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Return of Private Foundation

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

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Information about Form 990-PF and its 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 McFARLAND, B. CORRY AND DONNA J. FOUNDATION		A Employer identification number 91-6571187
Number and street (or P.O. box number if mail is not delivered to street address) 5501 PACIFIC HWY E STE 2	Room/suite	B Telephone number 253-922-4902
City or town, state or province, country, and ZIP or foreign postal code FIFE, WA 98424		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 checked="" 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) \$ 14,080.	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	11,500.		N/A	
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities				
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		0.		
	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					
12 Total. Add lines 1 through 11	11,500.	0.			
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				
	c Other professional fees				
	17 Interest				
	18 Taxes				
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 1	385.	0.		0.
	24 Total operating and administrative expenses. Add lines 13 through 23	385.	0.		0.
	25 Contributions, gifts, grants paid	0.			0.
26 Total expenses and disbursements. Add lines 24 and 25	385.	0.		0.	
27 Subtract line 26 from line 12	11,115.				
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)		0.			
c Adjusted net income (if negative, enter -0-)			N/A		

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value	
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	2,965.	14,080.	14,080.
	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			
	c Investments - corporate bonds			
	Liabilities	11 Investments - land, buildings, and equipment basis ▶		
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		2,965.	14,080.	14,080.
17 Accounts payable and accrued expenses				
18 Grants payable				
Net Assets or Fund Balances	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.		
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	0.	0.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	2,965.	14,080.	
	30 Total net assets or fund balances	2,965.	14,080.	
31 Total liabilities and net assets/fund balances	2,965.	14,080.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,965.
2 Enter amount from Part I, line 27a	2	11,115.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	14,080.
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	14,080.

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 NONE					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) 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					
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		
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		

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	32,785.	6,187.	5.299014
2011	42,200.	7,615.	5.541694
2010	51,750.	1,118.	46.288014
2009	55,500.	110.	504.545455
2008	53,548.	649.	82.508475
2 Total of line 1, column (d)			2 644.182652
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			3 128.836530
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 8,822.
5 Multiply line 4 by line 3			5 1,136,596.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 0.
7 Add lines 5 and 6			7 1,136,596.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions.			8 0.

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	0.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	0.
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	0.
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7		0.
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		0.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

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
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 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) <input type="checkbox"/> 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

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► B. CORRY MCFARLAND Located at ► 5501 PACIFIC HWY E STE 2, FIFE, WA Telephone no ► 253-922-4902 ZIP+4 ► 98424			
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 ► <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
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

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ 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)?

Organizations relying on a current notice regarding disaster assistance check here

☐

5b

X

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

6b

X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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
B. CORRY MCFARLAND 5501 PACIFIC HWY E STE 2 FIFE, WA 98424	DIRECTOR 1.00	0.	0.	0.
DONNA J. MCFARLAND 5501 PACIFIC HWY E STE 2 FIFE, WA 98424	DIRECTOR 1.00	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

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. 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 NONE	
	0.
2	
All other program-related investments See instructions	
3 NONE	
	0.
	0.
Total. Add lines 1 through 3	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	0.
b	Average of monthly cash balances	1b	8,956.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	8,956.
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	8,956.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	134.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,822.
6	Minimum investment return. Enter 5% of line 5	6	441.

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	441.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	0.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	441.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	441.
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	441.

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	0.
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	0.
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	0.

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

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**MCFARLAND, B. CORRY AND DONNA J.
FOUNDATION**

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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				441.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2013				
a From 2008	53,516.			
b From 2009	55,494.			
c From 2010	51,694.			
d From 2011	41,819.			
e From 2012	32,476.			
f Total of lines 3a through e	234,999.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$	0.			
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				0.
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))	441.			441.
6 Enter the net total of each column as indicated below	234,558.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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				0.
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	53,075.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	181,483.			
10 Analysis of line 9				
a Excess from 2009	55,494.			
b Excess from 2010	51,694.			
c Excess from 2011	41,819.			
d Excess from 2012	32,476.			
e Excess from 2013				

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

[illegible]

- b** 85% of line 2a
- c** Qualifying distributions from Part XII, line 4 for each year listed
- d** Amounts included in line 2c not used directly for active conduct of exempt activities
- e** Qualifying distributions made directly for active conduct of exempt activities
- Subtract line 2d from line 2c
- 3** Complete 3a, b, or c for the alternative test relied upon
- a** "Assets" alternative test - enter

 - (1)** Value of all assets
 - (2)** Value of assets qualifying under section 4942(j)(3)(B)(i)
- b** "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed
- c** "Support" alternative test - enter

 - (1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)
 - (2)** Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)
 - (3)** Largest amount of support from an exempt organization
 - (4)** Gross investment income

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

1 Information Regarding Foundation Managers:

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

SEE STATEMENT 3

- 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. CORRY AND DONNA J. MCFARLAND FDN, 253-922-4902

5501 PACIFIC HWY E STE 2, FIFE, WA 98424

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

APPLICATION FORM PROVIDED BY FOUNDATION WITH SCHOOL TRANSCRIPT

- 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

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				
NONE				
Total			▶ 3a	0.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

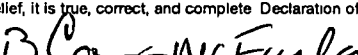
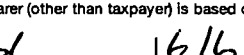
Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- | | | 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				May the IRS discuss this return with the preparer shown below (see instr) ? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
	 Signature of officer or trustee		6/6/14 Date		DIRECTOR Title		
Paid Preparer Use Only	Print/Type preparer's name BRETT M. BERGLUND		Preparer's signature 		Date 6/6/14	Check <input type="checkbox"/> if self-employed	PTIN P00848607
	Firm's name ▶ FULLAWAY LAMPHEAR & SAUVE PLLC					Firm's EIN ▶ 91-2055146	
	Firm's address ▶ 5501 PACIFIC HWY. E., SUITE 1 FIFE, WA 98424					Phone no (253) 838-8000	

Form **990-PF** (2013)

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

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

OMB No 1545-0047

2013

Name of the organization

MCFARLAND, B. CORRY AND DONNA J.
FOUNDATION

Employer identification number

91-6571187

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

- ☐ 501(c)() (enter number) organization
- ☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
- ☐ 527 political organization

Form 990-PF

- ☒ 501(c)(3) exempt private foundation
- ☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
- ☐ 501(c)(3) taxable private foundation

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

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization
MCFARLAND, B. CORRY AND DONNA J.
FOUNDATION

Employer identification number

91-6571187

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	B. CORRY MCFARLAND 5501 PACIFIC HWY E STE 2 FIFE, WA 98424	\$ 6,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
2	DONCOR TRUST 5501 PACIFIC HWY E STE 2 FIFE, WA 98424	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization

MCFARLAND, B. CORRY AND DONNA J.
FOUNDATION

Employer identification number

91-6571187

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization

MCFARLAND, B. CORRY AND DONNA J.
FOUNDATION

Employer identification number

91-6571187

Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once.) ▶ \$

Use duplicate copies of Part III if additional space is needed.

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

FORM 990-PF	OTHER EXPENSES			STATEMENT	1
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
PROFESSIONAL FEES	385.	0.		0.	
TO FORM 990-PF, PG 1, LN 23	385.	0.		0.	

FOOTNOTES

STATEMENT 2

THE TAX RETURN IS BEING AMENDED BECAUSE THE ATTORNEY FAILED NOTIFY THE TAX PREPARE THAT THE FOUNDATION MADE CHANGES TO ITS GOVERNING DOCUMENTS. THOSE CHANGES WHERE NOT ATTACHED TO THE ORGINALLY FILED RETURN. A CONFORMED COPY OF THOSE CHANGES HAVE BEEN MAILED TO: INTERNAL REVENUE SERVICE, TE/GE DETERMINATIONS, P.O. BOX 2508, CINCINNATI, OH 45201

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 3

NAME OF MANAGER

B. CORRY MCFARLAND
DONNA J. MCFARLAND

**Reformation and Restatement
of
The B. Corry and Donna J. McFarland Foundation

a Washington Charitable Trust**

Dated the 1st day of February, 2014

Reformation and Restatement
of
The B. Corry and Donna J. McFarland Foundation

To: B. Corry McFarland and Donna J. McFarland, as trustees of the B. Corry and Donna J. McFarland Foundation (the "Foundation"), U/T/A dated July 21, 2005, as amended on December 26, 2012 (the "Trust Agreement").

WHEREAS, on July 21, 2005 we created the Foundation and amended the Trust Agreement on December 26, 2012;

WHEREAS, pursuant to paragraph 1 of Article IV of the Trust Agreement, we, as grantors, may amend or modify in writing the Trust Agreement whenever necessary or advisable for the more convenient or efficient administration of the Foundation or to enable the trustee to carry out the purpose of the Foundation more effectively;

WHEREAS, we desire to reform and restate the Trust Agreement to consolidate the Trust Agreement and the amendment thereto, and to update various provisions to allow for the more convenient or efficient administration of the Foundation and to enable the trustee to carry out the purpose of the Foundation more effectively; and

WHEREAS, this reformation and restatement of the Trust Agreement does not alter our intention that the Foundation be operated exclusively for charitable purposes within the United States or any of its possessions, and in a manner that makes the Foundation tax exempt and the donations to it deductible for income tax purposes to the extent allowed under the "Code" (as hereinafter defined) and the regulations thereunder.

NOW THEREFORE, we hereby amend and restate the Trust Agreement in its entirety as follows:

ARTICLE I

TRUST NAME

This trust shall be known as the "The B. Corry and Donna J. McFarland Foundation" (sometimes hereinafter referred to as the "trust" or "Foundation").

ARTICLE II

GENERAL PURPOSE AND FOUNDATION PROPERTY

A. *General Purpose.* The Foundation is created as a charitable trust and shall be operated exclusively for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals, pursuant to the provisions of Section 501(c)(3) of the Code within the United States or any of its possessions.

B. *Additional Property.* The grantors or any other person or entity, with the consent of the trustee, may transfer and contribute property to the Foundation from time to time. All property transferred and delivered to the trustee shall, upon acceptance thereof by the trustee, constitute property of the trust and shall be held, managed and distributed as hereinafter provided.

ARTICLE III

DISPOSITION OF FOUNDATION

The trust property shall be distributed as follows:

A. *Mandatory Distribution Amount.* Notwithstanding any provisions of this Agreement to the contrary, the trustee shall distribute to any one (1) or more persons and "charitable organizations" (as hereinafter defined) selected by the trustee in accordance with Section C of this Article as much of the net income and principal of the Foundation as will thereby avoid the imposition of an excise tax pursuant to the provisions of Section 4942 of the Code (hereinafter referred to as the "Minimum Annual Distribution Amount").

B. *Additional Distribution Amount.* In addition to the Minimum Annual Distribution Amount, and not in lieu thereof, the trustee shall distribute such additional amounts of net income and principal of the Foundation (hereinafter referred to as the "Additional Distribution Amount") as may be determined by the trustee in the trustee's discretion to the persons or charitable organizations selected by the trustee in accordance with Section C of this Article. In determining the appropriate amount of annual distributions, the trustee may take into consideration the accumulation of income to offset the effects of inflation in order to maintain the real value of the Foundation principal and to maintain a similar inflation-adjusted level of perpetual future charitable distributions.

C. *Charitable Beneficiaries.* The trustee shall distribute the Minimum Annual Distribution Amount and any Additional Distribution Amount to any one (1) or more of the following persons and organizations that are charitable organizations, as selected by the trustee in the trustee's discretion:

1. *Education.*

a. To individual students who are attending colleges, universities, vocational schools, college preparatory schools, private or public high schools, secondary schools, elementary schools, primary schools, and pre-schools with support for such individuals made in the form of scholarships or grants for students to study literature, art, music, science, teaching or other similar programs, awarded pursuant to a procedure approved in advance in accordance with Section 4945(g) of the Code;

b. To scholarship funds or foundations of colleges, universities, vocational schools, college preparatory schools, private or public high schools, secondary schools, elementary schools, primary schools and pre-schools; and

c. To colleges, universities, vocational schools, college preparatory schools, private or public high schools, secondary schools, elementary schools, primary schools and pre-schools for their general financial assistance and/or specific programs, uses or purposes, including, but limited to, Annie Wright School, or its successor entity, currently located at 827 North Tacoma Avenue, Tacoma, Washington 98403 (EIN: 91-0567266); Bellarmine Preparatory School, or its successor entity, currently located at 2300 South Washington Street, Tacoma, Washington 98405 (EIN: 91-1109930); Scripps College, or its successor entity, currently located at 1030 Columbia Avenue, Claremont, California 91711 (EIN: 95-1664123); and Claremont McKenna College, or its successor entity, currently located at 747 Dartmouth Avenue, Claremont, California 91711 (EIN: 95-1664101).

2. *Relief for the Economically Disadvantaged.*

a. To economically disadvantaged individuals and families as direct financial assistance for basic needs such as food, housing, clothing and health care, or for low or no interest loans for the purchase of housing, for the health, welfare and care of such individuals and families; and

b. To organizations that support or promote the health, welfare and care of the underprivileged, poor, elderly, or the chemically addicted, including organizations that provide food, housing and clothing or direct financial assistance for the purchase of housing to economically disadvantaged individuals and families, including, but not limited to World Vision International, or its successor entity, currently located at 34834 Weyerhaeuser Way South, Federal Way, Washington 98001 (Post Office Box 9716, Federal Way, Washington 98063) (EIN: 95-1922279); Tacoma/Pierce County Habitat for Humanity, or its successor entity, whose current address is 4824 South Tacoma Way, Tacoma, Washington 98409 (Post Office Box 7124 Tacoma, Washington 98406) (EIN: 58-1735531); and The Rescue Mission, or its successor entity, whose current address is 425 South Tacoma Way, Tacoma, Washington 98402 (Post Office Box 1912, Tacoma, Washington 98401) (EIN: 91-0565014).

3. *Health.*

a. To hospitals and other health care organizations for the purpose of improving the health of individuals, eradicating disease, or alleviating pain; and

b. To medical researchers, medical research centers, hospitals and other individuals or organizations for the purpose of furthering medical and health research to better the health of individuals or to directly conduct such activities.

4. *Community.* To organizations that support or conduct programs for community enhancement and that are well managed and financially responsible, including but not limited to organizations that support museums and parks.

5. *Promotion of the Arts.* To organizations and individuals for the promotion and furtherance of the arts in the form of general financial assistance or funding for specific programs, uses or purposes.

6. *Promotion of Historic Preservation.* To organizations that are involved in saving, restoring and preserving historic buildings, sites and artifacts, including, but not limited to, Lemay-America's Car Museum, or its successor entity, whose current address is 2702 East D. Street, Tacoma, Washington, 98421 (EIN: 91-1867848).

7. *Care and Rehabilitation of Youth.* To organizations and individuals for the purpose of providing benefits to and activities for youth, or care or rehabilitation of youth, in the form of general financial assistance or funding for specific programs, uses or purposes.

8. *Women's Assistance.* To organizations and individuals for the purpose of (i) providing benefits to and activities for women in need; (ii) the care or rehabilitation of women in need; (iii) promoting self-sufficiency for women in need; (iv) providing housing for women and children in need; and (v) the betterment in general of women, including, but not limited to, Young Womens Christian Association of Tacoma & Pierce County, or its successor entity, currently located at 405 Broadway, Tacoma, Washington 98402 (EIN: 91-0565026).

9. *Micro Financing.* To organizations that provide micro-lending programs to impoverished individuals to enable such individuals to achieve sustainable operations such as a business, farm or other endeavor that will assist such individuals in overcoming poverty.

10. *Civil Liberties.* To support charitable organizations or individuals for the purpose of (a) protecting individual freedom in the United States, (b) educating United States citizens as to their basic civil liberties, and (c) guarding against unwarranted governmental control.

11. *Religion.* To religious and other organizations that promote such religion, including, but not limited to, Marine View Presbyterian Church, currently located at 8469

Eastside Drive NE, Tacoma, Washington 98422, and First Presbyterian Church, currently located at 417 North Fourth Avenue, Sandpoint, Idaho 83864.

12. *Miscellaneous Organizations.* To any organizations that are operated exclusively for religious, charitable, scientific, literary or educational purposes or the prevention of cruelty to children or animals, pursuant to Section 501(c)(3) of the Code, or to individuals in accordance with the foregoing purposes.

D. *Trust Termination.*

1. If the Foundation terminates for any reason, the trustee shall pay or adequately provide for the debts and obligations of the Foundation. Thereafter, the trustee shall distribute the remaining trust property to one (1) or more organizations identified in Section C of this Article that are charitable organizations and are selected by the trustee in accordance with directions set forth in Section C of this Article III.

2. If the Foundation terminates and all remaining assets are not distributed under the terms of subsection D.1. of this Article III, then upon the dissolution of the Foundation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or the corresponding section in any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Foundation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IV

SUCCESSOR AND ADDITIONAL TRUSTEES

A. *Successor.* Subject to a Plan of Trustees, when a grantor fails or ceases to act as a co-trustee, Brie D. McFarland ("Brie") is designated as successor co-trustee. If any two (2) of either of us and Brie fails or ceases to act as a co-trustee, the remaining one (1) shall act as sole trustee.

B. *Plan of Trustees.* Any of the persons on the following list (solely for purposes of this Article, the "Hierarchy List") who are not prohibited from acting pursuant to the Section titled "Limitation on Exercise of Powers" of this Article may establish a plan of trustees in the following order of priority with the persons first identified having the most superior position and the persons identified last having the most inferior position:

1. the grantors, jointly, or individually if one of them is not living or lacks testamentary capacity;

2. Greg D. McFarland;
3. Brie;
4. Paul Miller and Kevin M. Chen, jointly, or individually if one of them is not living or lacks testamentary capacity; and
5. a majority of the then acting trustees of the Foundation;

provided, however, that to the extent of any inconsistency in plans of trustees, (i) the plan established by a person (or group of persons) in a superior position (even after the death of such person(s) in a superior position) on the foregoing Hierarchy List shall take precedence over the plan established by a person (or group of persons) in an inferior position and (ii) the later plan established by a person (or group of persons) shall take precedence over such person's (or group of persons') earlier plan. A plan of trustees may designate successor trustees to begin serving immediately or to serve upon the occurrence of a specified event or contingency, may designate a successor trustee to serve for limited or general purposes and accord specific responsibilities and powers, may impose qualifications or requirements, may designate successive trustees, and may provide for the imposition of limitations or conditions generally or on the designation of additional trustees or on the removal of trustees acting hereunder, all as provided in the plan. A plan of trustees may also empower any person to establish plans of trustees subject to any limitations or conditions and specify such person's place on the Hierarchy List; provided, however, that such person's place on the Hierarchy List may not be higher than that of the person granting the power. Except as otherwise provided in this Article, a plan may leave a vacancy in the trusteeship unfilled.

C. *Method of Establishing Plan of Trustees.* A person may establish a plan of trustees by such person's Will or by a duly acknowledged instrument delivered to the then acting trustee, to each person in a superior position on the Hierarchy List and to each person or corporate trustee designated as trustee prior to such person's assumption of office. A person (or group of persons) may amend or revoke a plan established by such person (or group of persons), by a person (or group of persons) in an inferior position on the Hierarchy List, or by a person on such list solely by virtue of being the acting non-corporate trustee by a duly acknowledged instrument delivered to the then acting trustee and to each person (or group of persons) in a superior position on the Hierarchy List; provided, however, except as permitted in Section F of this Article, no such amendment or revocation may remove any then acting trustee. The method for amending or revoking a plan shall be the same as the method for establishing a plan.

D. *Trustees Power to Designate Co-Trustees:* A trustee may designate one (1) or more persons to serve as additional co-trustees either for limited or general purposes and with limited or broad responsibilities. The number of persons acting as trustee shall at all times be no greater than five (5).

E. *Unfilled Vacancy in Trusteeship.* If at any time no trustee is acting with respect to the Foundation and no trustee assumes office within forty-five (45) days of such vacancy, then a court of competent jurisdiction shall designate one or more appropriate persons as trustee.

F. *Removal of Trustees.* The persons on the Hierarchy List empowered to establish a plan of trustees may remove any trustee of the trust, with or without cause, by a duly acknowledged instrument delivered to (i) all trustees of the trust (including the trustee being removed) and (ii) each person (or group of persons) empowered to establish a plan of trustees of the trust who is in a superior position on the Hierarchy List. The persons empowered to remove a trustee shall have no duty to monitor the trustee in order to determine whether to exercise the power conferred under this Section.

G. *Trust as United States Person.* A person or corporate trustee shall not serve as trustee if such service would cause the trust to fail to be a "United States person," as defined in Section 7701(a)(30) of the Code.

H. *Limitation on Exercise of Powers.* Notwithstanding any provision of this Agreement to the contrary, during any period in which a person is determined to lack testamentary capacity, such person shall be prohibited from exercising any power granted to such person under this Article.

ARTICLE V

ADMINISTRATIVE PROVISIONS

A. *Savings Clause.* The grantors intends that:

1. The Foundation will qualify as an exempt organization within the meaning of Sections 501(c)(3), 2055(a)(2), 2522(a)(2) and 170(c)(2) of the Code, and will qualify as an entity exempt from Federal income tax under Section 501(a) of the Code.

2. Contributors to the Foundation will obtain the full benefit of any income, gift and estate tax charitable contribution deductions to which they may be entitled under the Code.

Accordingly, notwithstanding any provision herein to the contrary, the provisions of this Agreement shall be construed and the Foundation administered and disposed of in accordance with this intent and in a manner consistent with such Code sections. No right, power or discretion granted to the trustee or any other person by this Agreement or by applicable law shall be exercisable in a manner that would cause the Foundation to fail to satisfy the requirements of such Code sections and the requirements of a private foundation within the meaning of Section 509(a) of the Code. Should the provisions of this Agreement be inconsistent or in conflict with such Code sections, then such Code sections shall take precedence over the provisions that are set forth herein.

B *Ineligible Charitable Beneficiaries.* Notwithstanding any provision of this Agreement to the contrary, the trustee shall not make any charitable distribution to any of the following:

1. any organization for a purpose other than a charitable purpose;
2. any ancestor, child, grandchild or great-grandchild of (i) either of the grantors or other "substantial contributor" (as hereinafter defined), (ii) a trustee, or (iii) any spouse of any of the foregoing people; or
3. any other disqualified person (as defined in Section 4946(a) of the Code).

C. *Prohibited Transactions.* The trustee shall make distributions at such time and in such manner as to avoid subjecting the Foundation to tax under Section 4942 of the Code. Notwithstanding any provision herein to the contrary, the trustee may not (i) engage in any act of self-dealing (as defined in Section 4941(d) of the Code), or (ii) make any taxable expenditures (as defined in Section 4945(d) of the Code). The trustee shall not make or retain any investments in such manner as to subject the Foundation to tax under Section 4944 of the Code, or retain any excess business holdings (as defined in Section 4943(c) of the Code) which would subject the Foundation to tax under Section 4943 of the Code, or take any action that would subject the Foundation to tax under Section 170(f)(10) of the Code.

D. *Other Restrictions.* No part of the Foundation's assets or net earnings shall inure to the benefit of, or be distributable to, the trustee or any private shareholder or other private individual, except that the trustee shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Section C of the Article titled "Disposition of Foundation." No part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation and the Foundation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office. Notwithstanding any other provision to the contrary, the Foundation shall not carry on any activities not permitted to be carried on (i) by an organization exempt from Federal income tax under Sections 501(a) and 501(c)(3) of the Code, or (ii) by an organization, contributions to which are deductible under Section 170(c)(2) of the Code.

E. *Prohibition of Payment of Estate Taxes.* No estate taxes payable as a result of the inclusion of any portion of the property of the trust in any person's "gross estate" (within the meaning ascribed to such term by Section 2031 of the Code) shall be paid by or recoverable from the Foundation. As used herein, "estate taxes" shall mean all estate, inheritance or other transfer taxes payable by reason of a person's death under the law of any jurisdiction (including any jurisdiction outside of the United States) together with all interest and penalties thereon, including all "generation-skipping taxes" (as hereinafter defined) payable by such person's personal representative or trustee by reason of such person's death.

ARTICLE VI
GENERAL PROVISIONS

A. *Addition of Income to Principal.* Any part of the net income of the trust that is not paid to charitable organizations or otherwise expended by the trust shall be accumulated and, at least annually, added to the trust principal.

B. *Additional Instruments.* A copy of any instrument created pursuant to this Agreement shall be filed with the trust records.

ARTICLE VII
POWERS, RIGHTS AND DUTIES OF TRUSTEES

A. *General Trustee Powers.* Subject to any limitations expressly provided herein, including but not limited to Section C of the Article titled "Administrative Provisions," and subject also to any other limitations under the Code affecting qualification of the Foundation as an entity exempt from Federal income tax under Sections 501(a) and 501(c)(3) of the Code, the trustee of the Foundation shall have the powers and authority now or hereafter granted to a trustee pursuant to the laws of the State of Washington as set forth in Revised Code of Washington 11.98.070, as now in effect and as may hereafter be amended (such powers being incorporated herein by this reference).

B. *Fiduciary Compensation and Expenses.* A corporate fiduciary's compensation shall be in accordance with the schedule of fees that the corporate fiduciary publishes and which is in effect at the time the services are rendered; provided, however, that such compensation may not exceed the compensation for such services allowed from time to time under applicable law. Any individual fiduciary shall be entitled to such compensation as is allowed under applicable law. To the extent a plan of trustees or plan of trustee is inconsistent with any of the foregoing (except with respect to a written agreement executed by the grantors and the fiduciary), the provisions of the plan shall control. The assumption of office by any successor individual fiduciary shall be conditioned on his acceptance of such compensation instead of the commissions or other compensation to which that fiduciary would otherwise be entitled. In addition to his compensation, a fiduciary shall be entitled to reimbursement for reasonable expenses incurred in connection with his or her services as a fiduciary. Notwithstanding the foregoing, (i) no payment shall be made to or for the benefit of any fiduciary or person employed by the fiduciary as would subject the Foundation to taxation under Chapter 42 of the Code, as now in effect and as hereafter amended.

C. *Third Parties.* No person or entity dealing with a trustee shall be obliged to inquire as to the powers of the trustee, or to see to the application of money or property delivered to the trustee, and the certificate of the trustee that the trustee is acting in compliance with this Agreement shall fully protect all persons and entities dealing with the trustee.

D. *Trustee Exculpation from Bond.* A trustee shall not be required to furnish a bond for the proper performance of the duties of the trustee as a trustee, but if any such bond is nevertheless required by any law, statute or rule of court, no surety shall be required thereon, and the grantors request that such bond be accepted in the lowest amount possible.

E. *No Court Approval.* To the extent permitted by applicable law, a trustee shall not be required to qualify before, be appointed by, or in the absence of breach of trust, account to any court or obtain the order or approval of any court in the exercise of any power conferred upon the trustee, except for such temporary filing or registration as may be required by any court action involving the Foundation.

F. *Powers, Duties, Limitations, Immunities and Liabilities of Successor Trustees.* Wherever reference is made herein to the trustee, such reference shall include any and all successor trustees at any time acting as a trustee of a trust, and unless expressly provided in a plan, this Agreement or otherwise, each successor trustee shall be vested with all powers, duties, limitations and immunities as if originally named as a trustee. Successor trustees shall not be liable or responsible in any way for the acts or defaults of any predecessor trustee, nor for any loss or expense occasioned by any act by or omission of a predecessor trustee, and shall be liable only for his or her own acts and omissions with respect to trust property, and a successor trustee may accept the account rendered and the assets and trust property delivered to him or her by the predecessor trustee, and shall incur no liability to any person or entity beneficially interested in the Foundation by reason of so doing.

G. *Broad Investment Authority.* In exercising the investment powers conferred above, the trustee may (but is not directed to) acquire or continue to hold any property received by the trustee, even though not of a kind usually considered suitable for trustees to acquire or hold, including investments that may not be considered appropriate or proper under the Uniform Prudent Management of Institutional Funds Act, or even though an investment may constitute a larger proportion of the Foundation than, but for this provision, would be appropriate, and irrespective of any risk, nonproductiveness, or lack of diversification. The grantors intend to grant the trustee the broadest possible discretion in determining what constitutes an appropriate investment, acceptable level of risk and proper investment strategy, consistent with the trustee's fiduciary duties. Notwithstanding, the foregoing, the trustee shall not make or retain any investments in such manner that is inconsistent with the directions set forth in Section C of the Article titled "Administrative Provisions."

H. *Resignation of Fiduciary.* Any person or entity acting in any fiduciary capacity hereunder with respect to the trust may resign at any time for any reason by duly acknowledged instrument delivered to each trustee of the trust, if any, and judicial approval shall not be required.

I. *Incapacitated Fiduciary.* If any person acting in any fiduciary capacity hereunder is or becomes incapacitated, then said person shall be deemed to have resigned in every capacity in which said person is acting as a fiduciary hereunder.

J *Multiple Fiduciaries.* If more than one person or entity is acting in the same fiduciary capacity with respect to a trust:

1. *Majority Vote to Govern.* A decision made by a majority of the co-fiduciaries who are qualified to vote on such decision shall control, without liability to any co-fiduciary who dissents in writing. For purposes of this paragraph, if only two (2) co-fiduciaries are qualified to vote on a decision, such decision shall control only if both fiduciaries vote in favor of the decision.

2. *Single Signatory.* Unless a co-fiduciary elects otherwise in writing, any one co-fiduciary may sign any checks, agreements or other documents on behalf of the trust and such signature shall bind the trust in the same manner as though said check, agreement or other document had been signed by all of the co-fiduciaries acting in the same capacity, and no person or entity dealing with the signing fiduciary shall be obliged to inquire as to the other co-fiduciary's acquiescence to such action.

3. *Meetings and Communications.* The fiduciaries may carry out their duties, communicate with each other, participate in meetings and/or vote via electronic mail, telephone (individual calls or conference calls), facsimile or other communications equipment.

4. *Authority.* The trustee, whether original or successor, for the time being in office, shall have full authority to act even though one or more vacancies may exist.

K. *Releases of Fiduciary Powers.* A fiduciary of the trust may release or renounce, revocably or irrevocably, any or all powers granted hereunder at any time by a duly acknowledged instrument filed with the trust records, and, if so specified, that release or renunciation shall bind all successors acting in that fiduciary capacity.

L. *Trustee Rights and Powers With Respect to Environmental Matters.* The trustee shall possess the broadest possible rights and powers regarding trust property that presents or may present environmental concerns. To that end, the trustee may (i) maintain any real property in compliance with any environmental, health, or safety laws or regulations; (ii) conduct environmental assessments, audits, inspections, and site monitoring; (iii) take all appropriate remedial action to contain, clean up or remove any environmental condition including a spill, release, discharge or contamination; (iv) institute legal proceedings concerning environmental conditions or contest or settle legal proceedings brought by any government agency concerned with environmental compliance, or by a private litigant; and (v) employ and pay reasonable compensation to agents, consultants and legal counsel to assist or perform the powers granted in this Section. The trustee shall not be liable to any party interested in the trust, for any loss or

depreciation in value of the trust property as a result of the trustee retaining any property on which there is discovered to be hazardous materials or substances requiring remedial action pursuant to any environmental law, unless the trustee contributed to that loss or depreciation through willful default or misconduct or gross negligence.

M. *Restrictions.* Notwithstanding any other provision of this Agreement to the contrary, if the Foundation receives a distribution from an irrevocable trust of which a trustee hereunder is the "settlor" (as hereinafter defined), or if a trustee in his or her individual or fiduciary capacity previously made a disclaimer or renunciation of property which resulted in such property being transferred to the Foundation (for purposes of this Section such trustee shall be referred to as the "Prohibited Person," and such distribution from an irrevocable trust or such disclaimed or renounced property shall be referred to collectively as the "Separate Fund Property"):

1. the Separate Fund Property shall be held in a separate, segregated fund which shall be administered pursuant to the provisions of this Agreement by the trustees other than the Prohibited Person;

2. the Prohibited Person shall have no rights or powers as a trustee with respect to the Separate Fund Property or the principal or income of the segregated fund in which the Separate Fund Property is held;

3. the Prohibited Person shall not participate in the exercise of any discretionary power relating to a distribution of, or grant of a power with respect to, the Separate Fund Property, and the trustees other than the Prohibited Person shall have sole authority to direct the distribution of the principal and income of the segregated fund in which the Separate Fund Property is held pursuant to this Agreement;

4. the Prohibited Person shall not participate in selecting or appointing any successor or additional trustee with respect to the segregated fund in which the Separate Fund Property is held;

5. the Prohibited Person may not participate in any decision to amend, modify or revoke this Agreement with respect to the segregated fund in which the Separate Fund Property is held; and

6. the segregated fund in which the Separate Fund Property is held shall be a component part of the Foundation and is not intended to be a separate entity nor shall such segregated fund affect the status of this charitable trust as an organization described in Section 509(a) of the Code.

N. *Liability.* In addition to immunity provided to volunteers and trustees of charitable trusts pursuant to the provisions of Revised Code of Washington 4.24.670, as now in effect and as hereafter amended, no trustee shall be liable for any loss occasioned by acts in good

faith in the administration of the Foundation (including acts in reliance upon an opinion of counsel) and in any event all such persons shall be liable only for willful wrongdoing, or gross negligence, but not for honest errors of judgment.

O. *Indemnity of Trustees.* A trustee shall be indemnified by the Foundation for costs and damages incurred as a result of an action or threatened actions with respect to the trustee's activities in connection with the administration of the Foundation. Indemnification shall be made according to the permitted standards under Washington law for indemnification of charitable trustees. The Foundation may carry such insurance coverage as the trustee may deem appropriate for insuring the trustee, officers and employees for actions commenced or threatened against them. Notwithstanding the foregoing, no distribution or payment pursuant to this Section shall be made to or for the benefit of any trustee as would subject the Foundation to taxation under Chapter 42 of the Code, as now in effect and as hereafter amended.

ARTICLE VIII

IRREVOCABILITY AND AMENDMENT

A. *Irrevocability.* This Agreement and the Foundation hereby created is irrevocable.

B. *Amendment by Grantors.* This Agreement may be amended or modified from time to time by both grantors, acting jointly if both of them are living and not incapacitated, or either grantor individually if the other one of them is not living or is incapacitated. No such amendment or modification shall alter the intentions of the grantors that the Foundation be operated exclusively for charitable purposes within the United States or any of its possessions, and in a manner which shall make the Foundation tax exempt and the donations to it deductible from taxable income to the extent allowed by the provisions of the Code and other applicable legislation and regulations as they now exist or as they may hereafter be amended. Every amendment and modification of this Agreement shall be made in writing and shall be delivered to the trustee.

C. *Amendment by Trustee.* After the death or incapacity of both grantors, this Agreement may be amended or modified in writing by the trustee in any manner required for the sole purpose of ensuring that the Foundation qualifies and continues to qualify as a charitable trust as set forth in Section A of the Article titled "General Purpose and Foundation Property."

ARTICLE IX

SEVERABLE AND UNENFORCEABLE PROVISIONS

If any provision of this Agreement or the application of any such provision to any person or circumstance is determined to be invalid, illegal or unenforceable to any extent, the remainder of this Agreement or the application of such provision to persons or circumstances other than those for which it is determined to be invalid, illegal or unenforceable shall not be affected

thereby and each other provision of this Agreement shall be valid and shall be enforced to the fullest extent permitted by law. To the extent permitted by applicable law, the grantors and the trustee waive all provisions of law that render any provision hereof invalid, illegal or unenforceable in any respect. The trustee may modify any provision determined to be invalid, illegal or unenforceable to the extent necessary to remedy such provision.

ARTICLE X

INTERPRETIVE RULES

A. *Articles, Sections and Subsections.* This Agreement consists of text divided into Articles that are identified by roman numeral (for example Article I), Sections that are identified by a letter followed by a period (for example A.) and subsections that are identified by a number followed by a period (for example 1.). The organization is hierarchical meaning that a reference to a division of the document includes all of its subsections (for example a reference to a Section includes the Section and all of its subsections).

B. *Counterparts.* This Agreement may be executed in two or more counterparts, each to be deemed an original for all purposes and all together to constitute one and the same Agreement.

C. *Duly Acknowledged.* For purposes of this Agreement, an instrument shall be considered "duly acknowledged" if it is signed by its creator and, if required by applicable law for any purpose, acknowledged before a notary public as the creator's free act and deed.

D. *Governing Law.* This Agreement shall be construed and administered, and the validity of the Foundation shall be determined, in accordance with the laws of the State of Washington, without giving effect to its conflicts of law principles. The trustee may amend this Section and take any other action in order to change the jurisdiction whose law shall govern the construction, administration and validity of the Foundation, and to amend any other provision of this Agreement solely for such purposes. The jurisdiction whose law governs the construction, administration and validity of the Foundation may, but need not, be the same as the situs of the administration of the Foundation.

E. *Headings.* The headings, titles and subtitles herein are for convenience of reference only and are to be ignored in any construction of the provisions hereof.

F. *No Duty to Monitor.* The trustee shall have no duty to monitor the laws of other jurisdictions in order to determine whether the powers to change the situs or the jurisdiction whose law shall govern the construction, administration and validity of the Foundation should be exercised.

G. *Pronouns.* As used herein, the pronouns "he," "she," "his," "hers," "him," "her," "it" and "its" shall include the masculine, feminine, neuter and plural thereof.

H. *Singular and Plural.* As used herein, the singular shall include the plural, and the plural shall include the singular, wherever the context and facts require such construction.

I. *Right to Information.* The trustee hereunder shall provide either or both grantors with any information that either or both grantors may request from time to time concerning distributions and investments that have been made or proposed by the trustee.

ARTICLE XI

DEFINITIONS

A. *Charitable Organizations.* As used herein, the term "charitable organizations" shall mean those organizations described in Section 170(c)(2), Section 2055(a) and Section 2522(a) of the Code.

B. *Code.* As used herein, the term "Code" shall mean the United States Internal Revenue Code of 1986, as amended, the regulations thereunder, or the corresponding provision of any subsequent federal tax law.

C. *Corporate Fiduciaries and Non-Corporate Fiduciaries.*

1. As used herein, the term "corporate trustee" shall refer to any bank, trust company or other legal entity (other than a person) authorized or not prohibited from serving as a trustee (by law or otherwise), regardless of the legal form of such entity. The term "non-corporate trustee" shall refer to a trustee of a trust that is a natural person.

2. As used herein, the term "corporate fiduciary" shall refer to any corporate trustee.

3. As used herein, the term "fiduciary" shall refer to any trustee.

D. *Generation-Skipping Tax.* As used herein, the term "generation-skipping tax" shall mean the generation-skipping transfer tax imposed under Chapter 13 of the Code or any corresponding provision of state law.

E. *Incapacitated.* For purposes of this Agreement, except as may be expressly provided, a person shall be considered "incapacitated" if (i) such person is a minor or is under a legal disability (under the laws of such person's domicile); (ii) such person is incarcerated and such incarceration has lasted for more than thirty (30) consecutive days; (iii) such person's whereabouts are unknown and a trustee of the Foundation has not been able to locate him or her for at least ninety (90) days; (iv) a licensed physician, within six (6) months after examining such person, due to illness or physical, mental or emotional disability, is not able to manage business affairs in a manner similar to that of persons of prudence, discretion and intelligence; (v) such person lacks testamentary capacity; or (vi) such person fails to produce a "Qualifying Letter"

within ninety (90) days after a written request is made by a trustee of the trust; provided, however, no person shall be required to produce a Qualifying Letter more than once during any one year period. A "Qualifying Letter" shall mean a letter signed by a licensed physician after examining a person, which examination shall have occurred no more than six (6) months prior to the date of the request, stating that such examination has occurred and that such person is able to manage business affairs in a manner similar to that of persons of prudence, discretion and intelligence. If a person has been considered "incapacitated" pursuant to this provision but subsequently provides a Qualifying Letter to the trustee, such person shall no longer be considered incapacitated.

F. *Person.* Except where indicated otherwise, as used herein, the term "person" means a natural person, partnership (whether general or limited), limited liability company, trust, estate, association, corporation, custodian, nominee or any other individual or entity in its own or any representative capacity.

G. *Plan.* Except where the context indicates otherwise, as used herein, the term "plan" shall refer to a plan of trustees.

H. *Settlor.* As used herein, a "settlor" of a trust is a person who makes a transfer of property to such trust, except to the extent the transfer was for an adequate and full consideration in money or money's worth.

I. *Substantial Contributor.* As used herein, the term "substantial contributor" refers to any person who is characterized as a "substantial contributor" with respect to the Foundation within the meaning of Section 4946(a)(1) of the Code.

J. *Testamentary Capacity.* For purposes of this Agreement, except as otherwise expressly provided herein, a person shall be considered to have "testamentary capacity" if such person has sufficient mental capacity to know the nature and extent of his or her property and know the natural objects of his or her bounty to formulate a rational scheme of disposition of such property after death. A person shall be considered to lack testamentary capacity if (i) two (2) licensed board-certified physicians, within six (6) months after examining such person, sign letters stating that such examination has occurred and that such person lacks testamentary capacity; (ii) such person is a minor; (iii) such person is incarcerated and such incarceration has lasted for more than thirty (30) consecutive days; or (iv) such person's whereabouts are unknown and a trustee of the Foundation has not been able to locate him or her for at least ninety (90) days. If a person has been considered to lack testamentary capacity pursuant to this provision but subsequently two (2) licensed board-certified physicians, within six (6) months of examining such person, sign letters stating that such examination has occurred and that such person has testamentary capacity, such person shall no longer be considered to lack testamentary capacity.

K. *Trust Property.* All references herein to "trust property" or "property of the trust" shall include the net income and principal of the Foundation, real and personal, which includes

all the property received initially by the trustee with respect to the Foundation, all additions thereto received by the trustee from any other source, all investments and reinvestments of such property or such additions thereto, and all accrued or unpaid income of the Foundation.

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IN WITNESS WHEREOF, We have hereunto set our hands as of the 7th day of February, 2014.

B. Corry McFarland
B. Corry McFarland

Donna J. McFarland
Donna J. McFarland

"Grantors"

Acknowledgment of Receipt

The undersigned, as the trustees of The B. Corry and Donna J. McFarland Foundation U/T/A dated July 21, 2005, as amended on December 26, 2012, hereby acknowledge receipt of the foregoing Reformation and Restatement of The B. Corry and Donna J. McFarland Foundation.

B. Corry McFarland
B. Corry McFarland

Donna J. McFarland
Donna J. McFarland

"Trustees"