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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ **Do not enter Social Security numbers on this form as it may be made public. By law, the IRS cannot redact the information on the form.**

▶ **Information about Form 990-PF and its instructions is at *www.irs.gov/form990pf*.**

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 10-01-2013 , and ending 09-30-2014

Name of foundation
RICHARD&LOIS WORTHINGTON FOUNDATION

A Employer identification number
91-1909665

Number and street (or P O box number if mail is not delivered to street address) Room/suite
15203 GILBRALTER ROAD

B Telephone number (see instructions)
(360) 293-9647

City or town, state or province, country, and ZIP or foreign postal code
ANACORTES, WA 98221

C If exemption application is pending, check here ▶ ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)*▶$ 6,443,167

J Accounting method ☑ Cash ☐ Accrual
☐ Other (specify)
(Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	5,807	7	5,807	
	4	Dividends and interest from securities	77,234	77,234	77,234	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	1,747,191			
	b	Gross sales price for all assets on line 6a 13,633,725				
	7	Capital gain net income (from Part IV, line 2)		1,747,191		
	8	Net short-term capital gain			33,230	
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	1,830,232	1,824,432	116,271	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)	1,075	1,075		
	b	Accounting fees (attach schedule)	1,395	1,395		
	c	Other professional fees (attach schedule)	40,060	40,060		
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	7,842		7,842	
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)				
	24	**Total operating and administrative expenses.** Add lines 13 through 23	50,372	42,530	7,842	0
	25	Contributions, gifts, grants paid	280,398			280,398
	26	**Total expenses and disbursements.** Add lines 24 and 25	330,770	42,530	7,842	280,398
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	1,499,462			
	b	**Net investment income** (if negative, enter -0-)		1,781,902		
	c	**Adjusted net income** (if negative, enter -0-)			108,429	

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets				
1	Cash—non-interest-bearing			
2	Savings and temporary cash investments	58,663	151,696	151,696
3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments—U S and state government obligations (attach schedule)			
b	Investments—corporate stock (attach schedule)	3,743,316	4,991,264	5,174,093
c	Investments—corporate bonds (attach schedule)	969,205	1,127,686	1,117,378
11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)			
14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	4,771,184	6,270,646	6,443,167
Liabilities				
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)		0	
Net Assets or Fund Balances				
	Foundations that follow SFAS 117, check here ▶ ☑ **and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted	4,771,184	6,270,646	
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐ **and complete lines 27 through 31.**			
27	Capital stock, trust principal, or current funds			
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see page 17 of the instructions)	4,771,184	6,270,646	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	4,771,184	6,270,646	

Part III **Analysis of Changes in Net Assets or Fund Balances**

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	4,771,184
2	Enter amount from Part I, line 27a	2	1,499,462
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	6,270,646
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	6,270,646

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	See Additional Data Table			
b				
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
a	See Additional Data Table			
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 }	2	1,747,191
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	33,230

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	266,500	5,709,036	0 046680
2011	243,500	5,332,257	0 045665
2010	247,500	5,001,489	0 049485
2009	254,348	4,979,351	0 051081
2008	303,019	4,983,604	0 060803

2	**Total** of line 1, column (d)	2	0 253714
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 050743
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	6,495,149
5	Multiply line 4 by line 3	5	329,583
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	17,819
7	Add lines 5 and 6	7	347,402
8	Enter qualifying distributions from Part XII, line 4	8	280,398

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________ **(attach copy of letter if necessary–see instructions)**		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	35,638
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	35,638
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	35,638
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 4,200		
b	Exempt foreign organizations—tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	4,200
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	31,438
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶WA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	10		No

Part VII-A Statements Regarding Activities *(continued)*

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶LIVENGOOD FITZGERALD ALSKOG Telephone no ▶(425) 822-9281

Located at ▶PO BOX 908 121 3RD AVENUE KIRKLAND WA ZIP+4 ▶980830908

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

		Line	Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
	See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶			

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

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

		Line	Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

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

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

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

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		

Total number of others receiving over $50,000 for professional services . . . . ▶

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See page 24 of the instructions	
3	
Total. Add lines 1 through 3 . . . . ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	6,444,232
b	Average of monthly cash balances	1b	149,828
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	6,594,060
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	6,594,060
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	98,911
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	6,495,149
6	**Minimum investment return.** Enter 5% of line 5	6	324,757

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6			1	324,757
2a	Tax on investment income for 2013 from Part VI, line 5	2a	35,638		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	35,638
3	Distributable amount before adjustments Subtract line 2c from line 1			3	289,119
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	289,119
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	289,119

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	280,398
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	280,398
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	280,398

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				289,119
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			280,398	
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				
d From 2011.				
e From 2012.				
f **Total** of lines 3a through e.				
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 280,398				
a Applied to 2012, but not more than line 2a			280,398	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2013 distributable amount.				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount —see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				289,119
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . .				
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2009. . . .				
b Excess from 2010. . . .				
c Excess from 2011. . . .				
d Excess from 2012. . . .				
e Excess from 2013. . . .				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling. . . . . . . ▶

b Check box to indicate whether the organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2013	**(b)** 2012	**(c)** 2011	**(d)** 2010	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon **a** "Assets" alternative test—enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . . .					
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . .					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ▶☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

BARBARA MATHESON
15203 GIBRALTER RD
ANACORTES, WA 98221
(360) 293-9647

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

AVAILABLE UPON REQUEST

c Any submission deadlines

VARIOUS

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

THE RICHARD & LOIS WORTHINGTON FOUNDATION MAKES GRANTS PRIMARILY TO SUPPORT EDUCATIONAL INSTITUTIONS, HIGH SCHOOL STUDENTS, EDUCATION-RELATED ACTIVITIES AND RELIGIOUS ORGANIZATIONS

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Additional Data TableSee Additional Data Table				
Total . . . . ▶ **3a**				280,398
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments			14	5,807	
4 Dividends and interest from securities. . . .			14	77,234	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			15	1,747,191	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .				1,830,232	

13 **Total.** Add line 12, columns (b), (d), and (e). 13 1,830,232

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		No
	(2) Other assets	1a(2)		No
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		No
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		No
	(3) Rental of facilities, equipment, or other assets	1b(3)		No
	(4) Reimbursement arrangements	1b(4)		No
	(5) Loans or loan guarantees	1b(5)		No
	(6) Performance of services or membership or fundraising solicitations	1b(6)		No
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		No

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

******	2015-01-10	******
Signature of officer or trustee	Date	Title

May the IRS discuss this return with the preparer shown below (see instr)? ☐ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
WARREN W WALZ		2015-01-12		P00014065
Firm's name	WILLIAMS & NULLE PLLC CPA'S		Firm's EIN 91-0593897	
Firm's address	407 PINE ST MOUNT VERNON, WA 982733853		Phone no (360) 336-6611	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
T ROWE PRICE GROWTH STOCK FUND INC	P	1990-01-01	2014-03-13
TFS MARKET NEUTRAL FUND	P	2013-12-20	2014-03-13
CREDIT SUISSE COMMODITY RETURN STRAT	P	2011-12-16	2014-04-03
PIONEER NATURAL RESOURCES CO	P	2014-03-13	2014-06-23
AQR MANAGED FUTURES STRATEGY FUND	P	2014-02-04	2014-07-21
HOME DEPOT INC/THE	P	2014-02-04	2014-07-21
ORACLE CORP	P	2014-02-04	2014-07-21
WALT DISNEY CO/THE	P	2014-02-04	2014-07-21
AQR MANAGED FUTURES STRATEGY FUND	P	2014-03-13	2014-07-21
GOLDMAN SACHS GROUP INC/THE	P	2014-03-13	2014-07-21
NUVEEN FUNDS RLTEST SEC I	P	2014-03-13	2014-07-21
VALERO ENERGY CORP	P	2014-03-13	2014-07-21
COMERICA INC	P	2014-04-09	2014-07-21
JPMORGAN CHASE & CO	P	2014-04-09	2014-07-21
QUALCOMM INC	P	2014-04-09	2014-07-21
PRICELINE GROUP INC/THE	P	2014-04-21	2014-07-21
CSX CORP	P	2014-04-09	2014-08-21
NUVEEN INVT FDS INC MID CAPGRW OPP I	P	2001-11-08	2014-03-13
CREDIT SUISSE COMMODITY RETURN STRAT	P	2008-02-21	2014-03-14
NEUBERGER BERMAN GENESIS FUND	P	2012-02-24	2014-04-03
PRUDENTIAL FINANCIAL INC	P	2014-03-13	2014-06-23
CATERPILLAR INC	P	2014-02-04	2014-07-21
INTERNATIONAL BUSINESS MACHINES CORP	P	2014-02-04	2014-07-21
PAYDEN EMERGING MARKETS LOCAL BOND F	P	2014-02-04	2014-07-21
WW GRAINGER INC	P	2014-02-04	2014-07-21
CATERPILLAR INC	P	2014-03-13	2014-07-21
GOLDMAN SACHS GROUP INC/THE	P	2014-03-13	2014-07-21
NUVEEN INVT FDS INC GLOB INFRAST I	P	2014-03-13	2014-07-21
VALERO ENERGY CORP	P	2014-03-13	2014-07-21
COSTCO WHOLESALE CORP	P	2014-04-09	2014-07-21

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JPMORGAN RESEARCH MARKET NEUTRAL FUN	P	2014-04-09	2014-07-21
STARBUCKS CORP	P	2014-04-09	2014-07-21
PRICELINE GROUP INC/THE	P	2014-04-21	2014-07-21
INVESCO LTD	P	2014-04-09	2014-08-21
FIDELITY ADVISOR DIVERSIFIED INTERNA	P	2004-06-28	2014-03-13
CREDIT SUISSE COMMODITY RETURN STRAT	P	2008-02-21	2014-03-14
CONSUMER DISCRETIONARY SELECT SECTOR	P	2014-04-09	2014-04-21
MEAD JOHNSON NUTRITION CO	P	2014-04-09	2014-06-23
CISCO SYSTEMS INC	P	2014-02-04	2014-07-21
INVESCO LTD	P	2014-02-04	2014-07-21
PIMCO COMMODITY REALRETURN STRATEGY	P	2014-02-04	2014-07-21
AUSTIN TX WTR & WSTWTR SYS REV REF 0	P	2014-02-18	2014-07-21
CISCO SYSTEMS INC	P	2014-03-13	2014-07-21
HESS CORP	P	2014-03-13	2014-07-21
ORACLE CORP	P	2014-03-13	2014-07-21
VERIZON COMMUNICATIONS INC	P	2014-03-13	2014-07-21
CSX CORP	P	2014-04-09	2014-07-21
MEAD JOHNSON NUTRITION CO	P	2014-04-09	2014-07-21
TEMPLETON INSTITUTIONAL FUNDS INC -	P	2014-04-09	2014-07-21
PRICELINE GROUP INC/THE	P	2014-04-21	2014-07-21
MICROSOFT CORP	P	2014-04-09	2014-08-21
NUVEEN INVT FDS INC MID CAPGRW OPP I	P	2004-12-14	2014-03-13
NEUBERGER BERMAN GENESIS FUND	P	2012-02-24	2014-03-14
ENERGY SELECT SECTOR SPDR FUND	P	2014-04-09	2014-04-21
PIONEER NATURAL RESOURCES CO	P	2014-04-09	2014-06-23
COMERICA INC	P	2014-02-04	2014-07-21
IVY HIGH INCOME FUND	P	2014-02-04	2014-07-21
PIONEER NATURAL RESOURCES CO	P	2014-02-04	2014-07-21
CLARK & SKAMANIA CNTYS WA SCH REF 06	P	2014-02-18	2014-07-21
CISCO SYSTEMS INC	P	2014-03-13	2014-07-21

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
HOME DEPOT INC/THE	P	2014-03-13	2014-07-21
PAYDEN EMERGING MARKETS LOCAL BOND F	P	2014-03-13	2014-07-21
VERIZON COMMUNICATIONS INC	P	2014-03-13	2014-07-21
EMC CORP/MA	P	2014-04-09	2014-07-21
MEDTRONIC INC	P	2014-04-09	2014-07-21
UNITEDHEALTH GROUP INC	P	2014-04-09	2014-07-21
STATE BANK OF INDIA/NEW YORK NY 6%	P	2014-07-14	2014-07-25
PROCTER & GAMBLE CO/THE	P	2014-04-09	2014-08-21
NUVEEN INVT FDS INC MID CAPGRW OPP I	P	2005-12-15	2014-03-13
NEUBERGER BERMAN GENESIS FUND	P	2013-12-17	2014-03-14
BED BATH & BEYOND INC	P	2014-02-04	2014-04-22
CONSTELLATION BRANDS INC	P	2014-04-21	2014-06-23
COSTCO WHOLESALE CORP	P	2014-02-04	2014-07-21
JACOBS ENGINEERING GROUP INC	P	2014-02-04	2014-07-21
PNC FINANCIAL SERVICES GROUP INC/THE	P	2014-02-04	2014-07-21
NEW BRITAIN CT 27 MAR 2013 3% 15 MAR	P	2014-02-20	2014-07-21
COMERICA INC	P	2014-03-13	2014-07-21
HOME DEPOT INC/THE	P	2014-03-13	2014-07-21
PIMCO COMMODITY REALRETURN STRATEGY	P	2014-03-13	2014-07-21
VIRTUS EMERGING MARKETS OPPORTUNITIE	P	2014-03-13	2014-07-21
EXPRESS SCRIPTS HOLDING CO	P	2014-04-09	2014-07-21
MICROSOFT CORP	P	2014-04-09	2014-07-21
VALERO ENERGY CORP	P	2014-04-09	2014-07-21
IVY HIGH INCOME FUND	P	2014-02-04	2014-08-13
WALT DISNEY CO/THE	P	2014-04-09	2014-08-21
FIDELITY ADVISOR DIVERSIFIED INTERNA	P	2006-12-08	2014-03-13
NEUBERGER BERMAN GENESIS FUND	P	2013-12-17	2014-03-14
CHEVRON CORP	P	2014-02-04	2014-04-22
HALLIBURTON CO	P	2014-04-21	2014-06-23
CSX CORP	P	2014-02-04	2014-07-21

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
JPMORGAN CHASE & CO	P	2014-02-04	2014-07-21
PRAXAIR INC	P	2014-02-04	2014-07-21
OYSTER BAY NY PUBLIC IMPT-SER A 06 M	P	2014-03-04	2014-07-21
COSTCO WHOLESALE CORP	P	2014-03-13	2014-07-21
INTERNATIONAL BUSINESS MACHINES CORP	P	2014-03-13	2014-07-21
PIONEER NATURAL RESOURCES CO	P	2014-03-13	2014-07-21
WALT DISNEY CO/THE	P	2014-03-13	2014-07-21
GATEWAY FUND	P	2014-04-09	2014-07-21
MYLAN INC/PA	P	2014-04-09	2014-07-21
VANGUARD MID-CAP VALUE INDEX FUND/OP	P	2014-04-09	2014-07-21
IVY HIGH INCOME FUND	P	2014-03-13	2014-08-13
HIGHLAND LONG/SHORT EQUITY FUND	P	2013-01-01	2014-02-07
FIDELITY ADVISOR DIVERSIFIED INTERNA	P	2007-12-07	2014-03-13
T ROWE PRICE GROWTH STOCK FUND INC	P	1990-01-01	2014-04-02
PHILIP MORRIS INTERNATIONAL INC	P	2014-02-04	2014-04-22
VANGUARD SHORT-TERM TAX-EXEMPT FUND	P	2014-03-13	2014-07-08
EASTMAN CHEMICAL CO	P	2014-02-04	2014-07-21
JPMORGAN RESEARCH MARKET NEUTRAL FUN	P	2014-02-04	2014-07-21
PROCTER & GAMBLE CO/THE	P	2014-02-04	2014-07-21
ABBVIE INC	P	2014-03-13	2014-07-21
COSTCO WHOLESALE CORP	P	2014-03-13	2014-07-21
INVESCO LTD	P	2014-03-13	2014-07-21
PNC FINANCIAL SERVICES GROUP INC/THE	P	2014-03-13	2014-07-21
WW GRAINGER INC	P	2014-03-13	2014-07-21
GOLDMAN SACHS GROUP INC/THE	P	2014-04-09	2014-07-21
MYLAN INC/PA	P	2014-04-09	2014-07-21
VIRTUS EMERGING MARKETS OPPORTUNITIE	P	2014-04-09	2014-07-21
IVY HIGH INCOME FUND	P	2014-02-04	2014-08-18
NUVEEN CORE BOND FUND CLASS I	P	2013-01-01	2014-02-05
NUVEEN INVT FDS INC MID CAPGRW OPP I	P	2011-12-16	2014-03-13

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

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NUVEEN INVT FDS INC MID CAPGRW OPP I	P	2001-11-08	2014-04-02
SOUTHERN CO/THE	P	2014-02-04	2014-04-22
VANGUARD SHORT-TERM TAX-EXEMPT FUND	P	2014-03-13	2014-07-15
EATON VANCE FLOATING-RATE FUND	P	2014-02-04	2014-07-21
JPMORGAN RESEARCH MARKET NEUTRAL FUN	P	2014-02-04	2014-07-21
PRUDENTIAL FINANCIAL INC	P	2014-02-04	2014-07-21
ABBVIE INC	P	2014-03-13	2014-07-21
CSX CORP	P	2014-03-13	2014-07-21
IVY HIGH INCOME FUND	P	2014-03-13	2014-07-21
PRAXAIR INC	P	2014-03-13	2014-07-21
ABBVIE INC	P	2014-04-09	2014-07-21
GOLDMAN SACHS GROUP INC/THE	P	2014-04-09	2014-07-21
ORACLE CORP	P	2014-04-09	2014-07-21
WALT DISNEY CO/THE	P	2014-04-09	2014-07-21
VERIZON COMMUNICATIONS INC	P	2014-02-04	2014-08-21
NUVEEN SHORT TERM BOND FUND CL I	P	2013-01-01	2014-02-05
ABERDEEN EMERGING MARKETS FUND	P	2012-02-24	2014-03-13
FIDELITY ADVISOR DIVERSIFIED INTERNA	P	2004-06-28	2014-04-02
BED BATH & BEYOND INC	P	2014-03-13	2014-04-22
ABBVIE INC	P	2014-02-04	2014-07-21
EATON VANCE FLOATING-RATE FUND	P	2014-02-04	2014-07-21
MEAD JOHNSON NUTRITION CO	P	2014-02-04	2014-07-21
QUALCOMM INC	P	2014-02-04	2014-07-21
AMERICAN TOWER CORP COM	P	2014-03-13	2014-07-21
EASTMAN CHEMICAL CO	P	2014-03-13	2014-07-21
JACOBS ENGINEERING GROUP INC	P	2014-03-13	2014-07-21
PROCTER & GAMBLE CO/THE	P	2014-03-13	2014-07-21
APPLE INC	P	2014-04-09	2014-07-21
HARDING LOEVNER INTERNATIONAL EQUITY	P	2014-04-09	2014-07-21
PEAR TREE POLARIS FOREIGN VALUE FUND	P	2014-04-09	2014-07-21

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

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WW GRAINGER INC	P	2014-04-09	2014-07-21
ABBVIE INC	P	2014-03-13	2014-08-21
NUVEEN DIVIDEND VALUE FUND CLASS I	P	2013-01-01	2014-02-05
TFS MARKET NEUTRAL FUND	P	2012-02-24	2014-03-13
FIDELITY ADVISOR DIVERSIFIED INTERNA	P	2009-12-04	2014-04-02
CHEVRON CORP	P	2014-03-13	2014-04-22
AMERICAN TOWER CORP COM	P	2014-02-04	2014-07-21
EATON VANCE GLOBAL MACRO ABSOLUTE RE	P	2014-02-04	2014-07-21
MEDTRONIC INC	P	2014-02-04	2014-07-21
STARBUCKS CORP	P	2014-02-04	2014-07-21
APPLE INC	P	2014-03-13	2014-07-21
EATON VANCE FLOATING-RATE FUND	P	2014-03-13	2014-07-21
JPMORGAN CHASE & CO	P	2014-03-13	2014-07-21
PRUDENTIAL FINANCIAL INC	P	2014-03-13	2014-07-21
APPLE INC	P	2014-04-09	2014-07-21
HENNESSY FOCUS FUND	P	2014-04-09	2014-07-21
PIMCO COMMODITY REALRETURN STRATEGY	P	2014-04-09	2014-07-21
CONSTELLATION BRANDS INC	P	2014-04-21	2014-07-21
AMERICAN TOWER CORP COM	P	2014-03-13	2014-08-21
T ROWE PRICE GROWTH STOCK FUND	P	2013-01-01	2014-02-05
NUVEEN INVT FDS INC MID CAPGRW OPP I	P	2012-12-14	2014-03-13
FIDELITY ADVISOR DIVERSIFIED INTERNA	P	2010-12-03	2014-04-02
PHILIP MORRIS INTERNATIONAL INC	P	2014-03-13	2014-04-22
APPLE INC	P	2014-02-04	2014-07-21
EMC CORP/MA	P	2014-02-04	2014-07-21
MICROSOFT CORP	P	2014-02-04	2014-07-21
TEMPLETON INSTITUTIONAL FUNDS INC -	P	2014-02-04	2014-07-21
APPLE INC	P	2014-03-13	2014-07-21
EATON VANCE GLOBAL MACRO ABSOLUTE RE	P	2014-03-13	2014-07-21
MEAD JOHNSON NUTRITION CO	P	2014-03-13	2014-07-21

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
QUALCOMM INC	P	2014-03-13	2014-07-21
APPLE INC	P	2014-04-09	2014-07-21
HESS CORP	P	2014-04-09	2014-07-21
PNC FINANCIAL SERVICES GROUP INC/THE	P	2014-04-09	2014-07-21
CONSTELLATION BRANDS INC	P	2014-04-21	2014-07-21
APPLE INC	P	2014-03-13	2014-08-21
FIDELITY ADVISOR DIVERSIFIED INTERNA	P	2013-12-09	2014-03-13
ABERDEEN EMERGING MARKETS FUND	P	2012-02-24	2014-04-02
SOUTHERN CO/THE	P	2014-03-13	2014-04-22
APPLE INC	P	2014-02-04	2014-07-21
EXPRESS SCRIPTS HOLDING CO	P	2014-02-04	2014-07-21
MYLAN INC/PA	P	2014-02-04	2014-07-21
UNITEDHEALTH GROUP INC	P	2014-02-04	2014-07-21
APPLE INC	P	2014-03-13	2014-07-21
EMC CORP/MA	P	2014-03-13	2014-07-21
MEDTRONIC INC	P	2014-03-13	2014-07-21
STARBUCKS CORP	P	2014-03-13	2014-07-21
APPLIED MATERIALS INC	P	2014-04-09	2014-07-21
HOME DEPOT INC/THE	P	2014-04-09	2014-07-21
PROCTER & GAMBLE CO/THE	P	2014-04-09	2014-07-21
HALLIBURTON CO	P	2014-04-21	2014-07-21
APPLE INC	P	2014-03-13	2014-08-21
NUVEEN INVT FDS INC MID CAPGRW OPP I	P	2013-12-16	2014-03-13
TFS MARKET NEUTRAL FUND	P	2012-02-24	2014-04-02
CONSUMER STAPLES SELECT SECTOR SPDR	P	2014-04-09	2014-04-22
APPLE INC	P	2014-02-04	2014-07-21
GATEWAY FUND	P	2014-02-04	2014-07-21
NEXTERA ENERGY INC	P	2014-02-04	2014-07-21
VALERO ENERGY CORP	P	2014-02-04	2014-07-21
APPLE INC	P	2014-03-13	2014-07-21

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
EXPRESS SCRIPTS HOLDING CO	P	2014-03-13	2014-07-21
MICROSOFT CORP	P	2014-03-13	2014-07-21
STARBUCKS CORP	P	2014-03-13	2014-07-21
AQR MANAGED FUTURES STRATEGY FUND	P	2014-04-09	2014-07-21
INTERNATIONAL BUSINESS MACHINES CORP	P	2014-04-09	2014-07-21
PRUDENTIAL FINANCIAL INC	P	2014-04-09	2014-07-21
HALLIBURTON CO	P	2014-04-21	2014-07-21
HOME DEPOT INC/THE	P	2014-03-13	2014-08-21
NUVEEN INVT FDS INC MID CAPGRW OPP I	P	2013-12-16	2014-03-13
FIDELITY ADVISOR DIVERSIFIED INTERNA	P	2012-12-10	2014-04-02
JPMORGAN RESEARCH MARKET NEUTRAL FUN	P	2014-02-04	2014-06-23
APPLIED MATERIALS INC	P	2014-02-04	2014-07-21
GOLDMAN SACHS GROUP INC/THE	P	2014-02-04	2014-07-21
NUVEEN FUNDS RLTEST SEC I	P	2014-02-04	2014-07-21
VERIZON COMMUNICATIONS INC	P	2014-02-04	2014-07-21
APPLIED MATERIALS INC	P	2014-03-13	2014-07-21
EXPRESS SCRIPTS HOLDING CO	P	2014-03-13	2014-07-21
MYLAN INC/PA	P	2014-03-13	2014-07-21
TEMPLETON INSTITUTIONAL FUNDS INC -	P	2014-03-13	2014-07-21
CATERPILLAR INC	P	2014-04-09	2014-07-21
INVESCO LTD	P	2014-04-09	2014-07-21
PRUDENTIAL FINANCIAL INC	P	2014-04-09	2014-07-21
HALLIBURTON CO	P	2014-04-21	2014-07-21
STARBUCKS CORP	P	2014-03-13	2014-08-21
TFS MARKET NEUTRAL FUND	P	2013-12-20	2014-03-13
CREDIT SUISSE COMMODITY RETURN STRAT	P	2008-02-21	2014-04-03
JPMORGAN RESEARCH MARKET NEUTRAL FUN	P	2014-03-13	2014-06-23
AQR MANAGED FUTURES STRATEGY FUND	P	2014-02-04	2014-07-21
HESS CORP	P	2014-02-04	2014-07-21
NUVEEN INVT FDS INC GLOB INFRAST I	P	2014-02-04	2014-07-21

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
VIRTUS EMERGING MARKETS OPPORTUNITIE	P	2014-02-04	2014-07-21
AQR MANAGED FUTURES STRATEGY FUND	P	2014-03-13	2014-07-21
GATEWAY FUND	P	2014-03-13	2014-07-21
NEXTERA ENERGY INC	P	2014-03-13	2014-07-21
UNITEDHEALTH GROUP INC	P	2014-03-13	2014-07-21
CISCO SYSTEMS INC	P	2014-04-09	2014-07-21
JACOBS ENGINEERING GROUP INC	P	2014-04-09	2014-07-21
PRUDENTIAL FINANCIAL INC	P	2014-04-09	2014-07-21
NRG ENERGY INC	P	2014-04-21	2014-07-21
VERIZON COMMUNICATIONS INC	P	2014-03-13	2014-08-21

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
833,802		386,869	446,933
3,042		3,178	-136
218		228	-10
464		366	98
119,151		119,151	
6,360		6,360	
5,935		5,935	
6,466		6,466	
118,086		118,086	
23,195		23,195	
132,603		132,603	
20,017		20,017	
19,194		19,194	
19,499		19,499	
13,416		13,416	
14,663		14,663	
7,055		6,566	489
73,842		44,724	29,118
742		1,297	-555
99,347		79,756	19,591
16,641		15,559	1,082
6,937		6,937	
5,891		5,891	
202,129		202,129	
6,947		6,947	
23,885		23,885	
501		501	
132,645		132,645	
2,272		2,272	
17,064		17,064	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
49,602		49,602	
17,189		17,189	
13,380		13,380	
9,778		8,641	1,137
260,185		219,069	41,116
71,182		124,384	-53,202
15,594		15,796	-202
20,630		18,910	1,720
5,992		5,992	
6,994		6,994	
129,968		129,968	
115,009		115,009	
17,846		17,846	
22,460		22,460	
23,048		23,048	
20,975		20,975	
19,557		19,557	
8,092		8,092	
109,676		109,676	
14,596		14,596	
3,612		3,238	374
28,982		21,704	7,278
85,257		70,244	15,013
18,007		17,364	643
23,407		18,973	4,434
6,981		6,981	
130,606		130,606	
6,889		6,889	
154,556		154,556	
5,934		5,934	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
16,332		16,332	
2,044		2,044	
2,904		2,904	
13,784		13,784	
18,542		18,542	
18,157		18,157	
150,000		150,000	
3,997		3,914	83
25,556		20,067	5,489
13,604		13,544	60
6,486		6,512	-26
20,948		19,281	1,667
6,437		6,437	
7,055		7,055	
6,942		6,942	
167,817		167,817	
23,666		23,666	
7,259		7,259	
53,489		53,489	
66,137		66,137	
22,256		22,256	
12,547		12,547	
19,610		19,610	
63,730		63,878	-148
7,682		6,840	842
49,612		57,022	-7,410
11		11	
7,331		6,539	792
21,103		18,926	2,177
7,043		7,043	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
6,980		6,980	
4,527		4,527	
106,683		106,683	
17,255		17,255	
23,388		23,388	
21,583		21,583	
23,191		23,191	
75,379		75,379	
1,602		1,602	
233,586		233,586	
2,843		2,883	-40
113,238		108,262	4,976
93,916		108,038	-14,122
798,554		375,631	422,923
9,168		8,472	696
11,205		11,219	-14
4,543		4,543	
49,602		49,602	
8,369		8,369	
20,365		20,365	
5,828		5,828	
23,537		23,537	
23,957		23,957	
23,111		23,111	
15,217		15,217	
20,832		20,832	
124,964		124,964	
66,882		66,728	154
850,356		832,929	17,427
18,883		14,328	4,555

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
249,346		151,397	97,949
4,045		3,688	357
158,082		158,281	-199
3,421		3,421	
327,499		327,499	
7,007		7,007	
3,232		3,232	
23,438		23,438	
2,883		2,883	
24,024		24,024	
20,108		20,108	
6,816		6,816	
13,330		13,330	
15,692		15,692	
3,080		2,941	139
147,267		148,000	-733
103,445		111,544	-8,099
400,275		329,075	71,200
21,936		23,646	-1,710
6,679		6,679	
89,869		89,869	
8,298		8,298	
5,884		5,884	
23,813		23,813	
23,634		23,634	
23,665		23,665	
24,268		24,268	
2,122		2,122	
129,752		129,752	
129,752		129,752	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
20,706		20,706	
4,406		4,104	302
1,429,030		1,173,074	255,956
48,009		48,301	-292
544		406	138
24,851		22,894	1,957
2,930		2,930	
92,990		92,990	
6,479		6,479	
6,567		6,567	
2,123		2,123	
3,414		3,414	
23,907		23,907	
7,949		7,949	
9,471		9,471	
233,586		233,586	
52,899		52,899	
15,474		15,474	
9,515		7,723	1,792
272,376		133,238	139,138
29,029		23,800	5,229
1,748		1,380	368
25,504		24,241	1,263
872		872	
5,894		5,894	
5,916		5,916	
174,147		174,147	
1,137		1,137	
3,310		3,310	
23,515		23,515	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
23,376		23,376	
3,258		3,258	
16,839		16,839	
19,460		19,460	
26,801		26,801	
4,324		3,260	1,064
6,999		6,880	119
110,091		108,456	1,635
25,531		24,549	982
4,358		4,358	
6,524		6,524	
6,641		6,641	
6,627		6,627	
11,598		11,598	
23,315		23,315	
23,396		23,396	
17,612		17,612	
12,626		12,626	
16,121		16,121	
27,727		27,727	
14,273		14,273	
8,547		6,444	2,103
5,996		5,522	474
52,047		51,699	348
26,801		26,700	101
872		872	
160,404		160,404	
3,692		3,692	
6,531		6,531	
7,960		7,960	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
23,445		23,445	
23,541		23,541	
5,945		5,945	
2,877		2,877	
12,210		12,210	
7,568		7,568	
4,266		4,266	
9,541		8,284	1,257
74,625		68,728	5,897
3,099		2,445	654
30,103		29,719	384
5,954		5,954	
6,937		6,937	
123,784		123,784	
2,941		2,941	
22,491		22,491	
391		391	
22,346		22,346	
67,870		67,870	
17,823		17,823	
21,228		21,228	
7,732		7,732	
14,242		14,242	
6,362		6,094	268
754		787	-33
70,589		124,319	-53,730
66,588		65,866	722
2,935		2,935	
6,645		6,645	
123,052		123,052	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
130,902		130,902	
22,099		22,099	
98,855		98,855	
24,654		24,654	
23,528		23,528	
12,246		12,246	
18,990		18,990	
6,992		6,992	
29,663		29,663	
1,907		1,798	109

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			446,933
			-136
			-10
			98
			489
			29,118
			-555
			19,591
			1,082

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			1,137
			41,116
			-53,202
			-202
			1,720
			374
			7,278
			15,013
			643
			4,434

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			83
			5,489
			60
			-26
			1,667
			-148
			842
			-7,410
			792
			2,177

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			-40
			4,976
			-14,122
			422,923
			696
			-14
			154
			17,427
			4,555

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			97,949
			357
			-199
			139
			-733
			-8,099
			71,200
			-1,710

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			302
			255,956
			-292
			138
			1,957
			1,792
			139,138
			5,229
			368
			1,263

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			1,064
			119
			1,635
			982
			2,103
			474
			348
			101

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			1,257
			5,897
			654
			384
			268
			-33
			-53,730
			722

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			109

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
BARBARA MATHESON 15203 GIBRALTER ROAD ANACORTES, WA 98221	PRESIDENT 5 00	0	0	0
MOLLY HENDRICKS 14809 GIBRALTER ROAD ANACORTES, WA 98221	1ST V PRES 1 00	0	0	0
RICHARD MATHESON 2234 HARVARD AVENUE EAST SEATTLE, WA 98102	2ND V PRES 1 00	0	0	0
KATHERINE METCALF 2214 LAKE PARK DRIVE ANACORTES, WA 98221	SECRETARY 1 00	0	0	0
B MICHAEL MATHESON 15203 GIBRALTER ROAD ANACORTES, WA 98221	TREASURER 5 00	0	0	0

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ANACORTES COMMUNITY SHELT PO BOX 681 ANACORTES, WA 982210681			GENERAL SUPPORT ACTIVITIES	15,000
ANACORTES MUSEUM 1305 8TH STREET ANACORTES, WA 982211833			GENERAL SUPPORT ACTIVITIES	1,000
ANACORTES PARKS FOUNDATION PO BOX 547 ANACORTES, WA 98221			PURCHASE LAND S MT ERIE	10,000
ANACORTES SCHOOL FOUNDATI 2200 M AVENUE ANACORTES, WA 982213728			SUMMER LEARNING & LUNCH PROGRAM	10,000
ANACORTES SCHOOL FOUNDATI 2200 M AVENUE ANACORTES, WA 982213728			GRTST NEED-ANACORTES MIDDLE SCHOOL	10,000
ANACORTES SCHOOL FOUNDATI 2200 M AVENUE ANACORTES, WA 982213728			GRTST NEED-MT ERIE ELEMENTARY	7,500
ANACORTES SCHOOL FOUNDATI 2200 M AVENUE ANACORTES, WA 982213728			GRTST NEED-ISLAND VW ELEMENTARY	7,500
ANACORTES SCHOOL FOUNDATI 2200 M AVENUE ANACORTES, WA 982213728			WHITNEY EARLY CHILDHOOD ED CTR	5,000
ANACORTES SCHOOL FOUNDATI 2200 M AVENUE ANACORTES, WA 982213728			CAMP ORKILLA & MOUNTAIN SCHOOL	7,500
ANACORTES SCHOOL FOUNDATI 2200 M AVENUE ANACORTES, WA 982213728			GRTST NEED-FIDALGO ELEMENTARY	27,500
ANACORTES SCHOOL FOUNDATI 2200 M AVENUE ANACORTES, WA 982213728			GRTST NEED-ANACORTES HIGH SCHOOL	10,000
BOYS & GIRLS CLUB - SKAGI PO BOX 947 MOUNT VERNON, WA 98273			AFTER SCHOOL PROGRAMS	65,000
FIDALGO ISLAND ROTARY FOUNDATION PO BOX 125 ANACORTES, WA 982210125			ANACORTES STADIUM PROJENT	4,845
GREATER SEATTLE BUSINESS 400 E PINE ST STE 322 SEATTLE, WA 981222300			SCHOLARSHIP FUND	5,000
ISLAND HOSPITAL FOUNDATION 1211 - 24TH STREET ANACORTES, WA 98221			ANACORTES MIDDLE SCHOOL MENTAL HLTH	11,500
Total . . . . ▶ **3a**				280,398

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ALEXANDER RODRIGUEZ 1600 - 20TH STREET ANACORTES, WA 98221			SCHOLARSHIP	2,500
VICTORIA RAINS 1600 - 20TH STREET ANACORTES, WA 98221			SCHOLARSHIP	5,000
COLLEEN ANDERSON 1600 - 20TH STREET ANACORTES, WA 98221			SCHOLARSHIP	2,500
MARY ELLEN REYNA 1600 - 20TH STREET ANACORTES, WA 98221			SCHOLARSHIP	2,500
KYLAN HOPPER 1600 - 20TH STREET ANACORTES, WA 98221			SCHOLARSHIP	2,500
NORTHSHORE PERFORMANCE AR POBOX 486 BOTHELL, WA 98041			CHALLENGE MATCHING GRANT	10,000
OSO COOMMUNITY CHAPEL 22318 SR 530 NE OSO, WA 982239310			MUDSLIDE RELIEF	9,053
SISTER CITIES OF ANACORTE PO BOX 1464 ANACORTES, WA 98221			GENERAL SUPPORT ACTIVITIES	5,000
SKAGIT RIVER POETRY FOUNDATION PO BOX 238 LA CONNER, WA 982570238			SPONSOR OF A POET	5,000
SKAGITORIANS TO PRESERVE PO BOX 2405 MOUNT VERNON, WA 98273			GENERAL SUPPORT ACTIVITIES	5,000
SUMMIT ASSITANCE DOGS 7575 CHESTNUT LANE ANACORTES, WA 98221			SERVICE DOG TRAINING	5,000
THE GENTRY HOUSE 1208 - 7TH STREET ANACORTES, WA 98221			GENERAL SUPPORT ACTIVITIES	5,000
THE HUMANE SOCIETY SKAGIT 18911 KELLEHER ROAD BURLINGTON, WA 982338501			GENERAL SUPPORT ACTIVITIES	5,000
US CLUB SOCCER ASSOC 16992 SOCKEYE DRIVE MOUNT VERNON, WA 982749152			GENERAL SUPPORT ACTIVITIES	10,000
RICHARD C WORHTINGTON JR CITIZENSHP PO BOX 173 BOTHELL, WA 980410173			SCHOLARSHIPS	9,000
Total . . . . ▶ 3a				280,398

TY 2013 Accounting Fees Schedule

Name: RICHARD&LOIS WORTHINGTON FOUNDATION

EIN: 91-1909665

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING	1,395	1,395		

TY 2013 Compensation Explanation

Name: RICHARD&LOIS WORTHINGTON FOUNDATION

EIN: 91-1909665

Person Name	Explanation
BARBARA MATHESON	
MOLLY HENDRICKS	
RICHARD MATHESON	
KATHERINE METCALF	
B MICHAEL MATHESON	

TY 2013 Investments Corporate Bonds Schedule

Name: RICHARD&LOIS WORTHINGTON FOUNDATION

EIN: 91-1909665

Name of Bond	End of Year Book Value	End of Year Fair Market Value
NUVEEN FUNDS CORE BD FD		
NUVEEN SHORT TERM BOND FUND		
FIXED INCOME	1,127,686	1,117,378

TY 2013 Investments Corporate Stock Schedule

Name: RICHARD&LOIS WORTHINGTON FOUNDATION

EIN: 91-1909665

Name of Stock	End of Year Book Value	End of Year Fair Market Value
FIDELITY ADV DIVERSIFIES INTL		
T ROWE PRICE GROWTH STK		
CREDIT SUISSE COMM RET ST CO		
NUVEEN DIVIDEND VALUE FUND		
NUEVEEN MID CAP GROWTH OPP		
ABERDEEN FDS EMRGN MKT INSTL		
NEUBERGER BERMAN GENESIS INSTL		
HIGHLAND LONG SHORT EQUITY FD		
TFS MARKET NEUTRAL FUND		
EQUTIES	3,120,034	3,250,191
ALTERNATIVES	1,871,230	1,923,902

TY 2013 Legal Fees Schedule

Name: RICHARD&LOIS WORTHINGTON FOUNDATION

EIN: 91-1909665

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL	1,075	1,075		

TY 2013 Other Professional Fees Schedule

Name: RICHARD&LOIS WORTHINGTON FOUNDATION

EIN: 91-1909665

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES - US BANK	8,050	8,050		
INVESTMENT FEES - WASHINGTON TRU	32,010	32,010		

TY 2013 Taxes Schedule

Name: RICHARD&LOIS WORTHINGTON FOUNDATION

EIN: 91-1909665

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAXES	7,842		7,842	