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Return of Private Foundation

OMB No. 1545-0052

2013

Department of the Treasury
Internal Revenue Service

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

Do not enter Social Security numbers on this form as it may be made public.

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

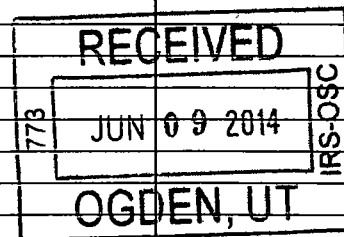
, 2013, and ending

, 20

Name of foundation KELLER FOUNDATION		A Employer identification number 91-1811697						
Number and street (or P O box number if mail is not delivered to street address) 1701 SE COLUMBIA RIVER DRIVE		B Telephone number (see instructions) (360) 695-6200						
Room/suite 100								
City or town, state or province, country, and ZIP or foreign postal code VANCOUVER, WA 98661								
G Check all that apply: <table border="0"> <tr> <td><input type="checkbox"/> Initial return</td> <td><input type="checkbox"/> Initial return of a former public charity</td> </tr> <tr> <td><input type="checkbox"/> Final return</td> <td><input type="checkbox"/> Amended return</td> </tr> <tr> <td><input type="checkbox"/> Address change</td> <td><input type="checkbox"/> Name change</td> </tr> </table>		<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 type="checkbox"/> Address change	<input type="checkbox"/> Name change	C If exemption application is pending, check here <input type="checkbox"/>
<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 type="checkbox"/> Address change	<input type="checkbox"/> Name change							
H Check type of organization: <table border="0"> <tr> <td><input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation</td> <td><input type="checkbox"/> Other taxable private foundation</td> </tr> <tr> <td><input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust</td> <td><input type="checkbox"/> Other taxable private foundation</td> </tr> </table>		<input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation	<input type="checkbox"/> Other taxable private foundation	<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust	<input type="checkbox"/> Other taxable private foundation	D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>		
<input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation	<input type="checkbox"/> Other taxable private foundation							
<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust	<input type="checkbox"/> Other taxable private foundation							
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 4,568,016.		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>						
J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual Other (specify) _____		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>						

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)	136,040.			
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	106,766.	106,766.		ATCH 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	76,180.			
b Gross sales price for all assets on line 6a 2,457,383.				
7 Capital gain net income (from Part IV, line 2)		209,020.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	318,986.	315,786.		
13 Compensation of officers, directors, trustees, etc.	26,000.			26,000.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule) ATCH. 2	2,015.			2,015.
b Accounting fees (attach schedule) ATCH. 3	3,861.			3,861.
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions) ATCH. 4	4,950.	2,136.		1,224.
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) ATCH. 5	1,176.			1,176.
24 Total operating and administrative expenses. Add lines 13 through 23	38,002.	2,136.		34,276.
25 Contributions, gifts, grants paid	175,500.			175,500.
26 Total expenses and disbursements. Add lines 24 and 25	213,502.	2,136.	0	209,776.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	105,484.			
b Net investment income (if negative, enter -0-)		313,650.		
c Adjusted net income (if negative, enter -0-)				



918,119 7

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

Beginning of year

End of year

(a) Book Value

(b) Book Value

(c) Fair Market Value

Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	231,980.	246,360.	246,360.
	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			
	10 a	Investments - U S and state government obligations (attach schedule),			
	b	Investments - corporate stock (attach schedule) ATCH 6	3,372,159.	3,463,263.	4,321,656.
	c	Investments - corporate bonds (attach schedule),			
	Liabilities	11	Investments - land, buildings, and equipment basis ▶		
		Less accumulated depreciation ▶ (attach schedule)			
12		Investments - mortgage loans			
13		Investments - other (attach schedule)			
14		Land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶ (attach schedule)			
15		Other assets (describe ▶)			
16		Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	3,604,139.	3,709,623.	4,568,016.
17		Accounts payable and accrued expenses			
18		Grants payable			
19	Deferred revenue				
20	Loans from officers, directors, trustees, and other disqualified persons				
21	Mortgages and other notes payable (attach schedule)				
22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)	0	0		
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, . . . ▶ <input checked="" type="checkbox"/> 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	3,604,139.	3,709,623.	
	30	Total net assets or fund balances (see instructions),	3,604,139.	3,709,623.	
	31	Total liabilities and net assets/fund balances (see instructions)	3,604,139.	3,709,623.	

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	3,604,139.
2	Enter amount from Part I, line 27a	2	105,484.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	3,709,623.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,709,623.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
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					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	209,020.	
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	0	

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	204,537.	4,079,534.	0.050137
2011	192,032.	4,158,625.	0.046177
2010	189,193.	3,677,376.	0.051448
2009	165,202.	3,190,382.	0.051781
2008	208,669.	4,408,330.	0.047335
2 Total of line 1, column (d)			2 0.246878
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 0.049376
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 4,241,243.
5 Multiply line 4 by line 3			5 209,416.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 3,137.
7 Add lines 5 and 6			7 212,553.
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			8 209,776.

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

1 a 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)		1	6,273.
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			
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	6,273.
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	6,273.
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	3,520.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	5,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	8,520.	
8 Enter any penalty for underpayment of estimated tax. Check here <input 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		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,247.	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> 2,247. Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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 <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
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 ATCH 7	X	
4 a 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?	N/A	
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	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> OR, 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).	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions).	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <u>N/A</u>				
14	The books are in care of <u>RICHARD B KELLER</u> Telephone no. <u>360-695-6200</u>			
	Located at <u>1701 SE COLUMBIA RIVER DR STE 100, WA VANCOUVER, WA</u> ZIP+4 <u>98661</u>			
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 <u>15</u>			
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 the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country <u></u>				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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	N/A
Organizations relying on a current notice regarding disaster assistance check here <u>N/A</u> <input type="checkbox"/>		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).		
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If "Yes," list the years <u></u>		
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	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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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

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

N/A

Organizations relying on a current notice regarding disaster assistance check here

N/A ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?N/A ☐ Yes ☐ No

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

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

6b

X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No

7b

N/A

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?**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
ATCH 8		26,000.	0	0

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

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

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

▶

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE ----- ----- ----- ----- ----- -----		0
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 N/A	
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 N/A ----- ----- -----	
2 ----- ----- -----	
All other program-related investments See instructions 3 NONE ----- ----- -----	
Total. Add lines 1 through 3	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	4,019,763.
b	Average of monthly cash balances	1b	286,067.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	4,305,830.
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	
3	Subtract line 2 from line 1d	3	4,305,830.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	64,587.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	4,241,243.
6	Minimum investment return. Enter 5% of line 5	6	212,062.

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	212,062.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	6,273.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	6,273.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	205,789.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	205,789.
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	205,789.

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	209,776.
b	Program-related investments - total from Part IX-B	1b	
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	209,776.
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	209,776.

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				205,789.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only				
b Total for prior years 20 <u>11</u> , 20 <u>10</u> , 20 <u>09</u>				
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009	1,081.			
c From 2010	13,914.			
d From 2011				
e From 2012	4,070.			
f Total of lines 3a through e	19,065.			
4 Qualifying distributions for 2013 from Part XII, line 4. ► \$ <u>209,776.</u>				
a Applied to 2012, but not more than line 2a				
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				205,789.
e Remaining amount distributed out of corpus	3,987.			
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	23,052.			
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				
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)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	23,052.			
10 Analysis of line 9				
a Excess from 2009	1,081.			
b Excess from 2010	13,914.			
c Excess from 2011				
d Excess from 2012	4,070.			
e Excess from 2013	3,987.			

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

NOT APPLICABLE

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

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or 4942(j)(5)

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

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 XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

RICHARD B KELLER

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

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

c Any submission deadlines

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year ATCH 9				
Total			▶ 3a	175,500.
b Approved for future payment				
Total			▶ 3b	

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

**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.

Signature of officer or trustee

Date _____

Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

Prepared by signature

Date _____

Check ☐ if self-employed

PTIN

P00163708

Firm's name **PNW TAX ADVISORS LLC**

Firm's EIN ▶ 20-3830453

Firm's address ▶ 121 SW MORRISON ST, STE 1000
PORTLAND, OR

97204

Phone no 503-241-4884

Form **990-PF** (2013)

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

OMB No 1545-0047

2013

▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**

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

Name of the organization

KELLER FOUNDATION

Employer identification number

91-1811697

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

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

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

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

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

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

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

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

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

For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

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

Name of organization **KELLER FOUNDATION**Employer identification number
91-1811697**Part I** Contributors (see instructions). Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	RICHARD B KELLER 1701 SE COLUMBIA RIVER DRIVE VANCOUVER, WA 98661	\$ 136,040.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

91-1811697

[illegible]

Name of organization KELLER FOUNDATION

Employer identification number

91-1811697

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
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

ATTACHMENT 1

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
SCHWAB	106,766.	106,766.
TOTAL	<u>106,766.</u>	<u>106,766.</u>

ATTACHMENT 2

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
LEGAL FEES	2,015.			2,015.
TOTALS	<u>2,015.</u>			<u>2,015.</u>

ATTACHMENT 3FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING FEES/PAYROLL SVC	3,861.			3,861.
TOTALS	<u>3,861.</u>			<u>3,861.</u>

ATTACHMENT 4

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
PAYROLL TAXES	1,224.		1,224.
STATE TAXES	460.	460.	
FOREIGN TAXES	1,676.	1,676.	
FEDERAL TAXES	1,590.		
TOTALS	<u>4,950.</u>	<u>2,136.</u>	<u>1,224.</u>

ATTACHMENT 5

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
OTHER OPERATING EXPENSES	1,176.
TOTALS	<u>1,176.</u>

CHARITABLE
PURPOSES
1,176.

1,176.

May 21 2014

Portfolio Holdings by Asset Class

As of 12/31/2013

KELLER FOUNDATION

91-1811697

Description	Symbol	Quantity	Weight	Current Price	Unit Cost	Current Value	Cost Basis	Unrealized Gain (Loss)	% G/L
Equity									
Domestic Large Cap Equity									
Apple Inc	<1> AAPL	560	6.9%	561.020	432.597	314,171.20	242,254.21	71,916.99	29.7%
DFA U S Large Cap Value	<2> DFLVX	4,170.638	2.9%	31.620	18.015	131,875.57	75,132.21	56,743.36	75.5%
Google Inc Class A	<1> GOOGL	100	2.5%	1120.710	570.490	112,071.00	57,048.95	55,022.05	96.4%
Guggenheim S&P 500 Equal Weigh	<1> RSP	1,000	1.6%	71.250	68.830	71,250.00	68,829.90	2,420.10	3.5%
Ishares Enhanced US Large Cap	<1> IELG	500	0.3%	29.260	27.248	14,630.00	13,623.95	1,006.05	7.4%
Ishares US Quality ETF	<1> QUAL	500	0.6%	56.520	55.388	28,260.00	27,693.95	566.05	2.0%
Powershares Buyback Achievers	<1> PKW	1,000	0.9%	43.080	42.999	43,080.00	42,998.95	81.05	0.2%
Powershares FTSE RAFI US 1000	<1> PRF	3,500	6.4%	82.940	74.196	290,290.00	259,687.70	30,602.30	11.8%
Powershares QQQ TRUST Ser	<1> QQQ	2,000	3.9%	87.960	68.896	175,920.00	137,792.80	38,127.20	27.7%
Vanguard Total Stock Mkt	<1> VTI	600	1.3%	95.920	72.065	57,552.00	43,238.95	14,313.05	33.1%
			27.1%			1,239,099.77	968,301.57	270,798.20	28.0%
Domestic Small Cap Equity									
DFA U S Small Cap Growth	<2> DSCGX	4,061.812	1.3%	14.170	11.817	57,555.88	48,000.00	9,555.88	19.9%
DFA U S Small Cap Port	<2> DFSTX	3,226.887	2.2%	31.000	11.460	100,033.50	36,980.80	63,052.70	170.5%
DFA U S Small Cap Value	<2> DFSVX	5,826.652	4.5%	35.410	20.595	206,321.75	120,000.00	86,321.75	71.9%
Ishares S&P Midcap 400	<1> IIH	1,900	5.6%	133.810	109.666	254,239.00	208,364.70	45,874.30	22.0%
Primecap Odyssey Aggr	<1> POAGX	10,750.99	7.0%	29.650	19.533	318,766.85	210,000.00	108,766.85	51.8%
PwrShrs FTSE RAFI US 1500	<1> PRFZ	2,500	5.3%	97.730	85.484	244,325.00	213,708.75	30,616.25	14.3%
Schwab Fnd US Small Cap ETF	<1> FNDA	500	0.3%	27.990	26.610	13,995.00	13,305.00	690.00	5.2%
			26.2%			1,195,236.98	850,359.25	344,877.73	40.6%
International Large Cap Equity									
DFA Intl Value Portfolio	<2> DFIVX	2,879.683	1.3%	19.830	13.890	57,104.11	40,000.00	17,104.11	42.8%
Schwab Fnd Intl Large Cap ETF	<1> FNDF	1,500	0.9%	27.950	27.147	41,925.00	40,720.00	1,205.00	3.0%
Wisdomtree Jpn Hdgd Eqty	<1> DXJ	1,800	2.0%	50.840	49.588	91,512.00	89,258.05	2,253.95	2.5%
			4.2%			190,541.11	169,978.05	20,563.06	12.1%
International Small Cap Equity									
DFA Intl Small Cap Growth	<2> DISMX	4,470.643	1.2%	12.600	10.737	56,330.10	48,000.00	8,330.10	17.4%
DFA Intl Small Cap Value	<2> DISVX	10,447.814	4.7%	20.350	10.776	212,613.01	112,581.23	100,031.78	88.9%
Ishares MSCI EFAE Small Cap	<1> SCZ	500	0.6%	50.980	45.658	25,490.00	22,828.95	2,661.05	11.7%
Schwab Fnd Intl Small Cap ETF	<1> FNDC	1,000	0.6%	27.530	26.975	27,530.00	26,975.00	555.00	2.1%
			7.0%			321,963.11	210,385.18	111,577.93	53.0%

ATTACHMENT 6-1

Portfolio Holdings by Asset Class

As of 12/31/2013

KELLER FOUNDATION

91-18116 97

Description	Symbol	Quantity	Weight	Current Price	Unit Cost	Current Value	Cost Basis	Unrealized Gain (Loss)	% G/L
Equity									
Emerging Markets Equity									
DFA Emerging Markets Core	<2> DFCEX	2,155.6	0.9%	19.460	16.781	41,947.98	36,173.53	5,774.45	16.0%
DFA Emerging Markets Small Cap	<2> DEMSX	3,271.5	1.4%	20.110	19.869	65,789.87	65,000.00	789.87	1.2%
DFA Emerging Markets Value	<2> DFEVX	7,467.396	4.5%	27.610	22.812	206,174.80	170,345.26	35,829.54	21.0%
Ishares Core MSCI Emerging Marke	<1> IEMG	300	0.3%	49.810	48.350	14,943.00	14,504.95	438.05	3.0%
Matthews Asia Dividend	<1> MAPIX	13,792.673	4.7%	15.600	13.775	215,165.70	190,000.00	25,165.70	13.2%
			11.9%			544,021.35	476,023.74	67,997.61	14.3%
Real Estate									
DFA Intl Real Estate	<2> DFITX	30,559.628	3.4%	5.020	4.581	153,409.33	140,000.00	13,409.33	9.6%
			79.8%			3,644,271.65	2,815,047.79	829,223.86	29.5%
Fixed Income									
Domestic Fixed Income									
Doubleline Total Return	<1> DBLTX	21,629.707	5.1%	10.780	10.638	233,168.24	230,098.00	3,070.24	1.3%
TIPS/Commodities									
Streettracks Gold TRUST	<1> GLD	400	1.0%	116.120	87.868	46,448.00	35,147.16	11,300.84	32.2%
Int./Emerging Fixed Income									
Templeton Global Total	<1> TTRZX	29,486.123	8.7%	13.490	12.988	397,767.80	382,969.53	14,798.27	3.9%
			14.8%			677,384.04	648,214.69	29,169.35	4.5%

TOTAL AT 12/31/13 \$ 4,321,656 # 3,463,263

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
1,122,099.		SCHWAB ST 1,213,206.					-91,107.	
1,312,444.		SCHWAB LT 1,035,157.					277,287.	
22,840.		SCHWAB-CAPITAL GAIN DISTRIBUTIONS					22,840.	
TOTAL GAIN (LOSS)							<u>209,020.</u>	

FORM 990PF, PART VII-A, LINE 3 - CONFORMED COPY OF THE CHANGES

ARTICLE III, SECTION 3(C) OF THE BYLAWS IS RESTATED AS PER ITEM 3 OF
THE BOARD OF DIRECTORS' ANNUAL MEETING AGENDA (ATTACHED).

KELLER FOUNDATION

91-1811697

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 8

CONTRIBUTIONS
TO EMPLOYEE
BENEFIT PLANS

EXPENSE ACCT
AND OTHER
ALLOWANCES

COMPENSATION

TITLE AND AVERAGE HOURS PER
WEEK DEVOTED TO POSITION

NAME AND ADDRESS

RICHARD B. KELLER 1701 SE COLUMBIA RIVER DRIVE 100 VANCOUVER, WA 98661	CHAIRMAN, PRESIDENT, DIRECTOR	0	0	0
ELIZABETH K. MCCASLIN 1701 SE COLUMBIA RIVER DRIVE 100 VANCOUVER, WA 98661	DIRECTOR	0	0	0
KEVIN C. KUCH 1701 SE COLUMBIA RIVER DRIVE 100 VANCOUVER, WA 98661	EXEC DIRECTOR, TREASURER	16,000.	0	0
CAROL J. FROHOFF 1701 SE COLUMBIA RIVER DRIVE 100 VANCOUVER, WA 98661	SECRETARY	0	0	0
PETER F. BECHEN 1701 SE COLUMBIA RIVER DRIVE 100 VANCOUVER, WA 98661	DIRECTOR	5,000.	0	0

73473I 756G

755245

ATTACHMENT 8

KELLER FOUNDATION

91-1811697

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 8 (CONT'D)

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
CHARLES KELLER 1701 SE COLUMBIA RIVER DRIVE 100 VANCOUVER, WA 98661	DIRECTOR	0	0	0
RICHARD KELLER II 1701 SE COLUMBIA RIVER DRIVE 100 VANCOUVER, WA 98661	DIRECTOR	0	0	0
RUTH E. KELLER 1701 SE COLUMBIA RIVER DRIVE 100 VANCOUVER, WA 98661	VP, ASSIST SECTY, EMERITUS DIR	0	0	0
GARY W STACHLOWSKI 1701 SE COLUMBIA RIVER DRIVE 100 VANCOUVER, WA 98661	VP, VICE CHAIR, DIRECTOR	5,000.	0	0
SHOUKA D REZVANI 1701 SE COLUMBIA RIVER DR 100 VANCOUVER, WA 98661	DIRECTOR	0	0	0
GRAND TOTALS		26,000.	0	0

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755245

ATTACHMENT 8

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

ATTACHMENT 9

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

SEE ATTACHED STATEMENT 9(A)

NONE

501 (C) (3) ORGANIZATION

175,500.

TOTAL CONTRIBUTIONS PAID

175,500.

KELLER FOUNDATION CONTRIBUTIONS – 2013

EIN#93-1811697

- 1) 142nd Fighter Wing Comm. Found., 34517 SE Lawton Rd, Washougal, WA 98671 - \$3,000
- 2) Boys & Girls Clubs of SW Wash., 1111 Main St., Suite 605, Vancouver, WA 98660 - \$3,000
- 3) Cedars-Sinai Heart Institute, 8700 Beverly Boulevard, Los Angeles, CA 90048-1860 - \$3,000
- 4) Comm. Military Appreciation Comm., 8002 NE Highway 99, Vancouver, WA 98665 - 3,000
- 5) Community Foundation for SW Washington, 1053 Officers' Row, Vancouver, WA - \$6,000
- 6) Community Transitional School, 6601 NE Killingsworth Street, Portland, OR 97218 - \$5,000
- 7) Elevate Oregon, 12402 NE Marx Street, Portland, Or 97230 - \$5,000
- 8) First Presbyterian Church, 1200 SW Alder, Portland, Or 97205 - \$3,000
- 9) Gift of Adoption-Fund, 2001 Waukegan Rd, Techny, IL 60082 - \$11,000
- 10) LeMonde Fr. Immersion Public Charter School., 1010 SW 13th, Portland, Or 97205 - 5,000
- 11) Mayo Clinic, 200 First Street SW, Rochester, MN 55905 - \$3,000
- 12) New Avenues for Youth, 1220 SW Columbia, Portland, OR 97205 - \$5,000
- 13) Northwestern School of Law, 10015 SW Terwilliger Blvd., Portland, OR 97219 - \$12,500
- 14) notMYkid, inc., 5230 E. Shea Blvd., Scottsdale, AZ 85254 - \$7,500
- 15) OHSU Found., Cardiovascular Medicine, 3181 SW Sam Jackson, Portland, Or - \$18,000
- 16) Oregon Community Foundation, 1221 SW Yamhill, Portland, OR 97205 - \$5,000
- 17) Oregon Historical Society, 1200 SW Park Ave., Portland, Or 97205 - \$6,500
- 18) Oregon Symphony Association, 921 SW Washington, Portland, OR 97205 - \$13,000
- 19) Portland After School Tennis & Educ., 7519 N. Burlington, Portland, OR 97203 - \$3,000
- 20) Portland Art Museum, 1219 SW Park Avenue, Portland, OR 97205 - \$2,500
- 21) Portland's Five Center for the Arts, 1111 SW Broadway, Portland, Or 97205 - \$5,000
- 22) Providence St. Vincent Medical Found. 9205 SW Barnes Rd., Portland, Or. 97225 - \$3,000
- 23) Self Enhancement Inc., 3920 North Kerby Ave, Portland, OR 97227 - \$4,000
- 24) SMART, 101 SW Market, Portland, OR 97201 - \$3,000
- 25) Sojourner Center, P. O. Box 20156, Phoenix, AZ 85036 - \$10,000
- 26) Teach for America, 3030 N. Central Ave., Phoenix, AZ 85012 - \$5,500
- 27) Thomas A. Edison High School, 9020 SW Beaverton Hwy, Portland, OR 97225 - \$11,000
- 28) Vancouver Natl. Historic Reserve Trust – 750 Anderson Str., Vancouver, WA 98661 - \$6,000
- 29) Wilson Field Improvement Project, 1151 SW Vermont St., Portland, OR 97219 - \$5,000

TOTAL 2013 \$ 175,500

ALL ORGANIZATIONS ARE 501(C)(3) ORGANIZATIONS

AGENDA

THE KELLER FOUNDATION 91-1811697 BOARD OF DIRECTORS' ANNUAL MEETING

Tuesday, October 29, 2013 – 8:30 a.m.
Tonkon Torp LLP, Conference Room
888 SW Fifth Avenue, Suite 1600, Portland, Oregon

1. Call Meeting to Order
2. Approve Minutes of October 23, 2012 and March 11, 2013 Meetings
3. Approve the following Resolutions:
RESOLVED, that the last sentence of Article III, Section 3 (c) of the Third Restated Bylaws of the Keller Foundation is deleted in its entirety, and the following sentence is added in its place: "When a Class A Director is no longer on the Board of Directors, no more than three Keller Family Members and three Public Member Directors shall serve on the Board of Directors."

RESOLVED, that Shouka Rezvani is appointed as a Class B Director who is a Public Member Director of the Foundation
4. Re-elect Class B Directors -
Peter F. Bechen
Charles A. Keller
Richard B. Keller II
Elizabeth K. McCaslin
Gary W. Stachlowski
4. Election of Officers -

R. B. Keller	Chairman of the Board and President
Gary W. Stachlowski	Vice President and Vice Chair
Kevin C. Kuch	Executive Director and Treasurer
Ruth E. Keller	Vice President and Assistant Secretary
Carol J. Frohoff	Corporate Secretary
5. Financial Statement & Investment Summary
6. Performance Report
7. Asset Allocation
8. Proposed 2013 Grants

Application for Extension of Time To File an
Exempt Organization Return

► File a separate application for each return.
► Information about Form 8868 and its instructions is at www.irs.gov/form8868.

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)
- Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868

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

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

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

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

Enter filer's identifying number, see instructions

Type or print

File by the due date for filing your return. See instructions

Name of exempt organization or other filer, see instructions

KELLER FOUNDATION

Employer identification number (EIN) or

91-1811697

Number, street, and room or suite no. If a P.O. box, see instructions

1701 SE COLUMBIA RIVER DRIVE

Social security number (SSN)

City, town or post office, state, and ZIP code. For a foreign address, see instructions

VANCOUVER, WA 98661

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

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

- The books are in the care of ► RICHARD B KELLER

Telephone No ► 360 695-6200

FAX No ►

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

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 2014, to file the exempt organization return for the organization named above. The extension is for the organization's return for
- ☒ calendar year 2013 or
- ☐ tax year beginning _____, 20____, and ending _____, 20____

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a \$	8,520.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b \$	3,520.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c \$	5,000.

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

For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form 8868 (Rev. 1-2014)