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Return of Private Foundation

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

OMB No 1545-0052

2013

Department of the Treasury
Internal Revenue ServiceDo not enter Social Security numbers on this form as it may be made public.
Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation SPITZER FOUNDATION		A Employer identification number 91-1160605
Number and street (or P.O. box number if mail is not delivered to street address) 17619 NE 67TH CT	Room/suite	B Telephone number 425-481-9030
City or town, state or province, country, and ZIP or foreign postal code REDMOND, WA 98052		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☒ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 1,584,733. (Part I, column (d) must be on cash basis.)	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		322.	322.		
4 Dividends and interest from securities		63,573.	63,573.		
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		65,117.			
b Gross sales price for all assets on line 6a		65,117.			
7 Capital gain net income (from Part IV, line 2)			65,117.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		32,310.	-23.		STATEMENT 1
12 Total. Add lines 1 through 11		161,322.	128,989.		
13 Compensation of officers, directors, trustees, etc.		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 2		5,100.	1,275.		3,825.
c Other professional fees					
17 Interest					
18 Taxes STMT 3		1,300.	0.		0.
19 Depreciation and depletion		3,220.	0.		
20 Occupancy					
21 Travel, conferences, and meetings		1,610.	0.		1,610.
22 Printing and publications					
23 Other expenses STMT 4		2,665.	0.		2,285.
24 Total operating and administrative expenses. Add lines 13 through 23		13,895.	1,275.		7,720.
25 Contributions, gifts, grants paid		93,084.			93,084.
26 Total expenses and disbursements. Add lines 24 and 25		106,979.	1,275.		100,804.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		54,343.			
b Net investment income (if negative, enter -0-)			127,714.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
			(a) Book Value	(b) Book Value (c) Fair Market Value
Assets	1 Cash - non-interest-bearing	2,867.	12,398.	12,398.
	2 Savings and temporary cash investments			
	3 Accounts receivable			
	Less: allowance for doubtful accounts			
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable STMT 5	949,993.		
	Less: allowance for doubtful accounts	0.	1,037,820.	949,993.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 6	0.	54,666.	54,166.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment: basis			
Liabilities	Less: accumulated depreciation			
	12 Investments - mortgage loans			
	13 Investments - other STMT 7	182,811.	265,932.	568,176.
	14 Land, buildings, and equipment: basis			
	Less: accumulated depreciation			
	15 Other assets (describe STATEMENT 8)	42.	0.	0.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	1,223,540.	1,282,989.	1,584,733.
	17 Accounts payable and accrued expenses		5,147.	
	18 Grants payable			
	19 Deferred revenue			
Net Assets or Fund Balances	20 Loans from officers, directors, trustees, and other disqualified persons	6,055.	6,055.	STATEMENT 9
	21 Mortgages and other notes payable	134,700.	134,700.	
	22 Other liabilities (describe)			
	23 Total liabilities (add lines 17 through 22)	140,755.	145,902.	
	Foundations that follow SFAS 117, check here ☒ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	1,082,785.	1,137,087.	
	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			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances	1,082,785.	1,137,087.	
	31 Total liabilities and net assets/fund balances	1,223,540.	1,282,989.	

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	1,082,785.
2 Enter amount from Part I, line 27a	2	54,343.
3 Other increases not included in line 2 (itemize)	3	0.
4 Add lines 1, 2, and 3	4	1,137,128.
5 Decreases not included in line 2 (itemize) PRIOR PERIOD ADJUSTMENT	5	41.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,137,087.

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 AIRPORT PARKING LLC		P	VARIOUS	VARIOUS
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 65,117.			65,117.	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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		
a			65,117.	
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 65,117.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):		{ If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3 N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	28,263.	1,589,519.	.017781
2011	34,730.	1,537,018.	.022596
2010	90,500.	1,526,364.	.059291
2009	526,055.	1,008,577.	.521581
2008	65,437.	1,447,559.	.045205
2 Total of line 1, column (d)			2 .666454
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 .133291
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 1,486,897.
5 Multiply line 4 by line 3			5 198,190.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,277.
7 Add lines 5 and 6			7 199,467.
8 Enter qualifying distributions from Part XII, line 4			8 100,804.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1 2,554.
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 2,554.
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 2,554.
6 Credits/Payments:		
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a 1,382.	
b Exempt foreign organizations - tax withheld at source	6b	
c Tax paid with application for extension of time to file (Form 8868)	6c 1,172.	
d Backup withholding erroneously withheld	6d	
7 Total credits and payments. Add lines 6a through 6d	7 2,554.	
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 0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax ☐ Refunded ☐	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>WA</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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)		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address NONE	X	
14	The books are in care of COLLEEN LAFLAM Telephone no. (425) 481-9030 Located at 17619 NE 67TH CT, REDMOND, WA ZIP+4 98052		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country	16	Yes No X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

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

Part VII B. Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

N/A

Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

Part VIII. Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 10		0.	0.	0.

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

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

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

0

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	16,301.
b Average of monthly cash balances	1b	17,591.
c Fair market value of all other assets	1c	1,475,648.
d Total (add lines 1a, b, and c)	1d	1,509,540.
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	1,509,540.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	22,643.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,486,897.
6 Minimum investment return. Enter 5% of line 5	6	74,345.

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	74,345.
2a Tax on investment income for 2013 from Part VI, line 5	2a	2,554.
b Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	2,554.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	71,791.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	71,791.
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	71,791.

Part XIII 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	100,804.
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	100,804.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	100,804.

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				71,791.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009	430,121.			
c From 2010	15,357.			
d From 2011				
e From 2012				
f Total of lines 3a through e	445,478.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 100,804.				
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				71,791.
e Remaining amount distributed out of corpus	29,013.			
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	474,491.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	474,491.			
10 Analysis of line 9:				
a Excess from 2009	430,121.			
b Excess from 2010	15,357.			
c Excess from 2011				
d Excess from 2012				
e Excess from 2013	29,013.			

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				
ACLU OF WASHINGTON FOUNDATION 904 5TH AVENUE #630 SEATTLE, WA 98164	NONE	PC: 509(A)(1) OR (2)	FOR GENERAL OPERATIONS	100.
ALS ASSOCIATION 1275 K STREET NW, SUITE 250 WASHINGTON, DC 20005	NONE	PC: 509(A)(1) OR (2)	FOR GENERAL OPERATIONS	150.
AMERICAN ASSOCIATES BEN GURION UNIVERSITY 240 TAMAL VISTA BOULEVARD, SUITE 260 CORTE MADERA, CA 94925	NONE	PC: 509(A)(1) OR (2)	FOR GENERAL OPERATIONS	1,290.
AMERICAN FOUNDATION FOR SUICIDE PREVENTION 3330 CESAR CHAVEZ STREET SAN FRANCISCO, CA 94107	NONE	PC: 509(A)(1) OR (2)	FOR GENERAL OPERATIONS	100.
ANTI-DEFAMATION LEAGUE 60 STEWART STREET SEATTLE, WA 98101	NONE	PC: 509(A)(1) OR (2)	FOR GENERAL OPERATIONS	365.
Total	SEE CONTINUATION SHEET(S)			93,084.
b Approved for future payment				
NONE				
Total				0.

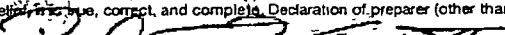
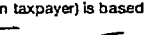
Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

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

[illegible]

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

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

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.					May the IRS discuss this return with the preparer shown below (see instr.)? ☒ Yes ☐ No		
	Signature of officer or trustee 		Date 5-19-14		Title PRESIDENT			
Paid Preparer Use Only	Print/Type preparer's name JENNIFER BECKER HARRIS		Preparer's signature JENNIFER BECKER HARRIS 		Date 5/22/14		Check ☐ if self-employed	PTIN P00183358
	Firm's name ▶ CLARK NUBER, PS					Firm's EIN ▶ 91-1194016		
	Firm's address ▶ 10900 NE 4TH STREET, SUITE 1700 BELLEVUE, WA 98004					Phone no. 425-454-4919		

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
B'NAI B'RITH INTERNATIONAL 2020 K STREET NW, 7TH FLOOR WASHINGTON, DC 20006	NONE	PC: 509(A)(1) OR (2)	FOR GENERAL OPERATIONS	5,258.
BB SWEDISH FOUNDATION 747 BROADWAY SEATTLE, WA 98122	NONE	PC: 509(A)(1) OR (2)	FOR GENERAL OPERATIONS	100.
BELLEVUE COLLEGE FOUNDATION 3000 LANDERHOLM CIRCLE SE, NO A101 BELLEVUE, WA 98007	NONE	PC: 509(A)(1) OR (2)	FOR GENERAL OPERATIONS	250.
BOY SCOUTS OF AMERICA 3120 RAINIER AVENUE S SEATTLE, WA 98144	NONE	PC: 509(A)(1) OR (2)	FOR GENERAL OPERATIONS	250.
CENTER FOR CHILDREN AND YOUTH JUSTICE 615 SECOND AVENUE, SUITE 275 SEATTLE, WA 98104	NONE	PC: 509(A)(1) OR (2)	FOR GENERAL OPERATIONS	250.
CITY OF HOPE NATIONAL MEDICAL CENTER 1500 E DUARTE ROAD DUARTE, CA 91010	NONE	PC: 509(A)(1) OR (2)	FOR GENERAL OPERATIONS	180.
COLLEGE SUCCESS FOUNDATION 1605 NW SAMMAMISH ROAD, SUITE 200 ISSAQUAH, WA 98027	NONE	PC: 509(A)(1) OR (2)	FOR GENERAL OPERATIONS	460.
COLUMBIA LAW 435 W 116TH STREET NEW YORK, NY 10027	NONE	PC: 509(A)(1) OR (2)	FOR GENERAL OPERATIONS	250.
CONGREGATION BETH SHALOM 6800 35TH AVENUE NE SEATTLE, WA 98115	NONE	PC: 509(A)(1) OR (2)	FOR GENERAL OPERATIONS	3,000.
CONSUMER REPORTS FOUNDATION 101 TRUMAN AVENUE YONKERS, NY 10703	NONE	PC: 509(A)(1) OR (2)	FOR GENERAL OPERATIONS	35.
Total from continuation sheets				91,079.

(Part XV) Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
CROHN'S & COLITIS FOUNDATION OF AMERICA 9 LAKE BELLEVUE DRIVE #203 BELLEVUE, WA 98005	NONE	PC: 509(A)(1) OR (2)	FOR GENERAL OPERATIONS	100.
DEFENDERS OF WILDLIFE 1130 17TH STREET NW WASHINGTON, DC 20036	NONE	PC: 509(A)(1) OR (2)	FOR GENERAL OPERATIONS	50.
EQUAL JUSTICE AMERICA 13540 EAST BOUNDARY ROAD MIDLOTHIAN, VA 23112	NONE	PC: 509(A)(1) OR (2)	FOR GENERAL OPERATIONS	150.
HELP FOR HEROISM 270 SOUTH HANFORD STREET SEATTLE, WA 98134	NONE	PC: 509(A)(1) OR (2)	FOR GENERAL OPERATIONS	1,000.
JEWISH DAY SCHOOL 15749 NE 4TH STREET BELLEVUE, WA 98008	NONE	PC: 509(A)(1) OR (2)	FOR GENERAL OPERATIONS	25,350.
JEWISH FAMILY SERVICES 1601 16TH AVENUE SEATTLE, WA 98122	NONE	PC: 509(A)(1) OR (2)	FOR GENERAL OPERATIONS	500.
JEWISH FEDERATION 2031 THIRD AVENUE SEATTLE, WA 98121	NONE	PC: 509(A)(1) OR (2)	FOR GENERAL OPERATIONS	25,060.
JEWISH NATIONAL FUND 42 EAST 69TH STREET NEW YORK, NY 10021	NONE	PC: 509(A)(1) OR (2)	FOR GENERAL OPERATIONS	1,500.
JUVENILE DIABETES RESEARCH FOUNDATION 26 BROADWAY NEW YORK, NY 10004	NONE	PC: 509(A)(1) OR (2)	FOR GENERAL OPERATIONS	50.
KAVANA COOPERATIVE PO BOX 19666 SEATTLE, WA 98109	NONE	PC: 509(A)(1) OR (2)	FOR GENERAL OPERATIONS	100.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
KCLS FOUNDATION 960 NEWPORT WAY NW ISSAQUAH, WA 98027	NONE	PC: 509(A)(1) OR (2)	FOR GENERAL OPERATIONS	4,600.
KPLU 12180 PARK AVENUE S TACOMA, WA 98447	NONE	PC: 509(A)(1) OR (2)	FOR GENERAL OPERATIONS	50.
LAMBERT HOUSE 1818 15TH AVENUE SEATTLE, WA 98122	NONE	PC: 509(A)(1) OR (2)	FOR GENERAL OPERATIONS	100.
LAW FUND 1325 FOURTH AVENUE, SUITE 1335 SEATTLE, WA 98101	NONE	PC: 509(A)(1) OR (2)	FOR GENERAL OPERATIONS	1,000.
LEUKEMIA AND LYMPHOMA SOCIETY OF SEATTLE 123 NW 36TH STREET #100 SEATTLE, WA 98107	NONE	PC: 509(A)(1) OR (2)	FOR GENERAL OPERATIONS	72.
MERCER ISLAND SCHOOL FOUNDATION PO BOX 1243 MERCER ISLAND, WA 98040	NONE	PC: 509(A)(1) OR (2)	FOR GENERAL OPERATIONS	250.
MUSCULAR DYSTROPHY ASSOCIATION 3300 E SUNRISE DRIVE TUCSON, AZ 85718	NONE	PC: 509(A)(1) OR (2)	FOR GENERAL OPERATIONS	100.
MUSIC WORKS NORTHWEST 14360 SE EASTGATE WAY BELLEVUE, WA 98007	NONE	PC: 509(A)(1) OR (2)	FOR GENERAL OPERATIONS	52.
NATIONAL MULTIPLE SCLEROSIS SOCIETY 100 192 NICKERSON STREET SEATTLE, WA 98109	NONE	PC: 509(A)(1) OR (2)	FOR GENERAL OPERATIONS	72.
NATIONAL WILDLIFE FEDERATION PO BOX 1583 MERRIFIELD, VA 22116	NONE	PC: 509(A)(1) OR (2)	FOR GENERAL OPERATIONS	50.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
NETWORK FOR GOOD 1140 CONNECTICUT AVENUE NW, SUITE 700 WASHINGTON, DC 20036	NONE	PC: 509(A)(1) OR (2)	FOR GENERAL OPERATIONS	607.
SAMUEL AND ALTHEA STROUM JEWISH COMMUNITY CENTER 3801 E MERCER WAY MERCER ISLAND, WA 98040	NONE	PC: 509(A)(1) OR (2)	FOR GENERAL OPERATIONS	360.
SEATTLE HUMANE SOCIETY 13212 SE EASTGATE WAY BELLEVUE, WA 98005	NONE	PC: 509(A)(1) OR (2)	FOR GENERAL OPERATIONS	50.
SEATTLE REPERTORY THEATRE PO BOX 900923 SEATTLE, WA 98109	NONE	PC: 509(A)(1) OR (2)	FOR GENERAL OPERATIONS	100.
SEATTLE SYMPHONY PO BOX 21906 SEATTLE, WA 98111	NONE	PC: 509(A)(1) OR (2)	FOR GENERAL OPERATIONS	150.
STAND WITH US PO BOX 341069 LOS ANGELES, CA 90034	NONE	PC: 509(A)(1) OR (2)	FOR GENERAL OPERATIONS	360.
STANFORD UNIVERSITY 450 SERRA MALL STANFORD, CA 94305	NONE	PC: 509(A)(1) OR (2)	FOR GENERAL OPERATIONS	1,000.
THE FRIENDSHIP CIRCLE 2737 77TH AVENUE SE MERCER ISLAND, WA 98040	NONE	PC: 509(A)(1) OR (2)	FOR GENERAL OPERATIONS	978.
THE JIMMY FUND 10 BROOKLINE PLACE W, 6TH FLOOR BROOKLINE, MA 02445-7295	NONE	PC: 509(A)(1) OR (2)	FOR GENERAL OPERATIONS	250.
UNITED SERVICE ORGANIZATION 2111 WILSON BOULEVARD, SUITE 1200 ARLINGTON, VA 22201	NONE	PC: 509(A)(1) OR (2)	FOR GENERAL OPERATIONS	50.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
UNITED WAY OF KING COUNTY 720 2ND AVENUE SEATTLE, WA 98104	NONE	PC: 509(A)(1) OR (2)	FOR GENERAL OPERATIONS	15,000.
UW FOUNDATION PO BOX 359505 SEATTLE, WA 98195	NONE	PC: 509(A)(1) OR (2)	FOR GENERAL OPERATIONS	610.
UW KUOW FOUNDATION 4518 UNIVERSITY WAY NE, SUITE 310 SEATTLE, WA 98105	NONE	PC: 509(A)(1) OR (2)	FOR GENERAL OPERATIONS	275.
VIRGINIA MASON FOUNDATION 1218 TERRY AVENUE, SUITE 105 SEATTLE, WA 98101	NONE	PC: 509(A)(1) OR (2)	FOR GENERAL OPERATIONS	50.
WASHINGTON STATE BUDGET AND POLICY CENTER 1402 THIRD AVENUE, SUITE 1215 SEATTLE, WA 98101	NONE	PC: 509(A)(1) OR (2)	FOR GENERAL OPERATIONS	1,000.
Total from continuation sheets				

FORM 990-PF	OTHER INCOME		STATEMENT	1
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	
AIRPORT PRKNG, LLC	24,421.	0.		
ICAHN ENTERPRISES LP	50.	-23.		
SOUND COMM NORTHGATE LLC	7,839.	0.		
TOTAL TO FORM 990-PF, PART I, LINE 11	32,310.	-23.		

FORM 990-PF	ACCOUNTING FEES		STATEMENT	2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	5,100.	1,275.		3,825.
TO FORM 990-PF, PG 1, LN 16B	5,100.	1,275.		3,825.

FORM 990-PF	TAXES		STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAXES	1,300.	0.		0.
TO FORM 990-PF, PG 1, LN 18	1,300.	0.		0.

FORM 990-PF	OTHER EXPENSES		STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DUES AND SUBSCRIPTIONS	2,243.	0.		2,243.
CHARITABLE CONTRIBUTIONS FROM K-1	14.	0.		14.
MISCELLANEOUS	408.	0.		28.
TO FORM 990-PF, PG 1, LN 23	2,665.	0.		2,285.

FORM 990-PF OTHER NOTES AND LOANS REPORTED SEPARATELY STATEMENT 5

BORROWER'S NAME			TERMS OF REPAYMENT	INTEREST RATE
SOUTH 200TH STREET STATION LOAN			INTEREST ONLY	6.50%
DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION
08/01/00	07/31/28	606,091.	NONE	0.

SECURITY PROVIDED BY BORROWER	PURPOSE OF LOAN
SECURED BY PURCHASED LAND - DT	TO PURCHASE PARKING LOT

RELATIONSHIP OF BORROWER	BALANCE DUE	DOUBTFUL ACCT ALLOWANCE	FMV OF LOAN
	889,993.	0.	889,993.

BORROWER'S NAME			TERMS OF REPAYMENT	INTEREST RATE
TRENTON ASSOCIATES			DEMAND	18.00%
DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION
06/21/13	VARIOUS	60,000.	NONE	0.

SECURITY PROVIDED BY BORROWER	PURPOSE OF LOAN
NONE	INVESTMENT

RELATIONSHIP OF BORROWER	BALANCE DUE	DOUBTFUL ACCT ALLOWANCE	FMV OF LOAN
NONE	60,000.	0.	60,000.

TOTAL TO FORM 990-PF, PART II, LINE 7	949,993.	0.	949,993.
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FORM 990-PF	CORPORATE STOCK	STATEMENT	6
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
4,000.00 SHS TOWERSTREAM CORP	9,764.	11,840.	
22,000.00 SHS ELEPHANT TALK COMMUNICATIONS	19,902.	27,060.	
508,850 SHS MICROPLANET TECHNOLOGY CORP	25,000.	15,266.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	54,666.	54,166.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	7
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ICAHN ENTERPRISES LP	COST	1,007.	1,007.
AIRPORT PARKING LLC	COST	-302,244.	0.
SOUND COMMUNITIES NORTHGATE PLAZA LLC	COST	567,169.	567,169.
TOTAL TO FORM 990-PF, PART II, LINE 13		265,932.	568,176.

FORM 990-PF	OTHER ASSETS	STATEMENT	8
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ICAHN DISTRIBUTION RECEIVABLE	42.	0.	0.
TO FORM 990-PF, PART II, LINE 15	42.	0.	0.

FORM 990-PF	LOANS PAYABLE TO OFFICERS, DIRECTORS, ETC.	STATEMENT	9
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LENDER'S NAME AND TITLE

THE ESTATE OF JACK SPITZER

<u>DATE OF NOTE</u>	<u>MATURITY DATE</u>	<u>INTEREST RATE</u>	<u>TERMS OF REPAYMENT</u>
01/01/02	12/31/02	.00%	REVOLVING

SECURITY PROVIDED BY BORROWER

NONE

PURPOSE OF LOAN

TO FUND OPERATIONS

<u>DESCRIPTION OF CONSIDERATION</u>	<u>FMV OF CONSIDERATION</u>	<u>ORIGINAL LOAN AMOUNT</u>	<u>BALANCE DUE</u>
NONE	0.	40,000.	6,055.

TOTAL TO FORM 990-PF, PART II, LINE 20, COLUMN B

6,055.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 10

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ROBERT SPITZER 17619 NE 67TH CT REDMOND, WA 98052	PRESIDENT 2.00	0.	0.	0.
KATHLEEN SPITZER 17619 NE 67TH CT REDMOND, WA 98052	SECRETARY 2.00	0.	0.	0.
SAMARA I SPITZER 17619 NE 67TH CT REDMOND, WA 98052	DIRECTOR 2.00	0.	0.	0.
PHILIP N SPITZER 17619 NE 67TH CT REDMOND, WA 98052	DIRECTOR 2.00	0.	0.	0.
HARRY A SPITZER 17619 NE 67TH CT REDMOND, WA 98052	DIRECTOR 2.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.