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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
BISHOP FLEET FOUNDATION

A Employer identification number
91-6031057

Number and street (or P O box number if mail is not delivered to street address)
1420 FIFTH AVENUE SUITE 3200

Room/suite

B Telephone number (see instructions)
(206) 971-4130

City or town, state or province, country, and ZIP or foreign postal code
SEATTLE, WA 981012349

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 ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 2,381,652

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	9	9		
	4	Dividends and interest from securities	55,871	55,871		
	5a	Gross rents				
	b	Net rental income or (loss) ________				
	6a	Net gain or (loss) from sale of assets not on line 10	104,091			
	b	Gross sales price for all assets on line 6a 605,581				
	7	Capital gain net income (from Part IV, line 2)		104,091		
	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	159,971	159,971		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	6,665	2,072		4,593
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	4,350	2,175		2,175
	c	Other professional fees (attach schedule)	16,604	16,604		0
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	1,855	738		117
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	22	11		11
	22	Printing and publications				
	23	Other expenses (attach schedule)	159	66		93
	24	**Total operating and administrative expenses.** Add lines 13 through 23	29,655	21,666		6,989
	25	Contributions, gifts, grants paid	104,250			104,250
	26	**Total expenses and disbursements.** Add lines 24 and 25	133,905	21,666		111,239
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	26,066			
	b	**Net investment income** (if negative, enter -0-)		138,305		
	c	**Adjusted net income** (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see instructions. Cat No 11289X Form **990-PF** (2013)

Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	**(b)** Book Value	**(c)** Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	57,616	58,337	58,337
	3	Accounts receivable ▶ ________ Less allowance for doubtful accounts ▶ ________			
	4	Pledges receivable ▶ ________ Less allowance for doubtful accounts ▶ ________			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ ________ Less allowance for doubtful accounts ▶ ________			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)	161,182	126,592	142,076
	b	Investments—corporate stock (attach schedule)	1,170,754	1,086,927	1,621,508
	c	Investments—corporate bonds (attach schedule)	387,145	533,583	552,882
	11	Investments—land, buildings, and equipment basis ▶ ________ Less accumulated depreciation (attach schedule) ▶ ________			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ ________ Less accumulated depreciation (attach schedule) ▶ ________			
	15	Other assets (describe ▶ ________)	5,238	6,849	6,849
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	1,781,935	1,812,288	2,381,652
Liabilities	17	Accounts payable and accrued expenses	532	4,819	
	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)	532	4,819	
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	1,781,403	1,807,469	
	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)	1,781,403	1,807,469	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	1,781,935	1,812,288	

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	1,781,403
2	Enter amount from Part I, line 27a	2	26,066
3	Other increases not included in line 2 (itemize) ▶ ________	3	0
4	Add lines 1, 2, and 3	4	1,807,469
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	1,807,469

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
1 a	PUBLICLY TRADED SECURITIES			
b	SECURITIES LITIGATION SETTLEMENT	P		2013-07-08
c	CAPITAL GAINS DIVIDENDS	P		
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	604,980		501,490	103,490
b	12			12
c	589			589
d				
e				

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

	(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
a				103,490
b				12
c				589
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**	104,091
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	110,275	2,186,901	0 050425
2011	94,193	2,228,286	0 042272
2010	88,950	2,105,684	0 042243
2009	85,765	1,929,122	0 044458
2008	50,072	2,189,352	0 022871

2	**Total** of line 1, column (d).	**2**	0 202269
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 040454
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	**4**	2,279,267
5	Multiply line 4 by line 3.	**5**	92,205
6	Enter 1% of net investment income (1% of Part I, line 27b).	**6**	1,383
7	Add lines 5 and 6.	**7**	93,588
8	Enter qualifying distributions from Part XII, line 4.	**8**	111,239

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**	1,383
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**	1,383
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**	1,383
6	Credits/Payments				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	**6a**	1,744		
b	Exempt foreign organizations—tax withheld at source	**6b**			
c	Tax paid with application for extension of time to file (Form 8868)	**6c**	2,500		
d	Backup withholding erroneously withheld	**6d**			
7	Total credits and payments Add lines 6a through 6d			**7**	4,244
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**	2,861
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 2,861 **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)*

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 - NONE

14 The books are in care of ▶THE FOUNDATION Telephone no ▶(206) 971-4130

Located at ▶1420 FIFTH AVENUE SUITE 3200 SEATTLE WA ZIP+4 ▶981012349

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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		No
	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** **No**

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
JAMES R CALLAGHAN 1420 FIFTH AVENUE SUITE 3200 SEATTLE, WA 98101	PRESIDENT & TRUSTEE 3 00	4,265	0	0
C LEIGH CALLAGHAN 1420 FIFTH AVENUE SUITE 3200 SEATTLE, WA 98101	VICE PRESIDENT & TRUSTEE 0 50	1,200	0	0
CHRISTIAN W BIRKELAND 1420 FIFTH AVENUE SUITE 3200 SEATTLE, WA 98101	SECRETARY/TREASURER & TRUSTEE 0 50	1,200	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**	2,212,305
b	Average of monthly cash balances			**1b**	94,823
c	Fair market value of all other assets (see instructions)			**1c**	6,849
d	**Total** (add lines 1a, b, and c)			**1d**	2,313,977
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**	2,313,977
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)			**4**	34,710
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			**5**	2,279,267
6	**Minimum investment return.** Enter 5% of line 5			**6**	113,963

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**	113,963
2a	Tax on investment income for 2013 from Part VI, line 5	**2a**	1,383		
b	Income tax for 2013 (This does not include the tax from Part VI)	**2b**			
c	Add lines 2a and 2b			**2c**	1,383
3	Distributable amount before adjustments Subtract line 2c from line 1			**3**	112,580
4	Recoveries of amounts treated as qualifying distributions			**4**	0
5	Add lines 3 and 4			**5**	112,580
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**	112,580

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**	111,239
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**	111,239
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**	1,383
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	**6**	109,856

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					112,580
2 Undistributed income, if any, as of the end of 2013					
a Enter amount for 2012 only.				95,659	
b Total for prior years 20___ , 20___ , 20___			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 ▶ $ 111,239					
a Applied to 2012, but not more than line 2a				95,659	
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.					15,580
e Remaining amount distributed out of corpus		0			
5 Excess distributions carryover applied to 2013		0			0
(If an amount appears in column (d), the same amount must be shown in column (a).)					
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		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 instructions				0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014					97,000
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) . . .		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)

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

See Additional Data Table

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

See Additional Data Table

c Any submission deadlines

See Additional Data Table

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

See Additional Data Table

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**				104,250
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			14	9	
4 Dividends and interest from securities. . . .			14	55,871	
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	104,091	
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		159,971	0

13 **Total.** Add line 12, columns (b), (d), and (e). **13** 159,971

(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

******	2014-10-30	******
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 ELIZABETH C HEDLUND CPA	Preparer's Signature	Date 2014-10-30	Check if self-employed ☐	PTIN P00173862
Firm's name VON HARTEN & COMPANY INC PS			Firm's EIN 91-1741928	
Firm's address 2101 FOURTH AVE SUITE 2170 SEATTLE, WA 98121			Phone no (206) 443-9017	

Form 990PF Part XV Line 2a - 2d - Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

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

CHRISTIAN W BIRKELAND
1420 FIFTH AVENUE SUITE 3200
SEATTLE, WA 98101
(206) 971-4130

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

SCHOLARSHIP APPLICATION FORM

c Any submission deadlines

MAY 1 FOR GRANTS FOR THE FOLLOWING ACADEMIC YEAR

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

LIMITED TO STUDENTS ENROLLED IN A FOUR-YEAR ACADEMIC PROGRAM LEADING TO A DEGREE SCHOLARSHIP IS LIMITED TO $2,500 PER STUDENT PER ACADEMIC YEAR

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

CHRISTIAN W BIRKELAND
1420 FIFTH AVENUE SUITE 3200
SEATTLE, WA 98101
(206) 971-4130

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

NO PARTICULAR FORM

c Any submission deadlines

NONE

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

NONE

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				
ALZHEIMER'S ASSOCIATION OF THE NORTHWEST 100 W HARRISON STREET N 200 SEATTLE, WA 98119	N/A - NONE	PUBLIC CHARITY	GENERAL SUPPORT	2,000
ARTHRITIS FOUNDATION WASHINGTON STATE CHAPTER 115 NE 10TH STREET 350 SEATTLE, WA 98125	N/A - NONE	PUBLIC CHARITY	GENERAL SUPPORT	1,000
BELLEVUE COLLEGE 3000 LANDERHOLM CIRCLE SE BELLEVUE, WA 980076484	NONE	PUBLIC CHARITY	SCHOLARSHIP GRANT	2,500
BIG BROTHERS & BIG SISTERS OF PUGET SOUND 1600 S GRAHAM STREET SEATTLE, WA 98108	N/A - NONE	PUBLIC CHARITY	GENERAL SUPPORT	2,000
BOYS AND GIRLS CLUBS OF KING COUNTY 603 STEWART STREET 300 SEATTLE, WA 98101	N/A - NONE	PUBLIC CHARITY	GENERAL SUPPORT	1,000
CALIFORNIA POLYTECHNIC STATE UNIVERSITY CALIFORNIA POLYTECHNIC STATE UNIVERSITY SAN LUIS OBISPO, CA 93407	NONE	PUBLIC CHARITY	SCHOLARSHIP GRANT	2,500
CHILDREN'S HOME SOCIETY OF WASHINGTON PO BOX 15190 SEATTLE, WA 981159959	N/A - NONE	PUBLIC CHARITY	GENERAL SUPPORT	1,000
CITY OF MONTESANO 401 MAIN STREET N MONTESANO, WA 98563	N/A - NONE	GOVERNMENT ENTITY	GENERAL SUPPORT	1,000
COMMUNITY FOR YOUTH 999 THIRD AVENUE 1570 SEATTLE, WA 981044015	N/A - NONE	PUBLIC CHARITY	GENERAL SUPPORT	2,000
COMMUNITY HOMES PO BOX 1240 BOTHELL, WA 98041	N/A - NONE	PUBLIC CHARITY	GENERAL SUPPORT	2,000
CONSERVATION NW 1208 BAY STREET 201 BELLINGHAM, WA 98225	N/A - NONE	PUBLIC CHARITY	LOOMIS FOREST FUND	1,000
EASTERN WASHINGTON UNIVERSITY 526 5TH STREET CHENEY, WA 99004	NONE	PUBLIC CHARITY	SCHOLARSHIP GRANT	10,000
EXPERIMENTAL EDUCATION UNIT PO BOX 357925 SEATTLE, WA 98195	N/A - NONE	PUBLIC CHARITY	GENERAL SUPPORT	1,000
FORGOTTEN CHILDREN'S FUND PO BOX 9936 SEATTLE, WA 98109	N/A - NONE	PUBLIC CHARITY	GENERAL SUPPORT	1,000
FRED HUTCHINSON CANCER RESEARCH FOUNDATION PO BOX 19024 MAIL STOP 5200 SEATTLE, WA 981091024	N/A - NONE	PUBLIC CHARITY	GENERAL SUPPORT	1,000
Total . . . . ▶ 3a				104,250

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*				
KCTS TELEVISION 401 MERCER STREET SEATTLE, WA 98109	N/A - NONE	PUBLIC CHARITY	GENERAL SUPPORT	1,000
KUOW RADIO 949 4518 UNIVERSITY WAY NE 310 SEATTLE, WA 981054535	N/A - NONE	PUBLIC CHARITY	GENERAL SUPPORT	1,000
LIFELONG AIDS ALLIANCE 1002 E SENECA STREET SEATTLE, WA 981224214	N/A - NONE	PUBLIC CHARITY	GENERAL SUPPORT	1,000
MAKE-A-WISH FOUNDATION OF WASHINGTON STATE 811 FIRST AVENUE 520 SEATTLE, WA 98104	N/A - NONE	PUBLIC CHARITY	GENERAL SUPPORT	2,000
MASSACHUSETTS INSTITUTE OF TECHNOLOGY 77 MASSACHUSETTS AVENUE CAMBRIDGE, MA 021394307	NONE	PUBLIC CHARITY	SCHOLARSHIP GRANT	2,500
MUSEUM OF FLIGHT 9404 E MARGINAL WAY S SEATTLE, WA 98108	N/A - NONE	PUBLIC CHARITY	GENERAL SUPPORT	1,000
NATIONAL MULTIPLE SCLEROSIS SOCIETY GREATER NORTHWEST CHAPTER 192 NICKERSON STREET 100 SEATTLE, WA 98109	N/A - NONE	PUBLIC CHARITY	GENERAL SUPPORT	3,500
NORTHWEST HARVEST PO BOX 12272 SEATTLE, WA 98102	N/A - NONE	PUBLIC CHARITY	GENERAL SUPPORT	4,000
NORTHWEST SCHOOL FOR HEARING IMPAIRED CHILDREN PO BOX 31325 SEATTLE, WA 98103	N/A - NONE	PUBLIC CHARITY	GENERAL SUPPORT	1,000
OREGON STATE UNIVERSITY 1500 SW JEFFERSON WAY CORVALLIS, OR 97331	NONE	PUBLIC CHARITY	SCHOLARSHIP GRANT	2,500
PACIFIC SCIENCE CENTER 200 SECOND AVENUE N SEATTLE, WA 980194895	N/A - NONE	PUBLIC CHARITY	GENERAL SUPPORT	1,000
PLANNED PARENTHOOD OF SEATTLE-KING COUNTY 2001 E MADISON SEATTLE, WA 981221090	N/A - NONE	PUBLIC CHARITY	GENERAL SUPPORT	2,000
RECOVERY CAFE 2022 BOREN AVENUE SEATTLE, WA 98121	N/A - NONE	PUBLIC CHARITY	GENERAL SUPPORT	2,000
RONALD MCDONALD HOUSE SEATTLE 5130 40TH AVENUE NE SEATTLE, WA 98105	N/A - NONE	PUBLIC CHARITY	GENERAL SUPPORT	1,000
RYTHER FOUNDATION 2400 NE 95TH STREET SEATTLE, WA 981159959	N/A - NONE	PUBLIC CHARITY	GENERAL SUPPORT	1,000
Total . . . . ▶ 3a				104,250

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*				
SEATTLE CHILDREN'S HOME 2142 TENTH AVENUE W SEATTLE, WA 98119	N/A - NONE	PUBLIC CHARITY	GENERAL SUPPORT	1,000
SEATTLE CHILDREN'S HOSPITAL RESEARCH FOUNDATION PO BOX 5571 MAIL STOP S200 SEATTLE, WA 981455005	N/A - NONE	PUBLIC CHARITY	GENERAL SUPPORT	1,000
SEATTLE GOODWILL 1765 6TH AVENUE S SEATTLE, WA 98134	N/A - NONE	PUBLIC CHARITY	GENERAL SUPPORT	2,000
SEATTLE UNIVERSITY 901 12TH AVENUE SEATTLE, WA 98122	NONE	PUBLIC CHARITY	SCHOLARSHIP GRANT	2,500
SOULUMINATION 5201 11TH AVENUE NW SEATTLE, WA 98107	N/A - NONE	PUBLIC CHARITY	GENERAL SUPPORT	1,000
SWEDISH MEDICAL CENTER FOUNDATION 747 BROADWAY SEATTLE, WA 981224307	N/A - NONE	PUBLIC CHARITY	RIVKIN OVARIAN RESEARCH	1,000
SWEDISH MEDICAL CENTER FOUNDATION 6100 219TH STREET 400 MONTLAKE TERRACE, WA 980432229	N/A - NONE	PUBLIC CHARITY	SWEDISH VISITING NURSE SERVICE	1,000
THE HOPE HEART INSTITUTE 550 17TH AVENUE 410 SEATTLE, WA 98122	N/A - NONE	PUBLIC CHARITY	GENERAL SUPPORT	1,000
THE MILLIONAIR CLUB CHARITY INC 2515 WESTERN AVENUE SEATTLE, WA 98121	N/A - NONE	PUBLIC CHARITY	GENERAL SUPPORT	1,000
THE SALVATION ARMY PO BOX 9219 SEATTLE, WA 981090200	N/A - NONE	PUBLIC CHARITY	GENERAL SUPPORT	1,000
TREEHOUSE FOR KIDS 2100 24TH AVENUE S 200 SEATTLE, WA 981444612	N/A - NONE	PUBLIC CHARITY	GENERAL SUPPORT	5,000
UNION GOSPEL MISSION PO BOX 202 SEATTLE, WA 981110202	N/A - NONE	PUBLIC CHARITY	GENERAL SUPPORT	1,000
UNIVERSITY OF IDAHO 875 PERIMETER DRIVE MOSCOW, ID 83844	NONE	PUBLIC CHARITY	SCHOLARSHIP GRANT	2,500
VILLAGE COMMUNITY SERVICES 3210 SMOKEY POINT DRIVE 200 ARLINGTON, WA 982237805	N/A - NONE	PUBLIC CHARITY	GENERAL SUPPORT	2,000
VIRGINIA MASON FOUNDATION 1218 TERRY AVENUE SEATTLE, WA 98111	N/A - NONE	PUBLIC CHARITY	BENAROYA RESERCH INSTITUTE	1,000
Total . . . . ▶ **3a**				104,250

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*				
WASHINGTON STATE UNIVERSITY WASHINGTON STATE UNIVERSITY PULLMAN, WA 99164	NONE	PUBLIC CHARITY	SCHOLARSHIP GRANT	11,250
WESTERN WASHINGTON UNIVERSITY 516 HIGH STREET BELLINGHAM, WA 98225	NONE	PUBLIC CHARITY	SCHOLARSHIP GRANT	2,500
WHITWORTH UNIVERSITY 300 W HAWTHORNE ROAD SPOKANE, WA 99251	NONE	PUBLIC CHARITY	SCHOLARSHIP GRANT	5,000
YMCA OF GREATER SEATTLE 909 FOURTH AVENUE SEATTLE, WA 981041194	N/A - NONE	PUBLIC CHARITY	GENERAL SUPPORT	1,000
YOUTH CARE 2500 NE 54TH STREET 100 SEATTLE, WA 98105	N/A - NONE	PUBLIC CHARITY	GENERAL SUPPORT	2,000
YWCA SEATTLE EMERGENCY HOUSING 1118 FIFTH AVENUE SEATTLE, WA 98101	N/A - NONE	PUBLIC CHARITY	GENERAL SUPPORT	1,000
Total . . . . ▶ **3a**				104,250

TY 2013 Accounting Fees Schedule

Name: BISHOP FLEET FOUNDATION

EIN: 91-6031057

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX RETURN PREPARATION FEES - VON HARTEN & COMPANY INC	4,350	2,175		2,175

TY 2013 Investments Corporate Bonds Schedule

Name: BISHOP FLEET FOUNDATION

EIN: 91-6031057

Name of Bond	End of Year Book Value	End of Year Fair Market Value
ANHEUSER-BUSCH INBEV 2.5% 7/15/2022	15,145	13,892
AT&T INC 5.2% 9/15/2014	9,899	10,321
BECTON DICKINSON & CO 5% 5/15/2019	10,530	11,189
BERSHIRE HATHAWAY 3.4% 1/31/2022	16,134	14,914
BLACKROCK INC 4.25% 5/24/2021	15,199	15,846
BOEING CO 6% 3/15/2019	11,027	11,781
CATERPILLAR INC 7.9% 12/15/2018	25,253	31,495
CISCO SYSTEMS INC 5.5% 2/22/2016	25,886	27,522
COCA COLA CO 5.35% 11/15/2017	11,176	11,367
CONOCOPHILLIPS 5.2% 5/15/2018	19,642	22,736
E I DU PONT 4.875% 4/30/2014	19,854	20,294
ECOLAB INC 4.875% 2/15/2015	24,882	26,143
EMERSON ELEC CO 2.625% 2/15/2023	14,307	14,040
EOG RESOURCES INC 5.875% 9/15/2017	23,256	23,066
GENERAL ELECTRIC CO 5.25% 12/6/2017	10,769	11,347
HOME DEPOT INC 2.7% 4/1/2013	14,464	13,813
HONEYWELL INTL 5% 2/15/2019	16,777	16,916
INTEL CORPORATION 3.3% 10/1/2021	15,253	14,969
JOHN DEERE CAPITAL 5.35% 4/3/2018	24,838	28,168
MCDONALDS CORP 5% 2/1/2019	10,962	11,322
MERCK & CO 2.4% 9/15/2022	14,139	13,677
METLIFE INC 5% 6/15/2015	23,724	26,536
METLIFE INC 1.756% 12/15/2017	25,005	24,710
OCCIDENTAL PETROLEUM 4.1% 2/1/2021	11,022	10,559
ORACLE CORP 5.75% 4/15/2018	11,337	11,584
PEPSICO INC 7.9% 11/1/2018	26,503	31,395
STRYKER 3% 1/15/2015	10,575	10,263
UNITED TECHNOLOGIES CORP 4.875% 5/1/2015	17,090	15,879
UPS IN C5.5% 1/15/2018	23,142	22,850
US BANCORP 2.2% 11/15/2016	20,714	20,620
WAL-MART STORES 2.55% 4/11/2013	15,079	13,668

TY 2013 Investments Corporate Stock Schedule

Name: BISHOP FLEET FOUNDATION

EIN: 91-6031057

Name of Stock	End of Year Book Value	End of Year Fair Market Value
AB SVENSK COMMODITY INDEX TOTAL RETURN	41,624	53,105
ACCENTURE PLC	8,478	12,333
ACTAVIS PLC	18,000	21,000
ALLERGAN INC	8,283	9,997
ALPS TRYST ETF ALERIAN MLP	8,581	9,340
AMAZON.COM INC	1,998	9,970
AMERICAN TOWER CORP	5,511	11,973
ANHEUSER-BUSCH INBEV ADR	3,106	5,323
APPLE INC	2,000	22,441
AT&T INC	6,798	7,032
BARCLAYS DJ-UBS COMMODITY INDEX	27,868	29,400
BARCLAYS S&P 500 DYNAMIC VIX	19,373	11,805
BERKSHIRE HATHAWAY B	12,334	17,784
BLACKROCK INC	6,789	12,659
BOEING CO	9,161	16,379
CALGENE CORP	5,918	10,138
CERNER CORP	8,751	12,541
CHEVRON CORP	5,756	12,491
CISCO SYS INC	10,440	12,336
CITIGROUP INC	10,373	11,725
COGNIZANT TECH SOLUTIONS CORP	3,154	12,622
COLGATE PALMOLIVE CO	10,995	11,412
COSTCO WHOLESALE CORP	2,809	17,853
COVIDIEN PLC	4,501	6,810
DANAHER CORP	5,603	5,790
DISCOVER FINANCIAL SVCS	7,898	18,184
DISNEY WALT CO	8,615	9,550
EATON CORP	6,808	7,612
EBAY INC	5,997	9,601
ECOLAB INC	2,301	15,640

Name of Stock	End of Year Book Value	End of Year Fair Market Value
EMC CORP	7,814	8,802
EOG RESOURCES INC	7,900	12,588
EXXON MOBIL CORP	8,456	12,650
FEDEX CORPORATION	6,851	10,783
FIDELITY NATIONAL INFORMATION SERVICES INC	5,868	12,883
FORD ENERGY COMPANY	10,623	12,344
GENERAL ELECTRIC CO	8,240	18,920
GENERAL MILLS INC	6,559	12,477
GILEAD SCIENCES INC	6,158	7,510
GOOGLE INC	4,216	16,811
HESS CORPORATION	5,813	6,225
HOME DEPOT INC	4,894	12,351
HONEYWELL INTERNATIONAL	9,018	13,705
INTEL CORP	5,220	7,138
ISHARES CORE S&P MIDCAP VALUE	37,142	66,905
ISHARES MSCI PACIFIC EX JAPAN INDEX FD	20,946	30,374
ISHARES RUSSELL MIDCAP VALUE	22,143	26,284
ISHARES S&P SMALLCAP 600 GROWTH	4,037	8,896
ISHARES TR BARCLAYS 3-7 YEAR TREAS	36,460	36,009
ISHARES TR MSCI EAFE INDEX FD	121,777	157,673
JOHNSON & JOHNSON	12,008	18,318
JPMORGAN CHASE & CO	10,003	13,567
KRAFT FOODS INC	5,153	8,087
LINKEDIN INC	5,527	13,010
MARATHON OIL CORP	3,861	7,413
MARRIOTT INTL INC	5,921	8,636
MARSH & MCLENNAN COS	4,107	9,672
METLIFE INC	9,433	16,176
MICROSOFT CORP	7,808	14,029
MONDELEZ INTL INC	4,077	8,825

Name of Stock	End of Year Book Value	End of Year Fair Market Value
NATIONAL OILWELL VARCO INC	7,215	7,953
NEXTERA ENERGY INC	7,263	10,703
OCCIDENTAL PETROLEUM CORP	10,179	11,887
ORACLE CORPORATION	4,542	8,609
PEPSICO INC	6,247	12,441
PFIZER INC	9,156	14,549
POWERSHARES FTSE RAFI US 1000 PORTFOLIO	19,842	20,735
POWERSHARES FTSE US 1500 SMALL-MID PORTFOLIO	29,333	53,752
PRAXAIR INC	2,809	13,003
PRICELINE.COM INC	4,857	11,624
QUALCOMM INC	8,616	18,562
RIO TINTO OLC	9,596	8,465
ROPER INDUSTRIES INC	7,102	13,868
SCHLUMBERGER LTD	5,086	11,174
SPDR BARCLAYS 0-5 CASH PAY CONSTRAINED	9,168	9,255
SPDR S&P EMERGING ASIA	14,456	15,430
STARBUCKS CORP	8,451	13,718
STERICYCLE INC	2,743	8,713
THERMO FISHER SCIENTIFIC INC	5,352	16,591
TIME WARNER INC	4,040	13,944
U S BANCORP	6,909	11,110
UNION PACIFIC CORP	7,074	12,600
UNITED TECHNOLOGIES CORP	9,166	17,070
VANGAURD DIVIDEND APPRECIATION	14,943	18,810
VANGUARD FTSE EMERGING MARKETS	26,806	37,026
VANGUARD FTSE WORLD EX USA SMALL CAP INDEX FD	24,624	30,882
VANGUARD GROWTH	15,464	16,284
VANGAURD LARGE CAP	19,566	23,320
VANGUARD SHORT-TERM CORP BOND	31,809	31,912
VANGUARD SMALL CAP	13,065	16,493

Name of Stock	End of Year Book Value	End of Year Fair Market Value
VERIZON COMMUNICATIONS	4,466	8,600
VF CORPORATION	6,610	12,468
VISA INTL INC	8,645	16,701
WELLS FARGO & CO	10,665	14,755
WHOLE FOODS MARKET INC	6,290	5,783
WISCONSIN ENERGY CP HLDG CO	4,968	7,235
WISDOMTREE TRUST WT MANAGED FUTUES	11,948	11,576

TY 2013 Investments Government Obligations Schedule

Name:	BISHOP FLEET FOUNDATION
EIN:	91-6031057
US Government Securities - End of Year Book Value:	126,592
US Government Securities - End of Year Fair Market Value:	142,076
State & Local Government Securities - End of Year Book Value:	0
State & Local Government Securities - End of Year Fair Market Value:	0

TY 2013 Other Assets Schedule

Name: BISHOP FLEET FOUNDATION

EIN: 91-6031057

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ACCRUED DIVIDENDS AND INTEREST	5,238	6,849	6,849

TY 2013 Other Expenses Schedule

Name: BISHOP FLEET FOUNDATION

EIN: 91-6031057

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT EXPENSES - ADR FEES	8	8		0
STATE REGISTRATION FEES	35	0		35
OFFCIE SUPPLIES	116	58		58

TY 2013 Other Professional Fees Schedule

Name: BISHOP FLEET FOUNDATION

EIN: 91-6031057

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT FEES - BADGLEY PHELPS	16,604	16,604		0

TY 2013 Taxes Schedule

Name: BISHOP FLEET FOUNDATION

EIN: 91-6031057

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PAYROLL TAXES	234	117		117
FOREIGN INCOME TAXES	621	621		0
FEDERAL EXCISE TAX PAYMENTS	1,000	0		0