



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Return of Private Foundation

OMB No 1545-0052

Form 990-PF

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.

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation TITCOMB FOUNDATION		A Employer identification number 91-6020513
Number and street (or P.O. box number if mail is not delivered to street address) P. O. BOX 1278	Room/suite	B Telephone number 253-272-8336
City or town, state or province, country, and ZIP or foreign postal code TACOMA, WA 98401-1278		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 2,204,558.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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))		(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	3,000.		N/A	
	2 Check <input checked="" 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	52,139.	52,139.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	91,019.			STATEMENT 1
	b Gross sales price for all assets on line 6a	470,003.			
	7 Capital gain net income (from Part IV, line 2)		90,457.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income	605.	605.		STATEMENT 3	
12 Total. Add lines 1 through 11	146,763.	143,201.			
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				
	b Accounting fees STMT 4	11,066.	5,533.		5,533.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 5	4,317.	1,358.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	700.	0.		700.
	24 Total operating and administrative expenses. Add lines 13 through 23	16,083.	6,891.		6,233.
	25 Contributions, gifts, grants paid	83,000.			83,000.
26 Total expenses and disbursements. Add lines 24 and 25	99,083.	6,891.		89,233.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	47,680.				
b Net investment income (if negative, enter -0-)		136,310.			
c Adjusted net income (if negative, enter -0-)			N/A		

323501
10-10-13

LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2013)

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	34,574.	5,342.	5,342.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations			
	b Investments - corporate stock STMT 7	943,102.	1,052,579.	1,433,373.
	c Investments - corporate bonds STMT 8	392,978.	429,990.	452,294.
	11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 9	319,896.	243,319.	285,549.	
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶ STATEMENT 10)	22,000.	28,000.	28,000.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	1,712,550.	1,759,230.	2,204,558.	
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			
	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"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	1,712,550.	1,759,230.	
	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	1,712,550.	1,759,230.	
31 Total liabilities and net assets/fund balances	1,712,550.	1,759,230.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,712,550.
2 Enter amount from Part I, line 27a	2	47,680.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	1,760,230.
5 Decreases not included in line 2 (itemize) ▶ BOOK ADJUSTMENT	5	1,000.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,759,230.

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				
b SEE ATTACHED STATEMENT				
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 470,003.		379,546.	90,457.

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

(i) FMV 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			90,457.

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	90,457.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8 }		3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	90,974.	1,896,477.	.047970
2011	89,825.	1,903,443.	.047191
2010	73,180.	1,780,494.	.041101
2009	99,173.	1,506,200.	.065843
2008	109,211.	1,870,296.	.058392

2 Total of line 1, column (d)	2	.260497
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	.052099
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	2,088,977.
5 Multiply line 4 by line 3	5	108,834.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,363.
7 Add lines 5 and 6	7	110,197.
8 Enter qualifying distributions from Part XII, line 4	8	95,233.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <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	2,726.
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	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	2,726.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	2,726.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	2,100.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	1,500.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	3,600.	
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	874.	
11 Enter the amount of line 10 to be credited to 2014 estimated tax	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?		X
1b 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
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ 0. (2) On foundation managers \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions)		
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	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

Form 990-PF (2013)

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	X	
14	The books are in care of FIDUCIARY COUNSELLING INC. Telephone no 253-272-8336 Located at P. O. BOX 1278, TACOMA, WA ZIP+4 98401-1278		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country	16	Yes No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<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)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
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? If "Yes," list the years	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	N/A	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		
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)	N/A	3b
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

Form 990-PF (2013)

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

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

N/A

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?

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

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.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		0.	0.	0.

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

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

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

0

Form 990-PF (2013)

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. 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 N/A	
	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1	
SEE STATEMENT 12	6,000.
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	6,000.

Form 990-PF (2013)

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	2,082,422.
b	Average of monthly cash balances	1b	38,367.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	2,120,789.
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	2,120,789.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	31,812.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,088,977.
6	Minimum investment return. Enter 5% of line 5	6	104,449.

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	104,449.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	2,726.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	2,726.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	101,723.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	101,723.
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	101,723.

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	89,233.
b	Program-related investments - total from Part IX-B	1b	6,000.
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	95,233.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	95,233.

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.

Form 990-PF (2013)

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				101,723.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			86,554.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 95,233.				
a Applied to 2012, but not more than line 2a			86,554.	
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				8,679.
e Remaining amount distributed out of corpus	0.			
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	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				93,044.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014 Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

N/A

- 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

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(i)(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))

SEE STATEMENT 13

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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SEE ATTACHED SCHEDULE	NONE	PC	VARIOUS	83,000.
Total			3a	83,000.
b Approved for future payment				
NONE				
Total			3b	0.

Part XVII

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

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

[illegible]

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

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

**Sign
Here**

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

Signature of officer or trustee

Date 7/22/2014

PRESIDENT
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 JOYCE I. CARROLL	Preparer's signature <i>Joyce Carroll</i>	Date 7/23/14	Check <input type="checkbox"/> if self-employed	PTIN P00059548
Firm's name ▶ FIDUCIARY COUNSELLING, INC			Firm's EIN ▶ 41-0445819	
Firm's address ▶ P.O. BOX 1278 TACOMA, WA 98401-1278			Phone no. 253-272-8336	

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 PUBLICLY TRADED SECURITIES - SHORT TERM CAPITAL G		P	VARIOUS	VARIOUS
b PUBLICLY TRADED SECURITIES - LONG TERM CAPITAL GA		P	VARIOUS	VARIOUS
c LITIGATION SETTLEMENT		P	VARIOUS	VARIOUS
d PLUS DISALLOWED WASH SALES		P	VARIOUS	VARIOUS
e PLUS DISALLOWED WASH SALES		P	VARIOUS	VARIOUS
f CAPITAL GAINS DIVIDENDS				
g				
h				
i				
j				
k				
l				
m				
n				
o				

(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 57,502.		53,918.	3,584.
b 355,224.		325,066.	30,158.
c 235.			235.
d 28.			28.
e 562.		562.	0.
f 56,452.			56,452.
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			3,584.
b			30,158.
c			235.
d			28.
e			0.
f			56,452.
g			
h			
i			
j			
k			
l			
m			
n			
o			

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	90,457.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8 }	3	N/A

FORM 990-PF

GAIN OR (LOSS) FROM SALE OF ASSETS

STATEMENT 1

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED PURCHASED	(F) DATE ACQUIRED VARIOUS	DATE SOLD VARIOUS
PUBLICLY TRADED SECURITIES - SHORT TERM CAPITAL GAINS	57,502.	53,918.	0.	0.	3,584.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED PURCHASED	(F) DATE ACQUIRED VARIOUS	DATE SOLD VARIOUS
PUBLICLY TRADED SECURITIES - LONG TERM CAPITAL GAINS	355,224.	325,066.	0.	0.	30,158.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED PURCHASED	(F) DATE ACQUIRED VARIOUS	DATE SOLD VARIOUS
LITIGATION SETTLEMENT	235.	0.	0.	0.	235.	

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
PLUS DISALLOWED WASH SALES	PURCHASED		VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
28.	0.	0.	0.	28.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
PLUS DISALLOWED WASH SALES	PURCHASED		VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
562.	0.	0.	0.	562.

CAPITAL GAINS DIVIDENDS FROM PART IV 56,452.

TOTAL TO FORM 990-PF, PART I, LINE 6A 91,019.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
NATIONAL FINANCIAL SERVICES LLC	108,591.	56,452.	52,139.	52,139.	
TO PART I, LINE 4	108,591.	56,452.	52,139.	52,139.	

FORM 990-PF	OTHER INCOME	STATEMENT	3
-------------	--------------	-----------	---

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PROGRAM RELATED INVESTMENT INCOME	605.	605.	
TOTAL TO FORM 990-PF, PART I, LINE 11	605.	605.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	4
-------------	-----------------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING & TAX SERVICE	11,066.	5,533.		5,533.
TO FORM 990-PF, PG 1, LN 16B	11,066.	5,533.		5,533.

FORM 990-PF	TAXES	STATEMENT	5
-------------	-------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	1,358.	1,358.		0.
EXCISE TAX	2,959.	0.		0.
TO FORM 990-PF, PG 1, LN 18	4,317.	1,358.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	6
-------------	----------------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
STATE FILING FEE	35.	0.		35.
MEMBERSHIP FEES	665.	0.		665.
TO FORM 990-PF, PG 1, LN 23	700.	0.		700.

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
-------------	-----------------	-----------	---

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
U.S. LARGE COMPANIES	294,235.	414,560.
U.S. SMALL COMPANIES	231,092.	319,376.
INTERNATIONAL DEVELOPED MARKETS	263,738.	406,970.
EMERGING MARKETS	263,514.	292,467.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,052,579.	1,433,373.

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
-------------	-----------------	-----------	---

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
TAXABLE BONDS	429,990.	452,294.
TOTAL TO FORM 990-PF, PART II, LINE 10C	429,990.	452,294.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
-------------	-------------------	-----------	---

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
HEDGE FUNDS	COST	168,452.	177,122.
INVESTMENT REAL ESTATE	COST	74,867.	108,427.
TOTAL TO FORM 990-PF, PART II, LINE 13		243,319.	285,549.

FORM 990-PF	OTHER ASSETS	STATEMENT	10
-------------	--------------	-----------	----

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
PROGRAM RELATED INVESTMENT	22,000.	28,000.	28,000.
TO FORM 990-PF, PART II, LINE 15	22,000.	28,000.	28,000.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 11
 TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
PETER C. TITCOMB P. O. BOX 1278 TACOMA, WA 98401-1278	PRESIDENT & DIR. 1.00	0.	0.	0.
ROHRE W.B TITCOMB P. O. BOX 1278 TACOMA, WA 98401-1278	VICE PRESIDENT 1.00	0.	0.	0.
HEATHER T MORLEY P. O. BOX 1278 TACOMA, WA 98401-1278	SECRETARY-TREASURER 1.00	0.	0.	0.
JOHN W TITCOMB, JR P. O. BOX 1278 TACOMA, WA 98401-1278	DIRECTOR 1.00	0.	0.	0.
STEPHEN T. TITCOMB P. O. BOX 1278 TACOMA, WA 98401-1278	DIRECTOR 1.00	0.	0.	0.
DAVID R. TITCOMB P. O. BOX 1278 TACOMA, WA 98401-1278	DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF SUMMARY OF PROGRAM-RELATED INVESTMENTS STATEMENT 12

DESCRIPTION

CRAFT3
 A \$6,000 3 PERCENT INTEREST LOAN WAS MADE TO CRAFT3, A
 PUBLIC 501(C)(3) ORGANIZATION FOR A CAPITAL IMPROVEMENT,
 INCREASING THE BALANCE DUE TO \$28,000 AT TITCOMB
 FOUNDATION'S YEAR ENDED DECEMBER 31, 2013. THE ENTIRE
 BALANCE IS DUE IN FULL BY DECEMBER 1, 2014.

TO FORM 990-PF, PART IX-B, LINE 1

AMOUNT

6,000.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 13

NAME OF MANAGER

PETER C. TITCOMB
JOHN W TITCOMB, JR
STEPHEN T. TITCOMB
DAVID R. TITCOMB



PART II ATTACHMENT **STATEMENT OF ASSETS AND LIABILITIES**

00012 - Titcomb Foundation

As of 12/31/2013

Quantity	Description	Unit Tax Cost	Total Tax Cost	Market	Market Value	Unrealized	% Holding	Annual Income	Current Yield %
Cash									
	Fidelity Clearing 1		(\$5,010.00)		(\$5,010.00)		(0.23%)		
Cash			(\$5,010.00)		(\$5,010.00)		(0.23%)		
Cash			(\$5,010.00)		(\$5,010.00)		(0.23%)		
Security Class									
Cash Equivalents									
10,351,340	FIDELITY CASH RESERVES	\$1.00	\$10,351.34	\$1.00	\$10,351.34	\$0.00	0.47%	\$1.08	0.01%
Cash Equivalents			\$10,351.34		\$10,351.34	\$0.00	0.47%	\$1.08	0.01%
Taxable Bonds									
10,333,041	DOUBLELINE TOTAL RETURN BOND FD CLI	\$11.10	\$114,693.28	\$10.78	\$111,390.18	(\$3,303.09)	5.05%	\$5,734.42	5.15%
7,557,219	LOOMIS SAYLES BOND INSTL	\$12.49	\$94,368.48	\$15.16	\$114,567.44	\$20,198.96	5.20%	\$5,754.82	5.02%
10,413,232	PIMCO EMERGING MARKETS BOND FD	\$10.76	\$112,088.02	\$10.70	\$111,421.58	(\$666.44)	5.05%	\$6,076.33	5.45%
8,518,485	TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	\$12.78	\$108,839.96	\$13.49	\$114,914.36	\$6,074.40	5.21%	\$4,801.02	4.18%
Taxable Bonds			\$429,989.73		\$452,293.57	\$22,303.84	20.52%	\$22,366.59	4.95%
U.S. Large Cap Stocks									
3,484,096	OAKMARK SELECT FD	\$29.25	\$101,899.79	\$40.06	\$139,572.89	\$37,673.09	6.33%	\$140.41	0.10%
2,742,134	SELECTED AMERICAN SHARES CL D	\$39.64	\$108,685.61	\$50.26	\$137,819.65	\$29,134.04	6.25%	\$1,184.60	0.86%
7,055,963	VANGUARD PRIMECAP CORE FD	\$11.86	\$83,649.63	\$19.44	\$137,167.92	\$53,518.29	6.22%	\$1,255.96	0.92%
U.S. Large Cap Stocks			\$294,235.03		\$414,560.46	\$120,325.43	18.80%	\$2,580.97	0.62%
U.S. Small Cap Stocks									
14,289,770	CLEARWATER SMALL COMPANIES FUND	\$16.17	\$231,092.15	\$22.35	\$319,376.36	\$88,284.20	14.49%	\$885.97	0.28%
U.S. Small Cap Stocks			\$231,092.15		\$319,376.36	\$88,284.20	14.49%	\$885.97	0.28%
International Developed Market Stocks									
2,815,717	AMERICAN EUROPEAN GROWTH FUND CLASS F2	\$27.35	\$77,020.20	\$48.98	\$137,913.82	\$60,893.61	6.26%	\$1,617.63	1.17%

This report includes transactions received by FCI prior to the closing of the reporting period. Information received subsequent to the period close will be recorded in the following month.



PART II ATTACHMENT

STATEMENT OF ASSETS AND LIABILITIES

00012 - Titcomb Foundation

As of 12/31/2013

Quantity	Description	Unit Tax Cost	Total Tax Cost	Market	Market Value	Unrealized	% Holding	Annual Income	Current Yield %
Security Class									
1,586 373	DODGE & COX INTL STOCK FUND	\$34.91	\$55,378.28	\$43.04	\$68,277.49	\$12,899.21	3.10%	\$1,102.53	1.61%
3,987.197	MORGAN STANLEY INST INTL EQUITY	\$13.63	\$54,352.30	\$16.98	\$67,702.61	\$13,350.30	3.07%	\$1,204.73	1.78%
6,059 924	TEMPLETON INST FOREIGN SM COS	\$12.70	\$76,987.47	\$21.96	\$133,075.93	\$56,088.46	6.04%	\$1,809.49	1.36%
International Developed Market Stocks			\$263,738.26		\$406,969.85	\$143,231.59	18.46%	\$5,734.38	1.41%
Emerging Market Stocks									
3,179 033	PARAMETRIC TAX MANAGED EMERGING MKTS INSTL	\$37.43	\$119,005.62	\$48.79	\$155,105.02	\$36,099.40	7.04%	\$2,992.11	1.93%
12,330 477	TOUCHSTONE EMERGING MARKETS FUND CL I	\$11.72	\$144,508.79	\$11.14	\$137,361.51	(\$7,147.28)	6.23%	\$1,841.56	1.34%
Emerging Market Stocks			\$263,514.41		\$292,466.53	\$28,952.12	13.27%	\$4,833.66	1.65%
Alternative Investments									
4,883 360	PIMCO ALL ASSET INST CLASS	\$11.01	\$53,757.68	\$12.08	\$58,990.99	\$5,233.31	2.68%	\$2,890.85	4.90%
5,277.426	THIRD AVENUE FOCUSED CREDIT INSTL	\$10.84	\$57,190.84	\$11.20	\$59,107.17	\$1,916.33	2.68%	\$4,510.62	7.63%
4,706 835	WILLIAM BLAIR MACRO ALLOCATION FD	\$12.22	\$57,503.52	\$12.54	\$59,023.71	\$1,520.19	2.68%	\$467.77	0.79%
Alternative Investments			\$168,452.04		\$177,121.87	\$8,669.83	8.03%	\$7,869.23	4.44%
Investment Real Estate									
3,158 667	EII GLOBAL PROPERTY FUND	\$15.82	\$49,982.07	\$16.72	\$52,812.91	\$2,830.84	2.40%	\$0.00	0%
1,929.713	THIRD AVENUE REAL ESTATE	\$12.90	\$24,884.81	\$28.82	\$55,614.33	\$30,729.52	2.52%	\$586.05	1.05%
Investment Real Estate			\$74,866.88		\$108,427.24	\$33,560.36	4.92%	\$586.05	0.54%
Receivables									
28,000 000	CRAFT3 PRI 3.00% 12/01/13	\$1.00	\$28,000.00	\$1.00	\$28,000.00	\$0.00	1.27%	\$0.00	0%
Receivables			\$28,000.00		\$28,000.00	\$0.00	1.27%	\$0.00	
Security Class			\$1,764,239.84		\$2,209,567.22	\$445,327.38	100.23%	\$44,857.94	2.03%
Net Worth			\$1,759,229.84		\$2,204,557.22		100.00%		

This report includes transactions received by FCI prior to the closing of the reporting period. Information received subsequent to the period close will be recorded in the following month.

EIN 91-6020513

PART XV, LINE 3A ATTACHMENT

Titcomb Foundation

P.O. Box 1278
Tacoma, WA 98401-1278

Schedule of Contributions Paid in 2013

Grantee Organization	Address	Foundation status of recipient	Purpose	Date	Amount
Animal Foundation of Great Falls	PO Box 3426 Great Falls, MT	PC	General operating support	12/11/2013	\$4,500.00
Craft3	203 Howerton Way, SE, P.O. Box 826 Ilwaco, WA 98624	PC	Clean H2O Program, Coastal Forests & Communities Initiative for Energy Efficient and Clean Water home loans	12/11/2013	\$8,000.00
Eyak Preservation Council	PO Box 460 Cordova, AK 99574	PC	General operating support	12/11/2013	\$9,000.00
Great Falls Public Schools Foundation	PO Box 1645 Great Falls, MT 59403	PC	General operating support	12/11/2013	\$2,000.00
Humane Society for Seattle-King County	13212 SE Eastgate Way Bellevue, WA 98005	PC	General operating support	12/11/2013	\$1,000.00
Isla Holbox Spay Neuter Project	33925 Egdon Road NE Kingston, WA 98346	PC	general operating support	12/11/2013	\$2,000.00
Montana Raptor Conservation Center	PO Box 4061 Bozeman, MT 59772	PC	general operating support	12/11/2013	\$2,500.00

EIN 91-6020513

PART XV, LINE 3A ATTACHMENT

Titcomb Foundation

P.O. Box 1278
Tacoma, WA 98401-1278

Schedule of Contributions Paid in 2013

Grantee Organization	Address	Foundation status of recipient	Purpose	Date	Amount
Museum of Glass	1801 Dock Street Tacoma, WA 98402-3217	PC	George Weyerheuser Jr. Memorial Endowment Fund	7/16/2013	\$2,000.00
NATIVE Conservancy	PO Box 460 Cordova, AK 99574	PC	General operating support	12/11/2013	\$9,000.00
Neighborcare Health	1537 Western Ave Seattle, WA 98101-1521	PC	general operating support	12/11/2013	\$2,000.00
Northwest Communities and Education Center	121 Sunnyside Ave, PO Box 800 Granger, WA 98932	PC	Radio KDNA, Granger WA, general operating support	12/11/2013	\$1,000.00
Portuguese Water Dog Club of America Rescue	c/o 4455 Old Highway 99 S Ashland, OR 97520	PC	general operating support	12/11/2013	\$4,000.00
Potlatch Fund	801 Second Avenue, Suite 304 Seattle, WA 98104	PC	general operating support	12/11/2013	\$2,500.00
Rain City Flyers	7051 Seventeenth Northeast Seattle, WA 98115	PC	general operating support	12/11/2013	\$1,000.00

EIN 91-6020513

Titcomb Foundation

P.O. Box 1278
Tacoma, WA 98401-1278

PART XV, LINE 3A ATTACHMENT

Schedule of Contributions Paid in 2013

Grantee Organization	Address	Foundation status of recipient	Purpose	Date	Amount
Rainier Scholars	2100 24th Avenue S , Suite 360 Seattle, WA 98144	PC	general operating support	12/11/2013	\$2,500.00
RAINN	2000 L Street NW, Suite 406 Washington, DC 20036	PC	general operating support	12/11/2013	\$2,000.00
Seattle Young People's Project	2820 East Cherry Street Seattle, WA 98122	PC	general operating support	12/11/2013	\$2,000.00
SHARE El Salvador	2425 College Avenue Berkeley, CA 94704	PC	Women's Fruit Orchard Project	12/11/2013	\$1,500.00
Shunpike	3518 Fremont Ave N. Box 118 Seattle, WA 98103	PC	Fab Five, Tacoma, general opearating support	12/11/2013	\$1,000.00
Southend Ultimate Program	953 22nd Ave , Suite A Seattle, WA 98122	PC	All-Girl Everything Ultimate Program	12/11/2013	\$1,500.00

EIN 91-6020513

PART XV, LINE 3A ATTACHMENT

Titcomb Foundation

P.O. Box 1278
Tacoma, WA 98401-1278

Schedule of Contributions Paid in 2013

Grantee Organization	Address	Foundation status of recipient	Purpose	Date	Amount
Sustainable Northwest	813 SW Alder, Suite 500 Portland, OR 97205	PC	joint project from Sustainable Northwest and Northwest Natural Resource Group from the Coastal Forests and Communities Initiative Committee to promote/increase FSC supply	12/11/2013	\$16,000.00
Trout Unlimited-Bellevue/Issaquah Chapter	PO Box 2652 Issaquah, WA 98027-0121	PC	Bellevue-Issaquah Chapter for Kokanee Run Fish Rehabilitation	12/11/2013	\$1,000.00
Vegan Outreach, Inc.	P.O. Box 30865 Tucson, AZ 85751-0865	PC	general operating support	12/11/2013	\$1,000.00
Wildlife Conservation Society	2300 Southern Blvd. Bronx, NY 10460	PC	Linn Initiative	12/11/2013	\$4,000.00
Grand Totals (26 items)					\$83,000.00

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 ☒
- 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.

Type or print	Name of exempt organization or other filer, see instructions.	Enter filer's identifying number
File by the due date for filing your return. See instructions.	TITCOMB FOUNDATION	Employer identification number (EIN) or 91-6020513
	Number, street, and room or suite no. If a P.O. box, see instructions. P. O. BOX 1278	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions. TACOMA, WA 98401-1278	

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

FIDUCIARY COUNSELLING INC.

- The books are in the care of ► **P. O. BOX 1278 - TACOMA, WA 98401-1278**

Telephone No. ► **253-272-8336**

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 **AUGUST 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 , and ending .

- 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 Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	3,600.
b If this application is for Forms 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	\$	2,100.
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	\$	1,500.

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.