Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ **Do not enter Social Security numbers on this form as it may be made public. By law, the IRS cannot redact the information on the form.**

▶ **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
LILY POINTE FAMILY FOUNDATION

A Employer identification number
27-1540216

Number and street (or P O box number if mail is not delivered to street address)
PO BOX 40329

Room/suite

B Telephone number (see instructions)
(425) 641-5846

City or town, state or province, country, and ZIP or foreign postal code
BELLEVUE, WA 980154329

C If exemption application is pending, check here ▶ ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

H Check type of organization ☑ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 3,639,688

J Accounting method ☑ Cash ☐ Accrual ☐ Other (specify) ______
(Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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))

	Line	Description	(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 ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	15,579	15,579		
	4	Dividends and interest from securities.	38,206	38,206		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	209,557			
	b	Gross sales price for all assets on line 6a 1,637,856				
	7	Capital gain net income (from Part IV, line 2)		209,557		
	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	263,342	263,342		
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)	3,075	2,875		200
	c	Other professional fees (attach schedule)	21,398	21,398		0
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	1,675	1,675		0
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	269	239		30
	24	**Total operating and administrative expenses.** Add lines 13 through 23	26,417	26,187		230
	25	Contributions, gifts, grants paid	187,500			187,500
	26	**Total expenses and disbursements.** Add lines 24 and 25	213,917	26,187		187,730
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	49,425			
	b	**Net investment income** (if negative, enter -0-)		237,155		
	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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets				
1	Cash—non-interest-bearing			
2	Savings and temporary cash investments	36,721	24,857	24,857
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)			
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)			
b	Investments—corporate stock (attach schedule)	1,792,680	1,547,117	2,494,876
c	Investments—corporate bonds (attach schedule)	811,318	1,118,170	1,119,955
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)	2,640,719	2,690,144	3,639,688
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 ▶ ☐ **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 ▶ ☑ **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	2,640,719	2,690,144	
30	**Total net assets or fund balances** (see page 17 of the instructions)	2,640,719	2,690,144	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	2,640,719	2,690,144	

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	2,640,719
2	Enter amount from Part I, line 27a	2	49,425
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	2,690,144
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	2,690,144

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	See Additional Data Table			
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	See Additional Data Table			
b				
c				
d				
e				

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

	(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	See Additional Data Table			
b				
c				
d				
e				

2	Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	209,557
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	159,591	3,180,920	0 050171
2011	184,413	3,015,664	0 061152
2010	150,672	3,006,463	0 050116
2009	0	0	0 000000
2008			

2	**Total** of line 1, column (d).	2	0 161439
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 040360
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	3,372,235
5	Multiply line 4 by line 3.	5	136,103
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	2,372
7	Add lines 5 and 6.	7	138,475
8	Enter qualifying distributions from Part XII, line 4.	8	187,730

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 ▶ ☐ 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 ▶ ☑ and enter 1% of Part I, line 27b		1	2,372
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	2,372
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	2,372
6	Credits/Payments			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a 1,238		
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c 1,700		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	2,938
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	566
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 566 **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?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*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.*			
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 ▶ $ 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.*	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? *If "Yes," attach a conformed copy of the changes*	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? *If "Yes," attach the statement required by General Instruction T.*	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		No
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 XV.*	7	Yes	
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*	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)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	10		No

Part VII-A Statements Regarding Activities *(continued)*

		Line	Yes	No
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 ▶CAROL-ANN O'MACK Telephone no ▶(425) 641-5846

Located at ▶PO BOX 40329 BELLEVUE WA ZIP+4 ▶980154329

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 |

		Line	Yes	No
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		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.

		Line	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 page 20 of the instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
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? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b		
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? ☐ 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.)*	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))? ☐ 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)? (see instructions) ☐ 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)?	**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? ☐ 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**		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? ☐ Yes ☑ 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
CAROL-ANN O'MACK PO BOX 40329 BELLEVUE, WA 980154329	PRESIDENT 1 00	0	0	0
JOHN DEININGER PO BOX 40329 BELLEVUE, WA 980154329	SECRETARY/TREASURER 1 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 SELECTION OF ORGANIZATIONS TO RECEIVE CONTRIBUTIONS IN FURTHERANCE OF THE FOUNDATION'S MISSION	0
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	3,245,972
b	Average of monthly cash balances	1b	177,617
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	3,423,589
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	3,423,589
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	51,354
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,372,235
6	**Minimum investment return.** Enter 5% of line 5	6	168,612

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	168,612
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a: 2,372		
b	Income tax for 2013 (This does not include the tax from Part VI) — 2b		
c	Add lines 2a and 2b	2c	2,372
3	Distributable amount before adjustments Subtract line 2c from line 1	3	166,240
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	166,240
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	166,240

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	187,730
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	187,730
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	2,372
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	185,358

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				166,240
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. 629				
d From 2011. 34,100				
e From 2012. 2,867				
f **Total** of lines 3a through e.	37,596			
4 Qualifying distributions for 2013 from Part XII, line 4 ► $ 187,730				
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.				166,240
e Remaining amount distributed out of corpus	21,490			
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:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	59,086			
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	59,086			
10 Analysis of line 9				
a Excess from 2009. . . .				
b Excess from 2010. . . . 629				
c Excess from 2011. . . . 34,100				
d Excess from 2012. . . . 2,867				
e Excess from 2013. . . . 21,490				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling . . . . ▶

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

	Tax year	Prior 3 years			
	(a) 2013	**(b)** 2012	**(c)** 2011	**(d)** 2010	**(e) Total**
2a 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 **a** "Assets" alternative test—enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . .					
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

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

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 of the person to whom applications should be addressed

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

c Any submission deadlines

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

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* See Additional Data Table				
Total . . . . ▶ **3a**				187,500
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments			14	15,579	
4 Dividends and interest from securities. . . .			14	38,206	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	209,557	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .		0		263,342	0

13 **Total.** Add line 12, columns (b), (d), and (e). **13** 263,342

(See worksheet in line 13 instructions to verify calculations)

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

Line No.	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

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)		No
(2) Other assets	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		No
(3) Rental of facilities, equipment, or other assets	1b(3)		No
(4) Reimbursement arrangements	1b(4)		No
(5) Loans or loan guarantees	1b(5)		No
(6) Performance of services or membership or fundraising solicitations	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		No

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

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

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 or fiduciary) is based on all information of which preparer has any knowledge

****** | 2014-07-27 | ******

Signature of officer or trustee | Date | Title

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
DONNA EVERED				P00000263
Firm's name ▶ EVERED & ASSOCIATES PLLC			Firm's EIN ▶ 16-1780032	
Firm's address ▶ PO BOX 40329 BELLEVUE, WA 980154329			Phone no (425)641-5846	

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
ESTEE LAUDER COMPANIES INC			2013-12-12
UNION PACIFIC CORP			2013-12-12
COSTCO WHOLESALE CORP			2013-12-12
CELANESE CORP			2013-12-10
ECOLAB INC			2013-12-10
CHICAGO BRIDGE & IRON COMPANY N V			2013-12-10
STERICYCLE INC COM			2013-12-10
DANAHER CORP			2013-12-10
PRECISION CASTPARTS CORP			2013-12-10
POLARIS INDS INC COM			2013-12-10
THE PRICELINE GROUP INC			2013-12-10
AMAZON COM INC COM			2013-12-10
TRACTOR SUPPLY CO COM			2013-12-10
HOME DEPOT INC			2013-12-10
MONSTER BEVERAGE CORP			2013-12-10
COCA COLA CO			2013-12-10
ESTEE LAUDER COMPANIES INC			2013-12-10
WHITEWAVE FOODS CO			2013-12-10
MONDELEZ INTERNATIONAL INC			2013-12-10
WHOLE FOODS MKT INC			2013-12-10
CONCHO RESOURCES INC			2013-12-10
SCHLUMBERGER LTD			2013-12-10
QUALCOMM INC			2013-12-10
SANDISK CORP COM			2013-12-10
APPLE INC			2013-12-10
GOOGLE INC			2013-12-10
VISA INC-CLASS A SHRS			2013-12-10
UNION PACIFIC CORP			2013-12-10
VANGUARD INTERMEDIATE TERM B			2013-12-10
MONSANTO CO NEW			2013-12-10

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
DIAGEO PLC - ADR			2013-12-10
FORTUNE BRANDS HOME & SECURITY			2013-12-10
LAS VEGAS SANDS CORP			2013-12-10
AMC NETWORKS INC			2013-12-10
STARBUCKS CORP COM			2013-12-10
COSTCO WHOLESALE CORP			2013-12-10
INTUIT COM			2013-12-10
MICROSOFT CORP			2013-12-10
ORACLE CORPORATION			2013-12-10
ACCENTURE PLC			2013-12-10
FASTENAL CO			2013-12-10
CATAMARAN CORP			2013-12-10
TEAM HEALTH HOLDINGS INC			2013-12-10
ALEXION PHARMACEUTICALS INC			2013-12-10
CELGENE CORP COM			2013-12-10
GILEAD SCIENCES INC			2013-12-10
JAZZ PHARMACEUTICALS PLC			2013-12-10
INTERCONTINENTALEXCHANGE GROUPINC			2013-12-10
CERNER CORP COM			2013-12-10
THE DIRECTV GROUP HOLDINGS CL A COM			2013-12-10
RALPH LAUREN CORP			2013-11-08
CITRIX SYS INC COM			2013-11-08
TERADATA CORP			2013-11-08
CELANESE CORP			2013-09-30
ECOLAB INC			2013-09-30
STERICYCLE INC COM			2013-09-30
DANAHER CORP			2013-09-30
PRECISION CASTPARTS CORP			2013-09-30
POLARIS INDS INC COM			2013-09-30
THE PRICELINE GROUP INC			2013-09-30

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
AMAZON COM INC COM			2013-09-30
TRACTOR SUPPLY CO COM			2013-09-30
HOME DEPOT INC			2013-09-30
COCA COLA CO			2013-09-30
MONSTER BEVERAGE CORP			2013-09-30
ESTEE LAUDER COMPANIES INC			2013-09-30
MONDELEZ INTERNATIONAL INC			2013-09-30
WHITEWAVE FOODS CO			2013-09-30
WHOLE FOODS MKT INC			2013-09-30
CONCHO RESOURCES INC			2013-09-30
SCHLUMBERGER LTD			2013-09-30
QUALCOMM INC			2013-09-30
SANDISK CORP COM			2013-09-30
APPLE INC			2013-09-30
GOOGLE INC			2013-09-30
VISA INC-CLASS A SHRS			2013-09-30
UNION PACIFIC CORP			2013-09-30
VANGUARD INTERMEDIATE TERM B			2013-09-30
BB&T CORPORATION 3 950% 4/29/16			2013-09-30
WAL-MART STORES INC 2 875% 4/01/15			2013-09-30
MONSANTO CO NEW			2013-09-30
RALPH LAUREN CORP			2013-09-30
DIAGEO PLC - ADR			2013-09-30
FORTUNE BRANDS HOME & SECURITY			2013-09-30
LAS VEGAS SANDS CORP			2013-09-30
AMC NETWORKS INC			2013-09-30
CHIPOTLE MEXICAN GRILL INC			2013-09-30
STARBUCKS CORP COM			2013-09-30
COSTCO WHOLESALE CORP			2013-09-30
CITRIX SYS INC COM			2013-09-30

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
INTUIT COM			2013-09-30
MICROSOFT CORP			2013-09-30
TERADATA CORP			2013-09-30
ORACLE CORPORATION			2013-09-30
ACCENTURE PLC			2013-09-30
FASTENAL CO			2013-09-30
CATAMARAN CORP			2013-09-30
TEAM HEALTH HOLDINGS INC			2013-09-30
GILEAD SCIENCES INC			2013-09-30
ALEXION PHARMACEUTICALS INC			2013-09-30
CELGENE CORP COM			2013-09-30
JAZZ PHARMACEUTICALS PLC			2013-09-30
INTERCONTINENTALEXCHANGE INC			2013-09-30
INTUITIVE SURGICAL INC			2013-09-30
CERNER CORP COM			2013-09-30
THE DIRECTV GROUP HOLDINGS CL A COM			2013-09-30
CELANESE CORP			2013-08-26
ECOLAB INC			2013-08-26
STERICYCLE INC COM			2013-08-26
DANAHER CORP			2013-08-26
PRECISION CASTPARTS CORP			2013-08-26
AMAZON COM INC COM			2013-08-26
TRACTOR SUPPLY CO COM			2013-08-26
HOME DEPOT INC			2013-08-26
MONSTER BEVERAGE CORP			2013-08-26
COCA COLA CO			2013-08-26
COMPANHIA DE BEBIDAS-PRF ADR			2013-08-26
ESTEE LAUDER COMPANIES INC			2013-08-26
MONDELEZ INTERNATIONAL INC			2013-08-26
WHOLE FOODS MKT INC			2013-08-26

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
ENSCO PLC-CL A			2013-08-26
SCHLUMBERGER LTD			2013-08-26
QUALCOMM INC			2013-08-26
SANDISK CORP COM			2013-08-26
UNION PACIFIC CORP			2013-08-26
MONSANTO CO NEW			2013-08-26
DIAGEO PLC - ADR			2013-08-26
FORTUNE BRANDS HOME & SECURITY			2013-08-26
LAS VEGAS SANDS CORP			2013-08-26
STARBUCKS CORP COM			2013-08-26
COSTCO WHOLESALE CORP			2013-08-26
CITRIX SYS INC COM			2013-08-26
INTUIT COM			2013-08-26
MICROSOFT CORP			2013-08-26
ACCENTURE PLC			2013-08-26
FASTENAL CO			2013-08-26
CATAMARAN CORP			2013-08-26
TEAM HEALTH HOLDINGS INC			2013-08-26
ALEXION PHARMACEUTICALS INC			2013-08-26
CELGENE CORP COM			2013-08-26
JAZZ PHARMACEUTICALS PLC			2013-08-26
CERNER CORP COM			2013-08-26
THE DIRECTV GROUP HOLDINGS CL A COM			2013-08-26
ORACLE CORPORATION			2013-07-02
TRIMBLE NAV LTD			2013-07-02
BANK OF MONTREAL 2 125% 6/28/13			2013-06-28
PRECISION CASTPARTS CORP			2013-06-14
POLARIS INDS INC COM			2013-06-14
AMAZON COM INC COM			2013-06-14
MONDELEZ INTERNATIONAL INC			2013-06-14

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
SANDISK CORP COM			2013-06-14
APPLE INC			2013-06-14
PRAXAIR INC 2 125% 6/14/13			2013-06-14
LAS VEGAS SANDS CORP			2013-06-14
ORACLE CORPORATION			2013-06-14
ACCENTURE PLC			2013-06-14
ALLERGAN INC			2013-06-14
INTERCONTINENTALEXCHANGE INC			2013-06-14
CERNER CORP COM			2013-06-14
ALLERGAN INC			2013-05-15
MICROSOFT CORP			2013-04-16
ACCENTURE PLC			2013-04-16
NETAPP INC			2013-04-01
RACKSPACE HOSTING INC			2013-04-01
COSTCO WHOLESALE CORP			2013-04-01
HMS HLDGS CORP			2013-04-01
CELGENE CORP COM			2013-04-01
ALLERGAN INC			2013-04-01
INTERCONTINENTALEXCHANGE INC			2013-04-01
WHOLE FOODS MKT INC			2013-02-26
ULTA SALON COSMETICS & FRAGRAN			2013-02-26
COACH INC			2013-02-08
AMAZON COM INC COM			2013-02-08
TRACTOR SUPPLY CO COM			2013-02-08
CELANESE CORP			2013-01-09
ECOLAB INC			2013-01-09
STERICYCLE INC COM			2013-01-09
DANAHER CORP			2013-01-09
PRECISION CASTPARTS CORP			2013-01-09
COACH INC			2013-01-09

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
POLARIS INDS INC COM			2013-01-09
THE PRICELINE GROUP INC			2013-01-09
AMAZON COM INC COM			2013-01-09
TRACTOR SUPPLY CO COM			2013-01-09
COCA COLA CO			2013-01-09
COMPANHIA DE BEBIDAS-PRF ADR			2013-01-09
ESTEE LAUDER COMPANIES INC			2013-01-09
MONDELEZ INTERNATIONAL INC			2013-01-09
WHOLE FOODS MKT INC			2013-01-09
SCHLUMBERGER LTD			2013-01-09
QUALCOMM INC			2013-01-09
NETAPP INC			2013-01-09
GOOGLE INC			2013-01-09
RACKSPACE HOSTING INC			2013-01-09
UNION PACIFIC CORP			2013-01-09
MONSANTO CO NEW			2013-01-09
RALPH LAUREN CORP			2013-01-09
DIAGEO PLC - ADR			2013-01-09
LAS VEGAS SANDS CORP			2013-01-09
INTUIT COM			2013-01-09
CITRIX SYS INC COM			2013-01-09
MICROSOFT CORP			2013-01-09
ORACLE CORPORATION			2013-01-09
TERADATA CORP			2013-01-09
FASTENAL CO			2013-01-09
CATAMARAN CORP			2013-01-09
HMS HLDGS CORP			2013-01-09
CELGENE CORP COM			2013-01-09
ALLERGAN INC			2013-01-09
INTERCONTINENTALEXCHANGE INC			2013-01-09

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
INTUITIVE SURGICAL INC			2013-01-09
CERNER CORP COM			2013-01-09
FACEBOOK			2013-12-10
CAPITAL GAINS DIVIDENDS	P		

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
12,536		9,091	3,445
12,332		6,764	5,568
30,993		20,461	10,532
837		826	11
1,035		486	549
1,142		1,125	17
1,746		1,223	523
1,477		1,004	473
3,798		1,738	2,060
1,340		819	521
5,875		2,582	3,293
1,920		596	1,324
2,879		933	1,946
1,576		1,398	178
1,236		1,066	170
1,402		1,328	74
1,092		821	271
641		582	59
1,027		827	200
1,391		1,290	101
1,041		988	53
1,307		1,118	189
2,200		1,699	501
1,341		1,014	327
2,860		1,293	1,567
5,278		3,137	2,141
2,020		1,975	45
1,625		919	706
71,803		78,239	-6,436
1,108		918	190

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

(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)
625		316	309
1,458		1,270	188
1,899		1,197	702
637		721	-84
1,200		836	364
605		401	204
1,109		885	224
1,136		900	236
1,048		831	217
1,138		594	544
698		633	65
1,112		756	356
926		738	188
608		492	116
1,647		607	1,040
1,821		1,749	72
1,144		692	452
1,059		569	490
1,129		737	392
1,307		1,239	68
29,931		28,403	1,528
31,940		29,368	2,572
25,275		38,565	-13,290
4,670		4,957	-287
7,886		3,885	4,001
8,009		5,707	2,302
7,646		5,521	2,125
12,552		6,823	5,729
7,554		4,916	2,638
10,001		6,686	3,315

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

(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)
6,264		2,382	3,882
11,716		4,197	7,519
8,696		8,040	656
7,286		7,208	78
5,407		5,328	79
7,478		5,750	1,728
6,105		5,240	865
3,627		3,489	138
7,316		6,449	867
5,383		4,939	444
8,874		7,451	1,423
11,708		10,482	1,226
6,345		5,322	1,023
19,352		10,344	9,008
13,168		9,410	3,758
5,737		5,535	202
11,842		6,895	4,947
20,018		21,708	-1,690
107,095		102,870	4,225
103,631		103,166	465
9,466		8,262	1,204
4,065		4,365	-300
4,463		2,215	2,248
7,797		6,895	902
7,258		5,267	1,991
3,313		3,263	50
8,319		8,055	264
7,659		5,574	2,085
4,622		3,210	1,412
6,119		6,200	-81

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

(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)
6,967		6,197	770
5,844		5,399	445
5,239		6,771	-1,532
5,264		4,319	945
4,930		2,669	2,261
4,960		4,219	741
6,784		4,232	2,552
4,447		4,431	16
5,897		5,541	356
5,692		4,918	774
8,799		3,642	5,157
3,980		3,114	866
6,276		3,986	2,290
3,667		5,398	-1,731
6,093		4,617	1,476
6,938		7,125	-187
254		275	-21
454		243	211
571		408	163
331		251	80
1,076		669	407
1,425		596	829
1,184		807	377
369		350	19
296		266	30
384		379	5
37,098		31,173	5,925
332		274	58
460		414	46
523		516	7

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

(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)
32,198		33,225	-1,027
803		745	58
999		935	64
278		253	25
774		460	314
475		459	16
627		593	34
579		544	35
280		239	41
707		557	150
561		401	160
715		729	-14
317		295	22
316		300	16
364		222	142
446		454	-8
827		453	374
395		369	26
526		492	34
685		304	381
417		346	71
707		580	127
290		310	-20
13,963		14,671	-708
26,316		30,134	-3,818
100,000		101,194	-1,194
12,093		7,362	4,731
476		410	66
12,460		6,024	6,436
149		138	11

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

(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)
302		253	49
26,470		21,967	4,503
100,000		101,544	-1,544
282		239	43
170		169	1
406		222	184
37,806		30,398	7,408
864		570	294
12,874		10,053	2,821
12,377		9,842	2,535
11,664		12,387	-723
12,035		6,874	5,161
24,043		33,822	-9,779
23,407		12,189	11,218
12,144		9,546	2,598
26,796		18,371	8,425
17,976		11,910	6,066
12,257		9,528	2,729
11,180		7,983	3,197
11,894		11,266	628
30,022		34,357	-4,335
25,183		30,032	-4,849
12,003		6,857	5,146
11,934		5,362	6,572
473		551	-78
371		243	128
477		408	69
580		502	78
1,912		1,339	573
278		310	-32

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

(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)
427		410	17
3,232		2,582	650
1,294		808	486
919		466	453
565		569	-4
423		310	113
313		274	39
401		414	-13
457		416	41
360		373	-13
954		935	19
170		271	-101
3,695		3,137	558
19,014		7,238	11,776
653		460	193
479		459	20
795		873	-78
12,290		7,217	5,073
255		239	16
623		590	33
332		321	11
537		616	-79
520		417	103
314		376	-62
480		422	58
500		302	198
262		212	50
823		764	59
490		433	57
649		570	79

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

(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)
2,502		2,699	-197
407		387	20
483		483	0
13,024			13,024

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			3,445
			5,568
			10,532
			11
			549
			17
			523
			473
			2,060
			521
			3,293
			1,324
			1,946
			178
			170
			74
			271
			59
			200
			101
			53
			189
			501
			327
			1,567
			2,141
			45
			706
			-6,436
			190

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			309
			188
			702
			-84
			364
			204
			224
			236
			217
			544
			65
			356
			188
			116
			1,040
			72
			452
			490
			392
			68
			1,528
			2,572
			-13,290
			-287
			4,001
			2,302
			2,125
			5,729
			2,638
			3,315

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			3,882
			7,519
			656
			78
			79
			1,728
			865
			138
			867
			444
			1,423
			1,226
			1,023
			9,008
			3,758
			202
			4,947
			-1,690
			4,225
			465
			1,204
			-300
			2,248
			902
			1,991
			50
			264
			2,085
			1,412
			-81

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			770
			445
			-1,532
			945
			2,261
			741
			2,552
			16
			356
			774
			5,157
			866
			2,290
			-1,731
			1,476
			-187
			-21
			211
			163
			80
			407
			829
			377
			19
			30
			5
			5,925
			58
			46
			7

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-1,027
			58
			64
			25
			314
			16
			34
			35
			41
			150
			160
			-14
			22
			16
			142
			-8
			374
			26
			34
			381
			71
			127
			-20
			-708
			-3,818
			-1,194
			4,731
			66
			6,436
			11

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			49
			4,503
			-1,544
			43
			1
			184
			7,408
			294
			2,821
			2,535
			-723
			5,161
			-9,779
			11,218
			2,598
			8,425
			6,066
			2,729
			3,197
			628
			-4,335
			-4,849
			5,146
			6,572
			-78
			128
			69
			78
			573
			-32

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			17
			650
			486
			453
			-4
			113
			39
			-13
			41
			-13
			19
			-101
			558
			11,776
			193
			20
			-78
			5,073
			16
			33
			11
			-79
			103
			-62
			58
			198
			50
			59
			57
			79

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			-197
			20
			0
			13,024

Form 990PF Part XV Line 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*				
ALZHEIMERS ASSOCIATION 100 WEST HARRISON ST NORTH TOWER SUITE 200 SEATTLE, WA 98119	NONE	501(C)(3)	TO ELIMINATE ALZHEIMER'S THROUGH SCIENTIFIC RESEARCH, PROGRAM DEVELOPMENT AND AWARENESS	30,000
AMERICAN RED CROSS PO BOX 4002018 DES MOINES, IA 503402018	NONE	501(C)(3)	DISASTER RELIEF	5,000
ART CORP 4408 DELRIDGE WAY SW 110 SEATTLE, WA 98106	NONE	501(C)(3)	TO EMPOWER PEOPLE TO EXPRESS IDEAS AND FEELINGS THROUGH THE ARTS	5,000
CHILDHAVEN 316 BROADWAY SEATTLE, WA 981225325	NONE	501(C)(3)	RELIEVE HUMAN SUFFERING	5,000
ENCOMPASS NORTHWEST 1407 BOALCH AVE NW NORTH BEND, WA 98045	NONE	501(C)(3)	TO PROTECT AND SUPPORT LOCAL CHILDREN AND THEIR FAMILIES	2,500
HOPELINK 31957 E COMMERCIAL ST CARNATION, WA 98014	NONE	501(C)(3)	TO SUPPORT THE FAMILIES WHO ARE IN NEED IN THE SNO-VALLEY AREA	10,000
MAUI PREPARATORY ACADEMY 5095 NAPILIHAU ST 109B LAHAINA, HI 96761	NONE	501(C)(3)	TO SUPPORT "BRIDGE THE GAP" AND THE CORE VALUES AND EDUCATION	5,000
MILLIONAIR CLUB INC 2515 WESTERN AVE SEATTLE, WA 981211387	NONE	501(C)(3)	TO PROVIDE SUPPORT AND SERVICES TO LOCAL COMMUNITY	5,000
NORTHWEST BURN FOUNDATION 1515 NW 52ND ST SUITE A SEATTLE, WA 98107	NONE	501(C)(3)	TO SUPPORT PROGRAMS, EDUCATION AND RESEARCH	5,000
NORTHWEST HARVEST PO BOX 12272 SEATTLE, WA 98102	NONE	501(C)(3)	FIGHTING HUNGER IN WASHINGTON STATE	10,000
PACIFIC SCIENCE CENTER FOUNDATION 200 SECOND AVE NORTH SEATTLE, WA 98109	NONE	501(C)(3)	TO INSPIRE LEARING IN YOUTH AND FAMILIES THROUGH HANDS ON SCIENCE EDUCATION, EXHIBITS AND PROGRAMS	5,000
SEATTLE AQUARIUM 1483 ALASKAN WAY PIER 59 SEATTLE, WA 98101	NONE	501(C)(3)	EDUCATION AND INSPIRING CONSERVATION OF OUR MARINE ENVIRONMENT	10,000
SEATTLE CHILDREN'S HOSPITAL 4800 SAND POINT WAY NE SEATTLE, WA 98105	NONE	501(C)(3)	MEDICAL RESEARCH	85,000
WOODLAND PARK ZOO 601 N 59TH STREET SEATTLE, WA 98103	NONE	501(C)(3)	WILD ANIMAL ACQUISITION	5,000
Total . . . . ▶ **3a**				187,500

TY 2013 Accounting Fees Schedule

Name: LILY POINTE FAMILY FOUNDATION

EIN: 27-1540216

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PROFESSIONAL FEES	3,075	2,875		200

TY 2013 Investments Corporate Bonds Schedule

Name: LILY POINTE FAMILY FOUNDATION

EIN: 27-1540216

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CORPORATE OBLIGATIONS	732,905	727,720
DOMESTIC MUTUAL FUNDS	385,265	392,235

TY 2013 Investments Corporate Stock Schedule

Name: LILY POINTE FAMILY FOUNDATION

EIN: 27-1540216

Name of Stock	End of Year Book Value	End of Year Fair Market Value
EQUITIES	1,547,117	2,494,876

TY 2013 Other Expenses Schedule

Name: LILY POINTE FAMILY FOUNDATION

EIN: 27-1540216

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX	209	209		0
LICENSES AND TAXES	60	30		30

TY 2013 Other Professional Fees Schedule

Name: LILY POINTE FAMILY FOUNDATION

EIN: 27-1540216

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT	21,398	21,398		0

TY 2013 Taxes Schedule

Name: LILY POINTE FAMILY FOUNDATION

EIN: 27-1540216

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
	1,675	1,675		0