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Form 990-PF

Return of Private Foundation

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

OMB No 1545-0052

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue ServiceDo not enter Social Security numbers on this form as it may be made public.
Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

For calendar year 2013 or tax year beginning APR 1, 2013, and ending MAR 31, 2014

Name of foundation JUNE AND JULIAN FOSS FOUNDATION		A Employer identification number 91-1798171
Number and street (or P O box number if mail is not delivered to street address) 1101 PARADISE PKWY		B Telephone number (253) 565-9094
City or town, state or province, country, and ZIP or foreign postal code FIRCREST, WA 98466		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input checked="" 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) \$ 7,493,302.	J Accounting method: <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input checked="" type="checkbox"/> Other (specify) QUASI ACCRUAL	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)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		10,836.	10,836.		STATEMENT 1
4 Dividends and interest from securities		141,761.	141,761.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		479,994.			
b Gross sales price for all assets on line 6a		2,301,496.			
7 Capital gain net income (from Part IV, line 2)			479,994.		
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		320.	320.		STATEMENT 3
12 Total. Add lines 1 through 11		632,911.	632,911.		
13 Compensation of officers, directors, trustees, etc		18,050.	0.		18,050.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 4		2,550.	638.		1,867.
c Other professional fees STMT 5		41,832.	41,832.		0.
17 Interest					
18 Taxes STMT 6		9,403.	3,019.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 7		117,116.	0.		117,116.
24 Total operating and administrative expenses. Add lines 13 through 23		188,951.	45,489.		137,033.
25 Contributions, gifts, grants paid		171,300.			171,300.
26 Total expenses and disbursements. Add lines 24 and 25		360,251.	45,489.		308,333.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		272,660.			
b Net investment income (if negative, enter -0-)			587,422.		
c Adjusted net income (if negative, enter -0-)				N/A	

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LHA For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash - non-interest-bearing	9,060.	3,219.	3,219.	
	2 Savings and temporary cash investments	572,722.	446,890.	446,890.	
	3 Accounts receivable ▶				
	Less: allowance for doubtful accounts ▶				
	4 Pledges receivable ▶				
	Less: allowance for doubtful accounts ▶				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons				
	7 Other notes and loans receivable ▶				
	Less: allowance for doubtful accounts ▶				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments - U.S. and state government obligations				
	b Investments - corporate stock STMT 8	3,519,838.	6,254,966.	6,254,966.	
	c Investments - corporate bonds STMT 9	959,484.	788,227.	788,227.	
	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)	5,061,104.	7,493,302.	7,493,302.		
Liabilities	17 Accounts payable and accrued expenses	2,810.	100.		
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
	22 Other liabilities (describe ▶)				
23 Total liabilities (add lines 17 through 22)	2,810.	100.			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <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	5,058,294.	7,493,202.		
	30 Total net assets or fund balances	5,058,294.	7,493,202.		
31 Total liabilities and net assets/fund balances	5,061,104.	7,493,302.			

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	5,058,294.
2 Enter amount from Part I, line 27a	2	272,660.
3 Other increases not included in line 2 (itemize) ▶ UNREALIZED GAIN	3	2,162,248.
4 Add lines 1, 2, and 3	4	7,493,202.
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	7,493,202.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES		P		
b PUBLICLY TRADED SECURITIES		P		
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 472,373.		491,179.	-18,806.
b 1,829,123.		1,330,323.	498,800.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			-18,806.
b			498,800.
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; padding-left: 5px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div> <div style="margin-left: 10px;"> 2 <div style="border-bottom: 1px solid black; width: 100px;"></div> </div> </div>	479,994.
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	<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; padding-left: 5px;"> If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 </div> <div style="margin-left: 10px;"> 3 <div style="border-bottom: 1px solid black; width: 100px;"></div> </div> </div>	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	232,841.	6,018,794.	.038686
2011	309,562.	5,910,287.	.052377
2010	286,133.	5,726,570.	.049966
2009	293,775.	5,408,979.	.054312
2008	336,890.	5,830,863.	.057777

2 Total of line 1, column (d)	2	.253118
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	.050624
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	6,871,395.
5 Multiply line 4 by line 3	5	347,858.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,874.
7 Add lines 5 and 6	7	353,732.
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	308,333.

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)			
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		1	11,748.
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	11,748.
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	11,748.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	17,890.	
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	17,890.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	142.	
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	6,000.	
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax <input type="checkbox"/> 6,000. Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <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)			X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?		X	

Website address **WWW.FOSS-FOUNDATION.ORG**

14 The books are in care of **JUNE & JULIAN FOSS FOUNDATION** Telephone no. **(253) 565-9094**
 Located at **1101 PARADISE PKWY, FIRCREST, WA** ZIP+4 **98466**

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 checked="" type="checkbox"/> Yes <input 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? If "Yes," list the years N/A	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	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. N/A		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)	3b	
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)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

6b

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

X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

7b

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

N/A

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 10		18,050.	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	
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 N/A	
2	
All other program-related investments. See instructions.	
3	
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	6,500,223.
b Average of monthly cash balances	1b	475,813.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	6,976,036.
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	6,976,036.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	104,641.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,871,395.
6 Minimum investment return. Enter 5% of line 5	6	343,570.

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	343,570.
2a Tax on investment income for 2013 from Part VI, line 5	2a	11,748.
b Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	11,748.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	331,822.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	331,822.
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	331,822.

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	308,333.
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	308,333.
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	308,333.

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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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				331,822.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			265,671.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 308,333.				
a Applied to 2012, but not more than line 2a			265,671.	
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				42,662.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				289,160.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

Part 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				
TENDERLOIN NEIGHBORHOOD DEVELOPMENT CORP 201 EDDY ST SAN FRANCISCO, CA 94102		PC	CONTRIBUTION	1,000.
BETHANY CENTER FOUNDATION 580 CAPP STREET SAN FRANCISCO, CA 94110-2570		PC	CONTRIBUTION	1,100.
SOMA TACOMA P.O. BOX 1343 TACOMA, WA 98401		PC	CONTRIBUTION	2,000.
OLIVE CREST 902 MARKET ST., SUITE 202 TACOMA, WA 98402		PC	CONTRIBUTION	2,000.
HOMELESS YOUTH ALLIANCE PO BOX 170427 SAN FRANCISCO, CA 94117		PC	CONTRIBUTION	1,000.
Total	SEE CONTINUATION SHEET(S)			171,300.
b Approved for future payment				
NONE				
Total				0.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
SPARK PROGRAM 251 RHODE ISLAND ST. SUITE 205 SAN FRANCISCO, CA 94103		PC	CONTRIBUTION	1,000.
WOMEN'S RECOVERY ASSOCIATION 1450 CHAPIN AVE BURLINGAME, CA 94010-4062		PC	CONTRIBUTION	1,000.
COMMUNITY COUNSELING INSTITUTE 2502 TACOMA AVENUE SOUTH TACOMA, WA 98402		PC	CONTRIBUTION	5,000.
ZION'S RIVER 4602 SOUTH 56TH STREET TACOMA, WA 98409		PC	CONTRIBUTION	1,200.
ROCKY MOUNTAIN INSTITUTE 1820 FOLSOM STREET BOULDER, CO 80302		PC	CONTRIBUTION	1,000.
CROSS WORLD 10,000 N OAK TRAFFICWAY KANSAS CITY, MO 64155-2010		PC	CONTRIBUTION	1,000.
TACOMA RESCUE MISSION 425 SOUTH TACOMA WAY TACOMA, WA 98402		PC	CONTRIBUTION	500.
SCRIPTURE UNION P.O. BOX 215 VALLEY FORGE, PA 19481		PC	CONTRIBUTION	500.
KPLU 12180 PARK AVE S. TACOMA, WA 98447		PC	CONTRIBUTION	250.
GRACE PLACE 3801 SOUTH UNION TACOMA, WA 98409		PC	CONTRIBUTION	500.
Total from continuation sheets				164,200.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
BIBLE STUDY FELLOWSHIP HAND DELIVERED UNIVERISTY PLACE, WA 98447		PC	CONTRIBUTION	1,000.
VIRGINIA MASON FOUNDATION PO BOX 1930 M.F. D1-MF SEATTLE, WA 98111-9866		PC	CONTRIBUTION	1,500.
P.L.U. 12180 PARK AVE S. TACOMA, WA 98447		PC	CONTRIBUTION	1,000.
WELLSPRING FAMILY SERVICES 1900 RAINIER AVE. SO SEATTLE, WA 98144-4606		PC	CONTRIBUTION	1,000.
MARY'S PLACE PO BOX 1711 SEATTLE, WA 98111		PC	CONTRIBUTION	4,000.
KAIROS WA P.O. BOX 7104 BELLEVUE, WA 98008-1104		PC	CONTRIBUTION	1,000.
MINNESOTA LIFE COLLEGE 7501 LOGAN AVENUE SOUTH, STE 2A RICHFIELD, MN 55423		PC	CONTRIBUTION	1,000.
ST MARKS LUTHERAN CHURCH 6730 NORTH 17TH STREET TACOMA, WA 98406		PC	CONTRIBUTION	1,500.
LOVED TWICE 4123 BROADWAY STE 815 OAKLAND, CA 94611-5111		PC	CONTRIBUTION	2,600.
MY NEW RED SHOES 330 TWIN DOLPHIN DR STE 135 REDWOOD CITY, CA 94065		PC	CONTRIBUTION	2,600.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
CAMP FIRE USA 622 TACOMA AVE S, STE 3 TACOMA, WA 98402		PC	CONTRIBUTION	1,800.
FRANKLIN PIERCE SCHOOL DIST #402 315 129TH ST S TACOMA, WA 98444-5099		PC	CONTRIBUTION	1,800.
URBAN GRACE 902 MARKET STREET TACOMA, WA 98402		PC	CONTRIBUTION	500.
EMERGENCY FOOD NETWORK 3318 92ND ST S LAKEWOOD, WA 98499-9328		PC	CONTRIBUTION	400.
MARY'S PLACE PO BOX 1711 SEATTLE, WA 98111		PC	CONTRIBUTION	300.
PRISON PET PARTNERSHIP PROGRAM 9601 BUJACICH RD GIG HARBOR, WA 98332		PC	CONTRIBUTION	200.
JESUSJUNKEEZ INC. 15437 SW 35 TERRACE MIAMI, FL 33185		PC	CONTRIBUTION	400.
PARTNERS IN HOUSING 455 GOLD PASS HEIGHTS COLORADO SPRINGS, CO 80906		PC	CONTRIBUTION	1,500.
HOPESPARKS 6424 N 9TH ST TACOMA, WA 98406-2091		PC	CONTRIBUTION	250.
KEX KIDS FUND, INC. 13333 68TH PKWY STE 310 TIGARD, OR 97223		PC	CONTRIBUTION	3,200.
Total from continuation sheets				

Part XV Supplementary Information**3' Grants and Contributions Paid During the Year (Continuation)**

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
SOCIAL VENTURE PARTNERS PORTLAND 221 NW 2ND AVE, STE 210E PORTLAND, OR 97209		PC	CONTRIBUTION	2,000.
OLIVE CREST 902 MARKET ST., SUITE 202 TACOMA, WA 98402		PC	CONTRIBUTION	3,500.
EMERGENCY FOOD NETWORK 3318 92ND ST S LAKEWOOD, WA 98499-9328		PC	CONTRIBUTION	3,000.
GREATER MINNEAPOLIS COUNCIL OF CHURCHES 1001 E LAKE ST MINNEAPOLIS, MN 55407-1616		PC	CONTRIBUTION	2,000.
PEACE COMMUNITY CENTER 2106 S CUSHMAN AVE TACOMA, WA 98405-3438		PC	CONTRIBUTION	2,440.
THE RESCUE MISSION 702 PACIFIC AVE TACOMA, WA 98402		PC	CONTRIBUTION	2,250.
MARY BRIDGE CHILDRENS FOUNDATION 409 SOUTH J STREET, MS 409-1-PHIL TACOMA, WA 98405		PC	CONTRIBUTION	2,820.
BROADWAY CENTER FOR THE PERFORMING ARTS 901 BROADWAY STE 700 TACOMA, WA 98402-4422		PC	CONTRIBUTION	2,090.
LIFE OF LIBERTY 8811 SOUTH TACOMA WAY STE 203 LAKEWOOD, WA 98499-4595		PC	CONTRIBUTION	2,000.
UPSTREAM ARTS 3501 CHICAGO AVE MINNEAPOLIS, MN 55407-2109		PC	CONTRIBUTION	2,100.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
HILLTOP ARTISTS IN RESIDENCE PO BOX 6829 TACOMA, WA 98417-0381		PC	CONTRIBUTION	2,500.
CAMP FIRE USA 622 TACOMA AVE S, STE 3 TACOMA, WA 98402		PC	CONTRIBUTION	2,200.
FRANKLIN PIERCE SCHOOL DIST #402 315 129TH ST S TACOMA, WA 98444-5099		PC	CONTRIBUTION	2,200.
WORLD ASSOCIATION FOR CHILDREN & PARENTS 315 SO 2ND ST RENTON, WA 98057		PC	CONTRIBUTION	1,700.
HOPESPARKS 6424 N 9TH ST TACOMA, WA 98406-2091		PC	CONTRIBUTION	1,700.
LARKIN STREET YOUTH SERVICES 701 SUTTER ST, STE 2 SAN FRANCISCO, CA 94109		PC	CONTRIBUTION	3,000.
WOMEN'S RECOVERY ASSOCIATION 1450 CHAPIN AVE BURLINGAME, CA 94010-4062		PC	CONTRIBUTION	2,000.
TIDES CENTER P O BOX 170427 SAN FRANCISCO, CA 94117		PC	CONTRIBUTION	3,000.
SPARK PROGRAM 251 RHODE ISLAND ST, SUITE 205 SAN FRANCISCO, CA 94103		PC	CONTRIBUTION	2,000.
BETHANY CENTER FOUNDATION 580 CAPP STREET SAN FRANCISCO, CA 94110-2570		PC	CONTRIBUTION	1,900.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
CHILD CARE RESOURCES 1225 S WELLER ST STE 300 SEATTLE, WA 98144-1906		PC	CONTRIBUTION	2,100.
SOLID GROUND WASHINGTON 1501 N 45TH ST SEATTLE, WA 98103		PC	CONTRIBUTION	2,200.
MOCKINGBIRD SOCIETY 2100 24TH AVE S STE 240 SEATTLE, WA 98144-4637		PC	CONTRIBUTION	2,000.
COMMUNITY FOR YOUTH 999 THIRD AVE #1570 SEATTLE, WA 98104-4019		PC	CONTRIBUTION	2,000.
BAY AREA OUTREACH REC PROGRAM 3075 ADELINE ST. SUITE 155 BERKELEY, CA 94707-2545		PC	CONTRIBUTION	2,000.
Y E A H 1744 UNIVERSITY AVE BERKELEY, CA 94703-1514		PC	CONTRIBUTION	3,000.
WATERSIDE WORKSHOPS 84 BOLIVAR DR BERKELEY, CA 94710-2211		PC	CONTRIBUTION	4,000.
MARTIN LUTHER KING JR FREEDOM CTR 333 E 8TH ST OAKLAND, CA 94606		PC	CONTRIBUTION	4,000.
KIDPOWER, TEEN POWER, FULL POWER P.O. BOX 2163 CASTRO VALLEY, CA 94546		PC	CONTRIBUTION	2,600.
REGENTS OF THE UNIVERSITY OF CALIFORNIA 101 ZELLERBACH HALL #4800 BERKELEY, CA 94720		PC	CONTRIBUTION	1,600.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
WRIGHT INSTITUTE 2728 DURANT AVE BERKELEY, CA 94704-1725		PC	CONTRIBUTION	3,000.
SOAR FOR YOUTH P O BOX 1291 BERKELEY, CA 94701-1291		PC	CONTRIBUTION	1,000.
BIOTECH PARTNERS P O BOX 2186 BERKELEY, CA 94702-0586		PC	CONTRIBUTION	3,000.
HORSES & THE HANDICAPPED OF SO FLORIDA EQUINE ASSISTED THERAPY 3600 W SAMPLE RD COCONUT CREEK, FL 33073		PC	CONTRIBUTION	4,000.
FAMILY COUNSELING SVCS OF GREATER MIAMI 7412 SUNSET DR MIAMI, FL 33143-4130		PC	CONTRIBUTION	3,800.
BIG BROTHERS/SISTERS OF GREATER MAIMI 701 SW 27TH AVE MIAMI, FL 33135-3031		PC	CONTRIBUTION	5,000.
BOYS & GIRLS CLUBS OF SOUTH PUGET SOUND 3875 SOUTH 66TH STREET, SUITE 101 TACOMA, WA 98409		PC	CONTRIBUTION	12,000.
HORSES & THE HANDICAPPED OF SO FLORIDA EQUINE ASSISTED THERAPY 3600 W SAMPLE RD COCONUT CREEK, FL 33073		PC	CONTRIBUTION	6,000.
LARKIN STREET YOUTH SERVICES 701 SUTTER ST, STE 2 SAN FRANCISCO, CA 94109		PC	CONTRIBUTION	2,000.
TRIPS FOR KIDS 138 SUNNYSIDE AVE MILL VALLEY, CA 94941-2074		PC	CONTRIBUTION	2,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
HOMELESS YOUTH ALLIANCE PO BOX 170427 SAN FRANCISCO, CA 94117		PC	CONTRIBUTION	2,000.
OLIVE CREST 902 MARKET ST., SUITE 202 TACOMA, WA 98402		PC	CONTRIBUTION	1,000.
HILLTOP ARTISTS IN RESIDENCE PO BOX 6829 TACOMA, WA 98417-0381		PC	CONTRIBUTION	4,000.
PEACE COMMUNITY CENTER 2106 S CUSHMAN AVE TACOMA, WA 98405-3438		PC	CONTRIBUTION	1,500.
MARY BRIDGE CHILDRENS FOUNDATION 409 SOUTH J STREET, MS 409-1-PHIL TACOMA, WA 98405		PC	CONTRIBUTION	2,500.
Total from continuation sheets				

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
PLAINS ALL AMERICAN	19.	19.	
UBS ACCRUED INTEREST	-3,242.	-3,242.	
UBS APR-DEC '13 1603	9,776.	9,776.	
UBS JAN-MAR '14 1603	4,283.	4,283.	
TOTAL TO PART I, LINE 3	10,836.	10,836.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PLAINS ALL AMERICAN	15.	0.	15.	15.	
UBS APR-DEC '13 1603	105,018.	0.	105,018.	105,018.	
UBS JAN-MAR '14 1603	36,728.	0.	36,728.	36,728.	
TO PART I, LINE 4	141,761.	0.	141,761.	141,761.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PLAINS ALL AMERICAN	197.	197.	
PLAINS NATURAL GAS	-196.	-196.	
PLAINS ALL AMERICAN	-111.	-111.	
OTHER INCOME	240.	240.	
PLAINS ALL AMERICAN	190.	190.	
TOTAL TO FORM 990-PF, PART I, LINE 11	320.	320.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREP. FEES	2,550.	638.		1,867.
TO FORM 990-PF, PG 1, LN 16B	2,550.	638.		1,867.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	41,832.	41,832.		0.
TO FORM 990-PF, PG 1, LN 16C	41,832.	41,832.		0.

FORM 990-PF	TAXES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	3,019.	3,019.		0.
TAXES	6,384.	0.		0.
TO FORM 990-PF, PG 1, LN 18	9,403.	3,019.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TELEPHONE	636.	0.		636.
POSTAGE	134.	0.		134.
MEMBERSHIP DUES	15,190.	0.		15,190.
MEETING EXPENSES	31,771.	0.		31,771.
ADMINISTRATIVE EXPENSES	500.	0.		500.
RETREAT EXPENSES	68,885.	0.		68,885.
TO FORM 990-PF, PG 1, LN 23	117,116.	0.		117,116.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
PUBLICLY TRADED SECURITIES	6,254,966.	6,254,966.
TOTAL TO FORM 990-PF, PART II, LINE 10B	6,254,966.	6,254,966.

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
PUBLICLY TRADED SECURITIES	788,227.	788,227.
TOTAL TO FORM 990-PF, PART II, LINE 10C	788,227.	788,227.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT	10
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JAMES M. FOSS 1101 PARADISE PKWY FIRCREST, WA 98466	DIRECTOR 2.00	2,700.	0.	0.
JAMIE DEVORE 1101 PARADISE PKWY FIRCREST, WA 98466	DIRECTOR 2.00	1,250.	0.	0.
JERRY FOSS 1101 PARADISE PKWY FIRCREST, WA 98466	DIRECTOR 2.00	2,850.	0.	0.
JILLIAN FOSS 1101 PARADISE PKWY FIRCREST, WA 98466	DIRECTOR 2.00	2,850.	0.	0.
JULIE ANN STUHR 1101 PARADISE PKWY FIRCREST, WA 98466	DIRECTOR 2.00	2,850.	0.	0.

* JUNE AND JULIAN FOSS FOUNDATION

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KYLE FOSS 1101 PARADISE PKWY FIRCREST, WA 98466	DIRECTOR 2.00	1,200.	0.	0.
TELMA PENA 1101 PARADISE PKWY FIRCREST, WA 98466	DIRECTOR 2.00	2,750.	0.	0.
JEAN M. FOSS 1101 PARADISE PKWY FIRCREST, WA 98466	DIRECTOR 2.00	1,600.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		18,050.	0.	0.

GENERAL EXPLANATION

STATEMENT 11

WE MADE AN ADJUSTMENT TO PRIOR YEAR UNDISTRIBUTED INCOME TO CORRECT IT TO THE ACTUAL AMOUNT. THE AMOUNT WAS ORIGINALLY REPORTED AT 294,628 UPON FURTHER EVALUAITON IT SHOULD HAVE BEEN 265,671.