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Form

990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

OMB No 1545-0052






2013

Open to Public Inspection



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

Name of foundation The Satterberg Foundation Inc		A Employer identification number 91-1501066	
% SATTERBERG FOUNDATION		B Telephone number (see instructions) (206) 441-3045	
Number and street (or P O box number if mail is not delivered to street address) 1904 3rd AVENUE Suite 825		C If exemption application is pending, check here <input type="checkbox"/>	
City or town, state or province, country, and ZIP or foreign postal code SEATTLE, WA 98101		D 1. Foreign organizations, check here <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change		2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <input checked="" type="checkbox"/> \$ 106,171,361		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	100,668,180			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	436,057	436,057		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	108,107			
	b Gross sales price for all assets on line 6a 887,639				
	7 Capital gain net income (from Part IV, line 2) . . .		108,107		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	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	101,212,344	544,164		
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages	41,747			41,747
	15 Pension plans, employee benefits	2,311			2,311
	16a Legal fees (attach schedule)	3,715	0	0	3,715
	b Accounting fees (attach schedule)	2,200	1,100	0	1,100
	c Other professional fees (attach schedule)	95,817	22,015		73,802
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	4,343	516		3,123
	19 Depreciation (attach schedule) and depletion . . .	47			
	20 Occupancy	33,039			33,039
	21 Travel, conferences, and meetings	28,210			28,210
	22 Printing and publications	1,401			1,401
	23 Other expenses (attach schedule)	9,318			9,116
	24 Total operating and administrative expenses. Add lines 13 through 23	222,148	23,631	0	197,564
	25 Contributions, gifts, grants paid	2,370,099			2,370,099
	26 Total expenses and disbursements. Add lines 24 and 25	2,592,247	23,631	0	2,567,663
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	98,620,097			
	b Net investment income (if negative, enter -0-)		520,533		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	173,418	234,004	234,004
	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 (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)	193,780	 0	0
	b	Investments—corporate stock (attach schedule)	875,299	 79,905,945	105,657,680
	c	Investments—corporate bonds (attach schedule).	400,262	 278,167	266,529
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	164,615	 6,343	6,661
	14	Land, buildings, and equipment basis ▶ _____ 6,534 Less accumulated depreciation (attach schedule) ▶ 47		 6,487	6,487
Liabilities	15	Other assets (describe ▶ _____)			
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	1,807,374	80,430,946	106,171,361
	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 ▶ _____)			
Net Assets or Fund Balances	23	Total liabilities (add lines 17 through 22)		0	
		Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	1,807,374	80,430,946	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see page 17 of the instructions)	1,807,374	80,430,946	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,807,374	80,430,946	

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	1,807,374
2	Enter amount from Part I, line 27a	2	98,620,097
3	Other increases not included in line 2 (itemize) ▶ _____ 	3	804,394
4	Add lines 1, 2, and 3	4	101,231,865
5	Decreases not included in line 2 (itemize) ▶ _____ 	5	20,800,919
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	80,430,946

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a	PUBLICLY TRADED SECURITIES	P		
b	CAPITAL GAIN DIVIDENDS	P		
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 883,379		780,983	103,847
b			4,260
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			102,396
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	108,107
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	439,559	2,633,821	0 16689
2011	418,865	2,948,784	0 142047
2010	443,082	3,106,320	0 142639
2009	444,277	3,118,454	0 142467
2008	576,502	3,938,474	0 146377

2 Total of line 1, column (d).	2	0 74042
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 148084
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	25,415,775
5 Multiply line 4 by line 3.	5	3,763,670
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	5,205
7 Add lines 5 and 6.	7	3,768,875
8 Enter qualifying distributions from Part XII, line 4. 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	8	2,574,197

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		
	Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	10,411
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	
3	Add lines 1 and 2.	3	10,411
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	10,411
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	1,512
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d.	7	1,512
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> 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	8,899
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-AStatements Regarding Activities

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

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶www.satterberg.org				
14	The books are in care of ▶SATTERBERG FOUNDATION Telephone no ▶(206) 441-3045			
	Located at ▶1904 THIRD AVE SUITE 825 SEATTLE WA ZIP +4 ▶981013327			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ <input type="checkbox"/>			
	and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶			

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>	1b		No
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?.	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?. <input type="checkbox"/> Yes <input type="checkbox"/> 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?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i>).	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
See Additional Data Table				

2

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances

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

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
Philanthropy Northwest 2101 Fourth Ave Suite 650 SEATTLE, WA 98121	Consulting	69,349
Total number of others receiving over \$50,000 for professional services.		

Part IX-A

Summary of Direct Charitable Activities

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

Part IX-B

Summary of Program-Related Investments (see instructions)

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

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	25,732,966
b	Average of monthly cash balances.	1b	69,851
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	25,802,817
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	25,802,817
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	387,042
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	25,415,775
6	Minimum investment return. Enter 5% of line 5.	6	1,270,789

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	1,270,789
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	10,411
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	10,411
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	1,260,378
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	1,260,378
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	1,260,378

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	2,567,663
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	6,534
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	2,574,197
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	2,574,197
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				1,260,378
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			0	
b Total for prior years 2011 , 2010 , 2009		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.	392,743			
b From 2009.	271,848			
c From 2010.	289,588			
d From 2011.	269,264			
e From 2012.	305,167			
f Total of lines 3a through e.	1,528,610			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 2,574,197				
a Applied to 2012, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2013 distributable amount.				1,260,378
e Remaining amount distributed out of corpus	1,313,819			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,842,429			
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.				
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).				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . .	392,743			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	2,449,686			
10 Analysis of line 9				
a Excess from 2009. . . .	271,848			
b Excess from 2010. . . .	289,588			
c Excess from 2011. . . .	269,264			
d Excess from 2012. . . .	305,167			
e Excess from 2013. . . .	1,313,819			

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

1a

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

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

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

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

1

Information Regarding Foundation Managers:

a

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

NONE

b

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

NONE

2

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

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

a

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

MARY PIGOTT - SATTERBERG FOUNDATION
1904 3RD AVE 825
SEATTLE, WA 98101
(206) 441-3045

b

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

APPLICATION INFORMATION AVAILABLE ON THE FOUNDATION'S WEBSITE WWW.SATTERBERG.ORG

c

Any submission deadlines

DEADLINE INFORMATION AVAILABLE ON THE FOUNDATION'S WEBSITE WWW.SATTERBERG.ORG

d

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

GUIDELINES AND RESTRICTIONS INFORMATION AVAILABLE ON THE FOUNDATION'S WEBSITE WWW.SATTERBERG.ORG

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	2,370,099
b Approved for future payment Seattle Children's Hospital Foundation 4800 Sand Point Way NE Seattle, WA 98105	N/A	PC	GENERAL SUPPORT	3,996,110
Museum of Flight 9404 East Marginal Way S Seattle, WA 98108	N/A	PC	GENERAL SUPPORT	3,996,110
Total			3b	7,992,220

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2013)

Part XVII

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

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?

Yes

No

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.

Signature of officer or trustee

2014-05-14

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
RICK A STARKENBURG

Preparer's Signature

Date

Check if self-employed ☐

PTIN

Firm's name

KING & OLIASON PLLC

Firm's EIN

Firm's address

514 SECOND AVE WEST SEATTLE, WA 981193928


Phone no (206) 285-7242

Form 990-PF (2013)


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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MARY PIGOTT	EXECUTIVE DIRECTOR 2 0	0		
1904 3rd AVENUE SEATTLE,WA 98101				
JUDY PIGOTT	DIRECTOR 2 0	0		
1904 3rd AVENUE SEATTLE,WA 98101				
MICHAEL PIGOTT	DIRECTOR 2 0	0		
1904 3rd AVENUE SEATTLE,WA 98101				
KATHERINE LAZARUS	SECRETARY 2 0	0		
1904 3rd AVENUE SEATTLE,WA 98101				
J DAVID LAZARUS	DIRECTOR 2 0	0		
1904 3rd AVENUE SEATTLE,WA 98101				
FRANK HELSELL	DIRECTOR 2 0	0		
1904 3rd AVENUE SEATTLE,WA 98101				
BEN LAZARUS	PRESIDENT/DIRECTOR 2 0	0		
1904 3rd AVENUE SEATTLE,WA 98101				
PETE HELSELL	TREASURER/DIRECTOR 2 0	0		
1904 3rd AVENUE SEATTLE,WA 98101				
AMY SHAMAH	DIRECTOR 2 0	0		
1904 3rd AVENUE SEATTLE,WA 98101				
BANK OF AMERICA N A	AGENT 2 0	0		
800 5TH AVENUE FL 33 SEATTLE,WA 98104				
Mashanda Lazarus	Director 2 0	0		
1904 3rd AVENUE SEATTLE,WA 98101				


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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
EASTSIDE FRIENDS OF SENIORS 1121 228th AVE SE SAMMAMISH,WA 98075	N/A	PC	GENERAL SUPPORT	5,000
HOPE IN CHRIST MINISTRIES DBA 837 4th STREET BREMERTON,WA 98337	N/A	PC	GENERAL SUPPORT	2,665
LOPEZ ISLAND FAMILY RESOURCE CTR PO Box 732 Lopez Island,WA 98261	N/A	PC	GENERAL SUPPORT	1,750
OUR FORGOTTEN WARRIORS 4570 Avery Lane SE Ste C 131 Lacey,WA 98503	N/A	PC	GENERAL SUPPORT	5,000
WA BUS EDUCATION FUND PO Box 20188 SEATTLE,WA 98102	N/A	PC	GENERAL SUPPORT	5,000
ZENO 1404 East Yesler Way Suite 204 SEATTLE,WA 98122	N/A	PC	GENERAL SUPPORT	4,000
ARTSWEST 4711 California Ave SW SEATTLE,WA 98116	N/A	PC	GENERAL SUPPORT	10,000
NW NATURAL RESOURCES GROUP 1917 1st Ave Suite 200 Seattle,WA 98101	N/A	PC	GENERAL SUPPORT	25,000
SEATTLE AQUARIUM SOCIETY 3227 207th PI SE BOTHELL,WA 98012	N/A	PC	GENERAL SUPPORT	35,000
ARTS CORPS 4408 Delridge Way SW SEATTLE,WA 98106	N/A	PC	GENERAL SUPPORT	20,000
EAST BAY CENTER FOR THE PERFORMING ARTS 339 11th St RICHMOND,CA 94801	N/A	PC	GENERAL SUPPORT	10,000
KCRW FOUNDATION INC 1900 Pico Blvd SANTA MONICA,CA 90405	N/A	PC	GENERAL SUPPORT	5,000
KING COUNTY LIBRARY SYSTEM 960 Newport Way NW Issaquah,WA 98027	N/A	PC	GENERAL SUPPORT	6,904
MONARCH SCHOOL PROJECT 1625 Newton Avenue San Diego,CA 92113	N/A	PC	GENERAL SUPPORT	15,000
SOUTHERN CALIFORNIA PUBLIC RADIO 474 South Raymond Avenue Pasadena,CA 91105	N/A	PC	GENERAL SUPPORT	5,000
Total  3a				2,370,099

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
VERMONT WORKS FOR WOMEN VERMONT WORKS FOR WOMEN Winooski, VT 05404	N/A	PC	GENERAL SUPPORT	20,000
FREMONT HIGH SCHOOL BAND 1279 Sunnyvale Saratoga Rd Sunnyvale, CA 94087	N/A	PC	GENERAL SUPPORT	15,000
COMMUNITIES IN SCHOOLS PO Box 24872 Seattle, WA 98124	N/A	PC	GENERAL SUPPORT	5,000
BIKE WORKS 3709 S Ferdinand St Seattle, WA 98118	N/A	PC	GENERAL SUPPORT	5,000
EASTSIDE BABY CORNER 1510 NW Maple St Issaquah, WA 98027	N/A	PC	GENERAL SUPPORT	5,000
GIRLS INCORPORATED OF SAN DIEGO PO Box 300683 Escondido, CA 92030	N/A	PC	GENERAL SUPPORT	4,000
INTERFAITH ASSOCIATE OF NORTHWEST WASHINGTON PO Box 12824 Everett, WA 98206	N/A	PC	GENERAL SUPPORT	5,000
OPEN ARMS PERINATAL SERVICES 2524 16th Ave S 207A Seattle, WA 98144	N/A	PC	GENERAL SUPPORT	5,000
SEATTLE JAZZED PO BOX 28808 Seattle, WA 98118	N/A	PC	GENERAL SUPPORT	5,000
MUSEUM OF FLIGHT 9404 East Marginal Way S Seattle, WA 98108	N/A	PC	GENERAL SUPPORT FOR ADDITIONAL INFORMATION, SEE ATTACHMENT A	1,003,890
SEATTLE CHILDREN'S HOSPITAL FOUNDATION 4800 Sand Point Way NE Seattle, WA 98105	N/A	PC	GENERAL SUPPORT FOR ADDITIONAL INFORMATION, SEE ATTACHMENT A	1,003,890
AMERICAN FRIENDS SERVICE 814 NE 40th St Seattle, WA 98105	N/A	PC	GENERAL SUPPORT	7,500
INVESTIGATE WEST 401 Mercer St Seattle, WA 98109	N/A	PC	GENERAL SUPPORT	5,000
LEGAL VOICE 907 Pine St 500 Seattle, WA 98101	N/A	PC	GENERAL SUPPORT	10,000
PUGET SOUND SAGE 1032 S Jackson St Ste 203 Seattle, WA 98104	N/A	PC	GENERAL SUPPORT	5,000
Total  3a				2,370,099

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
REAL CHANGE 2129 2nd Ave Seattle, WA 98121	N/A	PC	GENERAL SUPPORT	15,000
SEATTLE EDUCATION ACCESS 1406 NE 50th St 202 seattle, WA 98105	N/A	PC	GENERAL SUPPORT	10,000
SEATTLE YOUNG PEOPLE'S PROJECT 510B Maynard Ave S Seattle, WA 98104	N/A	PC	GENERAL SUPPORT	20,000
SHARE 2306 NE Andresen Road Vancouver, WA 98661	N/A	PC	GENERAL SUPPORT	20,000
WASHINGTON LOWINCOME HOUSING 1411 Fourth Ave Ste 850 Seattle, WA 98101	N/A	PC	GENERAL SUPPORT	10,000
WASHINGTON STATE COURT APPOINTED SPECIAL ADVOCATES PO Box 19209 SEATTLE, WA 98109	N/A	PC	GENERAL SUPPORT	20,000
SUSTAINABLE COMMUNITY GARDENS 752 S Mary Ave Sunnyvale, CA 94087	N/A	PC	GENERAL SUPPORT	8,000
STONEWALL YOUTH 203 4th Ave E 516 Olympia, WA 98501	N/A	PC	GENERAL SUPPORT	7,500
Total  3a				2,370,099

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2013

Name of the organization The Satterberg Foundation Inc	Employer identification number 91-1501066
---	--

Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	<input type="checkbox"/> 501(c)() (enter number) organization
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation
	<input type="checkbox"/> 527 political organization
Form 990-PF	<input checked="" type="checkbox"/> 501(c)(3) exempt private foundation
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation
	<input type="checkbox"/> 501(c)(3) taxable private foundation

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

General Rule

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

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

Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization The Satterberg Foundation Inc	Employer identification number 91-1501066
--	---

Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **\$1,000 or less** for the year (Enter this information once See instructions) ▶ \$

Use duplicate copies of Part III if additional space is needed

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

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

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

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

Form **4562**

Department of the Treasury
Internal Revenue Service (99)

Depreciation and Amortization
(Including Information on Listed Property)

▶ See separate instructions. ▶ Attach to your tax return.

OMB No 1545-0172

2013

Attachment
Sequence No **179**

Name(s) shown on return The Satterberg Foundation Inc	Business or activity to which this form relates GENERAL DEPRECIATION	Identifying number 91-1501066
--	---	---

Part I

Election To Expense Certain Property Under Section 179

Note: If you have any listed property, complete Part V before you complete Part I.

1 Maximum amount (see instructions)	1	
2 Total cost of section 179 property placed in service (see instructions)	2	
3 Threshold cost of section 179 property before reduction in limitation (see instructions)	3	\$ 2,600,000
4 Reduction in limitation Subtract line 3 from line 2 If zero or less, enter -0-	4	
5 Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions	5	

6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost	
7	Listed property Enter the amount from line 29	7		
8	Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8		
9	Tentative deduction Enter the smaller of line 5 or line 8	9		
10	Carryover of disallowed deduction from line 13 of your 2012 Form 4562	10		
11	Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instructions)	11		
12	Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12		
13	Carryover of disallowed deduction to 2014 Add lines 9 and 10, less line 12 .▶	13		

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

Part II

Special Depreciation Allowance and Other Depreciation (Do not include listed property) (See instructions)

14 Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15 Property subject to section 168(f)(1) election	15	
16 Other depreciation (including ACRS)	16	47

Part III

MACRS Depreciation (Do not include listed property.) (See instructions.)

Section A

17 MACRS deductions for assets placed in service in tax years beginning before 2013	17	
18 If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ▶ <input type="checkbox"/>		

Section B—Assets Placed in Service During 2013 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only—see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27 5 yrs	MM	S/L	
			27 5 yrs	MM	S/L	
i Nonresidential real property			39 yrs	MM	S/L	
				MM	S/L	

Section C—Assets Placed in Service During 2013 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year			40 yrs	MM	S/L	

Part IV

Summary (see instructions.)

21 Listed property Enter amount from line 28	21	
22 Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations—see instructions	22	47
23 For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V

Listed Property (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)
Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete **only** 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

Section A—Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles.)

24a Do you have evidence to support the business/investment use claimed? <input type="checkbox"/> Yes <input type="checkbox"/> No						24b If "Yes," is the evidence written? <input type="checkbox"/> Yes <input type="checkbox"/> No		
(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation/ deduction	(i) Elected section 179 cost
25Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions)							25	
26 Property used more than 50% in a qualified business use								
		%						
		%						
		%						
27 Property used 50% or less in a qualified business use								
		%				S/L -		
		%				S/L -		
		%				S/L -		
28 Add amounts in column (h), lines 25 through 27 Enter here and on line 21, page 1						28		
29 Add amounts in column (i), line 26 Enter here and on line 7, page 1							29	

Section B—Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person
If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles

30 Total business/investment miles driven during the year (do not include commuting miles) . . .	(a) Vehicle 1		(b) Vehicle 2		(c) Vehicle 3		(d) Vehicle 4		(e) Vehicle 5		(f) Vehicle 6	
31 Total commuting miles driven during the year . . .												
32 Total other personal(noncommuting) miles driven . . .												
33 Total miles driven during the year Add lines 30 through 32												
34 Was the vehicle available for personal use during off-duty hours?	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use? . . .												

Section C—Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who **are not** more than 5% owners or related persons (see instructions)

37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?	Yes	No
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners . . .		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions)		
Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles		

Part VI Amortization

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2013 tax year (see instructions)					
43 Amortization of costs that began before your 2013 tax year				43	
44 Total. Add amounts in column (f) See the instructions for where to report				44	

TY 2013 Accounting Fees Schedule

Name: The Satterberg Foundation Inc

EIN: 91-1501066

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEE	2,200	1,100		1,100

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2013 Depreciation Schedule

Name: The Satterberg Foundation Inc

EIN: 91-1501066

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
Furniture	2013-12-27	2,546		SL	7				
Furniture	2013-11-26	3,988		SL	7	47			

TY 2013 Investments Corporate Bonds Schedule

Name: The Satterberg Foundation Inc

EIN: 91-1501066

Name of Bond	End of Year Book Value	End of Year Fair Market Value
US TRUST	278,167	266,529

**TY 2013 Investments Corporate
Stock Schedule**

Name: The Satterberg Foundation Inc
EIN: 91-1501066

Name of Stock	End of Year Book Value	End of Year Fair Market Value
US TRUST	79,905,945	105,657,680

TY 2013 Investments Government Obligations Schedule

Name: The Satterberg Foundation Inc

EIN: 91-1501066

US Government Securities - End of

Year Book Value:

0

US Government Securities - End of

Year Fair Market Value:

0

**State & Local Government
Securities - End of Year Book
Value:**

**State & Local Government
Securities - End of Year Fair
Market Value:**

TY 2013 Investments - Land Schedule

Name: The Satterberg Foundation Inc

EIN: 91-1501066

TY 2013 Investments - Other Schedule

Name: The Satterberg Foundation Inc

EIN: 91-1501066

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
US TRUST	AT COST	6,343	6,661

TY 2013 Land, Etc. Schedule

Name: The Satterberg Foundation Inc

EIN: 91-1501066

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
Furniture	2,546		2,546	
Furniture	3,988	47	3,941	

TY 2013 Legal Fees Schedule

Name: The Satterberg Foundation Inc

EIN: 91-1501066

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	3,715			3,715

TY 2013 Other Decreases Schedule**Name:** The Satterberg Foundation Inc**EIN:** 91-1501066

Description	Amount
BOOK/TAX DIFFERENCE ON CONTRIBUTED	0
SECURITIES	20,800,919

TY 2013 Other Expenses Schedule**Name:** The Satterberg Foundation Inc**EIN:** 91-1501066

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PAYROLL SERVICE FEES	647			647
MISCELLANEOUS EXPENSES	1,908			1,908
LICENSE FEES	25			25
MEALS & ENTERTAINMENT	404			202
OFFICE EXPENSES	6,334			6,334

TY 2013 Other Increases Schedule**Name:** The Satterberg Foundation Inc**EIN:** 91-1501066

Description	Amount
BOOK/TAX DIFFERENCE ON DONATED	0
SECURITIES	804,394

TY 2013 Other Professional Fees Schedule**Name:** The Satterberg Foundation Inc**EIN:** 91-1501066

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CONSULTING SERVICES	73,802			73,802
INVESTMENT MANAGEMENT FEES	22,015	22,015		

TY 2013 Substantial Contributors Schedule

Name: The Satterberg Foundation Inc

EIN: 91-1501066

Name	Address
ESTATE OF WILLIAM HELSELL	Seattle SEATTLE, WA 98101

TY 2013 Taxes Schedule**Name:** The Satterberg Foundation Inc**EIN:** 91-1501066

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	516	516		
FEDERAL TAXES	704			
PAYROLL TAXES	3,123			3,123

**AMENDED BYLAWS
OF
SATTERBERG FOUNDATION**

JULY 13, 2013

ARTICLE I. OFFICES

The principal office and place of business of the corporation in the state of Washington shall be located at 825 Securities Building, 1904 Third Avenue, Seattle, 98101-1126. The corporation may have such other offices within or without the state of Washington as the board of directors may designate or the corporation may require from time to time.

ARTICLE II. MEMBERS

The corporation shall have no members.

ARTICLE III. BOARD OF DIRECTORS

Section 3.1 General Powers. The business and affairs of the corporation shall be managed by its board of directors.

Section 3.2 Number, Tenure and Qualifications. The board of directors of this corporation shall consist of the six (6) living members of the corporation's initial board of directors as set out in the corporation's Articles of Incorporation dated June 8, 1990 (the "Founding Directors"). The Founding Directors are Judy Pigott, Kate Helsell Lazarus, Mary Pigott, Pete Helsell, Frank Helsell and Michael Pigott. In addition, there may be up to nine (9) additional directors (the "Family Directors"). Eligibility for service as a Family Director shall be determined under the Satterberg Foundation Board of Directors Eligibility Policy dated August 2012. The Founding Directors shall have no set terms of office. The term of a Family Director shall be four (4) years. The precise number of directors may be determined by the board of directors from time to time by resolution. The number of directors may be increased or decreased from time to time by resolution of the board of directors. No decrease, however, shall have the effect of shortening the term of any incumbent director unless such director resigns or is removed in accordance with the provisions of these bylaws. Each Family Director shall hold office until the expiration of his or her term of office. Directors need not be residents of the state of Washington.

Section 3.3 Annual and Other Regular Meetings. An annual meeting of the board of directors shall be held each winter.

Section 3.4 Special Meetings. Special meetings of the board of directors may be called by the board of directors, the chairman of the board, the president, the secretary or any director.

Section 3.5 Notice of Meetings. Notice of special meetings of the board of directors stating the date, time and place thereof shall be given at least two (2) days prior to the date set for such meeting by the person or persons authorized to call such meeting, or by the secretary at the direction of the person or persons authorized to call such meeting. The notice may be oral or written. Oral notice may be communicated in person or by telephone, wire or wireless equipment, which does not transmit a facsimile of the notice. Oral notice is effective when communicated. Written notice may be transmitted by mail, electronic mail, private carrier, or personal delivery; telegraph or teletype; or telephone, wire, or wireless equipment which transmits a facsimile of the notice. Written notice is effective upon dispatch if such notice is sent to the director's address, telephone number, or other number appearing on the records of the corporation. Notice provided by email to a director who has consented to receive notice by such means is effective when it is emailed to an address designated by the recipient for that purpose. If no place for such meeting is designated in the notice thereof, the meeting shall be held at the principal office of the corporation. Any director may waive notice of any meeting at any time. Whenever any notice is required to be given to any director of the corporation pursuant to applicable law, a waiver thereof in writing signed by the director, entitled to notice, shall be deemed equivalent to the giving of notice. The attendance of a director at a meeting shall constitute a waiver of notice of the meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully convened. Unless otherwise required by law, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board of directors need be specified in the notice or waiver of notice of such meeting.

Section 3.6 Consent to Notice by Email. If notice is provided to directors by email, it is effective only with respect to directors who have: (a) consented in writing or by email to receive notices transmitted by email; and (b) designated in the consent the message format that is accessible to the recipient, and the address, location, or system to which these notices may be emailed. A director who has consented to receipt of emailed notices may revoke the consent by delivering (by mail, facsimile or email) a revocation to the corporation. The consent of any director is revoked if the corporation is unable to transmit by email two (2) consecutive notices given by the corporation in accordance with the director's consent, and this inability becomes known to the secretary of the corporation or other person responsible for giving the notice. The inadvertent failure by the corporation to treat this inability as a revocation does not invalidate any meeting or other action.

Section 3.7 Quorum. A majority number of directors specified in or fixed in accordance with these bylaws shall constitute a quorum for the transaction of any business at any meeting of directors. If less than a majority shall attend a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 3.8 Manner of Acting. If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present is the act of the board of directors. Proxy voting is not permitted.

Section 3.9 Participation by Conference Telephone. Directors may participate in a regular or special meeting of the board by, or conduct the meeting through the use of, any means

of communication by which all directors participating can hear each other during the meeting and participation by such means shall constitute presence in person at the meeting.

Section 3.10 Presumption of Assent. A director who is present at a meeting of the board of directors at which action is taken shall be presumed to have assented to the action taken unless such director's dissent shall be entered in the minutes of the meeting or unless such director shall file his written dissent to such action with the person acting as secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the corporation immediately after adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 3.11 Action by Board Without a Meeting. Any action permitted or required to be taken at a meeting of the board of directors may be taken without a meeting if one or more written consents setting forth the action so taken shall be signed, either before or after the action taken, by all the directors. Action taken by written consent is effective when the last director signs the consent, unless the consent specifies a later effective date. Action taken by written consent is not effective unless all the directors shall have signed the consent.

Section 3.12 Board Committees. The board of directors may by resolution designate from among its members an executive committee and one or more other committees, each of which must have two (2) or more members of the board of directors, and shall be governed by the same rules regarding meetings, action without meetings, notice, waiver of notice, and quorum and voting requirements as applied to the board of directors. To the extent provided in such resolutions, each such committee shall have and may exercise the authority of the board of directors, except as limited by applicable law. The designation of any such committee and the delegation thereto of authority shall not relieve the board of directors, or any members thereof, of any responsibility imposed by law.

Section 3.13 Resignation. Any director may resign at any time by delivering written notice to the chairman of the board, the president, the secretary, or the registered office of the corporation, or by giving oral notice at any meeting of the directors. Any such resignation shall take effect at any subsequent time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 3.14 Vacancies. A vacancy on the board of directors may occur by the resignation, removal or death of an existing director, or by reason of increasing the number of directors on the board of directors as provided in these bylaws. Except as may be limited by the articles of incorporation, any vacancy occurring in the board of directors may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum. A director elected to fill a vacancy created by the resignation, removal or death of an existing director shall be elected for the unexpired term of his predecessor in office.

Section 3.15 Compensation. By resolution of the board of directors, the directors may be paid the reasonable expenses, if any, for attendance at meetings of the board of directors or committee thereof. No such payment shall preclude any director from serving the corporation in any other capacity and receiving compensation therefor. This Section 3.15 shall not be

interpreted to allow the corporation to engage in any act of “self-dealing” as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended from time to time, nor shall it be construed to allow any part of the corporation’s net earnings to inure to the benefit of any individual within the meaning of Section 501(c)(3) of the aforementioned Code.

ARTICLE IV. OFFICERS

Section 4.1 Number. The corporation shall have a president, one or more vice-presidents, a secretary and a treasurer, each of whom shall be appointed by the board of directors. Such other officers and assistant officers, including a chairman of the board, as may be deemed necessary or appropriate may be appointed by the board of directors. By resolution, the board of directors may designate any officer as chief executive officer, chief operating officer, chief financial officer, or any similar designation. Any two or more offices may be held by the same person, except that the same person may not serve simultaneously as both president and secretary.

Section 4.2 Appointment and Term of Office. The officers of the corporation shall be appointed by the board of directors for such term as the board may deem advisable or may be appointed to serve for an indefinite term at the pleasure of the board. Each officer shall hold office until a successor shall have been appointed regardless of such officer’s term of office, except in the event of such officer’s termination of an indefinite term at the pleasure of the board or such officer’s removal in the manner herein provided.

Section 4.3 Resignation. Any officer may resign at any time by delivering written notice to the chairman of the board, the president, a vice-president, the secretary or the board of directors, or by giving oral notice at any meeting of the board. Any such resignation shall take effect at any subsequent time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4.4 Removal. Any officer appointed by the board of directors may be removed by the board of directors with or without cause. The removal shall be without prejudice to the contract rights, if any, of the person so removed. Appointment of an officer or agent shall not of itself create contract rights.

Section 4.5 Chairman and Vice-Chairmen of the Board. The chairman of the board, if there be such an office, shall, if present, preside at all meetings of the board of directors, and exercise and perform such other powers and duties as may be determined from time to time by resolution of the board of directors. The vice chairman of the board, if there be such an office, or in the event there shall be more than one vice-chairman, the one designated most senior at the time of election, shall perform the duties of the chairman of the board in his absence, or in the event of the chairman’s death, disability or refusal to act. The vice-chairman of the board shall exercise and perform such other powers and duties as may be determined from time to time by resolution of the board of directors.

Section 4.6 President. The president shall be the principal executive officer of the corporation and, subject to the control of the board of directors, shall generally supervise and

control the business and affairs of the corporation. When present the president shall preside, in the absence of the chairman of the board, or if there be none, at all meetings of the board of directors. The president may sign with the secretary or any other officer of the corporation deeds, mortgages, bonds, contracts, or other instruments which the board of directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the board of directors or by these bylaws to some other officer or agent of the corporation or shall be required by law to be otherwise signed or executed. In general, the president shall perform all duties incident to office of and such other duties as may be prescribed by resolution of the board of directors from time to time.

Section 4.7 Vice-President. In the absence of the president or in the event of the president's death, disability or refusal to act, the vice-president, or in the event there shall be more than one vice-president, the vice-presidents in the order designated at the time of their election, or in the absence of any designation then in the order of their election, if any, shall perform the duties of the president. When so acting the vice-president shall have all the powers of and be subject to all the restrictions upon the president and shall perform such other duties as from time to time may be assigned to him or her by resolution of the board of directors.

Section 4.8 Secretary. The secretary shall keep the minutes of the proceedings of the board of directors, shall give notices in accordance with the provisions of these bylaws and as required by law, shall be custodian of the corporate records of the corporation, may sign with the president, or a vice-president of the corporation, deeds, mortgages, bonds, contracts, or other instruments which shall have been authorized by resolution of the board of directors, and in general shall perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him or her by resolution of the board of directors.

Section 4.9 Treasurer. The treasurer shall have charge and custody of and be responsible for keeping correct and complete books and records of account, for all funds and securities of the corporation, receive and give receipts for moneys due and payable to the corporation from any source whatsoever, deposit all such moneys in the name of the corporation in the banks, trust companies or other depositories as shall be selected in accordance with the provisions of these bylaws, and in general perform all of the duties incident to the office of treasurer and such other duties as from time to time may be assigned to the Treasurer by resolution of the board of directors.

Section 4.10 Assistant Officers. The assistant officers in general shall perform such duties as are customary or as shall be assigned to them by resolution of the board of directors.

Section 4.11 Compensation of Officers and Employees. The board of directors may fix reasonable compensation, if any, of officers, and may fix reasonable compensation of other employees from time to time. No officer shall be prevented from receiving a salary by reason of the fact that such officer is also a director of the corporation. This Section 5.11 shall not be interpreted to allow the corporation to engage in any act of "self-dealing" as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended from time to time, nor shall it be construed to allow any part of the corporation's net earnings to inure to the benefit of any individual within the meaning of Section 501(c)(3) of the aforementioned Code.

ARTICLE V. CONTRACTS, LOANS, CHECKS, DEPOSITS

Section 5.1 Contracts. The board of directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and that authority may be general or confined to specific instances.

Section 5.2 Loans. No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the board of directors, which authority may be general.

Section 5.3 Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by the officer or officers, or agent or agents, of the corporation and in the manner as shall from time to time be prescribed by resolution of the board of directors.

Section 5.4 Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in the banks, trust companies or other depositories as the board of directors may select.

Section 5.5 Loans to Directors and Officers. No loans shall be made by the corporation to any officer or to any director.

ARTICLE VI. RULES OF PROCEDURE

The rules of procedure at meetings of the board and committee meetings shall be the rules contained in Roberts' Rules of Order on Parliamentary Procedure, as amended, so far as applicable and when not inconsistent with these bylaws, the articles of incorporation or any resolution of the board.

ARTICLE VII. SEAL

This corporation need not have a corporate seal. If the directors adopt a corporate seal, the seal of the corporation shall be circular in form and consist of the name of the corporation, the state and year of incorporation, and the words "Corporate Seal".

ARTICLE VIII. INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS

Section 8.1 Power to Indemnify. The corporation shall have the following powers:

8.1.1 Power to Indemnify. The corporation may indemnify and hold harmless to the full extent permitted by applicable law each person who was or is made a party to or is threatened to be made a party to or is involved (including, without limitation, as a witness) in any actual or threatened action, suit or other proceeding, whether civil, criminal, administrative or investigative, by reason of that fact that he or she is or was a director, officer, employee or agent of the corporation or, being or having been such a director, officer, employee or agent, he or she is or was serving at the request of the corporation as a director, officer, employee, agent, trustee,

or in any other capacity of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action or omission in an official capacity or in any other capacity while serving as a director, officer, employee, agent, trustee or in any other capacity, against all expense, liability and loss (including, without limitation, attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts to be paid in settlement) actually or reasonably incurred or suffered by such person in connection therewith. Such indemnification may continue as to a person who has ceased to be a director, officer, employee or agent of the corporation and shall inure to the benefit of his or her heirs and personal representatives.

8.1.2 Power to Pay Expenses in Advance of Final Disposition. The corporation may pay expenses incurred in defending any such proceeding in advance of the final disposition of any such proceeding; provided, however, that the payment of such expenses in advance of the final disposition of a proceeding shall be made to or on behalf of a director, officer, employee or agent only upon delivery to the corporation of an undertaking, by or on behalf of such director, officer, employee or agent, to repay all amounts so advanced if it shall ultimately be determined that such director, officer, employee or agent is not entitled to be indemnified under this Article or otherwise, which undertaking may be unsecured and may be accepted without reference to financial ability to make repayment.

8.1.3 Power to Enter Into Contracts. The corporation may enter into contracts with any person who is or was a director, officer, employee and agent of the corporation in furtherance of the provisions of this Article and may create a trust fund, grant a security interest in property of the corporation, or use other means (including, without limitation; a letter of credit) to ensure the payment of such amounts as may be necessary to effect indemnification as provided in this Article.

8.1.4 Expansion of Powers. If the Washington Business Corporation Act is amended in the future to expand or increase the power of the corporation to indemnify, to pay expenses in advance of final disposition, to enter into contracts, or to expand or increase any similar or related power, then, without any further requirement of action by the members or directors of this corporation, the powers described in this Article shall be expanded and increased to the fullest extent permitted by the Washington Business Corporation Act, as so amended.

8.1.5 Limitation on Powers. No indemnification shall be provided under this Article to any such person if the corporation is prohibited by the nonexclusive provisions of the Washington Business Corporation Act or other applicable law as then in effect from paying such indemnification. For example, no indemnification shall be provided to any director in respect of any proceeding, whether or not involving action in his or her official capacity, in which he or she shall have been finally adjudged to be liable on the basis of intentional misconduct or knowing violation of law by the director, or on the basis that the director personally received a benefit in money, property or services to which the director was not legally entitled. No indemnification shall be provided under this article to any such person if payment of such indemnification would subject the corporation to imposition of any of the excise taxes imposed pursuant to Sections 4941, 4942, 4943, 4944, or 4945 of the Internal Revenue Code of 1986, as amended from time to time, or would cause the corporation to lose its status as an organization described in Section 501(c)(3) of such Code.

Section 8.2 Indemnification of Directors, Officers, Employees and Agents.

8.2.1 Directors. The corporation shall indemnify and hold harmless any person who is or was a director of this corporation, and pay expenses in advance of final disposition of a proceeding, to the full extent to which the corporation is empowered.

8.2.2 Officers, Employees, and Agents. The corporation may, by action of its board of directors from time to time, indemnify and hold harmless any person who is or was an officer, employee or agent of the corporation, and pay expenses in advance of final disposition of a proceeding, to the full extent to which the corporation is empowered, or to any lesser extent which the board of directors may determine.

8.2.3 Character of Rights. The rights to indemnification and payment of expenses in advance of final disposition of a proceeding conferred by or pursuant to this Article shall be contract rights.

8.2.4 Enforcement. A director, officer, employee or agent (“claimant”) shall be presumed to be entitled to indemnification and/or payment of expenses under this Article upon submission of a written claim (and, in an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition, where the undertaking in section 1.2 above has been delivered to the corporation) and thereafter the corporation shall have the burden of proof to overcome the presumption that the claimant is not so entitled. If a claim under this Article is not paid in full by the corporation within sixty (60) days after a written claim has been received by the corporation, except in the case of a claim for expenses incurred in defending a proceeding in advance of its final disposition, in which case the applicable period shall be twenty (20) days, the claimant may at any time thereafter bring suit against the corporation to recover the unpaid amount of the claim and, to the extent successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. Neither the failure of the corporation (including its board of directors, its members or independent legal counsel) to have made a determination prior to the commencement of such action that indemnification of or reimbursement or advancement of expenses to the claimant is proper in the circumstances nor an actual determination by the corporation (including its board of directors, its members or independent legal counsel) that the claimant is not entitled to indemnification or to the reimbursement or advancement of expenses shall be a defense to the action or create a presumption that the claimant is not so entitled.

8.2.5 Rights Not Exclusive. The right to indemnification and payment of expenses in advance of final disposition of a proceeding conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the articles of incorporation , bylaws, agreement, vote of members or disinterested directors or otherwise.

Section 8.3 Insurance. The corporation may purchase and maintain insurance, at its expense, to protect itself and any director, officer, employee, agent or trustee of the corporation or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the corporation would have the power to indemnify such person

against such expense, liability or loss under the Washington Nonprofit Corporation Act or the Washington Business Corporation Act.

Section 8.4 Survival of Benefits. Any repeal or modification of this Article shall not adversely affect any right of any person existing at the time of such repeal or modification.

Section 8.5 Severability. If any provision of this Article or any application thereof shall be invalid, unenforceable or contrary to applicable law, the remainder of this Article, or the application of such provision to persons or circumstances other than those as to which it is held invalid, unenforceable or contrary to applicable law, shall not be affected thereby and shall continue in full force and effect.

Section 8.6 Applicable Law. For purposes of this Article, “applicable law” shall at all times be construed as the applicable law in effect at the date indemnification may be sought, or the law in effect at the date of the action, omission or other event giving rise to the situation for which indemnification may be sought, whichever is selected by the person seeking indemnification. As of the date hereof, applicable law shall include RCW 24.03.043 of the Washington Nonprofit Corporation Act and RCW 23B.08.500 through .600, as amended, of the Washington Business Corporation Act.

ARTICLE IX. BOOKS AND RECORDS

The corporation shall keep at its registered office or its principal office in this state the following documents (in electronic or hard copy form): current Articles of Incorporation and Bylaws; correct and adequate statements of accounts and finances; a list of officers’ and directors’ names and addresses; minutes of the meetings of the board and any minutes which may be maintained by committees of the board.

ARTICLE X. FISCAL YEAR

The fiscal year of the corporation shall be determined by resolution adopted by the board of directors. In the absence of such a resolution, the fiscal year shall be the calendar year.

ARTICLE XI. COPIES OF RESOLUTIONS

Any person dealing with the corporation may rely upon a copy of any of the records of the proceedings, resolutions or votes of the board when certified by the president or secretary.

ARTICLE XII. DISTRIBUTION OF FUNDS

Section 12.1 Limitation on Distributions. Subject to the articles of incorporation and applicable law, the funds of the corporation may be distributed only for the following purposes:

To make grants to other corporations, community chests, funds, foundations, trusts, institutions, associations, or organizations, which are organized exclusively for educational, charitable, religious, scientific or literary purposes within the meaning of Section 501(c)(3) of the Code and which have received a determination or ruling of exempt status under Section 501(a) of the Code from the Internal Revenue Service.

ARTICLE XIII. AMENDMENTS TO BYLAWS

These bylaws may be altered, amended or repealed, and new bylaws may be adopted, by the board of directors.

The undersigned, being the secretary of the corporation, hereby certifies that these bylaws are the bylaws of the Satterberg Foundation, adopted by resolution of the directors on

13 July, 2013

DATED this 13 day of July, 2013

Mary P. Roth
_____, Secretary

SATTERBERG FOUNDATION

Amendments to Bylaws

Article/Section	Effect of Amendment	Date of Amendment
4.3	Change Annual Meeting to October	10/16/1992
II	Increase Board Size From Six to Nine	02/06/1998
4.2	Board Term of Six Years, With 1/3 Up for Election Every Two Years (Even Years)	02/06/1998
4.10	Creation of a Nominating Committee	02/06/1998
4.3	Change Annual Meeting to February	02/06/1998
II	Principle Office is Located at 810 Securities Building – 1904 3 rd Avenue, Seattle WA	06/01/2000
II	Increase Board Size From Nine to Twelve	04/25/2009
4.3	Change Annual Meeting to “Winter”	08/01/2009

THE SATTERBERG FOUNDATION
 EIN: 91-1501066
 YEAR ENDING 12/31/2013
 ATTACHMENT A

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR
 *ADDITIONAL INFORMATION

RECIPIENT NAME	DATE OF GIFT	DESCRIPTION OF DONATED PROPERTY	BOOK VALUE OF DONATED PROPERTY	METHOD USED TO DETERMINE BOOK VALUE	FAIR MARKET VALUE OF DONATED PROPERTY	METHOD USED TO DETERMINE FAIR MARKET VALUE
MUSEUM OF FLIGHT	11/22/2013	17,790 SHS PACCAR INC	796,903	SPECIFIC COST	1,003,890	AVERAGE HI-LOW VALUE ON DATE OF GIFT
SEATTLE CHILDREN'S HOSPITAL FOUNDATION	11/22/2013	8,725 SHS PACCAR INC	416	SPECIFIC COST	492,352	AVERAGE HI-LOW VALUE ON DATE OF GIFT
	11/22/2013	9,065 SHS PACCAR INC	406,067	SPECIFIC COST	511,538	AVERAGE HI-LOW VALUE ON DATE OF GIFT