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Form

990-PF

Department of the Treasury  
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

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Information about Form 990-PF and its instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

|                                                                                                                                                                                                                                                                                                                                       |                                                                                                                                                                                     |                                                                                                                                                                              |  |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| Name of foundation<br>DISCUREN CHARITABLE FOUNDATION                                                                                                                                                                                                                                                                                  |                                                                                                                                                                                     | A Employer identification number<br><br>20-2046554                                                                                                                           |  |
| Number and street (or P O box number if mail is not delivered to street address)<br>1201 THIRD AVE SUITE 4900                                                                                                                                                                                                                         |                                                                                                                                                                                     | B Telephone number (see instructions)<br><br>(206) 359-8574                                                                                                                  |  |
| City or town, state or province, country, and ZIP or foreign postal code<br>SEATTLE, WA 981013099                                                                                                                                                                                                                                     |                                                                                                                                                                                     | C If exemption application is pending, check here <input type="checkbox"/>                                                                                                   |  |
| G Check all that apply<br><div><input type="checkbox"/> Initial return<br/><input type="checkbox"/> Final return<br/><input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Initial return of a former public charity<br/><input type="checkbox"/> Amended return<br/><input type="checkbox"/> Name change</div> |                                                                                                                                                                                     | D 1. Foreign organizations, check here <input type="checkbox"/><br>2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> |  |
| H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation<br><input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation                                                                                      |                                                                                                                                                                                     | E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>                                                                |  |
| I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <input checked="" type="checkbox"/> \$ 15,789,122                                                                                                                                                                                                  | J Accounting method <input type="checkbox"/> Cash <input type="checkbox"/> Accrual<br><input type="checkbox"/> Other (specify) _____<br>(Part I, column (d) must be on cash basis.) | F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>                                                             |  |

| Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) ) |                                                                                             | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------|------------------------------------|---------------------------|-------------------------|-------------------------------------------------------------|
| Revenue                                                                                                                                                             | 1 Contributions, gifts, grants, etc , received (attach schedule)                            |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 2 Check <input type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B   |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 3 Interest on savings and temporary cash investments                                        |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 4 Dividends and interest from securities. . . . .                                           | 296,362                            | 295,960                   |                         |                                                             |
|                                                                                                                                                                     | 5a Gross rents . . . . .                                                                    |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | b Net rental income or (loss) _____                                                         |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 6a Net gain or (loss) from sale of assets not on line 10                                    | 411,171                            |                           |                         |                                                             |
|                                                                                                                                                                     | b Gross sales price for all assets on line 6a<br>3,027,973                                  |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 7 Capital gain net income (from Part IV, line 2) . . .                                      |                                    | 411,171                   |                         |                                                             |
|                                                                                                                                                                     | 8 Net short-term capital gain . . . . .                                                     |                                    |                           | 0                       |                                                             |
|                                                                                                                                                                     | 9 Income modifications . . . . .                                                            |                                    |                           | 4,500                   |                                                             |
|                                                                                                                                                                     | 10a Gross sales less returns and allowances                                                 |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | b Less Cost of goods sold . . . . .                                                         |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | c Gross profit or (loss) (attach schedule) . . . . .                                        |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 11 Other income (attach schedule) . . . . .                                                 |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 12 <b>Total.</b> Add lines 1 through 11 . . . . .                                           | 707,533                            | 707,131                   | 4,500                   |                                                             |
| Operating and Administrative Expenses                                                                                                                               | 13 Compensation of officers, directors, trustees, etc                                       | 102,732                            | 10,273                    |                         | 92,459                                                      |
|                                                                                                                                                                     | 14 Other employee salaries and wages . . . . .                                              |                                    | 0                         | 0                       | 0                                                           |
|                                                                                                                                                                     | 15 Pension plans, employee benefits . . . . .                                               |                                    | 0                         | 0                       |                                                             |
|                                                                                                                                                                     | 16a Legal fees (attach schedule) . . . . .                                                  | 30,297                             | 3,030                     | 0                       | 27,267                                                      |
|                                                                                                                                                                     | b Accounting fees (attach schedule) . . . . .                                               | 2,499                              | 2,249                     | 0                       | 250                                                         |
|                                                                                                                                                                     | c Other professional fees (attach schedule) . . . . .                                       |                                    |                           |                         | 0                                                           |
|                                                                                                                                                                     | 17 Interest . . . . .                                                                       |                                    |                           |                         | 0                                                           |
|                                                                                                                                                                     | 18 Taxes (attach schedule) (see instructions)                                               | 31,829                             | 6,829                     |                         | 0                                                           |
|                                                                                                                                                                     | 19 Depreciation (attach schedule) and depletion . . .                                       | 0                                  | 0                         |                         |                                                             |
|                                                                                                                                                                     | 20 Occupancy . . . . .                                                                      |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 21 Travel, conferences, and meetings . . . . .                                              |                                    | 0                         | 0                       |                                                             |
|                                                                                                                                                                     | 22 Printing and publications . . . . .                                                      |                                    | 0                         | 0                       |                                                             |
|                                                                                                                                                                     | 23 Other expenses (attach schedule) . . . . .                                               | 112,707                            | 77,441                    |                         | 35,266                                                      |
|                                                                                                                                                                     | 24 <b>Total operating and administrative expenses.</b><br>Add lines 13 through 23 . . . . . | 280,064                            | 99,822                    | 0                       | 155,242                                                     |
|                                                                                                                                                                     | 25 Contributions, gifts, grants paid . . . . .                                              | 1,502,158                          |                           |                         | 1,502,158                                                   |
|                                                                                                                                                                     | 26 <b>Total expenses and disbursements.</b> Add lines 24 and 25                             | 1,782,222                          | 99,822                    | 0                       | 1,657,400                                                   |
|                                                                                                                                                                     | 27 Subtract line 26 from line 12                                                            |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | a <b>Excess of revenue over expenses and disbursements</b>                                  | -1,074,689                         |                           |                         |                                                             |
|                                                                                                                                                                     | b <b>Net investment income</b> (if negative, enter -0-)                                     |                                    | 607,309                   |                         |                                                             |
|                                                                                                                                                                     | c <b>Adjusted net income</b> (if negative, enter -0-)                                       |                                    |                           | 4,500                   |                                                             |

| Part II Balance Sheets      |                                                                                                                               | Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions )               | Beginning of year | End of year    |                       |
|-----------------------------|-------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------|-------------------|----------------|-----------------------|
|                             |                                                                                                                               |                                                                                                                                   | (a) Book Value    | (b) Book Value | (c) Fair Market Value |
| Assets                      | 1                                                                                                                             | Cash—non-interest-bearing . . . . .                                                                                               | 28,664            | 785            | 785                   |
|                             | 2                                                                                                                             | Savings and temporary cash investments . . . . .                                                                                  | 600,508           | 802,681        | 802,681               |
|                             | 3                                                                                                                             | Accounts receivable ▶ _____<br>Less allowance for doubtful accounts ▶ _____                                                       |                   | 0              | 0                     |
|                             | 4                                                                                                                             | Pledges receivable ▶ _____<br>Less allowance for doubtful accounts ▶ _____                                                        |                   |                |                       |
|                             | 5                                                                                                                             | Grants receivable . . . . .                                                                                                       |                   |                |                       |
|                             | 6                                                                                                                             | Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . . |                   |                |                       |
|                             | 7                                                                                                                             | Other notes and loans receivable (attach schedule) ▶ _____<br>Less allowance for doubtful accounts ▶ _____ 0                      |                   |                |                       |
|                             | 8                                                                                                                             | Inventories for sale or use . . . . .                                                                                             |                   |                |                       |
|                             | 9                                                                                                                             | Prepaid expenses and deferred charges . . . . .                                                                                   |                   |                |                       |
|                             | 10a                                                                                                                           | Investments—U S and state government obligations (attach schedule)                                                                |                   |                |                       |
|                             | b                                                                                                                             | Investments—corporate stock (attach schedule) . . . . .                                                                           | 3,001,658         | 2,555,316      | 3,981,521             |
|                             | c                                                                                                                             | Investments—corporate bonds (attach schedule). . . . .                                                                            |                   |                |                       |
|                             | 11                                                                                                                            | Investments—land, buildings, and equipment basis ▶ _____<br>Less accumulated depreciation (attach schedule) ▶ _____               |                   |                |                       |
|                             | 12                                                                                                                            | Investments—mortgage loans . . . . .                                                                                              |                   |                |                       |
|                             | 13                                                                                                                            | Investments—other (attach schedule) . . . . .                                                                                     | 10,385,125        | 9,598,616      | 11,004,135            |
|                             | 14                                                                                                                            | Land, buildings, and equipment basis ▶ _____<br>Less accumulated depreciation (attach schedule) ▶ _____                           |                   |                |                       |
| 15                          | Other assets (describe ▶ _____)                                                                                               |                                                                                                                                   |                   |                |                       |
| 16                          | Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)                                    | 14,015,955                                                                                                                        | 12,957,398        | 15,789,122     |                       |
| Liabilities                 | 17                                                                                                                            | Accounts payable and accrued expenses . . . . .                                                                                   |                   |                |                       |
|                             | 18                                                                                                                            | Grants payable . . . . .                                                                                                          |                   |                |                       |
|                             | 19                                                                                                                            | Deferred revenue . . . . .                                                                                                        |                   |                |                       |
|                             | 20                                                                                                                            | Loans from officers, directors, trustees, and other disqualified persons                                                          |                   |                |                       |
|                             | 21                                                                                                                            | Mortgages and other notes payable (attach schedule) . . . . .                                                                     |                   |                |                       |
|                             | 22                                                                                                                            | Other liabilities (describe ▶ _____)                                                                                              |                   |                |                       |
|                             | 23                                                                                                                            | Total liabilities (add lines 17 through 22) . . . . .                                                                             |                   | 0              |                       |
| Net Assets or Fund Balances | Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31. |                                                                                                                                   |                   |                |                       |
|                             | 24                                                                                                                            | Unrestricted . . . . .                                                                                                            |                   |                |                       |
|                             | 25                                                                                                                            | Temporarily restricted . . . . .                                                                                                  |                   |                |                       |
|                             | 26                                                                                                                            | Permanently restricted . . . . .                                                                                                  |                   |                |                       |
|                             | Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.   |                                                                                                                                   |                   |                |                       |
|                             | 27                                                                                                                            | Capital stock, trust principal, or current funds . . . . .                                                                        | 14,015,955        | 12,957,398     |                       |
|                             | 28                                                                                                                            | Paid-in or capital surplus, or land, bldg , and equipment fund                                                                    |                   |                |                       |
|                             | 29                                                                                                                            | Retained earnings, accumulated income, endowment, or other funds                                                                  |                   |                |                       |
|                             | 30                                                                                                                            | Total net assets or fund balances (see page 17 of the instructions) . . . . .                                                     | 14,015,955        | 12,957,398     |                       |
| 31                          | Total liabilities and net assets/fund balances (see page 17 of the instructions) . . . . .                                    | 14,015,955                                                                                                                        | 12,957,398        |                |                       |

| Part III Analysis of Changes in Net Assets or Fund Balances |                                                                                                                                                                    |   |            |
|-------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|------------|
| 1                                                           | Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year’s return) . . . . . | 1 | 14,015,955 |
| 2                                                           | Enter amount from Part I, line 27a . . . . .                                                                                                                       | 2 | -1,074,689 |
| 3                                                           | Other increases not included in line 2 (itemize) ▶ _____                                                                                                           | 3 | 27,948     |
| 4                                                           | Add lines 1, 2, and 3 . . . . .                                                                                                                                    | 4 | 12,969,214 |
| 5                                                           | Decreases not included in line 2 (itemize) ▶ _____                                                                                                                 | 5 | 11,816     |
| 6                                                           | Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .                                                      | 6 | 12,957,398 |

Part IV Capital Gains and Losses for Tax on Investment Income

|                                                                                                                                   |                           |                                              |                                      |                                  |
|-----------------------------------------------------------------------------------------------------------------------------------|---------------------------|----------------------------------------------|--------------------------------------|----------------------------------|
| (a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co ) |                           | (b) How acquired<br>P—Purchase<br>D—Donation | (c) Date acquired<br>(mo , day, yr ) | (d) Date sold<br>(mo , day, yr ) |
| 1a                                                                                                                                | See Additional Data Table |                                              |                                      |                                  |
| b                                                                                                                                 |                           |                                              |                                      |                                  |
| c                                                                                                                                 |                           |                                              |                                      |                                  |
| d                                                                                                                                 |                           |                                              |                                      |                                  |
| e                                                                                                                                 |                           |                                              |                                      |                                  |

|                             |                                            |                                                 |                                              |
|-----------------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------|
| (e) Gross sales price       | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
| a See Additional Data Table |                                            |                                                 |                                              |
| b                           |                                            |                                                 |                                              |
| c                           |                                            |                                                 |                                              |
| d                           |                                            |                                                 |                                              |
| e                           |                                            |                                                 |                                              |

|                                                                                             |                                      |                                               |                                                                                              |
|---------------------------------------------------------------------------------------------|--------------------------------------|-----------------------------------------------|----------------------------------------------------------------------------------------------|
| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 |                                      |                                               | (l) Gains (Col (h) gain minus<br>col (k), but not less than -0-) or<br>Losses (from col (h)) |
| (i) F M V as of 12/31/69                                                                    | (j) Adjusted basis<br>as of 12/31/69 | (k) Excess of col (i)<br>over col (j), if any |                                                                                              |
| a See Additional Data Table                                                                 |                                      |                                               |                                                                                              |
| b                                                                                           |                                      |                                               |                                                                                              |
| c                                                                                           |                                      |                                               |                                                                                              |
| d                                                                                           |                                      |                                               |                                                                                              |
| e                                                                                           |                                      |                                               |                                                                                              |

|   |                                                                                                                                                                                                              |                                                                                     |   |         |
|---|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------|---|---------|
| 2 | Capital gain net income or (net capital loss)                                                                                                                                                                | { If gain, also enter in Part I, line 7<br>If (loss), enter -0- in Part I, line 7 } | 2 | 411,171 |
| 3 | Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)<br><br>If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0-<br>in Part I, line 8 . . . . . |                                                                                     | 3 |         |

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income )

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

|                                                                      |                                          |                                              |                                                           |
|----------------------------------------------------------------------|------------------------------------------|----------------------------------------------|-----------------------------------------------------------|
| (a)<br>Base period years Calendar<br>year (or tax year beginning in) | (b)<br>Adjusted qualifying distributions | (c)<br>Net value of noncharitable-use assets | (d)<br>Distribution ratio<br>(col (b) divided by col (c)) |
| 2012                                                                 | 1,361,775                                | 15,462,248                                   | 0 088071                                                  |
| 2011                                                                 | 1,452,868                                | 15,050,693                                   | 0 096532                                                  |
| 2010                                                                 | 1,297,457                                | 13,769,784                                   | 0 094225                                                  |
| 2009                                                                 | 906,196                                  | 5,418,332                                    | 0 167246                                                  |
| 2008                                                                 | 979,524                                  | 5,906,077                                    | 0 16585                                                   |

|   |                                                                                                                                                                                                                                  |   |            |
|---|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|------------|
| 2 | Total of line 1, column (d). . . . .                                                                                                                                                                                             | 2 | 0 611924   |
| 3 | Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by<br>the number of years the foundation has been in existence if less than 5 years . . . .                                            | 3 | 0 122385   |
| 4 | Enter the net value of noncharitable-use assets for 2013 from Part X, line 5. . . . .                                                                                                                                            | 4 | 15,511,287 |
| 5 | Multiply line 4 by line 3. . . . .                                                                                                                                                                                               | 5 | 1,898,349  |
| 6 | Enter 1% of net investment income (1% of Part I, line 27b). . . . .                                                                                                                                                              | 6 | 6,073      |
| 7 | Add lines 5 and 6. . . . .                                                                                                                                                                                                       | 7 | 1,904,422  |
| 8 | Enter qualifying distributions from Part XII, line 4. . . . .<br><br>If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See<br>the Part VI instructions | 8 | 1,657,400  |

| Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)                                  |                                                                     |    |        |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------|----|--------|
| 1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1                              |                                                                     | 1  | 12,146 |
| Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)                                                          |                                                                     |    |        |
| b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . . |                                                                     |    |        |
| c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)                                     |                                                                     |    |        |
| 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)                                                  |                                                                     | 2  | 0      |
| 3 Add lines 1 and 2. . . . .                                                                                                                                |                                                                     | 3  | 12,146 |
| 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)                                                |                                                                     | 4  | 0      |
| 5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0- . . . . .                                                          |                                                                     | 5  | 12,146 |
| 6 Credits/Payments                                                                                                                                          |                                                                     |    |        |
| a                                                                                                                                                           | 2013 estimated tax payments and 2012 overpayment credited to 2013   | 6a | 17,290 |
| b                                                                                                                                                           | Exempt foreign organizations—tax withheld at source . . . . .       | 6b |        |
| c                                                                                                                                                           | Tax paid with application for extension of time to file (Form 8868) | 6c | 0      |
| d                                                                                                                                                           | Backup withholding erroneously withheld . . . . .                   | 6d |        |
| 7 Total credits and payments Add lines 6a through 6d. . . . .                                                                                               |                                                                     | 7  | 17,290 |
| 8 Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached                               |                                                                     | 8  | 8      |
| 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .                                                                   |                                                                     | 9  |        |
| 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid. . . . .                                                       |                                                                     | 10 | 5,136  |
| 11 Enter the amount of line 10 to be Credited to 2014 estimated tax  5,136 Refunded                                                                         |                                                                     | 11 | 0      |

| Part VII-A Statements Regarding Activities |                                                                                                                                                                                                                                                                                                                                                                         |    |     |    |
|--------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|-----|----|
| 1a                                         | During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .                                                                                                                                                                                          |    | Yes | No |
|                                            |                                                                                                                                                                                                                                                                                                                                                                         | 1a |     | No |
| b                                          | Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . . . .<br><i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i> | 1b |     | No |
|                                            |                                                                                                                                                                                                                                                                                                                                                                         |    |     |    |
| c                                          | Did the foundation file Form 1120-POL for this year?. . . . .                                                                                                                                                                                                                                                                                                           | 1c |     | No |
| d                                          | Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year<br>(1) On the foundation  \$ _____ (2) On foundation managers  \$ _____                                                                                                                                                                                               |    |     |    |
| e                                          | Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers  \$ _____                                                                                                                                                                                                                          |    |     |    |
| 2                                          | Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . .<br><i>If "Yes," attach a detailed description of the activities.</i>                                                                                                                                                                                          | 2  |     | No |
| 3                                          | Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i> . . . . .                                                                                                                             | 3  |     | No |
| 4a                                         | Did the foundation have unrelated business gross income of \$1,000 or more during the year?. . . . .                                                                                                                                                                                                                                                                    | 4a |     | No |
| b                                          | If "Yes," has it filed a tax return on Form 990-T for this year?. . . . .                                                                                                                                                                                                                                                                                               | 4b |     |    |
| 5                                          | Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . .<br><i>If "Yes," attach the statement required by General Instruction T.</i>                                                                                                                                                                                    | 5  |     | No |
| 6                                          | Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either<br>• By language in the governing instrument, or<br>• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .                             | 6  | Yes |    |
| 7                                          | Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>                                                                                                                                                                                                                               | 7  | Yes |    |
| 8a                                         | Enter the states to which the foundation reports or with which it is registered (see instructions)<br>WA _____                                                                                                                                                                                                                                                          |    |     |    |
| b                                          | If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation .</i>                                                                                                                                                    | 8b | Yes |    |
| 9                                          | Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)?<br><i>If "Yes," complete Part XIV</i> . . . . .                                                                                                | 9  |     | No |
| 10                                         | Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>                                                                                                                                                                                                                              | 10 |     | No |

Part VII-A

Statements Regarding Activities *(continued)*

|                                                                                                                               |                                                                                                                                                                                           |    |     |    |
|-------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|-----|----|
| 11                                                                                                                            | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).  | 11 |     | No |
| 12                                                                                                                            | Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)  | 12 |     |    |
| 13                                                                                                                            | Did the foundation comply with the public inspection requirements for its annual returns and exemption application?                                                                       | 13 | Yes |    |
| Website address                                                                                                               |                                                                                                                                                                                           |    |     |    |
| 14                                                                                                                            | The books are in care of JEAN WATSON SEC-TREAS Telephone no (206) 359-8574<br>Located at 1201 THIRD AVE SUITE 4900 SEATTLE WA ZIP+4 981013099                                             |    |     |    |
| 15                                                                                                                            | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here and enter the amount of tax-exempt interest received or accrued during the year.       |    |     |    |
| 16                                                                                                                            | At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? | 16 | Yes | No |
| See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country |                                                                                                                                                                                           |    |     |    |

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

|                                                                                         |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |    |     |    |
|-----------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|-----|----|
| File Form 4720 if any item is checked in the "Yes" column, unless an exception applies. |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |    | Yes | No |
| 1a                                                                                      | During the year did the foundation (either directly or indirectly)<br>(1) Engage in the sale or exchange, or leasing of property with a disqualified person?<br>(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?<br>(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?<br>(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?<br>(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?<br>(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days ). |    |     |    |
| b                                                                                       | If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | 1b |     | No |
| c                                                                                       | Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | 1c |     | No |
| 2                                                                                       | Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |    |     |    |
| a                                                                                       | At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years 20 , 20 , 20 , 20                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |    |     |    |
| b                                                                                       | Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions ).                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | 2b |     | No |
| c                                                                                       | If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20 , 20 , 20 , 20                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |    |     |    |
| 3a                                                                                      | Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |    |     |    |
| b                                                                                       | If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.).                                                                                                                                                                                                                                                                                                                                                                          | 3b |     |    |
| 4a                                                                                      | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | 4a |     | No |
| b                                                                                       | Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | 4b |     | No |

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a

During the year did the foundation pay or incur any amount to

(1)

Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

YesNo

(2)

Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

YesNo

(3)

Provide a grant to an individual for travel, study, or other similar purposes?

YesNo

(4)

Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1 ), (2), or (3), or section 4940(d)(2)? (see instructions).

YesNo

(5)

Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

YesNo

5b

If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

Organizations relying on a current notice regarding disaster assistance check here.

c

If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

YesNo

If "Yes," attach the statement required by Regulations section 53.4945–5(d).

6a

Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

YesNo

6b

Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

No

7a

At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

YesNo

7b

If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1

List all officers, directors, trustees, foundation managers and their compensation (see instructions).

| (a) Name and address      | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|---------------------------|-----------------------------------------------------------|-------------------------------------------|-----------------------------------------------------------------------|---------------------------------------|
| See Additional Data Table |                                                           |                                           |                                                                       |                                       |
|                           |                                                           |                                           |                                                                       |                                       |
|                           |                                                           |                                           |                                                                       |                                       |
|                           |                                                           |                                           |                                                                       |                                       |
|                           |                                                           |                                           |                                                                       |                                       |
|                           |                                                           |                                           |                                                                       |                                       |
|                           |                                                           |                                           |                                                                       |                                       |

2

Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."

| (a) Name and address of each employee paid more than \$50,000 | (b) Title, and average hours per week devoted to position | (c) Compensation | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|---------------------------------------------------------------|-----------------------------------------------------------|------------------|-----------------------------------------------------------------------|---------------------------------------|
| NONE                                                          |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |

Total number of other employees paid over \$50,000.

0

Form 990-PF (2013)

Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

| 3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE". |                     |                  |
|------------------------------------------------------------------------------------------------------------------|---------------------|------------------|
| (a) Name and address of each person paid more than \$50,000                                                      | (b) Type of service | (c) Compensation |
| NONE                                                                                                             |                     |                  |
|                                                                                                                  |                     |                  |
|                                                                                                                  |                     |                  |
|                                                                                                                  |                     |                  |
|                                                                                                                  |                     |                  |
|                                                                                                                  |                     |                  |
|                                                                                                                  |                     |                  |
|                                                                                                                  |                     |                  |
|                                                                                                                  |                     |                  |
| Total number of others receiving over \$50,000 for professional services. . . . .                                |                     | 0                |

Part IX-A

Summary of Direct Charitable Activities

| List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc | Expenses |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|
| 1                                                                                                                                                                                                                                                     |          |
| 2                                                                                                                                                                                                                                                     |          |
| 3                                                                                                                                                                                                                                                     |          |
| 4                                                                                                                                                                                                                                                     |          |

Part IX-B

Summary of Program-Related Investments (see instructions)

| Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2 | Amount |
|------------------------------------------------------------------------------------------------------------------|--------|
| 1                                                                                                                |        |
|                                                                                                                  |        |
|                                                                                                                  |        |
| 2                                                                                                                |        |
|                                                                                                                  |        |
|                                                                                                                  |        |
| All other program-related investments. See page 24 of the instructions                                           |        |
| 3                                                                                                                |        |
|                                                                                                                  |        |
|                                                                                                                  |        |
| Total. Add lines 1 through 3 . . . . .                                                                           |        |

Part X

Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

|   |                                                                                                                    |    |            |
|---|--------------------------------------------------------------------------------------------------------------------|----|------------|
| 1 | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes         |    |            |
| a | Average monthly fair market value of securities. . . . .                                                           | 1a | 15,747,500 |
| b | Average of monthly cash balances. . . . .                                                                          | 1b | 0          |
| c | Fair market value of all other assets (see instructions). . . . .                                                  | 1c | 0          |
| d | Total (add lines 1a, b, and c). . . . .                                                                            | 1d | 15,747,500 |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . . | 1e | 0          |
| 2 | Acquisition indebtedness applicable to line 1 assets. . . . .                                                      | 2  | 0          |
| 3 | Subtract line 2 from line 1d. . . . .                                                                              | 3  | 15,747,500 |
| 4 | Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .  | 4  | 236,213    |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4                | 5  | 15,511,287 |
| 6 | Minimum investment return. Enter 5% of line 5. . . . .                                                             | 6  | 775,564    |

Part XI

Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

|    |                                                                                                           |    |         |
|----|-----------------------------------------------------------------------------------------------------------|----|---------|
| 1  | Minimum investment return from Part X, line 6. . . . .                                                    | 1  | 775,564 |
| 2a | Tax on investment income for 2013 from Part VI, line 5. . . . .                                           | 2a | 12,146  |
| b  | Income tax for 2013 (This does not include the tax from Part VI ). . . . .                                | 2b |         |
| c  | Add lines 2a and 2b. . . . .                                                                              | 2c | 12,146  |
| 3  | Distributable amount before adjustments Subtract line 2c from line 1. . . . .                             | 3  | 763,418 |
| 4  | Recoveries of amounts treated as qualifying distributions. . . . .                                        | 4  | 4,500   |
| 5  | Add lines 3 and 4. . . . .                                                                                | 5  | 767,918 |
| 6  | Deduction from distributable amount (see instructions). . . . .                                           | 6  | 0       |
| 7  | Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . . | 7  | 767,918 |

Part XII

Qualifying Distributions (see instructions)

|                                                                                                                                                                                              |                                                                                                                                                              |    |           |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------|----|-----------|
| 1                                                                                                                                                                                            | Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes                                                                    |    |           |
| a                                                                                                                                                                                            | Expenses, contributions, gifts, etc —total from Part I, column (d), line 26. . . . .                                                                         | 1a | 1,657,400 |
| b                                                                                                                                                                                            | Program-related investments—total from Part IX-B. . . . .                                                                                                    | 1b | 0         |
| 2                                                                                                                                                                                            | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. . . . .                                           | 2  | 0         |
| 3                                                                                                                                                                                            | Amounts set aside for specific charitable projects that satisfy the                                                                                          |    |           |
| a                                                                                                                                                                                            | Suitability test (prior IRS approval required). . . . .                                                                                                      | 3a | 0         |
| b                                                                                                                                                                                            | Cash distribution test (attach the required schedule). . . . .                                                                                               | 3b | 0         |
| 4                                                                                                                                                                                            | Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4                                                    | 4  | 1,657,400 |
| 5                                                                                                                                                                                            | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions). . . . . | 5  | 0         |
| 6                                                                                                                                                                                            | Adjusted qualifying distributions. Subtract line 5 from line 4. . . . .                                                                                      | 6  | 1,657,400 |
| Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years |                                                                                                                                                              |    |           |

Part XIII

Undistributed Income (see instructions)

|    |                                                                                                                                                                                   |               |                            |             |             |
|----|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------------------------|-------------|-------------|
|    |                                                                                                                                                                                   | (a)<br>Corpus | (b)<br>Years prior to 2012 | (c)<br>2012 | (d)<br>2013 |
| 1  | Distributable amount for 2013 from Part XI, line 7                                                                                                                                |               |                            |             | 767,918     |
| 2  | Undistributed income, if any, as of the end of 2013                                                                                                                               |               |                            |             |             |
| a  | Enter amount for 2012 only. . . . .                                                                                                                                               |               |                            | 0           |             |
| b  | Total for prior years 2011 , 20__ , 20__                                                                                                                                          |               | 0                          |             |             |
| 3  | Excess distributions carryover, if any, to 2013                                                                                                                                   |               |                            |             |             |
| a  | From 2008. . . . .                                                                                                                                                                |               |                            |             | 693,744     |
| b  | From 2009. . . . .                                                                                                                                                                |               |                            |             | 637,098     |
| c  | From 2010. . . . .                                                                                                                                                                |               |                            |             | 717,622     |
| d  | From 2011. . . . .                                                                                                                                                                |               |                            |             | 729,546     |
| e  | From 2012. . . . .                                                                                                                                                                |               |                            |             | 604,659     |
| f  | Total of lines 3a through e. . . . .                                                                                                                                              | 3,382,669     |                            |             |             |
| 4  | Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 1,657,400                                                                                                            |               |                            |             |             |
| a  | Applied to 2012, but not more than line 2a                                                                                                                                        |               |                            | 0           |             |
| b  | Applied to undistributed income of prior years (Election required—see instructions). . . . .                                                                                      |               | 0                          |             |             |
| c  | Treated as distributions out of corpus (Election required—see instructions). . . . .                                                                                              | 0             |                            |             |             |
| d  | Applied to 2013 distributable amount. . . . .                                                                                                                                     |               |                            |             | 767,918     |
| e  | Remaining amount distributed out of corpus                                                                                                                                        | 889,482       |                            |             |             |
| 5  | Excess distributions carryover applied to 2013<br>(If an amount appears in column (d), the same amount must be shown in column (a).)                                              | 0             |                            |             | 0           |
| 6  | Enter the net total of each column as indicated below:                                                                                                                            |               |                            |             |             |
| a  | Corpus Add lines 3f, 4c, and 4e Subtract line 5                                                                                                                                   | 4,272,151     |                            |             |             |
| b  | Prior years' undistributed income Subtract line 4b from line 2b. . . . .                                                                                                          |               | 0                          |             |             |
| c  | Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed. . . . . |               | 0                          |             |             |
| d  | Subtract line 6c from line 6b Taxable amount—see instructions . . . . .                                                                                                           |               | 0                          |             |             |
| e  | Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .                                                                             |               |                            | 0           |             |
| f  | Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014 . . . . .                                                               |               |                            |             | 0           |
| 7  | Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions). . . . .                                  | 0             |                            |             |             |
| 8  | Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . . .                                                                                | 693,744       |                            |             |             |
| 9  | Excess distributions carryover to 2014.<br>Subtract lines 7 and 8 from line 6a . . . . .                                                                                          | 3,578,407     |                            |             |             |
| 10 | Analysis of line 9                                                                                                                                                                |               |                            |             |             |
| a  | Excess from 2009. . . .                                                                                                                                                           | 637,098       |                            |             |             |
| b  | Excess from 2010. . . .                                                                                                                                                           | 717,622       |                            |             |             |
| c  | Excess from 2011. . . .                                                                                                                                                           | 729,546       |                            |             |             |
| d  | Excess from 2012. . . .                                                                                                                                                           | 604,659       |                            |             |             |
| e  | Excess from 2013. . . .                                                                                                                                                           | 889,482       |                            |             |             |

Part XIV

Private Operating Foundations (see instructions and Part VII-A, question 9)

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling. . . . .

b

Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 4942(j)(5)

|    |                                                                                                                                                             |          |               |          |          |           |
|----|-------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|---------------|----------|----------|-----------|
| 2a | Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .                         | Tax year | Prior 3 years |          |          | (e) Total |
|    |                                                                                                                                                             | (a) 2013 | (b) 2012      | (c) 2011 | (d) 2010 |           |
|    |                                                                                                                                                             |          |               |          |          |           |
| b  | 85% of line 2a . . . . .                                                                                                                                    |          |               |          |          |           |
| c  | Qualifying distributions from Part XII, line 4 for each year listed . . . . .                                                                               |          |               |          |          |           |
| d  | Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .                                                             |          |               |          |          |           |
| e  | Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c . . . . .                                      |          |               |          |          |           |
| 3  | Complete 3a, b, or c for the alternative test relied upon                                                                                                   |          |               |          |          |           |
| a  | "Assets" alternative test—enter                                                                                                                             |          |               |          |          |           |
|    | (1) Value of all assets . . . . .                                                                                                                           |          |               |          |          |           |
|    | (2) Value of assets qualifying under section 4942(j)(3)(B)(i)                                                                                               |          |               |          |          |           |
| b  | "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . . .                                    |          |               |          |          |           |
| c  | "Support" alternative test—enter                                                                                                                            |          |               |          |          |           |
|    | (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . . |          |               |          |          |           |
|    | (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . . .                                       |          |               |          |          |           |
|    | (3) Largest amount of support from an exempt organization                                                                                                   |          |               |          |          |           |
|    | (4) Gross investment income                                                                                                                                 |          |               |          |          |           |

Part XV

Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)

1

Information Regarding Foundation Managers:

a

List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2) )

NA

b

List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NA

2

Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a

The name, address, and telephone number or e-mail address of the person to whom applications should be addressed

F JEAN WATSON  
1201 THIRD AVE SUITE 4900  
SEATTLE, WA 981013099  
(206) 359-8574

b

The form in which applications should be submitted and information and materials they should include

APPLICATION FORM TO BE PROVIDED BY THE FOUNDATION

c

Any submission deadlines

GRANTS ARE AWARDED QUARTERLY AND MUST BE SUBMITTED AT LEAST TWO WEEKS PRIOR TO MEETINGS

d

Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

GRANTS ARE AWARDED ONLY TO PUBLIC CHARITIES FOR SPECIFIC PROJECTS LOCATED IN WASHINGTON WHICH ADDRESS THE NEEDS OF LITERACY, BASIC EDUCATION AND DROPOUT PREVENTION

Part XV

Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

| Recipient                                           | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount    |
|-----------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------|-----------|
| Name and address (home or business)                 |                                                                                                                    |                                      |                                     |           |
| a Paid during the year<br>See Additional Data Table |                                                                                                                    |                                      |                                     |           |
| Total . . . . .                                     |                                                                                                                    |                                      | 3a                                  | 1,502,158 |
| b Approved for future payment                       |                                                                                                                    |                                      |                                     |           |
| Total . . . . .                                     |                                                                                                                    |                                      | 3b                                  |           |

Enter gross amounts unless otherwise indicated

## Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Form **990-PF** (2013)



Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

| (a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co ) | (b) How acquired<br>P—Purchase<br>D—Donation | (c) Date acquired<br>(mo , day, yr ) | (d) Date sold<br>(mo , day, yr ) |
|-----------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------|--------------------------------------|----------------------------------|
| 1000 PIPER JAFFRAY COS                                                                                                            |                                              | 2011-09-26                           | 2013-01-07                       |
| 745 ABBOTT LABS COM                                                                                                               |                                              | 2010-10-08                           | 2013-01-17                       |
| 710 ROBBINS AND MYERS INC                                                                                                         |                                              | 2010-11-22                           | 2013-01-18                       |
| 60 WABTEC CORPORATION                                                                                                             |                                              | 2010-11-22                           | 2013-01-25                       |
| 220 WABTEC CORPORATION                                                                                                            |                                              | 2010-11-22                           | 2013-01-30                       |
| 450 HILL-ROM HOLDINGS INC                                                                                                         |                                              | 2011-08-09                           | 2013-02-11                       |
| 810 VIEWPOINT FINANCIAL GROUP IN C                                                                                                |                                              | 2010-11-22                           | 2013-03-06                       |
| 195 65 BROWN CAPITAL MGMT SMALL CO INST CLASS                                                                                     |                                              | 2011-01-06                           | 2013-03-22                       |
| 303 224 BROWN CAPITAL MGMT SMALL CO INST CLASS                                                                                    |                                              | 2011-08-29                           | 2013-03-22                       |
| 723 193 BROWN CAPITAL MGMT SMALL CO INST CLASS                                                                                    |                                              | 2012-02-14                           | 2013-03-22                       |
| 2517 162 DOMINI SOCIAL EQUITY FUND                                                                                                |                                              | 2012-08-21                           | 2013-03-22                       |
| 402 KRAFT FOODS GROUP                                                                                                             |                                              | 2011-12-08                           | 2013-03-22                       |
| 14 KRAFT FOODS GROUP                                                                                                              |                                              | 2012-11-27                           | 2013-03-22                       |
| 5647 059 THE YACKTMAN FUND                                                                                                        |                                              | 2012-02-14                           | 2013-03-22                       |
| 341 SYSCO CORP COM                                                                                                                |                                              | 2010-01-21                           | 2013-03-22                       |
| 150 PTC INC                                                                                                                       |                                              | 2011-01-27                           | 2013-03-26                       |
| 290 PTC INC                                                                                                                       |                                              | 2010-11-22                           | 2013-03-26                       |
| 140 WABTEC CORPORATION                                                                                                            |                                              | 2010-11-22                           | 2013-03-26                       |
| 550 TRIMBLE NAVIGATION                                                                                                            |                                              | 2010-11-22                           | 2013-04-03                       |
| 140 TRACTOR SUPPLY CO                                                                                                             |                                              | 2010-11-22                           | 2013-04-08                       |
| 123 TRACTOR SUPPLY CO                                                                                                             |                                              | 2010-11-22                           | 2013-04-11                       |
| 1420 ACCRETIVE HEALTH INC                                                                                                         |                                              | 2013-03-06                           | 2013-05-08                       |
| 1320 POLYCOM                                                                                                                      |                                              | 2010-11-22                           | 2013-05-10                       |
| 200 RAVEN INDS INC                                                                                                                |                                              | 2012-12-13                           | 2013-05-13                       |
| 560 RAVEN INDS INC                                                                                                                |                                              | 2010-11-22                           | 2013-05-13                       |
| 151 PROCTER & GAMBLE CO COM                                                                                                       |                                              | 2010-01-21                           | 2013-05-15                       |
| 216 UTILITIES SELECT SECTOR SPDR FUND                                                                                             |                                              | 2011-10-17                           | 2013-05-15                       |
| 186 UTILITIES SELECT SECTOR SPDR FUND                                                                                             |                                              | 2010-01-21                           | 2013-05-15                       |
| 595 SPDR GOLD TRUST                                                                                                               |                                              | 2010-12-01                           | 2013-06-13                       |
| 597 SPDR GOLD TRUST                                                                                                               |                                              | 2012-02-14                           | 2013-06-13                       |

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

| (a) List and describe the kind(s) of property sold (e g , real estate,<br>2-story brick warehouse, or common stock, 200 shs MLC Co ) | (b) How<br>acquired<br>P—Purchase<br>D—Donation | (c) Date<br>acquired<br>(mo , day, yr ) | (d) Date sold<br>(mo , day, yr ) |
|--------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------|-----------------------------------------|----------------------------------|
| 192 AT&T INC                                                                                                                         |                                                 | 2010-01-21                              | 2013-06-26                       |
| 128 ABBVIE INC                                                                                                                       |                                                 | 2010-10-08                              | 2013-06-26                       |
| 65 AIR PRODUCTS & CHEMICALS INC                                                                                                      |                                                 | 2010-01-21                              | 2013-06-26                       |
| 17 AMERICAN TOWER REIT INC                                                                                                           |                                                 | 2012-05-10                              | 2013-06-26                       |
| 102 APACHE CORP                                                                                                                      |                                                 | 2007-06-19                              | 2013-06-26                       |
| 43 APACHE CORP                                                                                                                       |                                                 | 2010-01-21                              | 2013-06-26                       |
| 63 BAKER HUGHES INC COM                                                                                                              |                                                 | 2012-03-15                              | 2013-06-26                       |
| 24 BAKER HUGHES INC COM                                                                                                              |                                                 | 2011-07-21                              | 2013-06-26                       |
| 30 BLACKROCK, INC                                                                                                                    |                                                 | 2010-06-18                              | 2013-06-26                       |
| 117 CVS CAREMARK CORPORATION                                                                                                         |                                                 | 2012-05-11                              | 2013-06-26                       |
| 63 CHEVRON CORPORATION                                                                                                               |                                                 | 2010-01-21                              | 2013-06-26                       |
| 48 CHUBB CORP                                                                                                                        |                                                 | 2010-06-18                              | 2013-06-26                       |
| 286 CISCO SYSTEMS INC                                                                                                                |                                                 | 2008-07-10                              | 2013-06-26                       |
| 24 CISCO SYSTEMS INC                                                                                                                 |                                                 | 2011-10-17                              | 2013-06-26                       |
| 63 DANAHER CORP DEL COM                                                                                                              |                                                 | 2005-11-02                              | 2013-06-26                       |
| 121 WALT DISNEY CO                                                                                                                   |                                                 | 2010-01-21                              | 2013-06-26                       |
| 27 FRANKLIN RESOURCES INC                                                                                                            |                                                 | 2006-07-17                              | 2013-06-26                       |
| 331 GENERAL ELECTRIC CO COM                                                                                                          |                                                 | 2010-01-21                              | 2013-06-26                       |
| 9 INTERNATIONAL BUSINESS MACH                                                                                                        |                                                 | 1966-03-18                              | 2013-06-26                       |
| 30 ISHARES S&P PREFERRED STOCK INDEX FUND                                                                                            |                                                 | 2012-07-19                              | 2013-06-26                       |
| 55 KRAFT FOODS GROUP                                                                                                                 |                                                 | 2012-11-27                              | 2013-06-26                       |
| 136 METLIFE INC                                                                                                                      |                                                 | 2013-03-22                              | 2013-06-26                       |
| 133 MICROSOFT CORP                                                                                                                   |                                                 | 2005-11-02                              | 2013-06-26                       |
| 98 MONDELEZ INTERNATIONAL INC                                                                                                        |                                                 | 2011-12-08                              | 2013-06-26                       |
| 120 NOVARTIS A G SPONSORED ADR                                                                                                       |                                                 | 2010-01-21                              | 2013-06-26                       |
| 178 ORACLE CORP COM                                                                                                                  |                                                 | 2007-06-19                              | 2013-06-26                       |
| 102 PNC FINANCIAL SERVICES GROUP                                                                                                     |                                                 | 2012-05-18                              | 2013-06-26                       |
| 145 PEPSICO INC                                                                                                                      |                                                 | 2010-01-21                              | 2013-06-26                       |
| 59 PFIZER INC COM                                                                                                                    |                                                 | 1913-03-01                              | 2013-06-26                       |
| 135 PROCTER & GAMBLE CO COM                                                                                                          |                                                 | 2010-01-21                              | 2013-06-26                       |

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

| (a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co ) | (b) How acquired<br>P—Purchase<br>D—Donation | (c) Date acquired<br>(mo , day, yr ) | (d) Date sold<br>(mo , day, yr ) |
|-----------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------|--------------------------------------|----------------------------------|
| 25 QUALCOMM INC COM                                                                                                               |                                              | 2007-06-19                           | 2013-06-26                       |
| 69 SPDR S&P BIOTECH ETF                                                                                                           |                                              | 2010-01-21                           | 2013-06-26                       |
| 758 CHARLES SCHWAB CORP                                                                                                           |                                              | 2009-03-20                           | 2013-06-26                       |
| 124 UTILITIES SELECT SECTOR SPDR FUND                                                                                             |                                              | 2010-01-21                           | 2013-06-26                       |
| 104 STRYKER CORP                                                                                                                  |                                              | 2010-01-21                           | 2013-06-26                       |
| 234 SUNCOR ENERGY INC                                                                                                             |                                              | 2011-07-21                           | 2013-06-26                       |
| 252 SYSCO CORP COM                                                                                                                |                                              | 2010-01-21                           | 2013-06-26                       |
| 32 TJX COMPANIES INC                                                                                                              |                                              | 2012-11-27                           | 2013-06-26                       |
| 46 TARGET CORP COM                                                                                                                |                                              | 2012-05-11                           | 2013-06-26                       |
| 50 UNITED PARCEL SERVICE INC CL B                                                                                                 |                                              | 2010-01-21                           | 2013-06-26                       |
| 84 UNITED TECHNOLOGIES CORP COM                                                                                                   |                                              | 2005-11-02                           | 2013-06-26                       |
| 80 UNITEDHEALTH GROUP INC                                                                                                         |                                              | 2011-08-25                           | 2013-06-26                       |
| 56 VF CORPORATION                                                                                                                 |                                              | 2008-11-07                           | 2013-06-26                       |
| 178 WELLS FARGO & CO                                                                                                              |                                              | 2010-06-18                           | 2013-06-26                       |
| 92 ACCENTURE PLC F                                                                                                                |                                              | 2009-06-26                           | 2013-06-26                       |
| 108 COVIDIEN PLC                                                                                                                  |                                              | 2011-08-25                           | 2013-06-26                       |
| 106 EATON CORP PLC                                                                                                                |                                              | 2012-12-01                           | 2013-06-26                       |
| 2475 FULTON FINANCIAL CORP                                                                                                        |                                              | 2012-04-18                           | 2013-07-05                       |
| 107 AIR PRODUCTS & CHEMICALS INC                                                                                                  |                                              | 2010-01-21                           | 2013-07-17                       |
| 163 WALT DISNEY CO                                                                                                                |                                              | 2010-01-21                           | 2013-07-17                       |
| 82 MALLINCKRODT PLC                                                                                                               |                                              | 2011-08-25                           | 2013-07-17                       |
| 770 ROFIN-SINAR TECHNOLOGIES INC                                                                                                  |                                              | 2010-11-22                           | 2013-07-22                       |
| 200 ROFIN-SINAR TECHNOLOGIES INC                                                                                                  |                                              | 2012-02-02                           | 2013-07-22                       |
| 175 NATIONAL PRESTO INDS INC                                                                                                      |                                              | 2010-11-22                           | 2013-08-07                       |
| 7465 782 DOMINI SOCIAL EQUITY FUND                                                                                                |                                              | 2012-08-21                           | 2013-08-13                       |
| 7202 216 ING GLOBAL REAL ESTATE FD-I                                                                                              |                                              | 2011-08-29                           | 2013-08-13                       |
| 620 VIEWPOINT FINANCIAL GROUP IN C                                                                                                |                                              | 2010-11-22                           | 2013-08-19                       |
| 250 SPDR GOLD TRUST                                                                                                               |                                              | 2010-09-29                           | 2013-09-10                       |
| 950 SPDR GOLD TRUST                                                                                                               |                                              | 2010-09-30                           | 2013-09-10                       |
| 970 SPDR GOLD TRUST                                                                                                               |                                              | 2010-11-01                           | 2013-09-10                       |

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

| <b>(a)</b> List and describe the kind(s) of property sold (e g , real estate,<br>2-story brick warehouse, or common stock, 200 shs MLC Co ) | <b>(b)</b> How<br>acquired<br>P—Purchase<br>D—Donation | <b>(c)</b> Date<br>acquired<br>(mo , day, yr ) | <b>(d)</b> Date sold<br>(mo , day, yr ) |
|---------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------|------------------------------------------------|-----------------------------------------|
| 230 SPDR GOLD TRUST                                                                                                                         |                                                        | 2010-12-01                                     | 2013-09-10                              |
| 5 SPDR GOLD TRUST                                                                                                                           |                                                        | 2010-12-10                                     | 2013-09-10                              |
| 665 VIEWPOINT FINANCIAL GROUP IN C                                                                                                          |                                                        | 2010-11-22                                     | 2013-09-13                              |
| 450 CENTENE CORPORATION                                                                                                                     |                                                        | 2012-06-11                                     | 2013-09-24                              |
| 115 ACCENTURE PLC F                                                                                                                         |                                                        | 2009-06-26                                     | 2013-09-25                              |
| 108 ACCENTURE PLC F                                                                                                                         |                                                        | 2009-06-24                                     | 2013-09-25                              |
| 352 FARO TECHNOLOGIES INC                                                                                                                   |                                                        | 2012-08-07                                     | 2013-10-04                              |
| 108 FARO TECHNOLOGIES INC                                                                                                                   |                                                        | 2012-11-01                                     | 2013-10-04                              |
| 3838 098 VANGUARD INFLATION-PROTECTED SECURITIES FD-<br>ADM CL                                                                              |                                                        | 2010-01-21                                     | 2013-10-22                              |
| 20353 268 VANGUARD S/T INVEST GRADE ADMIRAL CLASS                                                                                           |                                                        | 2005-12-29                                     | 2013-10-22                              |
| 30456 674 VANGUARD S/T INVEST GRADE ADMIRAL CLASS                                                                                           |                                                        | 2011-09-28                                     | 2013-10-22                              |
| 436 EXXON MOBIL CORP                                                                                                                        |                                                        | 2010-01-21                                     | 2013-10-28                              |
| 615 SYSCO CORP COM                                                                                                                          |                                                        | 2008-12-29                                     | 2013-10-30                              |
| 499 SYSCO CORP COM                                                                                                                          |                                                        | 2010-01-21                                     | 2013-10-30                              |
| 589 TARGET CORP COM                                                                                                                         |                                                        | 2012-05-11                                     | 2013-11-20                              |
| 4968 768 HARBOR INTERNATIONAL FUND                                                                                                          |                                                        | 2010-12-29                                     | 2013-11-21                              |
| 600 BILL BARRETT CORP                                                                                                                       |                                                        | 2011-04-06                                     | 2013-12-17                              |
| 10 BILL BARRETT CORP                                                                                                                        |                                                        | 2012-03-19                                     | 2013-12-17                              |
| 480 II-VI INC                                                                                                                               |                                                        | 2010-11-22                                     | 2013-12-18                              |
| 850 II-VI INC                                                                                                                               |                                                        | 2011-12-20                                     | 2013-12-18                              |
| CAPITAL GAIN DIVIDENDS                                                                                                                      | P                                                      |                                                |                                         |

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------|
| 32,961                |                                            | 19,282                                          | 13,679                                       |
| 24,418                |                                            | 18,906                                          | 5,512                                        |
| 42,264                |                                            | 21,439                                          | 20,825                                       |
| 5,530                 |                                            | 2,820                                           | 2,710                                        |
| 20,217                |                                            | 10,341                                          | 9,876                                        |
| 15,010                |                                            | 13,278                                          | 1,732                                        |
| 16,790                |                                            | 8,542                                           | 8,248                                        |
| 11,207                |                                            | 8,582                                           | 2,625                                        |
| 17,369                |                                            | 13,467                                          | 3,902                                        |
| 41,424                |                                            | 34,914                                          | 6,510                                        |
| 55,000                |                                            | 51,979                                          | 3,021                                        |
| 20,750                |                                            | 15,405                                          | 5,345                                        |
| 723                   |                                            | 628                                             | 95                                           |
| 120,000               |                                            | 103,059                                         | 16,941                                       |
| 11,879                |                                            | 9,592                                           | 2,287                                        |
| 3,751                 |                                            | 3,498                                           | 253                                          |
| 7,252                 |                                            | 6,308                                           | 944                                          |
| 13,921                |                                            | 6,581                                           | 7,340                                        |
| 15,819                |                                            | 10,111                                          | 5,708                                        |
| 14,972                |                                            | 5,889                                           | 9,083                                        |
| 13,372                |                                            | 5,174                                           | 8,198                                        |
| 14,859                |                                            | 13,368                                          | 1,491                                        |
| 14,596                |                                            | 23,767                                          | -9,171                                       |
| 6,802                 |                                            | 5,239                                           | 1,563                                        |
| 19,045                |                                            | 11,756                                          | 7,289                                        |
| 12,166                |                                            | 9,052                                           | 3,114                                        |
| 8,676                 |                                            | 7,335                                           | 1,341                                        |
| 7,471                 |                                            | 5,702                                           | 1,769                                        |
| 79,201                |                                            | 80,848                                          | -1,647                                       |
| 79,467                |                                            | 99,484                                          | -20,017                                      |

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------|
| 6,764                 |                                            | 4,948                                           | 1,816                                        |
| 5,546                 |                                            | 3,522                                           | 2,024                                        |
| 6,226                 |                                            | 5,251                                           | 975                                          |
| 1,253                 |                                            | 1,153                                           | 100                                          |
| 8,488                 |                                            | 8,914                                           | -426                                         |
| 3,578                 |                                            | 4,531                                           | -953                                         |
| 2,846                 |                                            | 2,995                                           | -149                                         |
| 1,084                 |                                            | 1,907                                           | -823                                         |
| 7,711                 |                                            | 4,779                                           | 2,932                                        |
| 6,685                 |                                            | 5,343                                           | 1,342                                        |
| 7,395                 |                                            | 4,837                                           | 2,558                                        |
| 4,011                 |                                            | 2,544                                           | 1,467                                        |
| 6,927                 |                                            | 4,004                                           | 2,923                                        |
| 581                   |                                            | 412                                             | 169                                          |
| 3,967                 |                                            | 1,674                                           | 2,293                                        |
| 7,623                 |                                            | 3,730                                           | 3,893                                        |
| 3,721                 |                                            | 2,237                                           | 1,484                                        |
| 7,646                 |                                            | 5,346                                           | 2,300                                        |
| 1,752                 |                                            | 77                                              | 1,675                                        |
| 1,165                 |                                            | 1,184                                           | -19                                          |
| 2,991                 |                                            | 2,468                                           | 523                                          |
| 6,138                 |                                            | 5,194                                           | 944                                          |
| 4,557                 |                                            | 3,522                                           | 1,035                                        |
| 2,813                 |                                            | 2,316                                           | 497                                          |
| 8,341                 |                                            | 6,441                                           | 1,900                                        |
| 5,324                 |                                            | 3,556                                           | 1,768                                        |
| 7,485                 |                                            | 6,279                                           | 1,206                                        |
| 11,757                |                                            | 8,890                                           | 2,867                                        |
| 1,649                 |                                            | 1                                               | 1,648                                        |
| 10,441                |                                            | 8,093                                           | 2,348                                        |

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------|
| 1,547                 |                                            | 1,071                                           | 476                                          |
| 7,137                 |                                            | 3,819                                           | 3,318                                        |
| 15,973                |                                            | 10,613                                          | 5,360                                        |
| 4,626                 |                                            | 3,802                                           | 824                                          |
| 6,774                 |                                            | 5,702                                           | 1,072                                        |
| 6,727                 |                                            | 9,717                                           | -2,990                                       |
| 8,573                 |                                            | 7,089                                           | 1,484                                        |
| 1,582                 |                                            | 1,390                                           | 192                                          |
| 3,172                 |                                            | 2,565                                           | 607                                          |
| 4,321                 |                                            | 3,001                                           | 1,320                                        |
| 7,791                 |                                            | 4,276                                           | 3,515                                        |
| 5,166                 |                                            | 3,621                                           | 1,545                                        |
| 10,628                |                                            | 2,855                                           | 7,773                                        |
| 7,309                 |                                            | 4,987                                           | 2,322                                        |
| 7,348                 |                                            | 3,049                                           | 4,299                                        |
| 6,716                 |                                            | 5,439                                           | 1,277                                        |
| 6,747                 |                                            | 5,475                                           | 1,272                                        |
| 29,248                |                                            | 25,432                                          | 3,816                                        |
| 10,293                |                                            | 8,643                                           | 1,650                                        |
| 10,621                |                                            | 5,025                                           | 5,596                                        |
| 3,408                 |                                            | 2,979                                           | 429                                          |
| 18,590                |                                            | 22,503                                          | -3,913                                       |
| 4,829                 |                                            | 4,980                                           | -151                                         |
| 13,064                |                                            | 19,617                                          | -6,553                                       |
| 180,000               |                                            | 154,168                                         | 25,832                                       |
| 130,000               |                                            | 113,501                                         | 16,499                                       |
| 13,034                |                                            | 6,538                                           | 6,496                                        |
| 32,931                |                                            | 31,954                                          | 977                                          |
| 125,136               |                                            | 121,329                                         | 3,807                                        |
| 127,771               |                                            | 128,234                                         | -463                                         |

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------|
| 30,296                |                                            | 31,252                                          | -956                                         |
| 659                   |                                            | 677                                             | -18                                          |
| 13,321                |                                            | 7,013                                           | 6,308                                        |
| 28,637                |                                            | 12,131                                          | 16,506                                       |
| 8,736                 |                                            | 3,811                                           | 4,925                                        |
| 8,205                 |                                            | 3,411                                           | 4,794                                        |
| 13,997                |                                            | 12,219                                          | 1,778                                        |
| 4,294                 |                                            | 3,554                                           | 740                                          |
| 101,479               |                                            | 95,876                                          | 5,603                                        |
| 218,594               |                                            | 214,116                                         | 4,478                                        |
| 327,105               |                                            | 324,973                                         | 2,132                                        |
| 38,521                |                                            | 29,155                                          | 9,366                                        |
| 19,993                |                                            | 13,771                                          | 6,222                                        |
| 16,222                |                                            | 14,037                                          | 2,185                                        |
| 39,214                |                                            | 32,837                                          | 6,377                                        |
| 350,000               |                                            | 301,008                                         | 48,992                                       |
| 15,674                |                                            | 25,297                                          | -9,623                                       |
| 261                   |                                            | 298                                             | -37                                          |
| 7,916                 |                                            | 9,864                                           | -1,948                                       |
| 14,018                |                                            | 15,634                                          | -1,616                                       |
|                       |                                            |                                                 | 56,392                                       |

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 |                                   |                                            | (l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) |
|---------------------------------------------------------------------------------------------|-----------------------------------|--------------------------------------------|----------------------------------------------------------------------------------------|
| (i) F M V as of 12/31/69                                                                    | (j) Adjusted basis as of 12/31/69 | (k) Excess of col (i) over col (j), if any |                                                                                        |
|                                                                                             |                                   |                                            | 13,679                                                                                 |
|                                                                                             |                                   |                                            | 5,512                                                                                  |
|                                                                                             |                                   |                                            | 20,825                                                                                 |
|                                                                                             |                                   |                                            | 2,710                                                                                  |
|                                                                                             |                                   |                                            | 9,876                                                                                  |
|                                                                                             |                                   |                                            | 1,732                                                                                  |
|                                                                                             |                                   |                                            | 8,248                                                                                  |
|                                                                                             |                                   |                                            | 2,625                                                                                  |
|                                                                                             |                                   |                                            | 3,902                                                                                  |
|                                                                                             |                                   |                                            | 6,510                                                                                  |
|                                                                                             |                                   |                                            | 3,021                                                                                  |
|                                                                                             |                                   |                                            | 5,345                                                                                  |
|                                                                                             |                                   |                                            | 95                                                                                     |
|                                                                                             |                                   |                                            | 16,941                                                                                 |
|                                                                                             |                                   |                                            | 2,287                                                                                  |
|                                                                                             |                                   |                                            | 253                                                                                    |
|                                                                                             |                                   |                                            | 944                                                                                    |
|                                                                                             |                                   |                                            | 7,340                                                                                  |
|                                                                                             |                                   |                                            | 5,708                                                                                  |
|                                                                                             |                                   |                                            | 9,083                                                                                  |
|                                                                                             |                                   |                                            | 8,198                                                                                  |
|                                                                                             |                                   |                                            | 1,491                                                                                  |
|                                                                                             |                                   |                                            | -9,171                                                                                 |
|                                                                                             |                                   |                                            | 1,563                                                                                  |
|                                                                                             |                                   |                                            | 7,289                                                                                  |
|                                                                                             |                                   |                                            | 3,114                                                                                  |
|                                                                                             |                                   |                                            | 1,341                                                                                  |
|                                                                                             |                                   |                                            | 1,769                                                                                  |
|                                                                                             |                                   |                                            | -1,647                                                                                 |
|                                                                                             |                                   |                                            | -20,017                                                                                |

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 |                                   |                                            | (l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) |
|---------------------------------------------------------------------------------------------|-----------------------------------|--------------------------------------------|----------------------------------------------------------------------------------------|
| (i) F M V as of 12/31/69                                                                    | (j) Adjusted basis as of 12/31/69 | (k) Excess of col (i) over col (j), if any |                                                                                        |
|                                                                                             |                                   |                                            | 1,816                                                                                  |
|                                                                                             |                                   |                                            | 2,024                                                                                  |
|                                                                                             |                                   |                                            | 975                                                                                    |
|                                                                                             |                                   |                                            | 100                                                                                    |
|                                                                                             |                                   |                                            | -426                                                                                   |
|                                                                                             |                                   |                                            | -953                                                                                   |
|                                                                                             |                                   |                                            | -149                                                                                   |
|                                                                                             |                                   |                                            | -823                                                                                   |
|                                                                                             |                                   |                                            | 2,932                                                                                  |
|                                                                                             |                                   |                                            | 1,342                                                                                  |
|                                                                                             |                                   |                                            | 2,558                                                                                  |
|                                                                                             |                                   |                                            | 1,467                                                                                  |
|                                                                                             |                                   |                                            | 2,923                                                                                  |
|                                                                                             |                                   |                                            | 169                                                                                    |
|                                                                                             |                                   |                                            | 2,293                                                                                  |
|                                                                                             |                                   |                                            | 3,893                                                                                  |
|                                                                                             |                                   |                                            | 1,484                                                                                  |
|                                                                                             |                                   |                                            | 2,300                                                                                  |
|                                                                                             |                                   |                                            | 1,675                                                                                  |
|                                                                                             |                                   |                                            | -19                                                                                    |
|                                                                                             |                                   |                                            | 523                                                                                    |
|                                                                                             |                                   |                                            | 944                                                                                    |
|                                                                                             |                                   |                                            | 1,035                                                                                  |
|                                                                                             |                                   |                                            | 497                                                                                    |
|                                                                                             |                                   |                                            | 1,900                                                                                  |
|                                                                                             |                                   |                                            | 1,768                                                                                  |
|                                                                                             |                                   |                                            | 1,206                                                                                  |
|                                                                                             |                                   |                                            | 2,867                                                                                  |
|                                                                                             |                                   |                                            | 1,648                                                                                  |
|                                                                                             |                                   |                                            | 2,348                                                                                  |

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 |                                   |                                            | (l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) |
|---------------------------------------------------------------------------------------------|-----------------------------------|--------------------------------------------|----------------------------------------------------------------------------------------|
| (i) F M V as of 12/31/69                                                                    | (j) Adjusted basis as of 12/31/69 | (k) Excess of col (i) over col (j), if any |                                                                                        |
|                                                                                             |                                   |                                            | 476                                                                                    |
|                                                                                             |                                   |                                            | 3,318                                                                                  |
|                                                                                             |                                   |                                            | 5,360                                                                                  |
|                                                                                             |                                   |                                            | 824                                                                                    |
|                                                                                             |                                   |                                            | 1,072                                                                                  |
|                                                                                             |                                   |                                            | -2,990                                                                                 |
|                                                                                             |                                   |                                            | 1,484                                                                                  |
|                                                                                             |                                   |                                            | 192                                                                                    |
|                                                                                             |                                   |                                            | 607                                                                                    |
|                                                                                             |                                   |                                            | 1,320                                                                                  |
|                                                                                             |                                   |                                            | 3,515                                                                                  |
|                                                                                             |                                   |                                            | 1,545                                                                                  |
|                                                                                             |                                   |                                            | 7,773                                                                                  |
|                                                                                             |                                   |                                            | 2,322                                                                                  |
|                                                                                             |                                   |                                            | 4,299                                                                                  |
|                                                                                             |                                   |                                            | 1,277                                                                                  |
|                                                                                             |                                   |                                            | 1,272                                                                                  |
|                                                                                             |                                   |                                            | 3,816                                                                                  |
|                                                                                             |                                   |                                            | 1,650                                                                                  |
|                                                                                             |                                   |                                            | 5,596                                                                                  |
|                                                                                             |                                   |                                            | 429                                                                                    |
|                                                                                             |                                   |                                            | -3,913                                                                                 |
|                                                                                             |                                   |                                            | -151                                                                                   |
|                                                                                             |                                   |                                            | -6,553                                                                                 |
|                                                                                             |                                   |                                            | 25,832                                                                                 |
|                                                                                             |                                   |                                            | 16,499                                                                                 |
|                                                                                             |                                   |                                            | 6,496                                                                                  |
|                                                                                             |                                   |                                            | 977                                                                                    |
|                                                                                             |                                   |                                            | 3,807                                                                                  |
|                                                                                             |                                   |                                            | -463                                                                                   |

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 |                                   |                                            | (l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) |
|---------------------------------------------------------------------------------------------|-----------------------------------|--------------------------------------------|----------------------------------------------------------------------------------------|
| (i) F M V as of 12/31/69                                                                    | (j) Adjusted basis as of 12/31/69 | (k) Excess of col (i) over col (j), if any |                                                                                        |
|                                                                                             |                                   |                                            | -956                                                                                   |
|                                                                                             |                                   |                                            | -18                                                                                    |
|                                                                                             |                                   |                                            | 6,308                                                                                  |
|                                                                                             |                                   |                                            | 16,506                                                                                 |
|                                                                                             |                                   |                                            | 4,925                                                                                  |
|                                                                                             |                                   |                                            | 4,794                                                                                  |
|                                                                                             |                                   |                                            | 1,778                                                                                  |
|                                                                                             |                                   |                                            | 740                                                                                    |
|                                                                                             |                                   |                                            | 5,603                                                                                  |
|                                                                                             |                                   |                                            | 4,478                                                                                  |
|                                                                                             |                                   |                                            | 2,132                                                                                  |
|                                                                                             |                                   |                                            | 9,366                                                                                  |
|                                                                                             |                                   |                                            | 6,222                                                                                  |
|                                                                                             |                                   |                                            | 2,185                                                                                  |
|                                                                                             |                                   |                                            | 6,377                                                                                  |
|                                                                                             |                                   |                                            | 48,992                                                                                 |
|                                                                                             |                                   |                                            | -9,623                                                                                 |
|                                                                                             |                                   |                                            | -37                                                                                    |
|                                                                                             |                                   |                                            | -1,948                                                                                 |
|                                                                                             |                                   |                                            | -1,616                                                                                 |
|                                                                                             |                                   |                                            |                                                                                        |

**Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation**

| (a) Name and address                              | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|---------------------------------------------------|-----------------------------------------------------------|-------------------------------------------|-----------------------------------------------------------------------|---------------------------------------|
| GREG COY                                          | DIRECTOR AND PROGRAM MANAGER<br>23                        | 86,724                                    |                                                                       |                                       |
| 1201 THIRD AVE SUITE 4900<br>SEATTLE,WA 981013099 |                                                           |                                           |                                                                       |                                       |
| POLLY M OLSEN                                     | DIRECTOR<br>2                                             | 8,004                                     |                                                                       |                                       |
| 1201 THIRD AVE SUITE 4900<br>SEATTLE,WA 981013099 |                                                           |                                           |                                                                       |                                       |
| MARTHA ASHENFELTER                                | DIRECTOR<br>2                                             | 8,004                                     |                                                                       |                                       |
| 1201 THIRD AVE SUITE 4900<br>SEATTLE,WA 981013099 |                                                           |                                           |                                                                       |                                       |
| COLONEL F BETZ                                    | PRESIDENT<br>0                                            | 0                                         |                                                                       |                                       |
| 1201 THIRD AVE SUITE 4900<br>SEATTLE,WA 981013099 |                                                           |                                           |                                                                       |                                       |
| ROBERT S MUCKLESTONE                              | VICE PRES<br>0                                            | 0                                         |                                                                       |                                       |
| 1201 THIRD AVE SUITE 4900<br>SEATTLE,WA 981013099 |                                                           |                                           |                                                                       |                                       |
| F JEAN WATSON                                     | SEC/TREAS<br>1                                            | 0                                         |                                                                       |                                       |
| 1201 THIRD AVE SUITE 4900<br>SEATTLE,WA 981013099 |                                                           |                                           |                                                                       |                                       |

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

| Recipient                                                                                                              | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount    |
|------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|--------------------------------|----------------------------------|-----------|
| Name and address (home or business)                                                                                    |                                                                                                           |                                |                                  |           |
| <b>a</b> <i>Paid during the year</i>                                                                                   |                                                                                                           |                                |                                  |           |
| Communités in Schools of Spokane County 905 WRIVERSIDE SUITE 314<br>Spokane, WA 99201                                  | NONE                                                                                                      | PC                             | CHAMPIONS MENTORING              | 35,000    |
| Children of the Valley 1318 SOUTH 18TH STREET<br>Mount Vernon, WA 98274                                                | NONE                                                                                                      | PC                             | VOLUNTEER CAPACITY BUILDING      | 13,000    |
| Rebound of Whatcom County 316 E MCLEOD ROAD SUITE 102<br>Bellingham, WA 98226                                          | NONE                                                                                                      | PC                             | COMPASS DISCOVERY PILOT          | 15,000    |
| The Edge Foundation 2017 FAIRVIEW AVE E SUITE 1<br>Seattle, WA 98102                                                   | NONE                                                                                                      | PC                             | FIRST CREEK MIDDLE SCHOOL        | 40,000    |
| Multicultural Child & Family Hope Center 2021 SOUTH 19TH STREET<br>Tacoma, WA 98405                                    | NONE                                                                                                      | PC                             | SUPPORTIVE SERVICES FOR          | 30,000    |
| School's Out Washington YWCA 801 23RD AVENUE SOUTH SUITE A<br>Seattle, WA 98144                                        | NONE                                                                                                      | PC                             | FEED YOUR BRAIN                  | 55,000    |
| Community for Youth 999 3RD AVENUE SUITE 1570<br>Seattle, WA 98104                                                     | NONE                                                                                                      | PC                             | EXPANSION PROJECT                | 30,000    |
| Lake Washington Schools Foundation PO BOX 83<br>Redmond, WA 98073                                                      | NONE                                                                                                      | PC                             | LOOKING INTO THE NEEDS OF        | 35,000    |
| Summer Search 1109 1ST AVE SUITE 205<br>Seattle, WA 98101                                                              | NONE                                                                                                      | PC                             | SUPPORT SERVICES                 | 45,000    |
| Nature Vision Inc 22509 STATE ROUTE 9 SE<br>Woodinville, WA 98072                                                      | NONE                                                                                                      | PC                             | NATURE DISCOVERIES OUTREACH      | 40,000    |
| Boys & Girls Club of King County 603 STEWART ST SUITE 300<br>Seattle, WA 98101                                         | NONE                                                                                                      | PC                             | STUDY SQUAD                      | 30,000    |
| Atlantic Street Center 2103 S ATLANTIC STREET<br>Seattle, WA 98144                                                     | NONE                                                                                                      | PC                             | SUMMER ACADEMY PROGRAM           | 50,000    |
| Children's Home Society of Washington 1612 PENNY LANE<br>Walla Walla, WA 993624474                                     | NONE                                                                                                      | PC                             | ACADEMICS FUN CLUB/FARM          | 45,000    |
| Volunteers of America Western Washington PO BOX 839<br>Everett, WA 98206                                               | NONE                                                                                                      | PC                             | MENTORING CHILDREN OF            | 45,000    |
| Clallam County Family YMCA 302 S FRANCIS STREET<br>Port Angeles, WA 98362                                              | NONE                                                                                                      | PC                             | AFTER THE BELL PROJECT           | 78,000    |
| <b>Total . . . . .</b>  <b>3a</b> |                                                                                                           |                                |                                  | 1,502,158 |

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

| Recipient                                                                                                              | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount    |
|------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|--------------------------------|----------------------------------|-----------|
| Name and address (home or business)                                                                                    |                                                                                                           |                                |                                  |           |
| <b>a</b> <i>Paid during the year</i>                                                                                   |                                                                                                           |                                |                                  |           |
| Skagit Valley College<br>Foundation 2405 EAST COLLEGE WAY<br>Mount Vernon, WA 98273                                    | NONE                                                                                                      | PC                             | HEAD START TEACHING              | 30,000    |
| Lower Elwha Klallam Tribe<br>C/O Jamie Valadez 2851 LOWER ELWHA ROAD<br>Port Angeles, WA 98363                         | NONE                                                                                                      | PC                             | KILLER WHALE-ROAD TO             | 43,756    |
| Granite Falls School<br>District 205 N ALDER AVE<br>Granite Falls, WA 98252                                            | NONE                                                                                                      | PC                             | MENTOR PROGRAM                   | 25,000    |
| Port Gamble S'Klallam Fdn 31912 LITTLE BOSTON ROAD NE<br>Kingston, WA 98346                                            | NONE                                                                                                      | PC                             | WOLFE SUMMER EXPERIENCE          | 17,500    |
| Port Townsend Marine<br>Science Center 532 BATTERY WAY<br>Port Townsend, WA 98368                                      | NONE                                                                                                      | PC                             | WHALES OF THE SALISH SEA         | 22,500    |
| Big Brothers Big Sisters of<br>SW Washington 1801 BLACK LAKE BLVD SW<br>Olympia, WA 98512                              | NONE                                                                                                      | PC                             | SCHOOL-BASED MENTORING FOR       | 30,000    |
| Entiat School District 2650 ENTIAT WAY<br>Entiat, WA 98822                                                             | NONE                                                                                                      | PC                             | READING LAB                      | 27,225    |
| The Child Care Action Council 3729 GRIFFIN LANE<br>Olympia, WA 98501                                                   | NONE                                                                                                      | PC                             | RAISING A READER PROJECT         | 29,000    |
| Together 418 CARPENTER ROAD SE SUITE 203<br>Lacey, WA 98503                                                            | NONE                                                                                                      | PC                             | EVERGREEN VILLAGES               | 40,000    |
| Garden-Raised Bounty 2016 ELLIOTT AVE NW<br>Olympia, WA 98502                                                          | NONE                                                                                                      | PC                             | GRUB IN SCHOOLS INITIATIVE       | 50,000    |
| Washington Alliance for<br>Better Schools 18560 1ST AVENUE NE<br>Shoreline, WA 98155                                   | NONE                                                                                                      | PC                             | PARENT NATURAL LEADERS           | 38,500    |
| Communities in Schools of Lakewood 6402 100TH STREET SW<br>Lakewood, WA 98499                                          | NONE                                                                                                      | PC                             | S K I L L AFTER SCHOOL           | 35,000    |
| Hope in Christ Ministries 837 4TH STREET<br>Bremerton, WA 98337                                                        | NONE                                                                                                      | PC                             | DROP-OUT PREVENTION &            | 35,000    |
| Peace Community Center 2106 S CUSHMAN AVENUE<br>Tacoma, WA 98405                                                       | NONE                                                                                                      | PC                             | HILLTOP SCHOLARS MIDDLE          | 50,000    |
| Communities in Schools of<br>Seattle PO BOX 24872<br>Seattle, WA 98124                                                 | NONE                                                                                                      | PC                             | SITE COORDINATION                | 40,000    |
| <b>Total . . . . .</b>  <b>3a</b> |                                                                                                           |                                |                                  | 1,502,158 |

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

| Recipient                                                                  | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount    |
|----------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|--------------------------------|----------------------------------|-----------|
| Name and address (home or business)                                        |                                                                                                           |                                |                                  |           |
| <b>a</b> <i>Paid during the year</i>                                       |                                                                                                           |                                |                                  |           |
| Animals as Natural Therapy 721 VANWYCK ROAD<br>Bellinlgham, WA 98226       | NONE                                                                                                      | PC                             | LEARNING LIFE PROJECT            | 40,000    |
| Institute for Systems Biology 401 TERRY AVENUE NORTH<br>Seattle, WA 98109  | NONE                                                                                                      | PC                             | NGSS CURRICULUM                  | 50,000    |
| Communities in Schools of Peninsula PO BOX 684<br>Vaughn, WA 98394         | NONE                                                                                                      | PC                             | MENTORING OUR STUDENTS TO        | 34,500    |
| Friends of the Children of King County PO BOX 22801<br>Seattle, WA 98122   | NONE                                                                                                      | PC                             | ENABLING VULNERABLE YOUTH        | 50,000    |
| Edmonds School District 20401 - 76TH AVENUE WEST<br>Lynnwood, WA 98036     | NONE                                                                                                      | PC                             | FAMILIES LEARNING & GROWING      | 67,527    |
| Franklin Pierce School District 315 129TH STREET SOUTH<br>Tacoma, WA 98444 | NONE                                                                                                      | PC                             | OPEN DOORS REENGAGEMENT          | 52,650    |
| Mary Bridge Children's Foundation 409 SOUTH J STREET<br>Tacoma, WA 98405   | NONE                                                                                                      | PC                             | REACH OUT & READ PROGRAM         | 18,000    |
| Communities in Schools of Federal Way PO BOX 3440<br>Federal Way, WA 98063 | NONE                                                                                                      | PC                             | OUTREACH COORDINATOR MODEL       | 50,000    |
| Olive Crest 515 116TH AVE NE SUITE 174<br>Bellevue, WA 98004               | NONE                                                                                                      | PC                             | FAMILY RESOURCE CENTER           | 40,000    |
| <b>Total . . . . .</b>                                                     |                                                                                                           |                                | <b>3a</b>                        | 1,502,158 |

## TY 2013 Accounting Fees Schedule

**Name:** DISCUREN CHARITABLE FOUNDATION

**EIN:** 20-2046554

| Category                        | Amount | Net Investment<br>Income | Adjusted Net<br>Income | Disbursements for<br>Charitable<br>Purposes |
|---------------------------------|--------|--------------------------|------------------------|---------------------------------------------|
| TAX PREPARATION FEE &<br>REVIEW | 2,499  | 2,249                    |                        | 250                                         |

TY 2013 Investments Corporate  
Stock Schedule

Name: DISCUREN CHARITABLE FOUNDATION  
EIN: 20-2046554

| Name of Stock            | End of Year Book Value | End of Year Fair Market Value |
|--------------------------|------------------------|-------------------------------|
| AIR PRODUCTS & CHEMICALS | 34,091                 | 61,702                        |
| APACHE CORP              | 35,504                 | 44,947                        |
| BAKER HUGHES INC         | 48,049                 | 56,034                        |
| CHEVRON CORPORATION      | 37,971                 | 81,067                        |
| CISCO SYSTEMS            | 31,094                 | 49,817                        |
| DANAHER CORP             | 23,917                 | 69,480                        |
| EMC CORP                 | 38,789                 | 66,346                        |
| EATON CORP               | 36,210                 | 53,360                        |
| GENERAL ELECTRIC CO      | 38,873                 | 67,468                        |
| INTEL CORP               | 35,179                 | 44,279                        |
| IBM                      | 2,757                  | 61,898                        |
| MICROSOFT CORP           | 45,308                 | 65,206                        |
| ORACLE CORP              | 28,662                 | 81,455                        |
| PEPSICO INC              | 49,057                 | 68,177                        |
| PFIZER INC               | 28                     | 52,010                        |
| PROCTER & GAMBLE         | 44,687                 | 64,151                        |
| STRYKER CORP             | 34,973                 | 56,054                        |
| UNITED PARCEL CL B       | 30,536                 | 53,801                        |
| UNITED TECHNOLOGIES      | 22,808                 | 50,982                        |
| WELLS FARGO & CO         | 33,197                 | 57,386                        |
| NOVARTIS AG ADR          | 38,968                 | 58,356                        |
| DISNEY WALT CO           | 28,736                 | 73,191                        |
| FRANKLIN RESOURCES       | 22,367                 | 46,761                        |
| QUALCOMM INC             | 34,394                 | 67,122                        |
| AT&T INC                 | 33,729                 | 56,959                        |
| SPDR S&P BIOTECH         | 23,027                 | 54,163                        |
| VF CORPORATION           | 15,293                 | 74,808                        |
| COMCAST CORP             | 20,965                 | 67,710                        |
| SCHWAB CHARLES CORP      | 26,673                 | 55,796                        |
| ACCENTURE PLC F          | 19,012                 | 49,496                        |

| Name of Stock         | End of Year Book Value | End of Year Fair Market Value |
|-----------------------|------------------------|-------------------------------|
| BLACKROCK INC         | 31,066                 | 61,712                        |
| CHUBB CORP            | 22,686                 | 41,358                        |
| ADTRAN INC            | 22,615                 | 19,177                        |
| ANALOGIC CORP         | 20,863                 | 31,439                        |
| ANGIODYNAMICS         | 19,262                 | 23,338                        |
| BIO RAD LABS INC      | 16,576                 | 21,632                        |
| HAEMONETICS CORP      | 17,666                 | 25,278                        |
| HAYNES INTL INC NEW   | 27,667                 | 33,696                        |
| LSB INDS INC          | 20,010                 | 37,123                        |
| MDU RESOURCES GRP     | 24,510                 | 32,230                        |
| NETGEAR INC           | 17,005                 | 17,458                        |
| OSI SYSTEMS INC       | 20,276                 | 30,007                        |
| OLD NATL BANCORP      | 20,873                 | 31,816                        |
| OPLINK COMMUNICATIONS | 15,389                 | 16,275                        |
| POWELL INDUSTRIES     | 20,911                 | 38,854                        |
| ROLLINS INC           | 22,674                 | 38,620                        |
| SM ENERGY CO          | 32,943                 | 50,697                        |
| STERIS CORPORATION    | 21,695                 | 30,271                        |
| TRIMBLE NAVIGATION    | 12,684                 | 23,943                        |
| UMB FINANCIAL CORP    | 23,495                 | 37,347                        |
| WOODWARD INC          | 29,341                 | 41,733                        |
| SYKES ENTERPRISES     | 26,239                 | 34,024                        |
| APPLE INC             | 47,603                 | 49,370                        |
| KRAFT FOODS INC       | 15,980                 | 19,408                        |
| PNC FINANCIAL SVCS    | 41,678                 | 52,522                        |
| SUNCOR ENERGY INC     | 63,814                 | 61,302                        |
| UNITEDHEALTH GROUP    | 30,278                 | 50,375                        |
| COVIDIEN PLC          | 42,174                 | 58,294                        |
| BILL BARRETT CORP     | 19,578                 | 20,487                        |
| FIRSTMERIT CORP       | 24,506                 | 31,122                        |

| Name of Stock              | End of Year Book Value | End of Year Fair Market Value |
|----------------------------|------------------------|-------------------------------|
| HILL-ROM HOLDINGS INC      | 8,852                  | 12,402                        |
| AMERICAN TOWER REIT INC    | 20,543                 | 24,185                        |
| CVS CAREMARK CORP          | 38,882                 | 61,121                        |
| FARO TECHNOLOGIES INC      | 11,621                 | 21,105                        |
| HARMONIC INC               | 14,949                 | 26,199                        |
| INVESTORS BANCORP INC      | 18,910                 | 28,138                        |
| JOS A BANK CLOTHIERS       | 28,115                 | 36,148                        |
| MASIMO CORPORATION         | 24,883                 | 32,884                        |
| MONDELEZ INTERNATIONAL INC | 28,142                 | 42,042                        |
| TJX COMPANIES INC          | 38,230                 | 56,082                        |
| WOLVERINE WORLD WIDE INC   | 26,230                 | 40,752                        |
| ABBVIE INC                 | 16,979                 | 32,584                        |
| EBAY INC                   | 36,109                 | 37,528                        |
| METLIFE INC                | 28,298                 | 39,955                        |
| UNION PACIFIC              | 39,411                 | 41,664                        |
| VALERO ENERGY CORP         | 38,621                 | 48,888                        |
| ATMI INC                   | 14,022                 | 17,220                        |
| ARTHROCARE CORP            | 27,394                 | 31,387                        |
| BOSTON PRIVATE             | 17,147                 | 21,580                        |
| BRINKS CO COM              | 14,610                 | 18,094                        |
| CAL-MAINE FOODS INC        | 13,428                 | 17,467                        |
| CHILDRENS PL RETAIL        | 31,902                 | 33,612                        |
| CLOUD PEAK ENERGY          | 38,897                 | 40,320                        |
| COMSTOCK RESOURCES         | 27,723                 | 31,276                        |
| THE FINISH LINE            | 28,160                 | 36,621                        |
| INNOPHOS HOLDINGS          | 25,076                 | 23,814                        |
| MICROSEMI CORP             | 31,850                 | 32,435                        |
| MISTRAS GROUP INC          | 22,330                 | 24,221                        |
| NORTHFIELD BANCORP         | 27,184                 | 31,020                        |
| PTC INC                    | 11,854                 | 19,287                        |

| Name of Stock       | End of Year Book Value | End of Year Fair Market Value |
|---------------------|------------------------|-------------------------------|
| POST PROPERTIES INC | 23,463                 | 23,520                        |
| SILGAN HLDGS INC    | 31,319                 | 31,693                        |
| THERMON GRP HLDGS   | 13,886                 | 18,038                        |
| W PHARM SERVICES    | 17,801                 | 45,626                        |
| WINNEBAGO INDS      | 15,823                 | 15,921                        |
| HELEN OF TROY LTD   | 15,761                 | 15,802                        |

## TY 2013 Investments - Other Schedule

**Name:** DISCUREN CHARITABLE FOUNDATION

**EIN:** 20-2046554

| Category / Item              | Listed at Cost or FMV | Book Value | End of Year Fair Market Value |
|------------------------------|-----------------------|------------|-------------------------------|
| HARBOR INT'L FUND            | AT COST               | 2,102,420  | 2,756,433                     |
| VANGUARD S/T INVESTMENT FUND | AT COST               | 154,269    | 156,904                       |
| VANGUARD INFL - ADM          | AT COST               | 146,405    | 152,216                       |
| VANGUARD GNMA FD-ADM         | AT COST               | 1,098,092  | 1,073,937                     |
| VANGUARD I-T INV GRD         | AT COST               | 1,170,331  | 1,153,318                     |
| ING GLOBAL REAL ESTATE       | AT COST               | 396,242    | 508,886                       |
| EATON VANCE TAX-MGD          | AT COST               | 544,032    | 586,340                       |
| MATTHEWS ASIA DIVIDEND FUND  | AT COST               | 323,000    | 352,361                       |
| UTILITIES SELECT SECTOR      | AT COST               | 46,797     | 64,625                        |
| YACKTMAN FUND                | AT COST               | 520,941    | 699,606                       |
| BROWN CAPITAL MGMT           | AT COST               | 241,537    | 409,799                       |
| FIRST EAGLE OVERSEAS CL 1    | AT COST               | 309,000    | 316,849                       |
| DOMINI SOCIAL EQUITY FUND    | AT COST               | 743,852    | 956,742                       |
| ISHARES S&P PREFERRED STOCK  | AT COST               | 43,983     | 41,029                        |
| LASALLE HOTEL PPTY SH BEN    | AT COST               | 25,145     | 32,403                        |
| PIMCO COMMODITY REAL RETURN  | AT COST               | 462,063    | 375,256                       |
| Q-BLK STRATEGIC PARTNERS     | AT COST               | 800,000    | 891,567                       |
| GOLDMAN STRATEGIC            | AT COST               | 470,507    | 475,864                       |

# TY 2013 Legal Fees Schedule

**Name:** DISCUREN CHARITABLE FOUNDATION

**EIN:** 20-2046554

| Category   | Amount | Net Investment<br>Income | Adjusted Net<br>Income | Disbursements for<br>Charitable<br>Purposes |
|------------|--------|--------------------------|------------------------|---------------------------------------------|
| LEGAL FEES | 30,297 | 3,030                    |                        | 27,267                                      |

## TY 2013 Other Decreases Schedule

**Name:** DISCUREN CHARITABLE FOUNDATION

**EIN:** 20-2046554

| Description                          | Amount |
|--------------------------------------|--------|
| ACCRUED INCOME IN 2012 REC'D IN 2013 | 11,815 |
| MISCELLANEOUS ADJUSTMENTS/ROUNDING   | 1      |

**TY 2013 Other Expenses Schedule****Name:** DISCUREN CHARITABLE FOUNDATION**EIN:** 20-2046554

| Description       | Revenue and Expenses<br>per Books | Net Investment<br>Income | Adjusted Net Income | Disbursements for<br>Charitable Purposes |
|-------------------|-----------------------------------|--------------------------|---------------------|------------------------------------------|
| INVT MGMT FEES    | 84,528                            | 77,441                   |                     | 7,087                                    |
| CONSULTING FEES   | 25,787                            | 0                        |                     | 25,787                                   |
| PROGRAM MGMT FEES | 2,392                             | 0                        |                     | 2,392                                    |

## TY 2013 Other Increases Schedule

**Name:** DISCUREN CHARITABLE FOUNDATION

**EIN:** 20-2046554

| Description                          | Amount |
|--------------------------------------|--------|
| ACCRUED INCOME IN 2012 REC'D IN 2013 | 23,448 |
| REFUND OF PRIOR YEAR DISTRIBUTION    | 4,500  |

**TY 2013 Taxes Schedule****Name:** DISCUREN CHARITABLE FOUNDATION**EIN:** 20-2046554

| Category                 | Amount | Net Investment<br>Income | Adjusted Net<br>Income | Disbursements for<br>Charitable<br>Purposes |
|--------------------------|--------|--------------------------|------------------------|---------------------------------------------|
| FOREIGN TAXES            | 6,829  | 6,829                    |                        | 0                                           |
| 2013 ESTIMATED TAX PYMTS | 10,000 | 0                        |                        | 0                                           |
| 2012 EXTENSION PAYMENT   | 15,000 | 0                        |                        | 0                                           |