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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 separate instructions is at www.irs.gov/form990pf.

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation LARRY BENAROYA FAMILY FOUNDATION		A Employer identification number 20-3890382
Number and street (or P.O. box number if mail is not delivered to street address) 3600 136TH PLACE SE	Room/suite 250	B Telephone number 425-440-6720
City or town, state or province, country, and ZIP or foreign postal code BELLEVUE, WA 98006		C If exemption application is pending, check here ☐
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 11,993,233.	J Accounting method. ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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))		(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	4,426,043.		N/A	
	2 Check ☐ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	87.	87.		STATEMENT 1
	4 Dividends and interest from securities	401,989.	401,989.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-127,235.			
	b Gross sales price for all assets on line 6a	2,444,488.			
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income	62,717.	-1,977.		STATEMENT 3	
12 Total. Add lines 1 through 11	4,763,601.	400,099.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees				
	c Other professional fees				
	17 Interest				
	18 Taxes	13,287.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	85.	12.		13.
	24 Total operating and administrative expenses. Add lines 13 through 23	13,372.	12.		13.
	25 Contributions, gifts, grants paid	605,993.			605,993.
26 Total expenses and disbursements. Add lines 24 and 25	619,365.	12.		606,006.	
27 Subtract line 26 from line 12	4,144,236.				
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)		400,087.			
c Adjusted net income (if negative, enter -0-)			N/A		

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Part II		Balance Sheets	Attached schedules and amounts in the description column should be for end of year amounts only	Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		38,255.	2,258,834.	2,258,834.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock	STMT 7	0.	427,007.	238,388.
	c	Investments - corporate bonds	STMT 8	6,519,394.	8,674,330.	9,470,927.
11	Investments - land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other	STMT 9	0.	25,084.	25,084.	
14	Land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		6,557,649.	11,385,255.	11,993,233.	
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				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)		0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ ☒					
	27	Capital stock, trust principal, or current funds		0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds		6,557,649.	11,385,255.	
	30	Total net assets or fund balances		6,557,649.	11,385,255.	
	31	Total liabilities and net assets/fund balances		6,557,649.	11,385,255.	

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	6,557,649.
2	Enter amount from Part I, line 27a	2	4,144,236.
3	Other increases not included in line 2 (itemize) ▶	3	683,370.
4	Add lines 1, 2, and 3	4	11,385,255.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	11,385,255.

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 P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr.)
1a				
b SEE ATTACHED STATEMENTS				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 2,444,488.		2,571,723.	-127,235.

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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			-127,235.

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	-127,235.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8		3	N/A

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 the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	619,550.	6,826,865.	.090752
2011	714,822.	5,033,836.	.142003
2010	748,296.	4,744,498.	.157719
2009	315,537.	4,891,030.	.064513
2008	216,417.	4,126,949.	.052440

2 Total of line 1, column (d)	2	.507427
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.101485
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	7,569,265.
5 Multiply line 4 by line 3	5	768,167.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,001.
7 Add lines 5 and 6	7	772,168.
8 Enter qualifying distributions from Part XII, line 4	8	606,006.

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 the Part VI instructions

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)	1	8,002.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	2	0.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).	3	8,002.
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
3	Add lines 1 and 2	5	8,002.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	8,600.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	8,600.
8	Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	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	598.
11	Enter the amount of line 10 to be Credited to 2014 estimated tax ☐ 598. Refunded ☐	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? 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		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☐ \$ 0. (2) On foundation managers. ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
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? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • 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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XIV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ 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? If "No," attach explanation	X	
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)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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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		X
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		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► ROBERT BRIGHAM Telephone no ► 425-440-6707 Located at ► 3600 136TH PLACE SE, SUITE 250, BELLEVUE, WA ZIP+4 ► 98006			
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 ► 15 N/A			
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No X

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):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(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)? ☐ Yes ☒ No		
(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.) ☐ Yes ☒ No		
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 instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A	1b	
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	X
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? ☐ Yes ☒ No If "Yes," list the years ►		
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) N/A	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
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) N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
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	X

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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))?

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

(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)?

☐ Yes ☒ No

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

☐ Yes ☒ No

b 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)?

N/A

5b

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?

N/A

☐ Yes ☐ No

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?

☐ Yes ☒ No

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

6b

X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

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

N/A

7b

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.

(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
LARRY R. BENAROYA	PRESIDENT			
69 SKAGIT KEY				
BELLEVUE, WA 98006	6.00	0.	0.	0.
SHERRY-LEE BENAROYA	SECRETARY/TREASURER			
69 SKAGIT KEY				
BELLEVUE, WA 98006	1.00	0.	0.	0.
BROOKE E. DICKSON	DIRECTOR			
3600 136TH PLACE SE				
BELLEVUE, WA 98006	1.00	0.	0.	0.
MICHAEL J. BENAROYA	DIRECTOR			
3600 136TH PLACE SE				
BELLEVUE, WA 98006	1.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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

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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	7,223,318.
b	Average of monthly cash balances	1b	461,215.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	7,684,533.
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	7,684,533.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	115,268.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,569,265.
6	Minimum investment return. Enter 5% of line 5	6	378,463.

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	378,463.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	8,002.
b	Income tax for 2013 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	8,002.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	370,461.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	370,461.
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	370,461.

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	606,006.
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	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	606,006.
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	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	606,006.

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) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				370,461.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	10,442.			
b From 2009	76,849.			
c From 2010	516,359.			
d From 2011	470,882.			
e From 2012	286,774.			
f Total of lines 3a through e	1,361,306.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$	606,006.			
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				370,461.
e Remaining amount distributed out of corpus	235,545.			
5 Excess distributions carryover applied to 2013 (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.	1,596,851.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 instr			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)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	10,442.			
9 Excess distributions carryover to 2014 Subtract lines 7 and 8 from line 6a	1,586,409.			
10 Analysis of line 9				
a Excess from 2009	76,849.			
b Excess from 2010	516,359.			
c Excess from 2011	470,882.			
d Excess from 2012	286,774.			
e Excess from 2013	235,545.			

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

N/A

- 1 a 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 foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

- 2 a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

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

- (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(i)(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 foundation 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).)

NONE

- 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

NONE

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:

LARRY R. BENAROYA, 425-440-6700
3600 136TH PLACE SE, SUITE 250, BELLEVUE, WA 98006

- b** The form in which applications should be submitted and information and materials they should include:

WRITTEN PROPOSAL

- c Any submission deadlines?

NONE

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

THE LARRY BENAROYA FAMILY FOUNDATION IS NARROWLY LIMITED IN SCOPE BOTH AS TO GEOGRAPHIC LOCATION AND TO PROGRAM SERVICES.

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	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
a Paid during the year				
SCHEDULE ATTACHED	NONE	PUBLIC	SEE ATTACHED	605,993.
Total			▶ 3a	605,993.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- | | | Yes | No |
|---|---|-------|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received | | |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

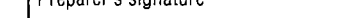
 8/8/14 PRESIDENT

Signature of officer or trustee Date Title

May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No

May the IRS discuss this return with the preparer shown below (see instr.)?

☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	GARY HOLCOMB		07/31/14		P00008027
	Firm's name ▶ BERNTSON PORTER & COMPANY, PLLC			Firm's EIN ▶ 91-1308574	
	Firm's address ▶ 155 108TH AVENUE NE, SUITE 510 BELLEVUE, WA 98004			Phone no. 425-454-7990	

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and
its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Name of the organization

Employer identification number

LARRY BENAROYA FAMILY FOUNDATION

20-3890382

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐

501(c)() (enter number) organization

☐4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐

527 political organization

Form 990 PF

☒

501(c)(3) exempt private foundation

☐

4947(a)(1) nonexempt charitable trust treated as a private foundation

☐

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**☒

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules☐

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.☐For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization	Employer identification number
LARRY BENAROYA FAMILY FOUNDATION	20-3890382

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	REBECCA B. BENAROYA 1301 SPRING ST. #31 BELLEVUE, WA 98104	\$ 2,175,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
2	REBECCA B. BENAROYA 1301 SPRING ST. #31 BELLEVUE, WA 98104	\$ 2,251,043.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Employer identification number

20-3890382

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

[illegible]

Name of organization

Employer identification number

LARRY BENAROYA FAMILY FOUNDATION

20-3890382

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
MORGAN STANLEY BANK N.A.	87.	87.	
TOTAL TO PART I, LINE 3	87.	87.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MORGAN STANLEY SMITH BARNEY HOLDINGS LLC -	-7,467.	0.	-7,467.	-7,467.	
MORGAN STANLEY SMITH BARNEY HOLDINGS LLC -	125,607.	0.	125,607.	125,607.	
MORGAN STANLEY SMITH BARNEY HOLDINGS LLC -	175,092.	0.	175,092.	175,092.	
MORGAN STANLEY SMITH BARNEY HOLDINGS LLC -	20,076.	0.	20,076.	20,076.	
MORGAN STANLEY SMITH BARNEY HOLDINGS LLC - OID	87,045.	0.	87,045.	87,045.	
MORGAN STANLEY SMITH BARNEY HOLDINGS, LLC -	1,636.	0.	1,636.	1,636.	
TO PART I, LINE 4	401,989.	0.	401,989.	401,989.	

FORM 990-PF	OTHER INCOME	STATEMENT	3
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MUNICIPAL MORTGAGE & EQUITY LLC	62,717.	-1,977.	
TOTAL TO FORM 990-PF, PART I, LINE 11	62,717.	-1,977.	

FORM 990-PF	TAXES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PAYMENT	13,287.	0.		0.
TO FORM 990-PF, PG 1, LN 18	13,287.	0.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
STATE FILING FEES	35.	12.		13.
CREDIT CARD FEES	50.	0.		0.
TO FORM 990-PF, PG 1, LN 23	85.	12.		13.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	6
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DESCRIPTION	AMOUNT
ADJUST ASSET CONTRIBUTION TO COST BASIS	683,370.
TOTAL TO FORM 990-PF, PART III, LINE 3	683,370.

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
GENERAL MOTORS CO	45,494.	87,952.
MUNICIPAL MORTGAGE COMMON STOCK	381,513.	150,436.
TOTAL TO FORM 990-PF, PART II, LINE 10B	427,007.	238,388.

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FREDDIE MAC PFD 8.375% IN DEFAULT	217,088.	329,648.
HSBC HOLDINGS PLC PFD 8%	1,057,598.	1,091,070.
ALAMEDA CORRIDOR TRANS. AUTH. 0% 10/01/27	998,375.	1,263,710.
COUNTRYWIDE FIN'L CORP 6.25% 5/15/16	1,394,170.	1,452,206.
NORTH FORK CAPITAL TR II 8% 12/15/27	0.	0.
OAKLAND CA 9.5% 8/1/34	245,000.	218,594.
QWEST CAP FUNDING 7.75%	498,750.	454,813.
STATE STREET CAP TR I V/R 5/15/28	0.	0.
US BANCORP	1,000,000.	1,052,000.
ZIONS BANCORP 9.5%	0.	0.
CITIGROUP INC 6.875%	125,000.	126,700.
CONNECTOR 2000	105,499.	118,633.
COUNTRYWIDE CAP V PFD 7% 11/1/36	1,189,250.	1,267,500.
CREDIT AGRICOLE 8.375%	335,250.	341,640.
FANNIE MAE SER S PFD IN DEFAULT	41,100.	262,500.
FIRST REPUBLIC BANK 7%	250,000.	256,800.
GOODRICH PETROLEUM 10%	295,000.	303,613.
UNITED CONTINENTAL 6%	421,250.	430,000.
UNITED CONTINENTAL 8%	501,000.	501,500.
TOTAL TO FORM 990-PF, PART II, LINE 10C	8,674,330.	9,470,927.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PURCHASED INTEREST - UNITED CONTINENTAL 6%	COST	10,417.	10,417.
PURCHASED INTEREST - UNITED CONTINENTAL 8%	COST	14,667.	14,667.
TOTAL TO FORM 990-PF, PART II, LINE 13		25,084.	25,084.

LARRY BENAROYA FAMILY FOUNDATION

YEAR END DECEMBER 31, 2013

TIN 20-3890382

IRS FORM 990-PF

Part XV Line 3a

Contributions Paid During the Year

Recipient	Address	Foundation Status of Recipient	Amount
826 Seattle	PO Box 30764 Seattle, WA 98113	Public	2,826
ACLU	125 Broad Street, 18th Fl New York, NY 10004-2400	Public	1,000
American Jewish Committee	1402 Third Ave Suite 405 Seattle, WA 98101	Public	1,500
Anti-Defamation League	1700 Seventh Ave Ste 116-222 Seattle WA 98101	Public	20,000
Bellevue Arts Museum	510 Bellevue Way NE Bellevue, WA 98004	Public	31,393
Bellevue Schools Foundation	PO Box 40644 Bellevue, WA 98015-4644	Public	10,000
College Success Foundation	1605 NW Sammamish Rd Ste 200 Issaquah, WA 98027	Public	15,750
Fifth Ave Theatre	1308 Fifth Avenue Seattle, WA 98101	Public	14,770
Friends of Costco Guild	PO Box 19755 Seattle, WA 98109	Public	12,100
Frye Art Museum	704 Terry Avenue Seattle, WA 98104	Public	1,000
Hadassah	50 West 58 Street New York, NY 10019-2500	Public	500
JDRF - San Francisco	49 Stevenson St Suite 1200 San Francisco, CA 94105	Public	53,250
JDRF Seattle Guild	1215 Fourth Ave Ste 1400 Seattle, WA 98161	Public	274,294
Jewish Federation of Greater Seattle	2031 3rd Avenue Seattle, WA 98121	Public	30,000
Kenyon Annual Fund	Gambier, OH 43022	Public	500
KEXP	Dexter Ave N Seattle, WA 98109	Public	500
KUOW	4518 University Way NE, Suite 310 Seattle, WA 98105	Public	500
Leukemia & Lymphoma Society	1311 Mamaroneck Ave, Suite 310 White Plains NY 10605	Public	500
Millionaire Club Charity	2515 Western Ave Seattle, WA 98121-1387	Public	1,000
National MS Society	192 Nickerson Street, Suite 100 Seattle WA 98109	Public	2,700
Nature Conservancy	4245 N Fairfax Drive, Suite 100 Arlington, VA 22203	Public	1,000
Pilchuck Glass School	430 Yale Ave N Seattle, WA 98109	Public	500
Plymouth Housing Group	2113 Third Ave Seattle, WA 98121	Public	500
Pratt Fine Arts	1902 S Main St Seattle, WA 98144	Public	3,500
Rwanda Girls Initiative	PO Box 325 Medina WA 98039	Public	25,000
Seattle Architectural Foundation	1333 Fifth Ave, Suite 300 Seattle, WA 98101	Public	940
Seattle Art Museum	1300 First Ave Seattle, WA 98101-2003	Public	1,000
Seattle Children's Museum	305 Harrison St Seattle, WA 98109	Public	5,000
Seattle Children's Theatre	201 Thomas St Seattle, WA 98109	Public	1,000
Seattle Philharmonic Orchestra	PO Box 177 Seattle, WA 98111	Public	1,000
Seattle Symphony	PO Box 21906 Seattle, WA 98111	Public	15,180
Seattle Theatre Group	911 Pine St Seattle, WA 98101	Public	2,640
Stewardship Partners	1411 Fourth Ave, Suite 1425 Seattle, WA 98101	Public	1,000
Stroum Jewish Community Center	3801 East Mercer Way Mercer Island, WA 98040	Public	5,000
Sun Valley Center for the Arts	PO Box 656 Sun Valley, ID 83353	Public	3,500
Swedish Medical Center Foundation	747 Broadway Seattle, WA 98122	Public	10,000
UNICEF	125 Maiden Ln New York, NY 10038	Public	1,000
UrbanGlass	647 Fulton Street Brooklyn, NY 11217	Public	1,000
Virginia Mason Foundation	PO Box 1930 D1-MF 1218 Terry Ave Seattle, WA 98111	Public	53,150

TOTAL CONTRIBUTIONS

605,993.15

LARRY BENAROYA FAMILY FOUNDATION

YEAR END DECEMBER 31, 2013

TIN: 20-3890382

IRS FORM 990-PF

Schedule Supporting Schedule B, Part II, (b)*Description of noncash property given*

	Quantity	Purchase Date	Cost Basis	Fair Market Value
Citigroup Inc 6.857%	5,000.00	10/31/2013	125,000.00	126,400.00
Freddie Mac Pfd Ser Z 8.375%	30,000.00	5/11/2012	42,600.00	270,900.00
Fannie Mae Pfd Ser S 8.25%	30,000.00	5/11/2012	41,100.00	256,500.00
First Republic Bk 7%	10,000.00	10/28/2013	250,000.00	253,300.00
General Motors Co	2,044.00	5/11/2012	45,494.33	83,579.16
General Motors Co	108.00	5/11/2012	0.00	4,416.12
HSBC Holdings PLC 8%	20,500.00	8/9/2013	557,598.29	549,297.50
Countrywide Cap V 7% 11/1/36	50,000.00	5/11/2012	1,189,250.00	1,265,500.00
Totals			2,251,042.62	2,809,892.78

LARRY BENAROYA FAMILY FOUNDATION

20-3890382

PAGE

1 OF

1

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 P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a	700 PAR CHENIERE ENERGY PTNRS LP HLDG	P	12/12/13	12/20/13
b	500 PAR NIMBLE STORAGE	P	12/13/13	12/13/13
c	500 PAR ZULILY INC. CLASS A	P	11/15/13	11/15/13
d	707,000 PAR NORTH FORK CAP TR II PFD 8% DUE 12/15	P	01/07/11	01/02/13
e	8,000 FREDDIE MAC PFD SER Z 8.375 - DEFAULT - PER	P	11/30/05	05/16/13
f	5,500 FREDDIE MAC PFD SER Z 8.375 - DEFAULT - PER	P	11/25/05	05/23/13
g	6,750 FREDDIE MAC PFD SER Z 8.375 - DEFAULT - PER	P	11/25/05	05/31/13
h	11,400 ZIONS BANCORP SER C 9.5% PERPETUAL	P	03/02/12	09/16/13
i	1,200,000 STATE STREET CAP TR I QTRLY V/R DUE 5/1	P	07/17/12	10/08/13
j	MUNICIPAL MORTGAGE & EQUITY LLC	P	VARIOUS	VARIOUS
k	MUNICIPAL MORTGAGE & EQUITY LLC	P	VARIOUS	VARIOUS
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 13,270.		14,000.	-730.
b 14,921.		10,500.	4,421.
c 19,157.		11,000.	8,157.
d 720,458.		720,256.	202.
e 41,999.		206,800.	-164,801.
f 28,049.		142,175.	-114,126.
g 44,552.		174,488.	-129,936.
h 285,000.		299,308.	-14,308.
i 979,200.		936,000.	43,200.
j		57,196.	-57,196.
k 297,882.			297,882.
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-730.
b			4,421.
c			8,157.
d			202.
e			-164,801.
f			-114,126.
g			-129,936.
h			-14,308.
i			43,200.
j			-57,196.
k			297,882.
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	-127,235.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8 }	3	N/A

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545 1709

► File a separate application for each return.

► Information about Form 8868 and its instructions is at www.irs.gov/form8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

		Enter filer's identifying number
Type or print	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	LARRY BENAROYA FAMILY FOUNDATION	20-3890382
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions	Social security number (SSN)
	3600 136TH PLACE SE, NO. 250	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	BELLEVUE, WA 98006	

Enter the Return code for the return that this application is for (file a separate application for each return)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

ROBERT BRIGHAM

- The books are in the care of ► 3600 136TH PLACE SE, SUITE 250 - BELLEVUE, WA 98006

Telephone No ► 425-440-6707

Fax No ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2014**, to file the exempt organization return for the organization named above. The extension is for the organization's return for
 ► ☒ calendar year **2013** or
 ► ☐ tax year beginning _____, and ending _____

2 If the tax year entered in line 1 is for less than 12 months, check reason ☐ Initial return ☐ Final return
☐ Change in accounting period

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	8,002.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	8,600.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

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