, MD	0.	0.	0.	0.	0.	0.	0.
<sup>6</sup> DIRECTOR	212,000.	0.	0.	0.	0.	212,000.	0.
ARTHUR SOUTHAM	0.	0.	0.	0.	0.	0.	0.
<sup>7</sup> VP, HEALTH PLAN OPERATIONS	851,992.	1,521,837.	401,806.	438,204.	26,212.	3,240,051.	7,159.
DEBORAH STOKES	0.	0.	0.	0.	0.	0.	0.
<sup>8</sup> SVP, CORPORATE CONTROLLER & CAO	42,705.	395,366.	65,873.	0.	0.	503,944.	0.
CYNTHIA A. TELLES, PHD	0.	0.	0.	0.	0.	0.	0.
<sup>9</sup> DIRECTOR	212,500.	0.	11,309.	0.	0.	223,809.	0.
BERNARD TYSON	0.	0.	0.	0.	0.	0.	0.
<sup>10</sup> CHAIRMAN & CEO	1,274,847.	6,056,494.	1,198,157.	0.	0.	8,529,498.	0.
ALFONSE UPSHAW	0.	0.	0.	0.	0.	0.	0.
<sup>11</sup> SVP, CORPORATE CONTROLLER & CAO	330,597.	250,737.	35,278.	83,390.	24,924.	724,926.	0.
EUGENE WASHINGTON, MD	0.	0.	0.	0.	0.	0.	0.
<sup>12</sup> DIRECTOR	186,176.	0.	450.	0.	0.	186,626.	0.
WILLIAM WIECHMANN	0.	0.	0.	0.	0.	0.	0.
<sup>13</sup> ASSISTANT SECRETARY	253,663.	147,536.	16,787.	135,153.	26,508.	579,647.	0.
HONG-SZE YU	0.	0.	0.	0.	0.	0.	0.
<sup>14</sup> ASSISTANT SECRETARY	219,652.	68,784.	15,909.	104,663.	22,269.	431,277.	0.
VICTORIA ZATKIN	0.	0.	0.	0.	0.	0.	0.
<sup>15</sup> VP, OFF OF BRD & CORP GOV SVCS	25,068.	99,763.	91,952.	1,394.	334.	218,511.	85,158.
MARK ZEMELMAN	0.	0.	0.	0.	0.	0.	0.
<sup>16</sup> SVP, GENERAL COUNSEL & SECY	547,086.	839,524.	243,563.	0.	0.	1,630,173.	0.

**Part III Supplemental Information**

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

SCHEDULE J, PART I, LINE 3

- METHODS USED TO ESTABLISH COMPENSATION OF CEO/EXECUTIVE DIRECTOR -

THE FILING ORGANIZATION RELIED ON A RELATED ORGANIZATION THAT USED ONE OR MORE OF THE METHODS DESCRIBED BELOW TO ESTABLISH THE TOP MANAGEMENT

OFFICIALS' COMPENSATION:

- COMPENSATION COMMITTEE

- INDEPENDENT COMPENSATION CONSULTANT

- FORM 990 OF OTHER ORGANIZATIONS

- WRITTEN EMPLOYMENT CONTRACT

- COMPENSATION SURVEY OR STUDY, AND

- APPROVAL BY THE BOARD OR COMPENSATION COMMITTEE OF A RELATED

ORGANIZATION.

SCHEDULE J, PART I, LINE 4B

- SUPPLEMENTAL NONQUALIFIED RETIREMENT PLAN PAYMENT -

KATHRYN LANCASTER \$ 322,425

DONNA LYNNE 3,229,867

THOMAS MEIER 105,522

ARTHUR SOUTHAM 352,920

**Part III Supplemental Information**

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

DEBORAH STOKES	59,716
BERNARD TYSON	815,201
VICTORIA ZATKIN	85,158
MARK ZEMELMAN	197,189

SOME OF THE PARTICIPANTS LISTED IN SCHEDULE J, PART II PARTICIPATED IN NONQUALIFIED SUPPLEMENTAL RETIREMENT PLANS. UNDER THESE PLANS, THE ORGANIZATION MAKES ANNUAL CONTRIBUTIONS TO A NOTIONAL ACCOUNT ON BEHALF OF EACH PARTICIPANT. CONTRIBUTIONS VARY BY POSITION, LEVEL AND PAY, AND VEST OVER TIME BASED ON AGE AND/OR SERVICE. PARTICIPANT ACCOUNTS ARE CREDITED WITH A FIXED RATE OF INTEREST, INVESTED IN AVAILABLE MUTUAL FUNDS OR A COMBINATION OF BOTH. CERTAIN OFFICERS ACCRUE A BENEFIT THAT VESTS BASED ON AGE AND SERVICE AND TARGETS A PERCENTAGE OF FINAL AVERAGE PAY LESS PRIOR PLAN OFFSETS. UNVESTED AMOUNTS ARE SUBJECT TO RISK OF FORFEITURE.

SCHEDULE J, PART I, LINE 7

- NON-FIXED PAYMENTS -

THE ORGANIZATION PROVIDED NON-FIXED PAYMENTS TO SOME OF THE PERSONS

**Part III Supplemental information**

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

LISTED. PAYMENTS WERE MADE UNDER INCENTIVE PLANS, BASED ON ATTAINMENT OF ORGANIZATIONAL PERFORMANCE GOALS AND INDIVIDUAL PERFORMANCE, DESIGNED TO SUPPORT THE ORGANIZATION'S MISSION TO PROVIDE HIGH-QUALITY, AFFORDABLE CARE AND IMPROVE THE HEALTH OF ITS MEMBERS AND THE COMMUNITIES IT SERVES.

SCHEDULE J, PART II, COLUMN C

THE ACTUARIAL VALUE FOR SOME INDIVIDUALS' DEFINED BENEFIT PLAN DECLINED IN 2016, RESULTING IN NEGATIVE VALUES IN COLUMN (C) IN SOME INSTANCES.



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

**Supplemental Information to Form 990 or 990-EZ**

OMB No 1545-0047

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.

▶ Information about Schedule O (Form 990 or 990-EZ) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

**2016**

**Open to Public  
Inspection**

Department of the Treasury  
Internal Revenue Service

Name of the organization

KFHPW HOLDINGS

Employer identification number

93-0480268

FORM 990, PART VI, LINE 4

- SIGNIFICANT CHANGES TO GOVERNING DOCUMENTS -

THE NAME OF THIS CORPORATION HAS BEEN CHANGED FROM KAISER FOUNDATION  
HEALTH PLAN OF WASHINGTON TO KFHPW HOLDINGS.

COPIES OF AMENDMENT TO THE ARTICLES OF INCORPORATION, AND PROOF OF FILING  
WITH THE APPROPRIATE STATE AUTHORITY ARE ATTACHED TO THIS FORM 990.

ON APRIL 7, 2016, SEVERAL SECTIONS OF THE BYLAWS OF THE CORPORATION WERE  
AMENDED TO

- I) ADD A REGIONAL PRESIDENT AND A GROUP PRESIDENT AS OFFICERS OF THE  
CORPORATION;
- II) CHANGE THE AUTHORITY OF THE CORPORATION'S EXECUTIVE COMMITTEE; AND
- III) CONFORM THE BYLAWS OF THE CORPORATION TO THE BYLAWS OF SIMILAR  
SUBSIDIARIES OF KAISER FOUNDATION HEALTH PLAN, INC., THE SOLE MEMBER OF  
THE CORPORATION.

FORM 990, PART VI, LINE 6

THE SOLE MEMBER OF THE CORPORATION IS KAISER FOUNDATION HEALTH PLAN,  
INC., A CALIFORNIA NONPROFIT CORPORATION.

FORM 990, PART VI, LINE 7A

- APPOINTMENT OF GOVERNING BODY -

Name of the organization KFHPW HOLDINGS	Employer identification number 93-0480268
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KAISER FOUNDATION HEALTH PLAN, INC. APPOINTS THE DIRECTORS (AND FILLS VACANCIES AND HAS AUTHORITY TO REMOVE DIRECTORS). THE SAME INDIVIDUALS WHO COMPRISE THE BOARD OF DIRECTORS OF KFHP ALSO SERVE AS THE DIRECTORS OF KFHP COLORADO, NORTHWEST, MID-ATLANTIC STATES, AND KFHP WASHINGTON.

FORM 990, PART VI, LINE 7B

- APPROVAL OF CERTAIN GOVERNANCE DECISIONS -

THE FOLLOWING ACTIONS OF THE CORPORATION REQUIRE APPROVAL OF THE SOLE MEMBER:

- A) THE ADMISSION OF NEW MEMBERS AND THE EXPULSION, SUSPENSION, OR TERMINATION OF AN EXISTING MEMBER;
- B) ANY CHANGES TO ITS RIGHTS AS THE CORPORATION'S SOLE MEMBER;
- C) THE ELECTION AND REMOVAL OF DIRECTORS AND THE FILLING OF ANY VACANCIES ON THE BOARD;
- D) ANY SIGNIFICANT CORPORATE RESTRUCTURING OR REORGANIZATION, SUCH AS A MERGER, CONSOLIDATION OR DISSOLUTION;
- E) ANY AMENDMENTS TO THE ARTICLES OF INCORPORATION OR BYLAWS.

FORM 990, PART VI, LINE 11B

- FORM 990 REVIEW PROCESS -

1. KEY INFORMATION NECESSARY FOR THE PREPARATION OF THE TAX RETURN IS OBTAINED AND/OR CONFIRMED WITH INTERNAL SOURCES INCLUDING REGIONAL FINANCE, EXECUTIVE COMPENSATION, AND LEGAL.
2. PRIOR TO FINALIZATION, THE RETURN IS REVIEWED BY AN EXTERNAL TAX ADVISOR.
3. ONCE SIGNED BY AN EXTERNAL TAX ADVISOR, THE RETURN AND UNDERLYING DATA

Name of the organization

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ARE REVIEWED BY AN OFFICER OR A MEMBER OF MANAGEMENT DESIGNATED BY AN OFFICER FOR SIGNATURE AND FILING.

4. COPIES ARE THEN PROVIDED TO BOARD MEMBERS PRIOR TO FILING.

FORM 990, PART VI, LINE 12C

- COMPLIANCE ENFORCEMENT -

A. REGULARLY AND CONSISTENTLY MONITORS COMPLIANCE WITH THE CONFLICTS OF INTEREST POLICY - KAISER PERMANENTE REGULARLY MONITORS COMPLIANCE WITH THE CONFLICTS OF INTEREST POLICY IN 3 KEY WAYS:

A1. THE KAISER PERMANENTE COMPLIANCE HOTLINE IS AVAILABLE TO ALL EMPLOYEES AND VENDORS TO REPORT ACTUAL OR POTENTIAL CONFLICTS OF INTEREST. ALL CALLS ARE ANSWERED BY A THIRD PARTY AND PROVIDED TO KAISER PERMANENTE'S NATIONAL COMPLIANCE OFFICE FOR REVIEW AND APPROPRIATE ACTION. EMPLOYEES CAN REPORT ANONYMOUSLY. RETALIATION IS PROHIBITED. REPORTS OF ACTUAL OR POTENTIAL CONFLICTS OF INTEREST ARE GENERATED AND INVESTIGATIONS ARE CONDUCTED AS REQUIRED AND INFORMATION IS TRACKED AND TRENDED TO DETERMINE IF ADDITIONAL GUIDANCE IS REQUIRED TO AVOID OR MANAGE CONFLICTS OF INTEREST. COMPLIANCE HOTLINE REPORTS ARE PROVIDED FOR REVIEW AND ACTION TO THE KAISER FOUNDATION HEALTH PLAN/HOSPITALS BOARDS OF DIRECTORS ANNUALLY.

A2. THE NATIONAL COMPLIANCE OFFICE AND INTERNAL AUDIT SERVICES ANNUALLY REVIEW THE DIRECTORS', OFFICERS', KEY EMPLOYEES', AND EXECUTIVES' ANNUAL CONFLICTS OF INTEREST QUESTIONNAIRE DISCLOSURES AND PROVIDE DIRECTION ON

Name of the organization KFHPW HOLDINGS	Employer identification number 93-0480268
--	--

ANY INVESTIGATIONS REQUIRED. INVESTIGATIONS ARE DOCUMENTED, TRACKED AND TRENDED TO DETERMINE IF ADDITIONAL CONTROLS OR EDUCATION IS REQUIRED. IN ADDITION, CONFLICTS OF INTEREST QUESTIONNAIRE REPORTS ARE PROVIDED FOR REVIEW AND ACTION TO THE KAISER FOUNDATION HEALTH PLAN/HOSPITALS BOARDS OF DIRECTORS ANNUALLY; AND

A3. ANNUALLY, AS A COMPONENT OF THE EXTERNAL AUDIT, AN OUTSIDE CERTIFIED PUBLIC ACCOUNTING FIRM REVIEWS THE ANNUAL CONFLICTS OF INTEREST QUESTIONNAIRES PROCESS COMPLETED BY DIRECTORS, OFFICERS, KEY EMPLOYEES, AND EXECUTIVES, AND ACTIONS TAKEN AS A RESULT OF THE DISCLOSURES. THE RESULTS OF THE ANNUAL AUDIT, INCLUDING ANY FINDINGS IN THIS AREA ARE PRESENTED TO THE KAISER FOUNDATION HEALTH PLAN/HOSPITALS AUDIT AND COMPLIANCE COMMITTEE.

B. REGULARLY AND CONSISTENTLY ENFORCES COMPLIANCE WITH THE CONFLICTS OF INTEREST POLICY - TO ENSURE CONSISTENCY IN THE ENFORCEMENT OF THE POLICY KAISER PERMANENTE USES THE FOLLOWING STEPS AS A GENERAL GUIDELINE:

B1. REPRESENTED EMPLOYEES ARE SUBJECT TO ANY CORRECTIVE/DISCIPLINARY ACTION PROVISIONS DESCRIBED IN SPECIFIC REGIONAL/NATIONAL COLLECTIVE BARGAINING AGREEMENTS AND/OR ORGANIZATIONAL POLICIES AND PRACTICES.

B2. KAISER PERMANENTE NOTIFIES EMPLOYEES OF THE NATIONAL HUMAN RESOURCES POLICY NO. 14. CORRECTIVE/DISCIPLINARY ACTION POLICY DURING NEW EMPLOYEE ORIENTATION AND IN ANNUAL COMPLIANCE TRAINING.

Name of the organization KFHPW HOLDINGS	Employer identification number 93-0480268
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B3. IN THE EVENT THAT IT IS NECESSARY TO DISCIPLINE ANY EMPLOYEE BECAUSE OF, BUT NOT LIMITED TO, FAILURE TO COMPLY WITH APPLICABLE LEGAL/REGULATORY REQUIREMENTS, KAISER PERMANENTE POLICIES AND PROCEDURES, OR THE PRINCIPLES OF RESPONSIBILITY, OR FOR UNSATISFACTORY PERFORMANCE OR MISCONDUCT, COACHING/COUNSELING AND/OR CORRECTIVE/DISCIPLINARY ACTION MAY INCLUDE, BUT IS NOT LIMITED TO:

- ORAL DISCUSSION AND/OR WARNING BY THE EMPLOYEE'S IMMEDIATE SUPERVISOR OR HIGHER LEVEL MANAGER TO CORRECT THE PROBLEM;
- WRITTEN NOTICE, WITH OR WITHOUT FINAL WARNING;
- PAID OR UNPAID SUSPENSION, WITH OR WITHOUT FINAL WARNING;
- TERMINATION OF EMPLOYMENT.

FORM 990, PART VI, LINE 15A/B

- COMPENSATION DETERMINATION -

THE EXECUTIVE COMPENSATION PROGRAM AS ADMINISTERED BY KAISER FOUNDATION HEALTH PLAN, INC. IS DESIGNED TO RECRUIT, RETAIN AND MOTIVATE QUALIFIED SENIOR MANAGEMENT PERSONNEL. SENIOR MANAGEMENT PERSONNEL HAVE A SIGNIFICANT IMPACT ON THE STRATEGIC AND POLICY DIRECTION AND RESULTS OF THE ORGANIZATION. THEREFORE, THE EXECUTIVE COMPENSATION PROGRAM IS, TO A SIGNIFICANT DEGREE, PERFORMANCE-BASED. THE COMPENSATION PROGRAM IS REVIEWED ANNUALLY BY THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS AND THE MANAGEMENT COMMITTEE ON COMPENSATION. PRIOR TO PAYMENT, ALL PROGRAMS AND PAYMENTS TO THE CEO, EXECUTIVE DIRECTOR, AND TOP MANAGEMENT

Name of the organization KFHPW HOLDINGS	Employer identification number 93-0480268
--	--

OFFICIALS (EXECUTIVES) ARE REVIEWED BY THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS AND THE MANAGEMENT COMMITTEE ON COMPENSATION.

BASE PAY FOR EXECUTIVE POSITIONS IS ESTABLISHED AT A LEVEL COMPARABLE TO THE RELEVANT MARKET. IN ADDITION, OTHER COMPONENTS OF THE COMPENSATION PROGRAM BEAR 'AT-RISK' FEATURES DESIGNED TO FOCUS ON STRATEGICALLY IMPORTANT PERFORMANCE GOALS AND TO ASSIST IN ATTRACTING AND RETAINING TOP PERFORMERS. THE EXECUTIVE COMPENSATION PROGRAM IS TARGETED TO BE COMPETITIVE TO THE COMPARABLE EXTERNAL MARKET IN WHICH THE ORGANIZATION COMPETES FOR EXECUTIVE LEADERSHIP. EVALUATION OF COMPARABLE PAY DATA IS PERFORMED BY AN INDEPENDENT COMPENSATION, BENEFIT & HUMAN RESOURCE CONSULTING FIRM. THE COMPENSATION PROGRAM FOCUSES ON OBJECTIVES IN THE AREAS OF QUALITY OF MEMBER CARE AND SERVICE, MEMBERSHIP GROWTH, FINANCIAL SOUNDNESS, AND THE COMMUNITY AND SOCIAL MISSION OF THE ORGANIZATION.

FORM 990, PART VI, LINE 18

FORMS 990 ARE AVAILABLE ON [WWW.GUIDESTAR.ORG](http://WWW.GUIDESTAR.ORG).

FORM 990, PART VI, LINE 19

- PUBLIC INSPECTION -

GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY ARE AVAILABLE UPON REQUEST AS DISCLOSED TO OTHER REGULATORY BODIES. TO REQUEST COPIES CONTACT:

VICE PRESIDENT, GOVERNMENT RELATIONS

KAISER FOUNDATION HEALTH PLAN AND HOSPITALS

ONE KAISER PLAZA, 18TH FLOOR

Name of the organization KFHPW HOLDINGS	Employer identification number 93-0480268
--	--

OAKLAND, CA 94612

FORM 990, PART VII, SECTION A, COLUMN B

- HOURS FOR RELATED ORGANIZATIONS -

INDIVIDUALS WHO ARE BOTH OFFICERS AND MEMBERS OF BOARDS OF DIRECTORS WORK FULL TIME AS EMPLOYEES AS WELL AS FULFILL THEIR BOARD ASSIGNMENT. ALL OFFICERS WORK FULL TIME IN THEIR EMPLOYEE CAPACITY. FULL TIME WORK MAY REQUIRE IN EXCESS OF THE TRADITIONAL 40 HOUR WEEK. GIVEN THE INTEGRATED NATURE OF OUR ORGANIZATION, EMPLOYEES MAY PROVIDE SUPPORT FOR VARIOUS KAISER PERMANENTE COMPANIES. THE AVERAGE HOURS PER WEEK REPORTED FOR THE FILING ORGANIZATION AND RELATED ORGANIZATIONS WAS ESTIMATED.

FORM 990, PART XI, LINE 9

OTHER CHANGES IN NET ASSETS OR FUND BALANCES:

GAIN/LOSS ON INVESTMENTS - TAX	\$ 1,895,917
GAIN/LOSS ON INVESTMENTS - BOOK	(1,869,971)
OTHER THAN TEMPORARY IMPAIRMENTS	(17,082,766)
	-----
	(17,056,820)

ATTACHMENT 1

990, PART VII- COMPENSATION OF THE FIVE HIGHEST PAID IND. CONTRACTORS

<u>NAME AND ADDRESS</u>	<u>DESCRIPTION OF SERVICES</u>	<u>COMPENSATION</u>
STATE STREET BANK & TRUST CO. 1 MARKET STREET # 1700 SAN FRANCISCO, CA 94105	INVESTMENT MGMT	478,365.

**SCHEDULE R  
(Form 990)**

**Related Organizations and Unrelated Partnerships**

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

▶ Attach to Form 990.

Department of the Treasury  
Internal Revenue Service

Name of the organization

KFHPW HOLDINGS

▶ Information about Schedule R (Form 990) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

Open to Public  
Inspection

Employer identification number

93-0480268

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

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

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

(1)	(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
							Yes	No
(1)	KAISER FOUNDATION HEALTH PLAN, INC ONE KAISER PLAZA, SUITE 15L OAKLAND, CA 94612 94-1340523	HEALTH CARE	CA	501(C)(3)	10	N/A		X
(2)	KAISER FOUNDATION HOSPITALS ONE KAISER PLAZA, SUITE 15L OAKLAND, CA 94612 94-1105628	HEALTH CARE	CA	501(C)(3)	3	N/A		X
(3)	KAISER FDN HEALTH PLAN OF COLORADO ONE KAISER PLAZA, SUITE 15L OAKLAND, CA 94612 84-0591617	HEALTH CARE	CO	501(C)(3)	10	KFHP, INC.		X
(4)	KAISER FDN HEALTH PLAN OF GEORGIA, INC ONE KAISER PLAZA, SUITE 15L OAKLAND, CA 94612 58-1592076	HEALTH CARE	GA	501(C)(3)	10	KFHP, INC.		X
(5)	KAISER FDN HEALTH PLAN OF THE NORTHWEST ONE KAISER PLAZA, SUITE 15L OAKLAND, CA 94612 93-0798039	HEALTH CARE	OR	501(C)(3)	10	KFHP, INC.		X
(6)	KAISER HEALTH PLAN ASSET MANAGEMENT, INC ONE KAISER PLAZA, SUITE 15L OAKLAND, CA 94612 94-3299124	ASSET MGMT	CA	501(C)(3)	12 - I	KFHP, INC.		X
(7)	LOKAHI ASSURANCE, LTD ONE KAISER PLAZA, SUITE 15L OAKLAND, CA 94612 91-2171891	WC PLACEMENT	HI	501(C)(3)	12 - I	KFHP, INC.		X

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

Schedule R (Form 990) 2016



**SCHEDULE R  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Related Organizations and Unrelated Partnerships**

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

▶ Attach to Form 990.

▶ Information about Schedule R (Form 990) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

Name of the organization

KFHPW HOLDINGS

Employer identification number

93-0480268

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

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

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

	(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
							Yes	No
(1)	KAISER HOSPITAL ASSET MANAGEMENT, INC 94-3299125 ONE KAISER PLAZA, SUITE 15L OAKLAND, CA 94612	ASSET MGMT	CA	501(C)(3)	12 - I	KFH	X	
(2)	CAMP BOWIE SERVICE CENTER 94-3299123 ONE KAISER PLAZA, SUITE 15L OAKLAND, CA 94612	ADMIN	CA	501(C)(3)	12 - I	KFHP, INC.	X	
(3)	KAISER FDN HEALTH PLAN OF THE MAS 52-0954463 ONE KAISER PLAZA, SUITE 15L OAKLAND, CA 94612	HEALTH CARE	MD	501(C)(3)	10	KFHP, INC.	X	
(4)	KAISER HEALTH ALTERNATIVES 93-0954562 ONE KAISER PLAZA, SUITE 15L OAKLAND, CA 94612	HEALTH CARE	OR	501(C)(3)	10	KFHP, INC.	X	
(5)	1800 HARRISON FOUNDATION 94-3317484 ONE KAISER PLAZA, SUITE 15L OAKLAND, CA 94612	FINANCING	CA	501(C)(3)	12 - II	KFHP, INC.	X	
(6)	KAISER HOSPITAL ASSISTANCE CORPORATION 31-1779500 ONE KAISER PLAZA, SUITE 15L OAKLAND, CA 94612	FINANCING	CA	501(C)(3)	12 - I	KFH	X	
(7)	KAISER PERMANENTE SCHOOL OF MEDICINE, INC 81-4053028 ONE KAISER PLAZA, SUITE 15L OAKLAND, CA 94612	MEDICAL EDU	CA	501(C)(3)	2	KFH	X	

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

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V - UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1) NXT CAP SR FD I, LLC 37-1651297 191 N WACKER DR #1200 CHICAGO, IL 60606	INVESTMENT	DE	N/A	N/A								
(2)												
(3)												
(4)												
(5)												
(6)												
(7)												

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512(b)(13) controlled entity?	
								Yes	No
(1) OAK TREE ASSURANCE, LTD ONE KAISER PLAZA, 15L OAKLAND, CA 94612 03-0329760	INSURANCE	VT	N/A	C CORP					X
(2) KAISER PERMANENTE INSURANCE COMPANY ONE KAISER PLAZA, 15L OAKLAND, CA 94612 94-3203402	INSURANCE	CA	N/A	C CORP					X
(3) KAISER PROPERTIES SERVICES, INC ONE KAISER PLAZA, 15L OAKLAND, CA 94612 94-3259432	REAL ESTATE	CA	N/A	C CORP					X
(4) KAISER PERMANENTE INTERNATIONAL ONE KAISER PLAZA, 15L OAKLAND, CA 94612 94-3245176	CONSULTING	CA	N/A	C CORP					X
(5) KAISER COLORADO HOLDINGS ONE KAISER PLAZA, 15L OAKLAND, CA 94612 81-4691154	HEALTH CARE	CO	N/A	C CORP					X
(6)									
(7)									

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

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

- 1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?
  - a Receipt of (i) interest, (ii) annuities, (iii) royalties, or (iv) rent from a controlled entity. . . . .
  - b Gift, grant, or capital contribution to related organization(s) . . . . .
  - c Gift, grant, or capital contribution from related organization(s) . . . . .
  - d Loans or loan guarantees to or for related organization(s) . . . . .
  - e Loans or loan guarantees by related organization(s) . . . . .
  - f Dividends from related organization(s) . . . . .
  - g Sale of assets to related organization(s) . . . . .
  - h Purchase of assets from related organization(s) . . . . .
  - i Exchange of assets with related organization(s) . . . . .
  - j Lease of facilities, equipment, or other assets to related organization(s) . . . . .
  - k Lease of facilities, equipment, or other assets from related organization(s) . . . . .
  - l Performance of services or membership or fundraising solicitations for related organization(s) . . . . .
  - m Performance of services or membership or fundraising solicitations by related organization(s) . . . . .
  - n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s) . . . . .
  - o Sharing of paid employees with related organization(s) . . . . .
  - p Reimbursement paid to related organization(s) for expenses. . . . .
  - q Reimbursement paid by related organization(s) for expenses . . . . .
  - r Other transfer of cash or property to related organization(s) . . . . .
  - s Other transfer of cash or property from related organization(s) . . . . .

	(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved	Yes	No
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					
(1)	KAISER FOUNDATION HOSPITALS	E	2,000,000,000.	PER AGREEMENT		
(2)						
(3)						
(4)						
(5)						
(6)						

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

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

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

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**Part VII** Supplemental Information

Provide additional information for responses to questions on Schedule R. See instructions.

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UNITED STATES OF AMERICA

The State of



Washington

Secretary of State

I, Kim Wyman, Secretary of State of the State of Washington and custodian of its seal,  
hereby issue this certificate that the attached is a true and correct copy of

ARTICLES OF AMENDMENT

of

KAISER FOUNDATION HEALTH PLAN OF WASHINGTON

Changing name to  
KFHPW HOLDINGS

as filed in this office on February 1, 2017.

Date: February 1, 2017



Given under my hand and the Seal of the State  
of Washington at Olympia, the State Capital

Kim Wyman, Secretary of State



Office of the Secretary of State  
Corporations & Charities Division

**Washington Nonprofit Corporation**  
*See attached detailed instructions*

- Standard Filing Fee \$20.00
- Filing Fee with Expedited Service \$70.00

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FEB 01 2017

WA SECRETARY OF STATE

UBI Number: 601 793 102

**ARTICLES OF AMENDMENT**  
Chapter 24.03 RCW

**SECTION 1**

**NAME OF CORPORATION:** *(as currently recorded with the Office of the Secretary of State)*  
Kaiser Foundation Health Plan of Washington

**SECTION 2**

**ARTICLES OF AMENDMENT WERE ADOPTED BY:** *(please check and complete one of the following)*

- The amendment was adopted by a meeting of members held: (Date) \_\_\_\_\_  
A quorum was present at the meeting and the amendment received at least two-thirds of the votes which members present or represented by proxy were entitled to cast.
- The amendment was adopted by a consent in writing and signed by all members entitled to vote.
- There are no members that have voting rights. The amendment received a majority vote of the directors at a board meeting held: (Date) \_\_\_\_\_

**SECTION 3**

**AMENDMENTS TO ARTICLES ON FILE:** *(if necessary, attach additional information)*  
Article 1 is amended to change the name to: KFHPW Holdings

**SECTION 4**

**EFFECTIVE DATE OF ARTICLES OF AMENDMENT:** *(please check one of the following)*

- Upon filing by the Secretary of State
- Specific Date: \_\_\_\_\_ *(Specified effective date must be within 30 days AFTER the Articles of Amendment have been filed by the Office of the Secretary of State)*

**SECTION 5**

**SIGNATURE:** *(see instructions page)*

*This document is hereby executed under penalties of perjury, and is, to the best of my knowledge, true and correct.*

X Susan Mullaney Susan Mullaney, President 2/1/17  
 Signature Printed Name and Title Date Phone