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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

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

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

OMB No 1545-0052

2013

Open to Public Inspection

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

Name of foundation
The MacRae Foundation

A Employer identification number
91-2001720

Number and street (or P O box number if mail is not delivered to street address)
8030 SE 20th Street

Room/suite

B Telephone number (see instructions)
(206) 232-6040

City or town, state or province, country, and ZIP or foreign postal code
Mercer Island, WA 98040

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)*▶$ 2,791,917

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

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	74,143	74,143		
	5a	Gross rents				
	b	Net rental income or (loss) ________				
	6a	Net gain or (loss) from sale of assets not on line 10	244,031			
	b	Gross sales price for all assets on line 6a 3,074,093				
	7	Capital gain net income (from Part IV, line 2)		244,031		
	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	318,174	318,174		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0	0		0
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	3,000	0		3,000
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	8,591	897		0
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	35,491	35,456		35
	24	**Total operating and administrative expenses.** Add lines 13 through 23	47,082	36,353		3,035
	25	Contributions, gifts, grants paid	143,000			143,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	190,082	36,353		146,035
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	128,092			
	b	**Net investment income** (if negative, enter -0-)		281,821		
	c	**Adjusted net income** (if negative, enter -0-)				

Part II	Balance Sheets — Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets 1	Cash—non-interest-bearing	91,672	312,202	312,202
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		1,892	1,892
10a	Investments—U S and state government obligations (attach schedule)			
b	Investments—corporate stock (attach schedule)	1,441,070	1,378,871	1,564,034
c	Investments—corporate bonds (attach schedule)	884,813	903,039	913,789
11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)	50,357	0	0
14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	2,467,912	2,596,004	2,791,917
Liabilities 17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☑ and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds	2,467,912	2,596,004	
28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
29	Retained earnings, accumulated income, endowment, or other funds	0	0	
30	**Total net assets or fund balances** (see page 17 of the instructions)	2,467,912	2,596,004	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	2,467,912	2,596,004	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,467,912
2	Enter amount from Part I, line 27a	2	128,092
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	2,596,004
5	Decreases not included in line 2 (itemize) ▶	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,596,004

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	See Additional Data Table			
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a	See Additional Data Table			
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	244,031
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	136,914	2,595,324	0 052754
2011	134,500	2,612,711	0 051479
2010	127,669	2,488,579	0 051302
2009	114,782	2,274,271	0 050470
2008	161,408	2,725,826	0 059214

2	**Total** of line 1, column (d).	2	0 265219
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 053044
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	2,683,406
5	Multiply line 4 by line 3.	5	142,339
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	2,818
7	Add lines 5 and 6.	7	145,157
8	Enter qualifying distributions from Part XII, line 4.	8	146,035

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ___ **(attach copy of letter if necessary–see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b			1	2,818
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0
3	Add lines 1 and 2			3	2,818
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	2,818
6	Credits/Payments				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	4,760		
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	4,760
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	1,942
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 1,942 **Refunded** ▶			11	0

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ 0 **(2)** On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶WA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	10		No

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶Caroline Jill Davis Telephone no ▶(206) 321-9119

Located at ▶8030 SE 20th Street Mercer Island WA ZIP+4 ▶98040

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

			Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
	See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.).*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		No

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

5a During the year did the foundation pay or incur any amount to				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No				
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No				
(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No				
(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☑ No				
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No				
b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?		**5b**		
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No				
If "Yes," attach the statement required by Regulations section 53.4945–5(d).				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No				
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		**6b**		No
If "Yes" to 6b, file Form 8870.				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No				
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		**7b**		

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
Caroline Jill Davis 8030 SE 20th Street Mercer Island, WA 98040	Director, President 0 00	0	0	0
Lesley A Poole 4711 89th Avenue SE Mercer Island, WA 98040	Director, VP, Secretary 0 00	0	0	0
Lissa M Tripp 19202 N Leslie Lane Colbert, WA 99005	Director, Treasurer 0 00	0	0	0

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

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

Total number of other employees paid over $50,000 ▶ 0

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		
Total number of others receiving over $50,000 for professional services. . . . . ▶		0

Part IX-A **Summary of Direct Charitable Activities**

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

Part IX-B **Summary of Program-Related Investments** (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions 3	
Total. Add lines 1 through 3 . . . . ▶	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes				
a	Average monthly fair market value of securities			1a	2,601,060
b	Average of monthly cash balances			1b	123,210
c	Fair market value of all other assets (see instructions)			1c	0
d	**Total** (add lines 1a, b, and c)			1d	2,724,270
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0		
2	Acquisition indebtedness applicable to line 1 assets			2	0
3	Subtract line 2 from line 1d			3	2,724,270
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	40,864
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	2,683,406
6	**Minimum investment return.** Enter 5% of line 5			6	134,170

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	134,170
2a	Tax on investment income for 2013 from Part VI, line 5	2a	2,818		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	2,818
3	Distributable amount before adjustments Subtract line 2c from line 1			3	131,352
4	Recoveries of amounts treated as qualifying distributions			4	0
5	Add lines 3 and 4			5	131,352
6	Deduction from distributable amount (see instructions)			6	0
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	131,352

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	146,035
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	146,035
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	2,818
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	143,217

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				131,352
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			0	
b Total for prior years 20___, 20___, 20___		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008. 25,988				
b From 2009. 2,410				
c From 2010. 4,335				
d From 2011. 24,661				
e From 2012. 11,869				
f Total of lines 3a through e.	69,263			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 146,035				
a Applied to 2012, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2013 distributable amount.				131,352
e Remaining amount distributed out of corpus	14,683			
5 Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	83,946			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount —see instructions		0		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . .	25,988			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	57,958			
10 Analysis of line 9				
a Excess from 2009. . . . 2,410				
b Excess from 2010. . . . 4,335				
c Excess from 2011. . . . 24,661				
d Excess from 2012. . . . 11,869				
e Excess from 2013. . . . 14,683				

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

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

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

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

a The name, address, and telephone number of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				143,000
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities. . . .			14	74,143	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	244,031	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .		0		318,174	0

13 **Total.** Add line 12, columns (b), (d), and (e). 13 318,174

(See worksheet in line 13 instructions to verify calculations)

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

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

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	1a(1)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

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

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

b If "Yes," complete the following schedule

(a) Name of organization	**(b)** Type of organization	**(c)** Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

****** | 2014-05-12 | ******

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
Donald W Stetson				P00742848
Firm's name ▶ Stetson Koenes PLLC			Firm's EIN ▶ 91-1693046	
Firm's address ▶ 155 108th Avenue NE Suite 320 Bellevue, WA 980045901			Phone no (425) 635-1196	

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
ABBOTT LABORATORIES - 14 000 SHS	P	2013-09-23	2013-12-02
ABBOTT LABORATORIES - 15 000 SHS	P	2013-09-23	2013-12-03
AGILENT TECHNOLOGIES INC - 386 000 SHS	P	2013-04-23	2013-11-07
ALPS ETF TR - 77 000 SHS	P	2013-10-09	2013-12-02
ALPS ETF TR - 66 000 SHS	P	2013-10-09	2013-12-03
COLGATE PALMOLIVE COMPANY - 4 000 SHS	P	2013-10-31	2013-12-02
COLGATE PALMOLIVE COMPANY - 9 000 SHS	P	2013-10-31	2013-12-03
CVS CAREMARK CORPORATION - 3 000 SHS	P	2013-10-31	2013-12-02
CVS CAREMARK CORPORATION - 8 000 SHS	P	2013-10-31	2013-12-03
DISCOVER FINANCIAL SERVICES - 10 000 SHS	P	2013-06-06	2013-12-02
DISCOVER FINANCIAL SERVICES - 4 000 SHS	P	2013-06-06	2013-12-03
DOLLAR TREE INC - 15 000 SHS	P	2013-03-26	2013-12-02
DOLLAR TREE INC - 7 000 SHS	P	2013-03-26	2013-12-03
FIRST TRUST DOW JONES SELECT - 1,625 000 SHS	P	2013-05-09	2013-10-31
FLEXSHARES TR - 74 000 SHS	P	2013-10-31	2013-12-02
FLEXSHARES TR - 55 000 SHS	P	2013-10-31	2013-12-03
FOOT LOCKER INC - 188 000 SHS	P	2013-08-07	2013-10-22
FOOT LOCKER INC - 5 000 SHS	P	2013-08-07	2013-10-23
FOOT LOCKER INC - 190 000 SHS	P	2013-08-08	2013-10-23
GLOBAL X FDS - 26 000 SHS	P	2013-08-07	2013-12-02
GLOBAL X FDS - 11 000 SHS	P	2013-08-07	2013-12-03
GUGGENHEIM INSIDER SENTIMENT - 7 000 SHS	P	2013-10-23	2013-12-02
GUGGENHEIM INSIDER SENTIMENT - 6 000 SHS	P	2013-10-23	2013-12-03
GUGGENHEIM S&P 500 EQUAL - 324 000 SHS	P	2013-01-08	2013-10-31
GUGGENHEIM S&P 500 EQUAL - 416 000 SHS	P	2013-06-26	2013-10-10
ISHARES MBS ETF - 469 000 SHS	P	2012-09-28	2013-03-13
ISHARES MORNINGSTAR LARGE CAP - 477 000 SHS	P	2013-06-06	2013-09-18
ISHARES MORNINGSTAR LARGE CAP - 384 000 SHS	P	2013-06-06	2013-09-23
ISHARES MORNINGSTAR LARGE CAP - 385 000 SHS	P	2013-06-06	2013-10-10
ISHARES MORNINGSTAR LARGE CAP - 796 000 SHS	P	2013-06-06	2013-10-31

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ISHARES MSCI ALL COUNTRY ASIA - 41 000 SHS	P	2013-09-10	2013-12-02
ISHARES MSCI ALL COUNTRY ASIA - 61 000 SHS	P	2013-09-10	2013-12-03
ISHARES MSCI ALL COUNTRY ASIA - 838 000 SHS	P	2013-09-10	2013-12-03
ISHARES MSCI ALL COUNTRY ASIA - 61 000 SHS	P	2013-09-18	2013-12-12
ISHARES MSCI CANADA ETF - 24 000 SHS	P	2013-01-31	2013-12-02
ISHARES MSCI CANADA ETF - 15 000 SHS	P	2013-01-31	2013-12-03
ISHARES MSCI EAFE VALUE ETF - 16 000 SHS	P	2013-05-30	2013-12-02
ISHARES MSCI EAFE VALUE ETF - 15 000 SHS	P	2013-05-30	2013-12-03
ISHARES MSCI EMU ETF - 24 000 SHS	P	2013-08-14	2013-12-02
ISHARES MSCI EMU ETF - 32 000 SHS	P	2013-08-14	2013-12-03
ISHARES MSCI JAPAN - 181 000 SHS	P	2013-07-08	2013-12-02
ISHARES MSCI JAPAN - 135 000 SHS	P	2013-07-08	2013-12-03
ISHARES MSCI SOUTH KOREA - 4 000 SHS	P	2013-09-10	2013-12-02
ISHARES MSCI SOUTH KOREA - 10 000 SHS	P	2013-09-10	2013-12-03
ISHARES MSCI UNITED KINGDOM - 24 000 SHS	P	2013-05-30	2013-12-02
ISHARES MSCI UNITED KINGDOM - 29 000 SHS	P	2013-05-30	2013-12-03
ISHARES U S FINANCIAL SERVICES - 418 000 SHS	P	2012-09-14	2013-01-29
ISHARES U S FINANCIAL SERVICES - 1 000 SHS	P	2012-09-14	2013-04-03
ISHARES U S FINANCIAL SERVICES - 633 000 SHS	P	2012-11-07	2013-04-03
ISHARES 1 -3 YEAR CREDIT BOND - 283 000 SHS	P	2013-01-16	2013-07-24
ISHARES 1 -3 YEAR CREDIT BOND - 27 000 SHS	P	2013-01-16	2013-12-02
ISHARES 1 -3 YEAR CREDIT BOND - 29 000 SHS	P	2013-01-16	2013-12-03
JOHNSON* JOHNSON - 363 000 SHS	P	2012-06-27	2013-05-24
MERCK COINC - 308 000 SHS	P	2012-05-18	2013-01-03
METLIFE INC - 732 000 SHS	P	2012-10-11	2013-02-22
NORDSTROM INC - 223 000 SHS	P	2012-08-22	2013-02-12
PIMCO 0-5 YEAR HIGH YIELD - 43 000 SHS	P	2013-02-20	2013-12-02
PIMCO 0-5 YEAR HIGH YIELD - 40 000 SHS	P	2013-02-20	2013-12-03
POWERSHARES - 32 000 SHS	P	2013-03-06	2013-12-02
POWERSHARES - 21 000 SHS	P	2013-03-06	2013-12-03

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POWERSHARES EXCHANGE TRADED FD - 2,438 000 SHS	P	2012-01-27	2013-01-23
POWERSHARES EXCHANGE TRADED FD - 355 000 SHS	P	2013-01-03	2013-12-12
POWERSHARES EXCHANGE TRADED FD - 301 000 SHS	P	2013-01-31	2013-12-12
POWERSHARES EXCHANGE TRADED FD - 1,879 000 SHS	P	2012-01-01	2013-01-29
POWERSHARES EXCHANGE TRADED FD - 639 000 SHS	P	2012-01-01	2013-05-23
POWERSHARES EXCHANGE TRADED FD - 432 000 SHS	P	2012-01-01	2013-08-07
POWERSHARES EXCHANGE TRADED FD - 124 000 SHS	P	2012-01-01	2013-08-14
POWERSHARES EXCHANGE TRADED FD - 291 000 SHS	P	2012-01-08	2013-08-14
POWERSHARES EXCHANGE TRADED FD - 381 000 SHS	P	2012-01-08	2013-09-23
POWERSHARES EXCHANGE TRADED FD - 247 000 SHS	P	2012-01-30	2013-09-23
POWERSHARES EXCHANGE TRADED FD - 872 000 SHS	P	2012-01-30	2013-09-23
POWERSHARES GLOBAL EXCHANGE - 33 000 SHS	P	2013-01-23	2013-12-02
POWERSHARES GLOBAL EXCHANGE - 26 000 SHS	P	2013-01-23	2013-12-03
SELECT SCTOR SPDR TR SBI UTILS - 640 000 SHS	P	2012-03-23	2013-01-29
SELECT SECTOR SPDR TRUST - 296 000 SHS	P	2012-11-16	2013-03-06
SELECT SECTOR SPDR TRUST - 171 000 SHS	P	2012-11-16	2013-04-23
SPDR - 126 000 SHS	P	2013-02-20	2013-12-02
SPDR - 165 000 SHS	P	2013-02-20	2013-12-03
SPDR S&P 500 ETF TRUST - 199 000 SHS	P	2013-06-26	2013-07-25
SPDR SER TR - 630 000 SHS	P	2013-04-03	2013-06-06
SPDR SER TR - 11 000 SHS	P	2013-04-03	2013-12-02
SPDR SER TR - 6 000 SHS	P	2013-04-03	2013-12-03
TIME WARNER INC - 328 000 SHS	P	2012-06-27	2013-01-16
UNITEDHEALTH GROUP INC - 455 000 SHS	P	2012-09-27	2013-01-08
VANGUARD FTSE EMERGING MARKETS - 315 000 SHS	P	2012-07-03	2013-05-30
VANGUARD FTSE EMERGING MARKETS - 2,280 000 SHS	P	2012-07-03	2013-06-17
VANGUARD FTSE EMERGING MARKETS - 125 000 SHS	P	2012-09-17	2013-06-17
VANGUARD FTSE EMERGING MARKETS - 1,147 000 SHS	P	2012-09-17	2013-06-26
VANGUARD 1NTL EQUITY INDEX FD - 533 000 SHS	P	2012-08-29	2013-02-06
VANGUARD INTL EQUITY INDEX FD - 406 000 SHS	P	2012-08-29	2013-02-11

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

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VANGUARD INTL EQUITY INDEX FD - 138 000 SHS	P	2012-09-07	2013-02-11
VANGUARD INTL EQUITY INDEX FD - 1,061 000 SHS	P	2012-09-07	2013-03-19
VANGUARD INTL EQUITY INDEX FD - 555 000 SHS	P	2012-10-08	2013-03-19
VANGUARD INTL EQUITY INDEX FD - 548 000 SHS	P	2012-10-08	2013-03-25
VANGUARD SCOTTSDALE FUNDS - 409 000 SHS	P	2012-09-28	2013-07-24
VANGUARD SECTOR INDEX FDS - 161 000 SHS	P	2012-01-20	2013-01-16
VANGUARD SECTOR INDEX FDS - 417 000 SHS	P	2012-11-16	2013-01-16
VANGUARD SECTOR INDEX FDS - 211 000 SHS	P	2012-11-08	2013-04-23
VANGUARD SECTOR INDEX FDS - 351 000 SHS	P	2012-12-19	2013-03-06
VANGUARD SECTOR INDEX FDS - 246 000 SHS	P	2012-12-19	2013-03-26
VANGUARD SECTOR INDEX FDS - 237 000 SHS	P	2012-12-19	2013-05-09
VANGUARD SECTOR INDEX FDS - 11 000 SHS	P	2013-09-23	2013-12-02
VANGUARD SECTOR INDEX FDS - 8 000 SHS	P	2013-09-23	2013-12-03
WALT DISNEY CO - 9 000 SHS	P	2013-10-11	2013-12-02
WALT DISNEY CO - 4 000 SHS	P	2013-10-11	2013-12-03
WISDOMTREE JAPAN HEDGED EQUITY - 905 000 SHS	P	2012-12-20	2013-07-08
WISDOMTREE JAPAN HEDGED EQUITY - 440 000 SHS	P	2013-02-11	2013-07-08
WISDOMTREE JAPAN HEDGED EQUITY - 184 000 SHS	P	2013-02-11	2013-07-31
WISDOMTREE JAPAN HEDGED EQUITY - 606 000 SHS	P	2013-03-11	2013-07-31
WISDOMTREE JAPAN HEDGED EQUITY - 130 000 SHS	P	2013-03-25	2013-07-31
WISDOMTREE JAPAN HEDGED EQUITY - 15 000 SHS	P	2013-03-25	2013-12-02
WISDOMTREE JAPAN HEDGED EQUITY - 8 000 SHS	P	2013-03-25	2013-12-03
WISDOMTREE TR - 1,590 000 SHS	P	2013-03-19	2013-07-25
WISDOMTREE TRUST - 787 000 SHS	P	2012-01-08	2013-08-14
WISDOMTREE TRUST - 367 000 SHS	P	2012-11-08	2013-09-10
WISDOMTREE TRUST - 512 000 SHS	P	2012-11-30	2013-09-10
WISDOMTREE TRUST - 477 000 SHS	P	2013-01-29	2013-09-10
WISDOMTREE TRUST - 97 000 SHS	P	2013-01-29	2013-12-02
WISDOMTREE TRUST - 94 000 SHS	P	2013-01-29	2013-12-03
WISDOMTREE TRUST JAPAN - 13 000 SHS	P	2013-07-08	2013-12-02

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WISDOMTREE TRUST JAPAN - 6 000 SHS	P	2013-07-08	2013-12-03
ALTRIA GROUP INC - 36,000 000 SHS	P	2011-09-09	2013-11-12
APPLE INC - 30 000 SHS	P	2011-10-06	2013-01-08
APPLE INC - 30 000 SHS	P	2011-10-06	2013-06-25
CREDIT SUISSE NASSAU 8RH - 812 000 SHS	P	2012-09-12	2013-09-18
CREDIT SUISSE NASSAU BRH - 20 000 SHS	P	2012-09-12	2013-12-02
CREDIT SUISSE NASSAU BRH - 20 000 SHS	P	2012-09-12	2013-12-03
ISHARES IBOXX HIGH YIELD - 153 000 SHS	P	2011-12-02	2013-06-06
ISHARES IBOXX HIGH YIELD - 303 000 SHS	P	2011-12-02	2013-06-26
ISHARES IBOXX HIGH YIELD - 37 000 SHS	P	2011-12-02	2013-07-02
ISHARES IBOXX HIGH YIELD - 578 000 SHS	P	2012-06-07	2013-07-02
ISHARES IBOXX J HIGH YIELD - 6 000 SHS	P	2012-06-07	2013-12-02
ISHARES IBOXX HIGH YIELD - 8 000 SHS	P	2012-06-07	2013-12-03
ISHARES J P MORGAN USD - 638 000 SHS	P	2011-09-07	2013-01-30
ISHARES J P MORGAN USD - 238 000 SHS	P	2012-01-05	2013-01-30
ISHARES MSCI EAFE ETF - 34 000 SHS	P	2012-11-30	2013-12-02
ISHARES MSCI EAFE ETF - 23 000 SHS	P	2012-11-30	2013-12-03
ISHARES MSCI PACIFIC EX JAPAN - 567 000 SHS	P	2012-01-27	2013-07-08
JPMORGAN CHASE 39000 SHS	P	2011-09-09	2013-12-03
MCDONALDS CORP - 279 000 SHS	P	2011-09-07	2013-05-09
MEADWESTVACO CORP - 238 000 SHS	P	2011-09-07	2013-05-22
MEADWESTVACO CORP - 260 000 SHS	P	2011-09-07	2013-05-23
MEADWESTVACO CORP - 265 000 SHS	P	2011-09-07	2013-05-24
NORDSTROM INC - 218 000 SHS	P	2011-10-06	2013-02-12
POWERSHARES EXCHANGE TRADED FD - 251 000 SHS	P	2012-08-22	2013-12-02
POWERSHARES EXCHANGE TRADED FD - 104 000 SHS	P	2012-08-22	2013-12-03
POWERSHARES EXCHANGE TRADED FD - 827 000 SHS	P	2012-08-22	2013-12-12
POWERSHARES EXCHANGE TRADED FD - 851 000 SHS	P	2012-10-11	2013-12-12
POWERSHARES GLOBAL EXCHANGE - 2,480 000 SHS	P	2011-09-07	2013-02-20
POWERSHARES SENIOR LOAN - 370 000 SHS	P	2012-03-09	2013-10-09

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

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POWERSHARES SENIOR LOAN - 547 000 SHS	P	2012-03-09	2013-10-17
POWERSHARES SENIOR LOAN - 359 000 SHS	P	2012-03-09	2013-11-14
POWERSHARES SENIOR LOAN - 59 000 SHS	P	2012-03-09	2013-12-02
POWERSHARES SENIOR LOAN - 58 000 SHS	P	2012-03-09	2013-12-03
POWERSHARES SENIOR LOAN - 532 000 SHS	P	2012-03-09	2013-12-04
POWERSHARES SENIOR LOAN - 343 000 SHS	P	2012-09-12	2013-12-04
POWERSHARES SENIOR LOAN - 942 000 SHS	P	2012-09-12	2013-12-12
QUALCOMM INC - 207 000 SHS	P	1996-11-13	2013-01-16
SELECT SCTOR SPDR TR SBI UTILS - 635 000 SHS	P	2011-12-21	2013-01-29
SHELL INTL FIN B V - 47,000 000 SHS	P	2011-09-09	2013-12-03
SPDR - 614 000 SHS	P	2011-09-13	2013-01-30
SPDR - 1,614 000 SHS	P	2011-09-13	2013-02-06
SPDR - 212 000 SHS	P	2011-09-13	2013-06-06
SPDR - 593 000 SHS	P	2011-09-21	2013-06-06
SPDR - 688 000 SHS	P	2011-09-21	2013-06-26
SPDR - 1,417 000 SHS	P	2011-09-21	2013-07-02
SPDR - 12 000 SHS	P	2011-09-21	2013-12-02
SPDR - 18 000 SHS	P	2011-09-21	2013-12-03
SPDR DOW JONES REIT - 41 000 SHS	P	2011-12-09	2013-01-15
SPDR DOW JONES REIT - 741 000 SHS	P	2011-12-28	2013-01-15
TIME WARNER INC - 322 000 SHS	P	2012-06-27	2013-08-14
U S BANCORP - 21,000 000 SHS	P	2011-09-09	2013-12-03
UBS AG JERSEY BRH - 852 000 SHS	P	2011-12-01	2013-08-07
VANGUARD FTSE EMERGING MARKETS - 631 000 SHS	P	2011-10-18	2013-03-11
VANGUARD FTSE EMERGING MARKETS - 660 000 SHS	P	2011-10-18	2013-05-30
VANGUARD INTL EQUITY INDEX FD - 60 000 SHS	P	2012-10-08	2013-12-02
VANGUARD INTL EQUITY INDEX FD - 6 000 SHS	P	2012-10-26	2013-12-02
VANGUARD INTL EQUITY INDEX FD - 89 000 SHS	P	2012-10-26	2013-12-03
VANGUARD SCOTTSDALE FUNDS - 40 000 SHS	P	2012-09-28	2013-12-02
VANGUARD SCOTTSDALE FUNDS - 43 000 SHS	P	2012-09-28	2013-12-03

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
VANGUARD SECTOR INDEX FDS - 43 000 SHS	P	2011-09-07	2013-01-16
VANGUARD SECTOR INDEX FDS - 12 000 SHS	P	2012-11-08	2013-12-02
VANGUARD SECTOR INDEX FDS - 8 000 SHS	P	2012-11-08	2013-12-03
VANGUARD SPECIALIZED FUNDS - 545 000 SHS	P	2012-03-14	2013-06-06
VANGUARD SPECIALIZED FUNDS - 497 000 SHS	P	2012-03-23	2013-06-06
VANGUARD SPECIALIZED FUNDS - 883 000 SHS	P	2012-05-18	2013-06-06

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
534		493	41
564		528	36
19,391		16,435	2,956
1,923		1,887	36
1,648		1,617	31
262		260	2
588		584	4
201		187	14
534		499	35
534		479	55
207		192	15
836		720	116
386		336	50
49,157		41,948	7,209
2,435		2,389	46
1,794		1,775	19
6,313		6,714	-401
169		179	-10
6,438		6,806	-368
404		389	15
171		165	6
321		311	10
272		267	5
33,921		26,220	7,701
28,878		26,517	2,361
50,407		51,224	-817
36,311		35,032	1,279
28,908		28,202	706
28,220		28,276	-56
61,165		58,461	2,704

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
2,492		2,409	83
3,675		3,584	91
49,670		49,233	437
3,616		3,600	16
698		695	3
431		434	-3
905		836	69
839		784	55
964		876	88
1,265		1,168	97
2,183		2,090	93
1,615		1,559	56
258		247	11
633		617	16
488		459	29
585		555	30
26,225		24,373	1,852
65		58	7
41,008		35,687	5,321
29,706		29,914	-208
2,848		2,848	0
3,057		3,057	0
31,495		24,347	7,148
12,763		11,680	1,083
26,060		25,972	88
12,285		12,823	-538
4,576		4,490	86
4,252		4,177	75
1,344		1,053	291
873		691	182

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
40,027		36,467	3,560
10,228		8,038	2,190
8,673		7,091	1,582
54,404		52,947	1,457
20,323		18,006	2,317
13,961		12,173	1,788
3,966		3,494	472
9,306		8,006	1,300
12,060		10,482	1,578
7,819		6,905	914
27,603		24,290	3,313
1,423		1,236	187
1,109		974	135
23,284		22,160	1,124
23,160		20,247	2,913
12,988		11,697	1,291
3,884		3,886	-2
5,082		5,089	-7
33,498		31,818	1,680
33,266		32,485	781
689		567	122
371		309	62
16,109		12,435	3,674
23,452		25,546	-2,094
13,371		12,756	615
91,466		92,329	-863
5,015		5,373	-358
43,272		49,306	-6,034
26,712		24,013	2,699
20,213		18,291	1,922

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
6,870		6,462	408
52,961		49,686	3,275
27,703		25,658	2,045
27,020		25,334	1,686
32,552		32,859	-307
14,662		13,064	1,598
37,976		36,613	1,363
14,922		14,307	615
27,577		25,626	1,951
19,496		17,960	1,536
19,402		17,303	2,099
1,067		990	77
767		720	47
640		595	45
279		264	15
43,149		32,771	10,378
20,978		18,131	2,847
8,321		7,582	739
27,406		26,258	1,148
5,879		5,672	207
759		654	105
398		349	49
80,129		80,645	-516
48,940		41,799	7,141
22,507		19,492	3,015
31,399		27,421	3,978
29,253		26,933	2,320
6,349		5,477	872
6,115		5,307	808
665		626	39

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
303		289	14
36,000		36,000	0
15,740		11,429	4,311
12,065		11,429	636
22,966		19,772	3,194
618		487	131
610		487	123
14,036		13,300	736
27,518		26,338	1,180
3,354		3,216	138
52,399		51,090	1,309
558		530	28
743		707	36
76,699		70,970	5,729
28,612		25,899	2,713
2,243		1,873	370
1,501		1,267	234
24,359		24,482	-123
39,800		39,561	239
27,995		24,831	3,164
8,335		5,756	2,579
9,032		6,288	2,744
9,270		6,409	2,861
12,010		10,437	1,573
7,412		5,131	2,281
3,030		2,126	904
23,828		16,907	6,921
24,519		17,819	6,700
47,590		44,662	2,928
9,139		9,090	49

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
13,467		13,439	28
8,932		8,820	112
1,465		1,450	15
1,441		1,425	16
13,204		13,070	134
8,513		8,571	-58
23,402		23,538	-136
13,403		556	12,847
23,102		22,545	557
47,501		47,442	59
25,139		23,237	1,902
65,397		61,082	4,315
8,478		8,023	455
23,714		22,668	1,046
27,058		26,299	759
55,816		54,166	1,650
486		459	27
728		688	40
3,053		2,559	494
55,178		47,798	7,380
20,109		12,207	7,902
21,364		21,288	76
32,776		26,744	6,032
27,807		24,815	2,992
28,016		25,956	2,060
3,423		2,774	649
342		276	66
5,013		4,092	921
3,201		3,214	-13
3,444		3,455	-11

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
3,916		3,372	544
1,037		814	223
691		542	149
36,395		31,908	4,487
33,190		28,834	4,356
58,967		48,972	9,995

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			41
			36
			2,956
			36
			31
			2
			4
			14
			35
			55
			15
			116
			50
			7,209
			46
			19
			-401
			-10
			-368
			15
			6
			10
			5
			7,701
			2,361
			-817
			1,279
			706
			-56
			2,704

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			83
			91
			437
			16
			3
			-3
			69
			55
			88
			97
			93
			56
			11
			16
			29
			30
			1,852
			7
			5,321
			-208
			0
			0
			7,148
			1,083
			88
			-538
			86
			75
			291
			182

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			3,560
			2,190
			1,582
			1,457
			2,317
			1,788
			472
			1,300
			1,578
			914
			3,313
			187
			135
			1,124
			2,913
			1,291
			-2
			-7
			1,680
			781
			122
			62
			3,674
			-2,094
			615
			-863
			-358
			-6,034
			2,699
			1,922

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			408
			3,275
			2,045
			1,686
			-307
			1,598
			1,363
			615
			1,951
			1,536
			2,099
			77
			47
			45
			15
			10,378
			2,847
			739
			1,148
			207
			105
			49
			-516
			7,141
			3,015
			3,978
			2,320
			872
			808
			39

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			14
			0
			4,311
			636
			3,194
			131
			123
			736
			1,180
			138
			1,309
			28
			36
			5,729
			2,713
			370
			234
			-123
			239
			3,164
			2,579
			2,744
			2,861
			1,573
			2,281
			904
			6,921
			6,700
			2,928
			49

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			28
			112
			15
			16
			134
			-58
			-136
			12,847
			557
			59
			1,902
			4,315
			455
			1,046
			759
			1,650
			27
			40
			494
			7,380
			7,902
			76
			6,032
			2,992
			2,060
			649
			66
			921
			-13
			-11

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			544
			223
			149
			4,487
			4,356
			9,995

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
Camp Fire USA - Spokane Office 524 N Mullan Road Spokane, WA 99206		Non-Private Foundati	Camp Sweyolakan	2,500
Compassion & Choices PO Box 61369 Seattle, WA 981416369		non-Private Foundati	Not Specified	1,000
Farestart 700 Virginia Street Seattle, WA 98101		Non-Private Foundati	Not Specified	2,500
Friends of Fircrest 15230 15th NE Shoreline, WA 98155		Non-Private Foundati	Therapy Garden	10,000
Macaw Rescue & Sanctuary 34032 Northeast Lake Joy Road Carnation, WA 98014		non-Private Foundati	Not Specified	500
Mercer Island Preschool Association PO Box 464 Mercer Island, WA 98040		Non-Private Foundati	Not Specified	15,000
Mercer Island Schools Foundation PO Box 1243 Mercer Island, WA 98040		Non-Private Foundati	Not Specified	1,500
Pacific Northwest Ballet 301 Mercer Street Seattle, WA 98109		Non-Private Foundati	Not Specified	20,000
Port Townsend Marine Science Society 532 Battery Way Port Townsend, WA 983683636		Non-Private Foundati	Not Specified	2,000
Providence Regina House 8201 10th Avenue South 6 Seattle, WA 98108		non-Private Foundati	Not Specified	1,000
Seattle Art Museum 100 University Street Seattle, WA 98101		Non-Private Foundati	Support of The Docent Committee's Educational Fund and The Native American Art Department	50,000
Seattle Repertory Theatre 155 Mercer Street PO Box 900923 Seattle, WA 98109		Non-Private Foundati	Not Specified	10,000
See Your Impact 1416 112th Ave NE Bellevue, WA 98004		Non-Private Foundati	Support Family and Education Focused Needs	2,500
The Kohala Center Inc PO Box 437462 Kamuela, HI 96743		Non-Private Foundati	Support Reef Teach Program	2,500
Three Ring Ranch Big Island KailuaKona, HI 967408815		Non-Private Foundati	Not Specified	15,000
Total . . . . ▶ **3a**				143,000

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
Wananalua Congregational Church PO Box 188 Hana, HI 96713		Non-Private Foundati	Not Specified	1,000
Wilderness Awareness School PO Box 219 PMB 137 Duvall, WA 98019		Non-Private Foundati	Not Specified	1,000
YMCA Camping Services 909 4th Avenue Seattle, WA 98104		non-Private Foundati	Support Outdoor Environmental Education Program at Camp Orkila	5,000
Total . . . . ▶ **3a**				143,000

TY 2013 Accounting Fees Schedule

Name: The MacRae Foundation

EIN: 91-2001720

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Accounting & Tax Services	3,000	0		3,000

TY 2013 Investments Corporate Bonds Schedule

Name: The MacRae Foundation

EIN: 91-2001720

Name of Bond	End of Year Book Value	End of Year Fair Market Value
RBC Taxable Fixed Income	903,039	913,789

TY 2013 Investments Corporate Stock Schedule

Name: The MacRae Foundation

EIN: 91-2001720

Name of Stock	End of Year Book Value	End of Year Fair Market Value
RBC US Equities	782,841	900,255
RBC Int'l Equities	596,030	663,779

TY 2013 Investments - Other Schedule

Name: The MacRae Foundation

EIN: 91-2001720

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
RBC Other Assets	AT COST	0	0

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491134003174

TY 2013 Other Expenses Schedule

Name: The MacRae Foundation

EIN: 91-2001720

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
RBC Fees	29,409	29,409		0
Investment Fees	6,047	6,047		0
State Licenses	35	0		35

TY 2013 Taxes Schedule

Name: The MacRae Foundation

EIN: 91-2001720

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Foreign Tax Withheld	897	897		0
Federal Taxes	7,694	0		0