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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.

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 WHATLEY FOUNDATION		A Employer identification number 26-6700524	
Number and street (or P O box number if mail is not delivered to street address) 830 HILLSIDE DRIVE E		B Telephone number (see instructions) (206) 328-1420	
City or town, state or province, country, and ZIP or foreign postal code SEATTLE, WA 98112		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <div><input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change</div>		D 1. Foreign organizations, check here <input type="checkbox"/> 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 <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 type="checkbox"/> \$ 2,312,946		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)			

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 checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	16,654	16,654		
	4 Dividends and interest from securities.	41,664	41,664		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	371,034			
	b Gross sales price for all assets on line 6a 1,597,108				
	7 Capital gain net income (from Part IV, line 2) . . .		371,034		
	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) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	429,352	429,352		
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 (attach schedule).				
	b Accounting fees (attach schedule).	5,250	0		0
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	2,944	678		0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule).	52,451	13,292		0
	24 Total operating and administrative expenses. Add lines 13 through 23	60,645	13,970		0
	25 Contributions, gifts, grants paid	102,850			102,850
	26 Total expenses and disbursements. Add lines 24 and 25	163,495	13,970		102,850
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	265,857			
	b Net investment income (if negative, enter -0-)		415,382		
	c Adjusted net income (if negative, enter -0-)				

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				
	2	Savings and temporary cash investments	8,413	749,703	749,703	
	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 (attach schedule) (see instructions)	719			
	7	Other notes and loans receivable (attach schedule) ▶ _____ 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 (attach schedule)	60,000		60,000	62,669
	b	Investments—corporate stock (attach schedule)	1,514,151		878,539	1,167,528
	c	Investments—corporate bonds (attach schedule).	157,056		317,954	333,046
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____				
	12	Investments—mortgage loans				
	13	Investments—other (attach schedule)				
	14	Land, buildings, and equipment basis ▶ _____ 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)	1,740,339	2,006,196	2,312,946		
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	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	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	1,740,339	2,006,196		
	30	Total net assets or fund balances (see page 17 of the instructions)	1,740,339	2,006,196		
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,740,339	2,006,196		

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	1,740,339
2	Enter amount from Part I, line 27a	2	265,857
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	2,006,196
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	2,006,196

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)
1 a	PUBLICLY TRADED SECURITIES	P		
b				
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 1,597,108		1,226,074	371,034
b			
c			
d			
e			

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) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			371,034
b			
c			
d			
e			

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	371,034
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) (see instructions) If (loss), enter -0- 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) 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	88,232	1,978,139	0 044604
2011	85,695	1,866,753	0 045906
2010	86,807	1,729,325	0 050197
2009	22,500	1,699,489	0 013239
2008	45,800	1,133,444	0 040408

2 Total of line 1, column (d).	2	0 194354
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	0 038871
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	2,192,590
5 Multiply line 4 by line 3.	5	85,228
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	4,154
7 Add lines 5 and 6.	7	89,382
8 Enter qualifying distributions from Part XII, line 4.	8	102,850

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 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		
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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	4,154
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	4,154
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	4,154
6 Credits/Payments		
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	
b Exempt foreign organizations—tax withheld at source	6b	
c Tax paid with application for extension of time to file (Form 8868)	6c	5,700
d Backup withholding erroneously withheld	6d	
7 Total credits and payments. Add lines 6a through 6d.	7	5,700
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached.	8	53
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	1,493
11 Enter the amount of line 10 to be Credited to 2014 estimated tax <input checked="" type="checkbox"/> 1,493 Refunded <input checked="" type="checkbox"/>	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?	1a	Yes	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)? <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: (1) On the foundation <input checked="" type="checkbox"/> \$ 0 (2) On foundation managers <input checked="" type="checkbox"/> \$ 0			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ 0			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <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? <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: • 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?	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): <input checked="" type="checkbox"/> 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)? <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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address N/A				
14	The books are in care of J ANTHONY WHATLEY Telephone no (206) 328-1420 Located at 615 HILLSIDE DR E SEATTLE WA ZIP+4 98112			
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		
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) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 page 20 of the instructions)?. Organizations relying on a current notice regarding disaster assistance check here. <input checked="" type="checkbox"/>	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		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____ <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
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		
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?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.).	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))?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(3) Provide a grant to an individual for travel, study, or other similar purposes?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)? (see instructions).		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)?		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?		<input type="checkbox"/> Yes	<input type="checkbox"/> 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?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		No
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?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		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 (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
JULIAN ANTHONY WHATLEY III 615 HILLSIDE DR E SEATTLE, WA 98112	TRUSTEE 5 00	0	39,159	0
LINDA V WHATLEY 615 HILLSIDE DR E SEATTLE, WA 98112	TRUSTEE 5 00	0	0	0
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

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	0

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	1,712,052
b	Average of monthly cash balances.	1b	513,928
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	2,225,980
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	2,225,980
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	33,390
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,192,590
6	Minimum investment return. Enter 5% of line 5.	6	109,630

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	109,630
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	4,154
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	4,154
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	105,476
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	105,476
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	105,476

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	102,850
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	102,850
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	4,154
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	98,696
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				105,476
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010. 2,958				
d From 2011.				
e From 2012.				
f Total of lines 3a through e.	2,958			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 102,850				
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.				102,850
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	2,626			2,626
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	332			
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). . . .	0			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	332			
10 Analysis of line 9				
a Excess from 2009. . . .				
b Excess from 2010. . . . 332				
c Excess from 2011. . . .				
d Excess from 2012. . . .				
e Excess from 2013. . . .				

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

1Information 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))

See Additional Data Table

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

2Information 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

WHATLEY FOUNDATION
615 HILLSIDE DR E
SEATTLE, WA 98112
(206) 328-1420

b

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

NO SPECIFIC FORM

c

Any submission deadlines

NO SUBMISSION DEADLINE

d

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

ONLY FOR QUALIFIED 501(C)3 ORGANIZATIONS

Part XV

Supplementary Information (continued)

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)				
a Paid during the year See Additional Data Table				
Total			3a	102,850
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated

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

[illegible]


Form 990PF Part XV Line 1a - 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).

JULIAN ANTHONY WHATLEY III
LINDA V WHATLEY


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)				
a <i>Paid during the year</i>				
AGROS 2225 4TH AVE 2ND FLOOR SEATTLE,WA 98121	NONE	501(C)3	SOCIAL SERVICE	1,000
ARCS PMB 429 4616 25TH AVE NE SEATTLE,WA 98105	NONE	501(C)3	EDUCATION	5,000
ARTSFUND PO BOX 19780 10 HARRISON ST STE 200 SEATTLE,WA 98109	NONE	501(C)3	EDUCATION	2,000
CYSTIC FIBROSIS FOUNDATION 6931 ARLINGTON RD STE 200 BETHESDA,MD 20814	NONE	501(C)3	SOCIAL SERVICE	1,000
DIRECT RELIEF 27 S LA PATERA LN SANTA BARBARA,CA 93117	NONE	501(C)3	SOCIAL SERVICE	1,000
DISCOVERY INSTITUTE 208 COLUMBIA STREET SEATTLE,WA 98104	NONE	501(C)3	CONSERVATIVE & POLITICAL	1,000
DIVINE ALTERNATIVES FOR DADS SERVICES 1200 FIFTH AVE STE 1300 SEATTLE,WA 98101	NONE	501(C)3	SOCIAL SERVICE	2,000
DOCTORS WITHOUT BORDERS 333 7TH AVE NEWYORK,NY 10001	NONE	501(C)3	SOCIAL SERVICE	500
EMORY UNIVERSITY 201 DOWMAN DR ATLANTA,GA 30322	NONE	501(C)3	EDUCATION	5,000
EPIPHANY SCHOOL 3611 EAST DENNY WAY SEATTLE,WA 98122	NONE	501(C)3	EDUCATION	1,000
FOOD LIFELINE 1702 NE 150TH ST SHORELINE,WA 98155	NONE	501(C)3	SOCIAL SERVICES	500
GEORGE NETHERCUTT FOUNDATION 801 W RIVERSIDE STE 100 SPOKANE,WA 99201	NONE	501(C)3	EDUCATION	10,000
GEORGIA TECH FOUNDATION 190 NORTH AVE ATLANTA,GA 30313	NONE	501(C)3	EDUCATION	1,000
GLOBAL PARTNERSHIPS 1932 FIRST AVE SUITE 400 SEATTLE,WA 98101	NONE	501(C)3	SOCIAL SERVICE	1,000
GRASSROOT SOCCER PO BOX 712 NORWICH,VT 05055	NONE	501(C)3	SOCIAL SERVICES	3,000
Total ▶ 3a				102,850

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)				
a Paid during the year				
HERITAGE FOUNDATION 214 MASSACHUSETTS AVENUE NE WASHINGTON,DC 20002	NONE	501(C)3	POLITICAL	1,000
JUBILEE WOMEN CENTER 620 18TH AVENUE EAST SEATTLE,WA 98112	NONE	501(C)3	SOCIAL SERVICE	1,000
LAKESIDE SCHOOL 14050 1ST AVENEUE NE SEATTLE,WA 98125	NONE	501(C)3	EDUCATION	1,000
NEWTON PARKS & RECREATION 21 OLD FARM RD NEWTON,CT 06470	NONE	501(C)3	SOCIAL SERVICE	500
PATH PO BOX 900922 SEATTLE,WA 98109	NONE	501(C)3	SOCIAL SERVICE	1,000
PATH WITH ART 117 EAST LOUISA STREET BOX 236 SEATTLE,WA 98102	NONE	501(C)3	EDUCATION	500
PLYMOUTH HOUSING GROUP 2113 THIRD AVENUE SEATTLE,WA 98121	NONE	501(C)3	SOCIAL SERVICES	5,000
PRINCETON UNIVERSITY 330 ALEXANDER STREET PRINCETON,NJ 08542	NONE	501(C)3	EDUCATION	5,000
PUGET SOUND KEEPER ALLIANCE 5305 SHILSHOLE AVE NW STE 150 SEATTLE,WA 98107	NONE	501(C)3	ENVIRONMENTAL CONSERVATION	500
RAINIER SCHOLARS 2100 24TH AVE S STE 360 SEATTLE,WA 98144	NONE	501(C)3	EDUCATION	1,000
RECOVERY CAFE 2022 BOREN AVENUE SEATTLE,WA 98121	NONE	501(C)3	EDUCATION	1,000
RYTHER CHILD CARE LEAGUE 2400 NE 95TH STREET SEATTLE,WA 98115	NONE	501(C)3	SOCIAL SERVICES	500
SALVATION ARMY PO BOX 9219 SEATTLE,WA 98109	NONE	501(C)3	SOCIAL SERVICES	500
SEATTLE ART MUSEUM 1300 1ST AVENUE SEATTLE,WA 98101	NONE	501(C)3	ARTS	600
SEATTLE CHILDREN'S HOSPITAL 4800 SAND POINT WAY NE SEATTLE,WA 98105	NONE	501(C)3	SOCIAL SERVICE	500
Total  3a				102,850

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)				
a <i>Paid during the year</i>				
SEATTLE CHILDREN'S HOME 2142 10TH AVENUE WEST SEATTLE,WA 98119	NONE	501(C)3	SOCIAL SERVICE	500
SOCIETY OF ST VINCENT DE PAUL 5950 FOURTH AVUENE SOUTH SEATTLE,WA 98108	NONE	501(C)3	SOCIAL SERVICE	6,000
SURFRIDER FOUNDATION PO BOX 6010 SAN CLEMENTE,CA 92674	NONE	501(C)3	ENVIRONMENTAL CONSERVATION	9,000
TELEIOS PMB 502 4616 25TH AVE NE SEATTLE,WA 98105	NONE	501(C)3	SOCIAL SERVICE	5,000
TREEHOUSE 2100 24TH AVE S STE 200 SEATTLE,WA 98144	NONE	501(C)3	SOCIAL SERVICE	10,000
UNIVERSITY OF MONTANA FOUNDATION PO BOX 7159 MISSOULA,MT 59807	NONE	501(C)3	EDUCATION	1,500
UNIVERSITY PRESBYTERIAN CHURCH 4540 15TH AVE NE SEATTLE,WA 98105	NONE	501(C)3	SOCIAL SERVICE	10,500
VOLUNTEER PARK TRUST 105 S MAIN ST 235 SEATTLE,WA 98104	NONE	501(C)3	SOCIAL SERVICE	250
WASHINGTON WOMEN'S FOUNDATION 2100 24TH AVE S 330 SEATTLE,WA 98144	NONE	501(C)3	SOCIAL SERVICE	2,500
WATER FIRST 1904 3RD AVENUE SUITE 1012 SEATTLE,WA 98101	NONE	501(C)3	SOCIAL SERVICE	500
WESTMINSTER SCHOOLS 1424 WEST PACES FERRY ROAD NW ATLANTA,GA 30327	NONE	501(C)3	EDUCATION	1,000
YOUTHCARE 2500 NE 54TH STREET SUITE 100 SEATTLE,WA 98105	NONE	501(C)3	SOCIAL SERVICE	500
YWCA 1118 FIFTH AVENUE SEATTLE,WA 98101	NONE	501(C)3	SOCIAL SERVICE	1,000
Total  3a				102,850

TY 2013 Accounting Fees Schedule

Name: WHATLEY FOUNDATION

EIN: 26-6700524

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	5,250	0		0

**TY 2013 Investments Corporate
Bonds Schedule****Name:** WHATLEY FOUNDATION**EIN:** 26-6700524

Name of Bond	End of Year Book Value	End of Year Fair Market Value
AMERICAN EXPRESS CR CORP MTNBE	0	0
GATX CORP MAKE WHOLE 08.75000%	49,975	51,513
SOUTHWEST AIRLINES NTS 5.750%	62,096	72,396
EXPEDIA INCE	105,339	108,245
INTL GAME	50,329	51,290
LEUCADIA NATL CORP	50,215	49,602

TY 2013 Investments Corporate
Stock Schedule

Name: WHATLEY FOUNDATION
EIN: 26-6700524

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ANADARKO PETROLEUM CORP	54,661	49,575
APPLE INC	98,398	112,204
BCE INC COM	0	0
BOEING CO	39,535	68,245
BRISTOL MYERS SQUIBBE	0	0
CHEVRON CORP	38,989	62,445
CONOCOPHILLIPS	42,207	52,988
CORNING INC	64,995	89,100
FORD MTR CO DEL COM	0	0
GENERAL ELECTRIC CO	50,600	70,075
GOOGLE INC CL A	40,326	84,053
INTEL CORP	0	0
JOHNSON & JOHNSON	0	0
JOHNSON CONTROLS INC	0	0
KINDER MORGAN ENERGY PARTNERS LP	23,193	60,495
KOHL'S CORP	53,612	65,263
KRAFT FOODS INC CL A	43,700	53,910
LILLY ELI & CO	32,890	51,000
MCDONALDS CORP	0	0
MICROSOFT CORP	0	0
MERCK & COMPANY INC NEW	54,450	62,563
METLIFE INC	55,125	80,880
PHILIP MORRIS INTL INC COM	27,961	47,922
PHILLIPS 66	0	0
SCHWAB CHARLES CORP	0	0
SILVER WHEATON CORP	47,140	40,380
TOTAL S.A.	0	0
US BANCORP PFD	50,998	54,740
WESTERN GAS PARTNERS LTD	59,759	61,690

TY 2013 Investments Government Obligations Schedule

Name: WHATLEY FOUNDATION

EIN: 26-6700524

US Government Securities - End of Year Book Value:	0
US Government Securities - End of Year Fair Market Value:	0
State & Local Government Securities - End of Year Book Value:	60,000
State & Local Government Securities - End of Year Fair Market Value:	62,669

TY 2013 Other Expenses Schedule

Name: WHATLEY FOUNDATION

EIN: 26-6700524

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	13,292	13,292		0
EMPLOYEE BENEFIT	39,159	0		0

TY 2013 Taxes Schedule**Name:** WHATLEY FOUNDATION**EIN:** 26-6700524

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX	678	678		0
INCOME TAXES	2,166	0		0
LICENSE FEES	100	0		0