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Form **990**
 Department of the Treasury
 Internal Revenue Service

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

▶ Do not enter Social Security numbers on this form as it may be made public. By law, the IRS generally cannot redact the information on the form.
 ▶ Information about Form 990 and its instructions is at www.irs.gov/form990

OMB No 1545-0047
2013
Open to Public Inspection

A For the 2013 calendar year, or tax year beginning 07-01-2013, 2013, and ending 06-30-2014

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input checked="" type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization RAINIER VALLEY BOYS AND GIRLS CLUB Doing Business As Number and street (or P O box if mail is not delivered to street address) Room/suite 603 STEWART STREET NO 300 City or town, state or province, country, and ZIP or foreign postal code SEATTLE, WA 981011313 F Name and address of principal officer CALVIN LYONS 603 STEWART STREET NO 300 SEATTLE, WA 981011313	D Employer identification number 26-1550879 E Telephone number (206) 436-1800 G Gross receipts \$ 6,088,703
I Tax-exempt status <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () (insert no) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list (see instructions) H(c) Group exemption number ▶
J Website: ▶ WWW POSITIVEPLACE ORG		L Year of formation 2007 M State of legal domicile WA
K Form of organization <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶		

Part I Summary

1	Briefly describe the organization's mission or most significant activities YOUTH HEALTH, SOCIAL, EDUCATIONAL & CHARACTER DEV OF YOUTH		
2	Check this box <input checked="" type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets		
3	Number of voting members of the governing body (Part VI, line 1a)	3	28
4	Number of independent voting members of the governing body (Part VI, line 1b)	4	27
5	Total number of individuals employed in calendar year 2013 (Part V, line 2a)	5	68
6	Total number of volunteers (estimate if necessary)	6	28
7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	0
7b	Net unrelated business taxable income from Form 990-T, line 34	7b	0
8	Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
9	Program service revenue (Part VIII, line 2g)	929,949	585,959
10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	227,292	167,840
11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	560,986	239,726
12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	11,686	5,068,939
13	Grants and similar amounts paid (Part IX, column (A), lines 1–3)	1,729,913	6,062,464
14	Benefits paid to or for members (Part IX, column (A), line 4)	0	0
15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	0	0
16a	Professional fundraising fees (Part IX, column (A), line 11e)	836,214	752,531
b	Total fundraising expenses (Part IX, column (D), line 25) ▶ 4,076	0	0
17	Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	1,298,001	867,083
18	Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	2,134,215	1,619,614
19	Revenue less expenses Subtract line 18 from line 12	-404,302	4,442,850
20	Total assets (Part X, line 16)	Beginning of Current Year	End of Year
21	Total liabilities (Part X, line 26)	26,468,709	0
22	Net assets or fund balances Subtract line 21 from line 20	17,442,505	0
		9,026,204	0

Part II Signature Block

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 officer) is based on all information of which preparer has any knowledge.

Sign Here	***** Signature of officer CHRIS COLEMAN CFO Type or print name and title	2015-05-14 Date
Paid Preparer Use Only	Print/Type preparer's name HOWARD DONKIN CPA Preparer's signature Date 2015-05-14 Check <input type="checkbox"/> if self-employed PTIN P00147726 Firm's name ▶ JACOBSON JARVIS & CO PLLC Firm's EIN ▶ 91-2011386 Firm's address ▶ 200 FIRST AVE WEST SUITE 200 SEATTLE, WA 981194219 Phone no (206) 628-8990	

May the IRS discuss this return with the preparer shown above? (see instructions) Yes No

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response or note to any line in this Part III

1 Briefly describe the organization's mission

YOUTH HEALTH, SOCIAL, EDUCATIONAL & CHARACTER DEV OF YOUTH

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? Yes No
If "Yes," describe these new services on Schedule O

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? Yes No
If "Yes," describe these changes on Schedule O

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a (Code) (Expenses \$ 658,877 including grants of \$) (Revenue \$)
EDUCATION & CAREER DEVELOPMENT ENABLE YOUTH TO BECOME PROFICIENT IN BASIC EDUCATIONAL DISCIPLINES, APPLY LEARNING TO EVERY SITUATION AND EMBRACE TECHNOLOGY TO ACHIEVE SUCCESS IN A CAREER

4b (Code) (Expenses \$ 393,834 including grants of \$) (Revenue \$ 22,713)
SPORTS, FITNESS & RECREATION PROGRAMS IN THIS AREA DEVELOP FITNESS, POSITIVE USE OF LEISURE TIME, SKILLS FOR STRESS MANAGEMENT, APPRECIATION FOR ENVIRONMENTAL AND SOCIAL SKILLS

4c (Code) (Expenses \$ 284,832 including grants of \$) (Revenue \$ 75,996)
CHARACTER & LEADERSHIP DEVELOPMENT EMPOWER YOUTH TO SUPPORT & INFLUENCE THEIR CLUB & COMMUNITY, SUSTAIN MEANINGFUL RELATIONSHIPS WITH OTHERS, DEVELOP A POSITIVE SELF-IMAGE, PARTICIPATE IN THE DEMOCRATIC PROCESS AND RESPECT THEIR OWN AND OTHERS' CULTURAL IDENTITIES

(Code) (Expenses \$ 251,951 including grants of \$) (Revenue \$ 69,131)
CHILDCARE THIS PROGRAM PROVIDES A SAFE, SUPERVISED ENVIRONMENT FOR CHILDREN WHOSE PARENTS ARE WORKING, IN SCHOOL OR TRAINING, OR REFERRED BY CHILD PROTECTIVE SERVICES THE PROGRAM ALSO PROVIDES SCHOLARSHIP FUNDS TO ASSIST WORKING, UNDERPRIVILEGED FAMILIES AND PARENTS

4d Other program services (Describe in Schedule O)
(Expenses \$ 251,951 including grants of \$) (Revenue \$ 69,131)

4e Total program service expenses 1,589,494

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A.</i>	Yes	
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> (see instructions)?	Yes	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I.</i>		No
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II.</i>		No
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III.</i>		No
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I.</i>		No
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II.</i>		No
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III.</i>		No
9 Did the organization report an amount in Part X, line 21 for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV.</i>		No
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V.</i>		No
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI.</i>		No
b Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII.</i>		No
c Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII.</i>		No
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX.</i>		No
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X.</i>		No
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X.</i>		No
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII.</i>		No
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional.</i>	Yes	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E.</i>		No
14a Did the organization maintain an office, employees, or agents outside of the United States?		No
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV.</i>		No
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? <i>If "Yes," complete Schedule F, Parts II and IV.</i>		No
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? <i>If "Yes," complete Schedule F, Parts III and IV.</i>		No
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I (see instructions).</i>		No
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II.</i>	Yes	
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III.</i>		No
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H.</i>		No
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		

Part IV Checklist of Required Schedules (continued)

21	Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or government on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	21		No
22	Did the organization report more than \$5,000 of grants or other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>	22		No
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	23	Yes	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a</i>	24a		No
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
25a	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>	25a		No
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>	25b		No
26	Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? <i>If so, complete Schedule L, Part II</i>	26		No
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i>	27		No
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a	A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28a		No
b	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28b		No
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>	28c		No
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	29		No
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>	30		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>	31	Yes	
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>	32		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>	33		No
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i>	34	Yes	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a		No
b	If 'Yes' to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>	35b		
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>	36		No
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>	37		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O	38	Yes	

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response or note to any line in this Part V

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable.		
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.		
1c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?		
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return.		
2b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).	Yes	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?		No
3b	If "Yes," has it filed a Form 990-T for this year? If "No" to line 3b, provide an explanation in Schedule O.		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		No
b	If "Yes," enter the name of the foreign country: _____ See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		No
5b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		No
5c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?		
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?		No
6b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
7	Organizations that may receive deductible contributions under section 170(c).		
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?		No
7b	If "Yes," did the organization notify the donor of the value of the goods or services provided?		
7c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		No
7d	If "Yes," indicate the number of Forms 8282 filed during the year.		
7e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		No
7f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		No
7g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		
7h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		
9	Sponsoring organizations maintaining donor advised funds.		
9a	Did the organization make any taxable distributions under section 4966?		
9b	Did the organization make a distribution to a donor, donor advisor, or related person?		
10	Section 501(c)(7) organizations. Enter		
10a	Initiation fees and capital contributions included on Part VIII, line 12.		
10b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities.		
11	Section 501(c)(12) organizations. Enter		
11a	Gross income from members or shareholders.		
11b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them).		
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		
12b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year.		
13	Section 501(c)(29) qualified nonprofit health insurance issuers.		
13a	Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.		
13b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans.		
13c	Enter the amount of reserves on hand.		
14a	Did the organization receive any payments for indoor tanning services during the tax year?		No
14b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O.		

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to lines 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response or note to any line in this Part VI [X]

Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include: 1a (28), 1b (27), 2, 3, 4, 5, 6, 7a, 7b, 8a, 8b, 9.

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

Table with 3 columns: Question, Yes, No. Rows include: 10a, 10b, 11a, 11b, 12a, 12b, 12c, 13, 14, 15a, 15b, 16a, 16b.

Section C. Disclosure

Table with 3 columns: Question, Yes, No. Rows include: 17, 18, 19, 20.

Part VIII Statement of Revenue

Check if Schedule O contains a response or note to any line in this Part VIII

			(A)	(B)	(C)	(D)		
			Total revenue	Related or exempt function revenue	Unrelated business revenue	Revenue excluded from tax under sections 512-514		
Contributions, Gifts, Grants and Other Similar Amounts	1a	Federated campaigns 1a	42,659					
	b	Membership dues 1b						
	c	Fundraising events 1c	24,548					
	d	Related organizations 1d						
	e	Government grants (contributions) 1e	402,250					
	f	All other contributions, gifts, grants, and similar amounts not included above 1f	116,502					
	g	Noncash contributions included in lines 1a-1f \$						
	h	Total. Add lines 1a-1f		585,959				
Program Service Revenue	2a	NON PROFIT USE OF ATHLETIC FACILI	713940	78,511	78,511			
	b	YOUTH SPORTS & EDUCATION	713940	75,851	75,851			
	c	MEMBERSHIPS	713940	13,478	13,478			
	d							
	e							
	f	All other program service revenue						
	g	Total. Add lines 2a-2f		167,840				
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)		240,726		240,726		
	4	Income from investment of tax-exempt bond proceeds						
	5	Royalties						
	6a	b	c	d	(i) Real	(ii) Personal		
					Gross rents			
					Less rental expenses			
					Rental income or (loss)			
	d	Net rental income or (loss)						
	7a	b	c	d	(i) Securities	(ii) Other		
					Gross amount from sales of assets other than inventory			
					Less cost or other basis and sales expenses		1,000	
					Gain or (loss)		-1,000	
	d	Net gain or (loss)		-1,000		-1,000		
	8a	Gross income from fundraising events (not including \$ 24,548 of contributions reported on line 1c) See Part IV, line 18	a	11,939				
	b	Less direct expenses b		25,239				
c	Net income or (loss) from fundraising events		-13,300			-13,300		
9a	Gross income from gaming activities See Part IV, line 19	a						
b	Less direct expenses b							
c	Net income or (loss) from gaming activities							
10a	b	c	d	Gross sales of inventory, less returns and allowances	a	8,230		
				Less cost of goods sold b		0		
				Net income or (loss) from sales of inventory		8,230		8,230
Miscellaneous Revenue		Business Code						
11a	GAIN ON NMTC UNWIND	900003	5,074,009			5,074,009		
b								
c								
d	All other revenue							
e	Total. Add lines 11a-11d		5,074,009					
12	Total revenue. See Instructions		6,062,464	167,840	0	5,308,665		

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A)

Check if Schedule O contains a response or note to any line in this Part IX

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.		(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1	Grants and other assistance to governments and organizations in the United States. See Part IV, line 21				
2	Grants and other assistance to individuals in the United States. See Part IV, line 22				
3	Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
4	Benefits paid to or for members				
5	Compensation of current officers, directors, trustees, and key employees				
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7	Other salaries and wages	634,988	616,688	17,280	1,020
8	Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)				
9	Other employee benefits	59,659	57,939	1,624	96
10	Payroll taxes	57,884	56,216	1,575	93
11	Fees for services (non-employees)				
a	Management	6,697	1,132	5,565	
b	Legal				
c	Accounting				
d	Lobbying				
e	Professional fundraising services. See Part IV, line 17				
f	Investment management fees				
g	Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O)	8,844	8,844		
12	Advertising and promotion	1,106	1,087		19
13	Office expenses	6,409	4,965		1,444
14	Information technology				
15	Royalties				
16	Occupancy	61,134	61,134		
17	Travel	13,364	13,318		46
18	Payments of travel or entertainment expenses for any federal, state, or local public officials				
19	Conferences, conventions, and meetings	5,480	5,457		23
20	Interest	422,467	422,467		
21	Payments to affiliates				
22	Depreciation, depletion, and amortization	229,380	229,380		
23	Insurance	1,721	1,721		
24	Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a	PROGRAM SUPPLIES, ETC	109,519	108,421		1,098
b	EQUIPMENT MAINTENANCE	962	725		237
c					
d					
e	All other expenses				
25	Total functional expenses. Add lines 1 through 24e	1,619,614	1,589,494	26,044	4,076
26	Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input checked="" type="checkbox"/> if following SOP 98-2 (ASC 958-720)				

Part X Balance Sheet

Check if Schedule O contains a response or note to any line in this Part X

		(A)		(B)
		Beginning of year		End of year
Assets	1 Cash—non-interest-bearing	92,602	1	0
	2 Savings and temporary cash investments		2	0
	3 Pledges and grants receivable, net	163,818	3	0
	4 Accounts receivable, net	305,256	4	0
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L		5	0
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) Complete Part II of Schedule L		6	0
	7 Notes and loans receivable, net	10,044,109	7	0
	8 Inventories for sale or use		8	0
	9 Prepaid expenses and deferred charges	21,493	9	0
	10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a 0		
	b Less accumulated depreciation	10b 0	15,841,431	10c 0
	11 Investments—publicly traded securities		11	0
	12 Investments—other securities See Part IV, line 11		12	0
	13 Investments—program-related See Part IV, line 11		13	0
	14 Intangible assets		14	0
	15 Other assets See Part IV, line 11		15	0
16 Total assets. Add lines 1 through 15 (must equal line 34)	26,468,709	16	0	
Liabilities	17 Accounts payable and accrued expenses	82,241	17	0
	18 Grants payable		18	
	19 Deferred revenue	25,444	19	0
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability Complete Part IV of Schedule D		21	
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties	14,520,000	23	0
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24.) Complete Part X of Schedule D	2,814,820	25	0
	26 Total liabilities. Add lines 17 through 25	17,442,505	26	0
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	8,960,287	27	0
	28 Temporarily restricted net assets	65,917	28	0
	29 Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
33 Total net assets or fund balances	9,026,204	33	0	
34 Total liabilities and net assets/fund balances	26,468,709	34	0	

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response or note to any line in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	6,062,464
2	Total expenses (must equal Part IX, column (A), line 25)	2	1,619,614
3	Revenue less expenses Subtract line 2 from line 1	3	4,442,850
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	9,026,204
5	Net unrealized gains (losses) on investments	5	-13,469,054
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	0
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	0

Part XII Financial Statements and Reporting

Check if Schedule O contains a response or note to any line in this Part XII

	Yes	No
1 Accounting method used to prepare the Form 990 <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
2a Were the organization's financial statements compiled or reviewed by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		No
2b Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	Yes	
2c If "Yes," to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	Yes	
3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		No
3b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits		

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
RICHARD S WILLIAMS BOARD MEMBER	3 00	X						0	0	0
TAMMY YOUNG BOARD MEMBER	3 00	X						0	0	0
CALVIN LYONS CEO	40 00	X		X				0	151,173	8,365
JERRY HYNES CFO TO 1/14/14	40 00			X				0	82,449	2,640
CHRIS COLEMAN CFO FROM 1/14/14	40 00			X				0	0	0
PETER RAFFA CDO	40 00			X				0	143,478	8,396

SCHEDULE A
(Form 990 or 990EZ)

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ **Attach to Form 990 or Form 990-EZ.** ▶ **See separate instructions.**
▶ **Information about Schedule A (Form 990 or 990-EZ) and its instructions is at**
www.irs.gov/form990.

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Name of the organization
RAINIER VALLEY BOYS AND GIRLS CLUB

Employer identification number
26-1550879

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is (For lines 1 through 11, check only one box)

- 1 A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**
- 2 A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E)
- 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state _____
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II)
- 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II)
- 8 A community trust described in **section 170(b)(1)(A)(vi)** (Complete Part II)
- 9 An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2).** (Complete Part III)
- 10 An organization organized and operated exclusively to test for public safety See **section 509(a)(4).**
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h
 - a Type I b Type II c Type III - Functionally integrated d Type III - Non-functionally integrated
- e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)
- f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
 - (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?
 - (ii) A family member of a person described in (i) above?
 - (iii) A 35% controlled entity of a person described in (i) or (ii) above?
- h Provide the following information about the supported organization(s)

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1- 9 above or IRC section (see instructions))	(iv) Is the organization in col (i) listed in your governing document?		(v) Did you notify the organization in col (i) of your support?		(vi) Is the organization in col (i) organized in the U S ?		(vii) Amount of monetary support
			Yes	No	Yes	No	Yes	No	
Total									

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)
 (Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")	3,693,939	1,174,117	869,623	929,949	561,411	7,229,039
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	3,693,939	1,174,117	869,623	929,949	561,411	7,229,039
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						4,968
6 Public support. Subtract line 5 from line 4						7,224,071

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
7 Amounts from line 4	3,693,939	1,174,117	869,623	929,949	561,411	7,229,039
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	190,428	245,657	255,213	582,537	240,726	1,514,561
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)	428	60				488
11 Total support (Add lines 7 through 10)						8,744,088
12 Gross receipts from related activities, etc (see instructions)					12	1,143,718
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2013 (line 6, column (f) divided by line 11, column (f))	14	82.620%
15 Public support percentage for 2012 Schedule A, Part II, line 14	15	77.080%
16a 33 1/3% support test—2013. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization <input checked="" type="checkbox"/>		
b 33 1/3% support test—2012. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization <input type="checkbox"/>		
17a 10%-facts-and-circumstances test—2013. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization <input type="checkbox"/>		
b 10%-facts-and-circumstances test—2012. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization <input type="checkbox"/>		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions <input type="checkbox"/>		

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2013 (line 8, column (f) divided by line 13, column (f))	15	
16 Public support percentage from 2012 Schedule A, Part III, line 15	16	

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2013 (line 10c, column (f) divided by line 13, column (f))	17	
18 Investment income percentage from 2012 Schedule A, Part III, line 17	18	

- 19a 33 1/3% support tests—2013.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization
- b 33 1/3% support tests—2012.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization
- 20 Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions

Part IV **Supplemental Information.** Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

Facts And Circumstances Test

Return Reference

Explanation

SCHEDULE G (Form 990 or 990-EZ)

Supplemental Information Regarding Fundraising or Gaming Activities

OMB No 1545-0047

2013

Open to Public Inspection

Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19, or if the organization entered more than \$15,000 on Form 990-EZ, line 6a.

Attach to Form 990 or Form 990-EZ. See separate instructions.

Information about Schedule G (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

Department of the Treasury Internal Revenue Service

Name of the organization RAINIER VALLEY BOYS AND GIRLS CLUB

Employer identification number 26-1550879

Part I Fundraising Activities. Complete if the organization answered "Yes" to Form 990, Part IV, line 17. Form 990-EZ filers are not required to complete this part.

1 Indicate whether the organization raised funds through any of the following activities. Check all that apply.

- a Mail solicitations, b Internet and email solicitations, c Phone solicitations, d In-person solicitations, e Solicitation of non-government grants, f Solicitation of government grants, g Special fundraising events

2a Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? Yes No

b If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization

Table with 6 columns: (i) Name and address of individual or entity (fundraiser), (ii) Activity, (iii) Did fundraiser have custody or control of contributions?, (iv) Gross receipts from activity, (v) Amount paid to (or retained by) fundraiser listed in col (i), (vi) Amount paid to (or retained by) organization. Includes rows 1-10 and a Total row.

3 List all states in which the organization is registered or licensed to solicit contributions or has been notified it is exempt from registration or licensing

Part II Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than \$5,000.

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events
		<u>KIDSAUCTION</u> (event type)	<u>LUNCHBREAK</u> (event type)	<u>(total number)</u>	(add col (a) through col (c))
Revenue	1 Gross receipts	15,019	21,468		36,487
	2 Less Contributions	3,080	21,468		24,548
	3 Gross income (line 1 minus line 2)	11,939			11,939
Direct Expenses	4 Cash prizes				
	5 Noncash prizes				
	6 Rent/facility costs				
	7 Food and beverages				
	8 Entertainment				
	9 Other direct expenses	25,239			25,239
	10 Direct expense summary Add lines 4 through 9 in column (d) ▶				(25,239)
11 Net income summary Subtract line 10 from line 3, column (d) ▶				-13,300	

Part III Gaming. Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

		(a) Bingo	(b) Pull tabs/Instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col (a) through col (c))
		1 Gross revenue			
Direct Expenses	2 Cash prizes				
	3 Non-cash prizes				
	4 Rent/facility costs				
	5 Other direct expenses				
6 Volunteer labor	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No		
7 Direct expense summary Add lines 2 through 5 in column (d) ▶					
8 Net gaming income summary Subtract line 7 from line 1, column (d) ▶					

9 Enter the state(s) in which the organization operates gaming activities _____

a Is the organization licensed to operate gaming activities in each of these states? Yes No

b If "No," explain _____

.....

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? Yes No

b If "Yes," explain _____

.....

Does the organization operate gaming activities with nonmembers? Yes No

12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? Yes No

13 Indicate the percentage of gaming activity operated in

a The organization's facility	13a	%
b An outside facility	13b	%

14 Enter the name and address of the person who prepares the organization's gaming/special events books and records

Name ▶

Address ▶

15a Does the organization have a contract with a third party from whom the organization receives gaming revenue? Yes No

b If "Yes," enter the amount of gaming revenue received by the organization ▶ \$ _____ and the amount of gaming revenue retained by the third party ▶ \$ _____

c If "Yes," enter name and address of the third party

Name ▶

Address ▶

16 Gaming manager information

Name ▶

Gaming manager compensation ▶ \$

Description of services provided ▶

Director/officer Employee Independent contractor

17 Mandatory distributions

a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? Yes No

b Enter the amount of distributions required under state law distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$ _____

Part IV Supplemental Information. Provide the explanations required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete this part to provide any additional information (see instructions).

Return Reference	Explanation
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Schedule J
(Form 990)

Compensation Information

OMB No 1545-0047

2013

Open to Public Inspection

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 23.

▶ Attach to Form 990. ▶ See separate instructions.

▶ Information about Schedule J (Form 990) and its instructions is at www.irs.gov/form990.

Department of the Treasury
Internal Revenue Service

Name of the organization
RAINIER VALLEY BOYS AND GIRLS CLUB

Employer identification number

26-1550879

Part I Questions Regarding Compensation

- 1a** Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.
- | | |
|---|--|
| <input type="checkbox"/> First-class or charter travel | <input type="checkbox"/> Housing allowance or residence for personal use |
| <input type="checkbox"/> Travel for companions | <input type="checkbox"/> Payments for business use of personal residence |
| <input type="checkbox"/> Tax idemnification and gross-up payments | <input type="checkbox"/> Health or social club dues or initiation fees |
| <input type="checkbox"/> Discretionary spending account | <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef) |

- b** If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain
- 2** Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, officers, including the CEO/Executive Director, regarding the items checked in line 1a?

- 3** Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III.
- | | |
|--|--|
| <input type="checkbox"/> Compensation committee | <input type="checkbox"/> Written employment contract |
| <input type="checkbox"/> Independent compensation consultant | <input type="checkbox"/> Compensation survey or study |
| <input type="checkbox"/> Form 990 of other organizations | <input type="checkbox"/> Approval by the board or compensation committee |

- 4** During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization:
- a** Receive a severance payment or change-of-control payment?
- b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?
- c** Participate in, or receive payment from, an equity-based compensation arrangement?
- If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.

- 5** For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:
- a** The organization?
- b** Any related organization?
- If "Yes," to line 5a or 5b, describe in Part III.
- 6** For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:
- a** The organization?
- b** Any related organization?
- If "Yes," to line 6a or 6b, describe in Part III.

- 7** For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III.
- 8** Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III.
- 9** If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

	Yes	No
1b		
2		
4a		No
4b		No
4c		No
5a		No
5b		No
6a		No
6b		No
7		No
8		No
9		

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

Note. The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) CALVIN LYONS CEO	(i)	0	0	0	0	0	0	0
	(ii)	151,173	0	0	0	8,365	159,538	0
(2) PETER RAFFA CDO	(i)	0	0	0	0	0	0	0
	(ii)	143,478	0	0	0	8,396	151,874	0

Part III Supplemental Information

Provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

Return Reference	Explanation
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Part III Supplemental Information. Provide the information required by Part I, lines 2e and 6c, and Part II, line 2e. Also complete this part to provide any additional information.

Return Reference	Explanation
PART I, LINE 2E	EXPLANATION OF INVOLVEMENT BOARD MEMBERS OF BOTH CLUBS WERE THE SAME FOR THE 7/1/13 - 6/30/14 YEAR

Schedule N (Form 990 or 990-EZ) (2013)

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on Form 990 or to provide any additional information.

▶ Attach to Form 990 or 990-EZ.

▶ Information about Schedule O (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

2013

Open to Public Inspection

Name of the organization
RAINIER VALLEY BOYS AND GIRLS CLUB

Employer identification number

26-1550879

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION B, LINE 11	FORM 990 WAS REVIEWED BY THE CFO ALL BOARD MEMBERS ARE PROVIDED A COPY OF THE RETURN BEFORE FILING
FORM 990, PART VI, SECTION B, LINE 12C	THE ORGANIZATION USES AN ANNUAL QUESTIONNAIRE WHICH IS SIGNED BY BOARD MEMBERS
FORM 990, PART VI, SECTION B, LINE 15	AN INDEPENDENT COMPENSATION COMMITTEE OF THE BOARD REVIEWS SALARIES USING COMPARABILITY DATA FOR NONPROFIT ORGANIZATIONS AND DOCUMENTS ITS DECISIONS IN WRITTEN MINUTES
FORM 990, PART VI, SECTION C, LINE 19	THE ORGANIZATION MAKES ITS GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, AND FINANCIAL STATEMENTS PUBLIC UPON REQUEST
FORM 990, PART XII, LINE 2C	THE AUDIT COMMITTEE HAS NOT CHANGED HOW IT REVIEWS THE AUDITED FINANCIAL STATEMENTS

**SCHEDULE R
(Form 990)**

Related Organizations and Unrelated Partnerships

OMB No 1545-0047

2013

Open to Public Inspection

- ▶ **Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.**
- ▶ **Attach to Form 990. ▶ See separate instructions.**
- ▶ **Information about Schedule R (Form 990) and its instructions is at www.irs.gov/form990.**

Department of the Treasury
Internal Revenue Service

Name of the organization
RAINIER VALLEY BOYS AND GIRLS CLUB

Employer identification number

26-1550879

Part I Identification of Disregarded Entities Complete if the organization answered "Yes" on Form 990, Part IV, line 33.

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity

Part II Identification of Related Tax-Exempt Organizations Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
(1) BOYS AND GIRLS CLUBS OF KING COUNTY 603 STEWART STREET SEATTLE, WA 98101 91-0532600	YOUTH DEVELOPMENT	WA	501(C)(3)	170(B)(1)(A)(VI)			No

Part III Identification of Related Organizations Taxable as a Partnership Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512- 514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	

Part IV Identification of Related Organizations Taxable as a Corporation or Trust Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end- of-year assets	(h) Percentage ownership	(i) Section 512 (b)(13) controlled entity?	
								Yes	No

Part V Transactions With Related Organizations Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35b, or 36.

Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule

1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

- a** Receipt of **(i)** interest **(ii)** annuities **(iii)** royalties or **(iv)** rent from a controlled entity
- b** Gift, grant, or capital contribution to related organization(s)
- c** Gift, grant, or capital contribution from related organization(s)
- d** Loans or loan guarantees to or for related organization(s)
- e** Loans or loan guarantees by related organization(s)

- f** Dividends from related organization(s)
- g** Sale of assets to related organization(s)
- h** Purchase of assets from related organization(s)
- i** Exchange of assets with related organization(s)
- j** Lease of facilities, equipment, or other assets to related organization(s)

- k** Lease of facilities, equipment, or other assets from related organization(s)
- l** Performance of services or membership or fundraising solicitations for related organization(s)
- m** Performance of services or membership or fundraising solicitations by related organization(s)
- n** Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)
- o** Sharing of paid employees with related organization(s)

- p** Reimbursement paid to related organization(s) for expenses
- q** Reimbursement paid by related organization(s) for expenses

- r** Other transfer of cash or property to related organization(s)
- s** Other transfer of cash or property from related organization(s)

	Yes	No
1a		No
1b		No
1c		No
1d		No
1e	Yes	
1f		No
1g		No
1h		No
1i		No
1j		No
1k		No
1l		No
1m	Yes	
1n		No
1o		No
1p		No
1q		No
1r	Yes	
1s		No

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds

(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1) BOYS AND GIRLS CLUB OF KING COUNTY	R	13,469,054	BOOK VALUE

Part VII **Supplemental Information**

Provide additional information for responses to questions on Schedule R (see instructions)

Return Reference**Explanation**

Dissolutions and Unwind Completion Closing Documents
Table of Contents

1. Resolutions of the Board of Directors – Boys and Girls Clubs of King County
2. Resolutions of the Board of Directors – Rainier Valley Boys and Girls Club
3. Written Consent in Lieu of Special Meeting – CDF VIII Investment Fund, LLC
4. Assignment and Assumption of Contracts
5. Certificate of Non-Foreign Status
6. Quitclaim Deed
7. Real Estate Excise Tax Affidavit
8. Indemnification of Lost Deed of Trust and Request for Full Reconveyance
9. [Full Reconveyance]
10. Certificate of Cancellation (DE – CDF VIII Investment Fund, LLC)
11. Articles of Dissolution (WA – Rainier Valley Boys and Girls Club)
12. [Title Endorsement to Owner's Title Policy]

RESOLUTIONS OF BOARD OF DIRECTORS

BOYS AND GIRLS CLUBS OF KING COUNTY, A WASHINGTON NONPROFIT CORPORATION

The undersigned corporate secretary hereby certifies that, on June 25, 2014, the following actions were taken at a duly called meeting of the board of directors (the “**Board**”) of Boys and Girls Clubs of King County, a Washington nonprofit corporation (the “**Corporation**”), at which a majority of the Board was present and voting, constituting a quorum in accordance with the Washington Nonprofit Corporation Act (RCW Chap. 24.03).

RECITALS

WHEREAS, on or about December 20, 2007, the Corporation entered into that certain new markets tax credit financing as an ancillary party thereto (the “**NMTC Financing**”) wherein the Corporation created a subsidiary entity called Rainier Valley Boys & Girls Club, a Washington nonprofit corporation (“**RVBGC**”), in order to facilitate the NMTC Financing in connection with the development and operation of that certain real property located at 4520 Martin Luther King Jr. Way South in Seattle, Washington (the “**Property**”).

WHEREAS, certain components and requirements of the NMTC Financing have concluded, and in connection therewith, the Corporation desires to undertake certain unwind activities as set forth in more detail herein (the “**Unwind Activities**”).

WHEREAS, in connection with the NMTC Financing, the Corporation entered into that certain loan transaction, as lender, with CDF VIII Investment Fund, LLC, a Delaware limited liability company, as borrower (the “**Investment Fund**”), in the amount of Eleven Million Forty Four Thousand One Hundred Nine and No/100 Dollars (\$11,044,109.00) (the “**Subordinate Fund Loan**”), as evidenced by certain loan documents, including, without limitation, (i) that certain Subordinate Fund Loan Agreement, (ii) that certain Subordinate Fund Pledge Agreement, and (iii) that certain Subordinate Promissory Note, and, in connection with the Related Party Relationship (as hereinafter defined), the Subordinate Fund Loan has been discharged.

WHEREAS, in order to facilitate the NMTC Financing, RVBGC entered into that certain loan with Community Development Funding VIII, LLC, a Minnesota limited liability company (“**QLICI Lender**”), in the principal amount of Fourteen Million Five Hundred Twenty Thousand and No/100 Dollars (\$14,520,000.00) (the “**QLICI Loan**”), as evidenced by certain loan documents, including, without limitation, (i) that certain Deed of Trust, Security Agreement, Assignment of Leases and Rents and Fixture Filing made by RVBGC to QLICI Lender, as beneficiary, and Pacific Northwest Title Insurance Company, as trustee, dated as of December 20, 2007 (the “**QLICI Deed of Trust**”), and (ii) that certain Promissory Note made by RVBGC to the order of QLICI Lender, dated as of December 20, 2007 (the “**QLICI Promissory Note**”).

WHEREAS, the QLICI Loan was assigned to Investment Fund by QLICI Lender, and in connection therewith, the QLICI Deed of Trust and QLICI Promissory Note were assigned by

QLICI Lender to Investment Fund pursuant to that certain Assignment of Loan Documents, dated as of February 25, 2014.

WHEREAS, (i) pursuant to that certain Put/Call Option Agreement, dated as of December 20, 2007, by and between the Corporation and U.S. Bancorp Community Development Corporation, a Minnesota corporation (“**USBCDC**”), the Corporation acquired USBCDC’s entire membership interest in Investment Fund, and as a result thereof and thereby, Investment Fund is wholly-owned by the Corporation, and (ii) the Corporation is the sole member of RVBGC (such relationships by and among the Corporation, Investment Fund, and RVBGC, the “**Related Party Relationship**”).

WHEREAS, pursuant to the Related Party Relationship, the QLICI Loan has been discharged (the “**Discharge of Indebtedness**”).

WHEREAS, in connection with the Discharge of Indebtedness, Investment Fund desires to enter into, execute, and record and/or file, as applicable, certain documents and/or instruments necessary or desirable to reconvey the QLICI Deed of Trust and any ancillary documents or instruments from the public records of the King County Recorder’s Office with respect to the Property in connection therewith (the “**Public Records Clean-Up**”). In connection with the foregoing, the Corporation, in its capacity as the sole member and manager of Investment Fund, desires to consent to and approve Investment Fund to undertake the Public Records Clean-Up.

WHEREAS, upon completion of the Public Records Clean-Up and in connection with the Unwind Activities, Investment Fund desires to voluntarily dissolve itself and wind up its corporate activities as provided for in its operating agreement and by applicable law (the “**Investment Fund Dissolution**”), and in connection therewith, to prepare, execute, and file with the Delaware Secretary of State a Certificate of Cancellation effecting the same (the “**Investment Fund Dissolution Filing**”), and to undertake any further dissolution activities and enter into any further dissolution documentation as contemplated by the Investment Fund’s operating agreement, required by applicable law, or as is otherwise necessary or desirable (collectively, the “**Investment Fund Dissolution Activities**”). In connection with the foregoing, the Corporation, in its capacity as the sole member and manager of Investment Fund, desires to consent to and approve Investment Fund to undertake the Investment Fund Dissolution, consummate the Investment Fund Dissolution Filing, and undertake the Investment Fund Dissolution Activities.

WHEREAS, in connection with the Unwind Activities, RVBGC intends to voluntarily dissolve itself and wind up its corporate activities (the “**RVBGC Dissolution**”), and in connection therewith, the Corporation desires to authorize Chris Coleman, in his capacity as Chief Financial Officer of the Corporation, or any of the officers of the Corporation, each with authority to act individually, to take any further action as is necessary or desirable to acknowledge, approve, and consent to the RVBGC Dissolution on behalf of the Corporation in its capacity as the sole member thereof.

WHEREAS, in connection with the RVBGC Dissolution, RVBGC intends to convey the Property to the Corporation (the “**Conveyance**”), and the Corporation desires to accept the same.

WHEREAS, in connection with the Conveyance, the Corporation desires to enter into and execute certain documents evidencing and effecting the same, including, without limitation, that certain Assignment and Assumption of Contracts (collectively, the “**Conveyance Documents**”).

WHEREAS, the foregoing transactions are referred to herein as the “**Transactions**,” and any and all of the aforementioned documents and instruments to be hereinafter executed evidencing the Transactions shall be referred to herein as the “**Transaction Documents**.”

WHEREAS, the Corporation desires to authorize Chris Coleman, in his capacity as Chief Financial Officer of the Corporation, or any of the officers of the Corporation, each with authority to act individually, to execute all applicable Transaction Documents (i) on behalf of the Corporation or (ii) in the Corporation’s capacity as the sole member and manager of the Investment Fund.

RESOLUTIONS

NOW THEREFORE, the Board resolves as follows:

RESOLVED, that the Corporation, in its capacity as the sole member and manager of Investment Fund, is hereby authorized to consent to and approve Investment Fund to undertake the Public Records Clean-Up.

RESOLVED FURTHER, that the Corporation is hereby authorized and directed, in its capacity as the sole member and manager of Investment Fund, to consent to and authorize Investment Fund to undertake the Investment Fund Dissolution, consummate the Investment Fund Dissolution Filing, and undertake the Investment Fund Dissolution Activities.

RESOLVED FURTHER, that the Board hereby authorizes Chris Coleman, in his capacity as Chief Financial Officer of the Corporation, or any of the officers of the Corporation, each with authority to act individually, to take any further action as is necessary or desirable to acknowledge, approve, and consent to the RVBGC Dissolution on behalf of the Corporation in its capacity as the sole member thereof.

RESOLVED FURTHER, that in connection with the RVBGC Dissolution, the Corporation is authorized to undertake the Conveyance, and to enter into and execute the Conveyance Documents in connection therewith.

RESOLVED FURTHER, that the Board hereby authorizes Chris Coleman, in his capacity as Chief Financial Officer of the Corporation, or any of the officers of the Corporation, each with authority to act individually, to execute all applicable Transaction Documents (i) on behalf of the Corporation or (ii) in the Corporation’s capacity as the sole member and manager of the Investment Fund.

RESOLVED FURTHER, that Chris Coleman, in his capacity as Chief Financial Officer of the Corporation, or any of the officers of the Corporation, each with authority to act individually, are hereby authorized, empowered and directed, on behalf of the Corporation, from time to time to do, or cause to be done, all such other acts and things, and to execute and deliver all such instruments and documents as they deem reasonable, necessary or appropriate to effectuate the purposes of the foregoing resolutions.

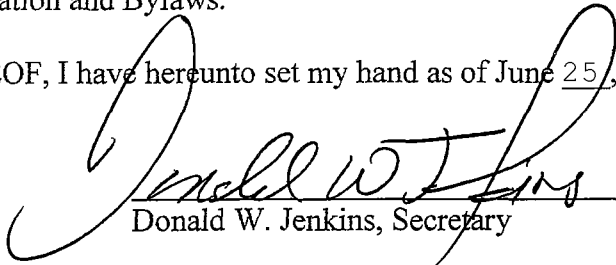
RESOLVED FURTHER, that the Board hereby authorizes and ratifies any and all actions taken on behalf of the Corporation by Chris Coleman, in his capacity as Chief Financial Officer of the Corporation, in connection with the foregoing.

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**CERTIFICATION OF
RESOLUTIONS OF THE BOARD OF DIRECTORS OF
BOYS AND GIRLS CLUBS OF KING COUNTY**

I, Donald W. Jenkins, Secretary of the Corporation, do hereby certify and declare that the foregoing is a full, true, and correct copy of the resolutions duly passed and adopted by the Board of Directors of said Corporation at a meeting of said Board of Directors duly and regularly called, noticed, and held on June 25, 2014, at which meeting a quorum of the Board of Directors and was present and voted in favor of said resolutions; that said resolutions are now in full force and effect; that there is no provision in the Articles of Incorporation or Bylaws of the Corporation limiting the power of the Board of Directors of said Corporation to pass the foregoing resolutions; and that such resolutions are in conformity with the provisions of the Corporation's Articles of Incorporation and Bylaws.

IN TESTIMONY WHEREOF, I have hereunto set my hand as of June 25, 2014.



Donald W. Jenkins, Secretary

RESOLUTIONS OF BOARD OF DIRECTORS

RAINIER VALLEY BOYS & GIRLS CLUB, A WASHINGTON NONPROFIT CORPORATION

The undersigned corporate secretary hereby certifies that, on June 25, 2014, the following actions were taken at a duly called meeting of the board of directors (the “**Board**”) of Rainier Valley Boys & Girls Club, a Washington nonprofit corporation (the “**Corporation**”), at which a majority of the Board was present and voting, constituting a quorum in accordance with the Washington Nonprofit Corporation Act (RCW Chap. 24.03) (the “**Act**”). Boys and Girls Clubs of King County, a Washington nonprofit corporation, in its capacity as the sole member of the Corporation (the “**Member**”), is a signatory hereto for the express purpose of consenting to and authorizing the Corporation Dissolution, Plan of Distribution, and Articles of Dissolution (as the foregoing terms are hereinafter defined).

RECITALS

WHEREAS, on or about December 20, 2007, the Corporation entered into that certain new markets tax credit financing (the “**NMTC Financing**”) in connection with the development and operation of that certain real property located at 4520 Martin Luther King Jr. Way South in Seattle, Washington (the “**Property**”).

WHEREAS, certain components and requirements of the NMTC Financing have concluded, and all taxable business activity of the Corporation has ceased as of June 1, 2014, and in connection therewith, the Corporation desires to undertake certain unwind activities as set forth in more detail herein (the “**Unwind Activities**”).

WHEREAS, in connection with the NMTC Financing, the Corporation entered into that certain loan with Community Development Funding VIII, LLC, a Minnesota limited liability company (“**QLICI Lender**”), in the principal amount of Fourteen Million Five Hundred Twenty Thousand and No/100 Dollars (\$14,520,000.00) (the “**QLICI Loan**”), as evidenced by certain loan documents, including, without limitation, (i) that certain Deed of Trust, Security Agreement, Assignment of Leases and Rents and Fixture Filing made by the Corporation to QLICI Lender, as beneficiary, and Pacific Northwest Title Insurance Company, as trustee, dated as of December 20, 2007 (the “**Deed of Trust**”), and (ii) that certain Promissory Note made by the Corporation to the order of QLICI Lender (the “**Promissory Note**”).

WHEREAS, in connection with the Unwind Activities, the QLICI Loan was assigned by QLICI Lender to CDF VIII Investment Fund, LLC, a Delaware limited liability company (“**Investment Fund**”), and in connection therewith, the Deed of Trust and Promissory Note were assigned by QLICI Lender to Investment Fund pursuant to that certain Assignment of Loan Documents, dated as of February 25, 2014.

WHEREAS, (i) pursuant to that certain Put/Call Option Agreement, dated as of December 20, 2007, by and between Boys and Girls Clubs of King County, a Washington nonprofit corporation (“**BGCKC**”), and U.S. Bancorp Community Development Corporation, a

Minnesota corporation (“USBCDC”), BGCKC acquired USBCDC’s entire membership interest in Investment Fund, and as a result thereof and thereby, Investment Fund is wholly-owned by BGCKC, and (ii) BGCKC is the sole member of the Corporation (such relationships by and among Investment Fund, BGCKC, and the Corporation, the “**Related Party Relationship**”).

WHEREAS, pursuant to the Related Party Relationship, the QLICI Loan has been discharged (the “**Discharge of Indebtedness**”).

WHEREAS, in connection with the Discharge of Indebtedness, Investment Fund desires to enter into, execute, and record and/or file, as applicable, certain documents and/or instruments necessary or desirable to reconvey the Deed of Trust and any ancillary documents or instruments from the public records of the King County Recorder’s Office with respect to the Property (the “**Public Records Clean-Up**”).

WHEREAS, the Corporation desires to acknowledge and approve the Public Records Clean-Up.

WHEREAS, upon completion of the foregoing, the Corporation desires to voluntarily dissolve itself and wind up its corporate activities as provided for in the Articles of Incorporation and Bylaws of the Corporation and the Act (the “**Corporation Dissolution**”), and in connection therewith, to prepare, execute, and file (i) Articles of Dissolution with the Washington Secretary of State (“**Articles of Dissolution**”), and (ii) an Application for Department of Revenue Clearance Certificate with the Washington Department of Revenue effecting the same (together with the Articles of Dissolution, the “**Corporation Dissolution Filings**”), and to undertake any further dissolution activities and enter into any further dissolution documentation as contemplated by the Bylaws of the Corporation, required by applicable law, or as is otherwise necessary or desirable (collectively, the “**Corporation Dissolution Activities**”), and the Board hereby desires to recommend approval of the Corporation Dissolution and Articles of Dissolution to the Member.

WHEREAS, in connection with the Corporation Dissolution, the Corporation desires to recommend that certain plan of distribution (“**Plan of Distribution**”) to the Member, pursuant to which Plan of Distribution the Corporation shall (i) confirm that all liabilities and obligations of the Corporation have been satisfied and discharged in full, (ii) confirm that there are no suits pending against the Corporation in any court, or that adequate provision has been made for the satisfaction of any judgment, order or decree which may be entered against the Corporation in any pending suit, and (iii) thereafter distribute, transfer, convey, and assign all of the remaining assets of the Corporation, including without limitation the Property to the Member (the “**Conveyance**”), and enter into and execute certain documents evidencing and effecting the same, including, without limitation, that certain Assignment and Assumption of Contracts, that certain Quitclaim Deed, and that certain Certificate of Non-Foreign Status (collectively, the “**Conveyance Documents**”).

WHEREAS, the Corporation desires to authorize Chris Coleman, in his capacity as Chief Financial Officer of the Corporation, or any of the officers of the Corporation, each with authority to act individually, to undertake, pursue and complete the Unwind Activities, including

without limitation to (i) acknowledge and approve the Public Records Clean-Up, (ii) execute the Conveyance Documents, (iii) undertake the Corporation Dissolution, including without limitation completion and execution of the Corporation Dissolution Filings, and (iv) undertake and complete any other documents necessary to consummate the above-contemplated transactions, on behalf of the Corporation.

RESOLUTIONS

NOW THEREFORE, the Board resolves as follows:

RESOLVED, that the Public Records Clean-Up is hereby acknowledged and approved.

RESOLVED FURTHER, that the Corporation, as evidenced by the Member's countersignature hereto, is hereby authorized and directed to undertake the Corporation Dissolution, consummate the Corporation Dissolution Filings, and undertake the Corporation Dissolution Activities.

RESOLVED FURTHER, that in connection with the Corporation Dissolution, and pursuant to the Plan of Distribution, the Corporation is authorized to undertake the Conveyance, and to enter into and execute the Conveyance Documents in connection therewith.

RESOLVED FURTHER, that the Board hereby authorizes Chris Coleman, in his capacity as Chief Financial Officer of the Corporation, or any of the officers of the Corporation, each with authority to act individually, to undertake, pursue and complete the Unwind Activities, including without limitation to (i) acknowledge and approve the Public Records Clean-Up, (ii) execute the Conveyance Documents, (iii) undertake the Corporation Dissolution, including without limitation completion and execution of the Corporation Dissolution Filings, and (iv) undertake and complete any other documents necessary to consummate the above-contemplated transactions, on behalf of the Corporation.

RESOLVED FURTHER, that Chris Coleman, in his capacity as Chief Financial Officer of the Corporation, or any of the officers of the Corporation, each with authority to act individually, are hereby authorized, empowered and directed, on behalf of the Corporation, from time to time to do, or cause to be done, all such other acts and things, and to execute and deliver all such instruments and documents as they deem reasonable, necessary or appropriate to effectuate the purposes of the foregoing resolutions.

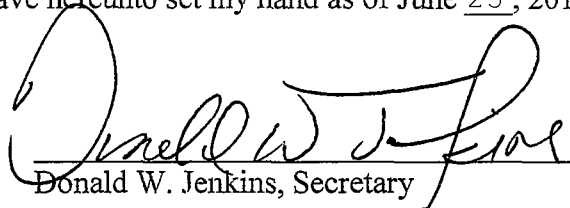
RESOLVED FURTHER, that the Board hereby authorizes and ratifies any and all actions taken on behalf of the Corporation by Chris Coleman, in his capacity as Chief Financial Officer of the Corporation, in connection with the foregoing.

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**CERTIFICATION OF
RESOLUTIONS OF THE BOARD OF DIRECTORS OF
RAINIER VALLEY BOYS & GIRLS CLUB**

I, Donald W. Jenkins, Secretary of the Corporation, do hereby certify and declare that the foregoing is a full, true, and correct copy of the resolutions duly passed and adopted by the Board of Directors of said Corporation at a meeting of said Board of Directors duly and regularly called, noticed, and held on June 25, 2014, at which meeting a quorum of the Board of Directors and was present and voted in favor of said resolutions; that said resolutions are now in full force and effect; that there is no provision in the Articles of Incorporation or Bylaws of the Corporation limiting the power of the Board of Directors of said Corporation to pass the foregoing resolutions; and that such resolutions are in conformity with the provisions of the Corporation's Articles of Incorporation and Bylaws.


IN TESTIMONY WHEREOF, I have hereunto set my hand as of June 25, 2014.


Donald W. Jenkins, Secretary

THE MEMBER HEREBY CONSENTS TO AND AUTHORIZES THE CORPORATION DISSOLUTION, PLAN OF DISTRIBUTION, AND ARTICLES OF DISSOLUTION AS OF THIS 25 DAY OF JUNE, 2014:

MEMBER:

BOYS AND GIRLS CLUBS OF KING COUNTY,
a Washington nonprofit corporation



By: Chris Coleman
Its: Chief Financial Officer

**WRITTEN CONSENT IN LIEU OF SPECIAL MEETING OF
SOLE MEMBER AND MANAGER OF CDF VIII INVESTMENT FUND, LLC**

Pursuant to the Delaware Limited Liability Company Act and the operating agreement of CDF VIII Investment Fund, LLC, a Delaware limited liability company (the “**Company**”), the undersigned, being the sole member (“**Sole Member**”) and manager (“**Manager**”) of the Company pursuant to that certain Membership Interest Purchase Agreement, dated as of February 25, 2014, and that certain Membership Interest Assignment, dated as of February 25, 2014, hereby consents to the adoption of the resolutions set forth herein, effective as of June 25, 2014.

RECITALS

WHEREAS, on or about December 20, 2007, the Company entered into that certain new markets tax credit financing as an ancillary party thereto (the “**NMTC Financing**”) in connection with the development and operation of that certain real property located at 4520 Martin Luther King Jr. Way South in Seattle, Washington.

WHEREAS, certain components and requirements of the NMTC Financing have concluded, and in connection therewith, the Company desires to undertake certain unwind activities (the “**Unwind Activities**”).

WHEREAS, in connection with the NMTC Financing, the Company entered into that certain loan transaction, as borrower, with Boys and Girls Clubs of King County, a Washington nonprofit corporation, as lender (“**BGCKC**”), in the amount of Eleven Million Forty Four Thousand One Hundred Nine and No/100 Dollars (\$11,044,109.00) (the “**Subordinate Fund Loan**”), as evidenced by certain loan documents, including, without limitation, (i) that certain Subordinate Fund Loan Agreement, (ii) that certain Subordinate Fund Pledge Agreement, and (iii) that certain Subordinate Promissory Note (the “**Subordinate Note**”), and, in connection with the Related Party Relationship (as hereinafter defined), the Subordinate Fund Loan has been discharged.

WHEREAS, in order to facilitate the NMTC Financing, Rainier Valley Boys & Girls Club, a Washington nonprofit corporation (“**RVBGC**”), entered into that certain loan with Community Development Funding VIII, LLC, a Minnesota limited liability company (“**QLICI Lender**”), in the principal amount of Fourteen Million Five Hundred Twenty Thousand and No/100 Dollars (\$14,520,000.00) (the “**QLICI Loan**”), as evidenced by certain loan documents, including, without limitation, (i) that certain Deed of Trust, Security Agreement, Assignment of Leases and Rents and Fixture Filing made by RVBGC to QLICI Lender, as beneficiary, and Pacific Northwest Title Insurance Company, as trustee, dated as of December 20, 2007 (the “**QLICI Deed of Trust**”), and (ii) that certain Promissory Note made by RVBGC to the order of QLICI Lender (the “**QLICI Promissory Note**”).

WHEREAS, the QLICI Loan was assigned to the Company by QLICI Lender, and in connection therewith, the QLICI Deed of Trust and QLICI Promissory Note were assigned by

QLICI Lender to the Company pursuant to that certain Assignment of Loan Documents, dated as of February 25, 2014, by and between QLICI Lender and the Company.

WHEREAS, (i) pursuant to that certain Put/Call Option Agreement, dated as of December 20, 2007, by and between BGCKC and U.S. Bancorp Community Development Corporation, a Minnesota corporation (“**USBCDC**”), BGCKC acquired USBCDC’s entire membership interest in the Company, and as a result thereof and thereby, the Company is wholly-owned by BGCKC, and (ii) BGCKC is the sole member of RVBGC (such relationships by and among the Company, BGCKC, and RVBGC, the “**Related Party Relationship**”).

WHEREAS, pursuant to the Related Party Relationship, the QLICI Loan has been discharged (the “**Discharge of Indebtedness**”).

WHEREAS, in connection with the Discharge of Indebtedness, the Company desires to enter into, execute, and record and/or file, as applicable, certain documents and/or instruments necessary or desirable to remove the QLICI Deed of Trust and any ancillary documents or instruments from the public records of the King County Recorder’s Office in connection therewith (the “**Public Records Clean-Up**”).

WHEREAS, upon completion of the Public Records Clean-Up and in connection with the Unwind Activities, the Company desires to voluntarily dissolve itself and wind up its corporate activities as provided for in the Company’s operating agreement and applicable law (the “**Company Dissolution**”), and in connection therewith, to prepare, execute, and file with the Delaware Secretary of State a Certificate of Cancellation effecting the same (the “**Company Dissolution Filing**”), and to undertake any further dissolution activities and enter into any further dissolution documentation as contemplated by the Company’s operating agreement, required by applicable law, or as is otherwise necessary or desirable (collectively, the “**Company Dissolution Activities**”).

WHEREAS, the foregoing transactions are referred to herein as the “**Transactions**,” and any and all of the aforementioned documents and instruments to be hereinafter executed evidencing the Transactions shall be referred to herein as the “**Transaction Documents**.”

WHEREAS, the Sole Member and Manager of the Company deems it to be in the best interests of the Company to facilitate the foregoing recitals and to take any and all further actions necessary to facilitate the foregoing recitals.

RESOLUTIONS

NOW THEREFORE BE IT RESOLVED, that the Company, by and through its Sole Member and Manager, is hereby authorized and directed to undertake the Public Records Clean-Up.

RESOLVED FURTHER, that the Company, by and through its Sole Member and Manager, is hereby authorized and directed to undertake the Company Dissolution, consummate the Company Dissolution Filing, and undertake the Company Dissolution Activities.

RESOLVED FURTHER, that the Company, by and through its Sole Member and Manager, is hereby authorized and directed to execute all applicable Transaction Documents.

RESOLVED FURTHER, that the Company, by and through its Sole Member and Manager, is hereby authorized, empowered and directed from time to time to do, or cause to be done, all such other acts and things, and to execute and deliver all such instruments and documents as it deems reasonable, necessary or appropriate to effectuate the purposes of the foregoing resolutions.

RESOLVED FURTHER, that any and all actions taken by the Sole Member and Manager on behalf of the Company in connection with the foregoing are hereby ratified, confirmed, approved, and adopted in each and every respect.

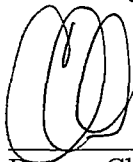
[Remainder of page left intentionally blank; signature page follows]

**SIGNATURE PAGE TO WRITTEN CONSENT IN LIEU OF SPECIAL MEETING OF
SOLE MEMBER AND MANAGER OF
CDF VIII INVESTMENT FUND, LLC**

DATED effective as of the day and year first above written.

SOLE MEMBER AND MANAGER:

BOYS AND GIRLS CLUBS OF KING COUNTY,
a Washington nonprofit public benefit corporation



By: Chris Coleman
Its: Chief Financial Officer

ASSIGNMENT AND ASSUMPTION OF CONTRACTS

THIS ASSIGNMENT AND ASSUMPTION OF CONTRACTS (this “**Assignment**”) is made as of June 26, 2014, and is by RAINIER VALLEY BOYS & GIRLS CLUB, a Washington nonprofit corporation (“**Assignor**”), and BOYS AND GIRLS CLUBS OF KING COUNTY, a Washington nonprofit corporation (“**Assignee**”), with reference to the following recitals.

In consideration of the foregoing, the covenants and agreements set forth below and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. Assignment of Contracts. Assignor hereby assigns, transfers, sells and conveys to Assignee all of Assignor’s right, title, and interest in, to, and under any and all written contracts and agreements that relate to the ownership, operation, maintenance, and use of that certain improved real property legally described in Exhibit A attached hereto and incorporated herein by this reference (collectively, the “**Contracts**”).

2. Assumption of Contracts. By execution hereof, Assignee hereby assumes and agrees to perform all duties, obligations and responsibilities of Assignor under the Contracts arising from and after the date hereof.

3. Indemnification.

3.1 By Assignee. Assignee hereby agrees to defend, indemnify and hold Assignor and its officers, directors, employees and agents harmless from and against any and all causes, judgments, suits, obligations, claims, demands, losses, liabilities, costs, damages, expenses, and fees (including, but not limited to, reasonable attorneys’ fees) incurred or suffered by Assignor as a result of Assignee’s failure to perform any of Assignee’s obligations under the Contracts arising from and after the date hereof.

3.2 By Assignor. Assignor hereby agrees to defend, indemnify and hold Assignee harmless from and against any and all causes, judgments, suits, obligations, claims, demands, losses, liabilities, costs, damages, expenses, and fees (including, but not limited to, reasonable attorneys’ fees) incurred or suffered by Assignee as a result of Assignor’s failure to perform any of Assignor’s obligations under the Contracts arising before the date of this Assignment.

4. Binding Effect. This Assignment shall be binding on and inure to the benefit of the parties hereto and their respective successors and assigns.

5. Governing Law. This Assignment shall be construed, interpreted and enforced in accordance with the laws of Washington, without regard to principles of conflict of laws.

6. Counterparts. This Assignment may be executed in any number of counterparts, each of which shall be deemed to be an original and all of which shall constitute one and the same agreement.

7. Attorneys' Fees. If any action is brought by either party against the other party, relating to or arising out of this Assignment, the transaction described herein or the enforcement hereof, the prevailing party shall be entitled to recover from the other party reasonable attorneys' fees, costs and expenses incurred in connection with prosecution or defense of such action. The provisions of this Section 7 shall survive the entry of any judgment, and shall not merge or be deemed to have merged into any judgment.

[Signatures on Following Page]

Signature Page to Assignment and Assumption of Contracts

IN WITNESS WHEREOF, the parties hereto have duly executed this Assignment as of the day and year first above written.

ASSIGNOR:

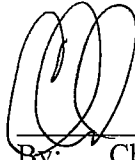
RAINIER VALLEY BOYS & GIRLS CLUB, a Washington nonprofit corporation



By: Chris Coleman
Its: Chief Financial Officer

ASSIGNEE:

BOYS AND GIRLS CLUBS OF KING COUNTY, a Washington nonprofit corporation



By: Chris Coleman
Its: Chief Financial Officer

Exhibit A

Legal Description

PARCEL I:

BLOCK 31, PARENT LOT 1, OF NEW RAINIER VISTA II, A RE-PLAT OF NEW RAINIER VISTA, ACCORDING TO THE REPLAT RECORDED IN VOLUME 252 OF PLATS, PAGES 31-53, IN KING COUNTY, WASHINGTON.

PARCEL II:

PARCEL B OF SEATTLE LOT BOUNDARY ADJUSTMENT NO. 3010766, RECORDED UNDER RECORDING NO. 20100513900001, IN KING COUNTY, WASHINGTON.

CERTIFICATE OF NON-FOREIGN STATUS

Section 1445 of the Internal Revenue Code provides that a transferee (buyer) of a U.S. real property interest must withhold tax if the Transferor (seller) is a foreign person. To inform the transferee that withholding of tax is not required upon the disposition of a U.S. real property interest by RAINIER VALLEY BOYS & GIRLS CLUB, a Washington nonprofit corporation (“**Transferor**”), the undersigned hereby certifies the following on behalf of Transferor:

1. Transferor is not a foreign corporation, foreign partnership, foreign trust, or foreign estate (as those terms are defined in the Code and Income Tax Regulations);
2. Transferor is not a disregarded entity as defined in §1.1445-2(b)(2)(iii) of the Code;
3. Transferor’s Federal Employment Identification Number is 26-1550879;
4. Transferor’s address is 603 Stewart Street, Suite 300, Seattle, WA 98101.

Transferor understands that this certification may be disclosed to the Internal Revenue Service by transferee and that any false statement contained herein could be punished by fine, imprisonment, or both.

Under penalties of perjury I declare that I have examined this certification and to the best of my knowledge and belief it is true, correct, and complete, and I further declare that I have authority to sign this document on behalf of Transferor.

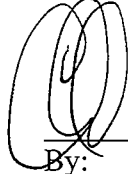
DATED this 26th day of June, 2014.

[Signature page follows]

SIGNATURE PAGE TO CERTIFICATE OF NON-FOREIGN STATUS

TRANSFEROR:

**RAINIER VALLEY BOYS & GIRLS
CLUB, a Washington nonprofit corporation**

A handwritten signature in black ink, consisting of several overlapping loops and a final downward stroke, positioned above a horizontal line.

By: Chris Coleman
Its: Chief Financial Officer

1ST AM
672009

3

When Recorded Return to:

Boys and Girls Clubs of King County
603 Stewart Street, Suite 300
Seattle, WA 98101
Attention: Chris Coleman



20140626001441

FIRST AMERICAN QCD 74.00
PAGE-001 OF 003
06/26/2014 15:23
KING COUNTY, WA

E2675825

06/26/2014 15:23
KING COUNTY, WA
TAX
SALE

\$10.00
\$0.00

PAGE-001 OF 001

QUITCLAIM DEED

Recording number of documents modified, assigned or released by this document: NONE

GRANTOR: RAINIER VALLEY BOYS & GIRLS CLUB, a Washington nonprofit corporation

GRANTEE: BOYS AND GIRLS CLUBS OF KING COUNTY, a Washington nonprofit public benefit corporation

ABBREV. LEGAL: Portions of New Rainier Vista II - BL 31, LT 1;
AND PARCEL B OF SEATTLE BLA 3010766 rec 20100513
TAX PARCEL NOS.: 605611-0040-09 and 605611-0050-06 00001

For value received, the receipt and adequacy of which are hereby acknowledged, RAINIER VALLEY BOYS & GIRLS CLUB, a Washington nonprofit corporation ("Grantor"), hereby conveys and quitclaims to BOYS AND GIRLS CLUBS OF KING COUNTY, a Washington nonprofit public benefit corporation ("Grantee"), the following described real estate situated in King County, Washington:

See Exhibit A attached hereto and incorporated herein by this reference.

DATED as of this 26th day of June, 2014.

[SIGNATURE AND ACKNOWLEDGEMENT FOLLOW ON NEXT PAGE]

EXHIBIT A

LEGAL DESCRIPTION OF REAL PROPERTY

PARCEL I:

BLOCK 31, PARENT LOT 1, OF NEW RAINIER VISTA II, A RE-PLAT OF NEW RAINIER VISTA, ACCORDING TO THE REPLAT RECORDED IN VOLUME 252 OF PLATS, PAGES 31-53, IN KING COUNTY, WASHINGTON.

PARCEL II:

PARCEL B OF SEATTLE LOT BOUNDARY ADJUSTMENT NO. 3010766, RECORDED UNDER RECORDING NO. 20100513900001, IN KING COUNTY, WASHINGTON.

Signature Page to Real Estate Excise Tax Affidavit

IN WITNESS WHEREOF, the parties hereto have duly executed this Real Estate Excise Tax Affidavit as of the day and year first above written.

GRANTOR:

RAINIER VALLEY BOYS & GIRLS CLUB, a Washington nonprofit corporation



By: Chris Coleman
Its: Chief Financial Officer

GRANTEE:

BOYS AND GIRLS CLUBS OF KING COUNTY, a Washington nonprofit public benefit corporation



By: Chris Coleman
Its: Chief Financial Officer

EXHIBIT A

Legal Description

PARCEL I:

BLOCK 31, PARENT LOT 1, OF NEW RAINIER VISTA II, A RE-PLAT OF NEW RAINIER VISTA, ACCORDING TO THE REPLAT RECORDED IN VOLUME 252 OF PLATS, PAGES 31-53, IN KING COUNTY, WASHINGTON.

PARCEL II:

PARCEL B OF SEATTLE LOT BOUNDARY ADJUSTMENT NO. 3010766, RECORDED UNDER RECORDING NO. 20100513900001, IN KING COUNTY, WASHINGTON.

**INDEMNIFICATION OF LOST DEED OF TRUST AND PROMISSORY NOTE
AND REQUEST FOR FULL RECONVEYANCE**

The execution of this form is no assurance that the trustee will act.
The decision to act is reserved for the approval of management.

Dated: June 26, 2014

WHEREAS, CDF VIII Investment Fund, LLC, a Delaware limited liability company (“**Beneficiary**”), is the legal owner and holder of that certain Promissory Note, dated December 20, 2007, by Rainier Valley Boys & Girls Club, a Washington nonprofit corporation (“**Borrower**”), to the order of Community Development Funding VIII, LLC, a Minnesota limited liability company (“**Prior Lender**”), in the principle sum of Fourteen Million Five Hundred Twenty Thousand and No/100 Dollars (\$14,520,000.00), as amended pursuant to that certain Allonge and Endorsement Separate from Note, dated February 25, 2014, by and between Prior Lender and Beneficiary (the “**Allonge**,” and, collectively, the “**Promissory Note**”), which Promissory Note has been lost, misplaced or destroyed.

WHEREAS, the Promissory Note is secured by that certain Deed of Trust, Security Agreement, Assignment of Leases and Rents and Fixture Filing made by Borrower to Prior Lender, as beneficiary, and Pacific Northwest Title Insurance Company, as trustee, which has been subsequently merged into First American Title (collectively, “**Trustee**”), dated as of December 20, 2007, and recorded on December 31, 2007, under Recording Number 20071231000890, records of King County, Washington (the “**Deed of Trust**”), which Deed of Trust has been lost, misplaced or destroyed.

WHEREAS, the Promissory Note and Deed of Trust were assigned by Prior Lender to Beneficiary pursuant to that certain Assignment of Loan Documents, dated as of February 25, 2014, by and between Prior Lender and Beneficiary.

WHEREAS, in consideration of the issuance by Trustee of its reconveyance of the Deed of Trust without the surrender to it of the aforementioned Promissory Note and Deed of Trust for cancellation and retention, Beneficiary hereby agrees to hold Trustee free and clear of all liability and responsibility of any loss, damage and expense that may arise or that Trustee may suffer by reason of issuance of such reconveyance without having possession of the original Promissory Note and Deed of Trust.

NOW THEREFORE, Beneficiary covenants and agrees that it is the legal owner of the Promissory Note and all other indebtedness secured by the above-described Deed of Trust. Said Promissory Note, together with all indebtedness secured by the Deed of Trust, have been fully discharged and satisfied. Trustee is hereby requested and directed, upon payment to Trustee of any sums owing to Trustee in connection herewith, to reconvey, without warranty to the parties entitled thereto, all the estate held by Trustee hereunder.

[Signature and Acknowledgment Page follows]

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CANCELLATION OF "CDF VIII INVESTMENT FUND, LLC", FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF JUNE, A.D. 2014, AT 2:04 O'CLOCK P.M.

4288817 8100

140888845




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1490252

DATE: 06-26-14

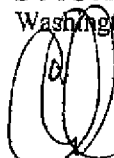
**STATE OF DELAWARE
CERTIFICATE OF CANCELLATION**

1. The name of the limited liability company is CDF VIII Investment Fund, LLC
2. The Certificate of Formation of the limited liability company was filed on
January 22, 2007

IN WITNESS WHEREOF, the undersigned has executed this Certificate of
Cancellation this 26 day of June, A.D. 2014.

SOLE MEMBER AND MANAGER:

BOYS AND GIRLS CLUBS OF KING COUNTY, a
Washington nonprofit public benefit corporation



By: Chris Coleman
Its: Chief Financial Officer



Office of the Secretary of State
Corporations & Charities Division

Washington Nonprofit Corporation

See attached detailed instructions

No Fee for Standard Service

Expedited Service \$50.00

This Box For Officer Use Only

UBI Number: 602773241

ARTICLES OF DISSOLUTION

Chapter 24.03 RCW

A Washington State Department of Revenue Clearance Certificate Must Be Attached

SECTION 1

NAME OF CORPORATION: (as currently recorded with the Office of the Secretary of State)

RAINIER VALLEY BOYS & GIRLS CLUB

SECTION 2

ARTICLES OF DISSOLUTION WERE ADOPTED BY: (please check and complete one of the following)

- The dissolution was adopted by a meeting of members held: (Date) _____
A quorum was present at the meeting and the amendment received at least two-thirds of the votes which members present or represented by proxy were entitled to cast.
- The dissolution was adopted by a consent in writing and signed by all members entitled to vote.
- There are no members that have voting rights. The dissolution received a majority vote of the directors at a board meeting held: (Date) _____

SECTION 3

- Attached is a copy of a revenue clearance certificate issued by the Department of Revenue
- All debts, obligations, and liabilities of the corporation have been paid and discharged or adequate provision has been made thereof
- No suits are pending against the corporation in any court, or adequate provision has been made for the satisfaction of any judgment, order or decree which may be entered against it in any pending suit

SIGNATURE: (see instructions page)

This document is hereby executed under penalties of perjury, and is, to the best of my knowledge, true and correct.

X		Chris Coleman, Chief Financial Officer	6/26/14	(206) 436-1811
	Signature	Printed Name and Title of Officer	Date	Phone



Washington State
 Department of Revenue
 Corporate Dissolutions Unit
 PO Box 47474
 Olympia, WA 98504-7474

TO THE HONORABLE SECRETARY OF STATE OF THE STATE OF WASHINGTON

Tax
 Registration No: **602 773 241**

In Re Petition for Dissolution or Withdrawal of:

RAINIER VALLEY BOYS & GIRLS CLUB

Name of Taxpayer

DEPARTMENT OF REVENUE CLEARANCE CERTIFICATE

This is to certify that every license fee, tax, increase or penalty imposed under Chapter 180, Laws Of Washington, 1935, upon the above-mentioned corporation has been paid or provided for.

Dated June 10, 2014

**DEPARTMENT OF REVENUE
 STATE OF WASHINGTON**

Lynne Reeves

By _____ Corporate Dissolutions Unit

For tax assistance, visit <http://dor.wa.gov> or call 1-800-647-7706. To inquire about the availability of this document in an alternate format for the visually impaired, please call (360) 705-6715. Teletype (TTY) users may call 1-800-451-7985.