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.

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

OMB No 1545-0052

**2013**

Open to Public Inspection

For calendar year 2013 or tax year beginning DEC 1, 2013 , and ending NOV 30, 2014

Name of foundation
ELIZABETH A. LYNN FOUNDATION
C/O DIANE TITCH

A Employer identification number
91-1156982

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
P.O. BOX 439

B Telephone number

City or town, state or province, country, and ZIP or foreign postal code
LAKESIDE, MT 59922

C If exemption application is pending, check here ▶ [ ]

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

D 1. Foreign organizations, check here ▶ [ ]
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

H Check type of organization: [X] Section 501(c)(3) exempt private foundation
[ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 7,077,468.

J Accounting method: [X] 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))

| | | (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 | | | N/A | |
| | 2 Check ▶ [X] if the foundation is not required to attach Sch B | | | | |
| | 3 Interest on savings and temporary cash investments | | | | |
| | 4 Dividends and interest from securities | 163,695. | 163,695. | | STATEMENT 1 |
| | 5a Gross rents | | | | |
| | b Net rental income or (loss) | | | | |
| | 6a Net gain or (loss) from sale of assets not on line 10 | 155,041. | | | |
| | b Gross sales price for all assets on line 6a 822,635. | | | | |
| | 7 Capital gain net income (from Part IV, line 2) | | 155,041. | | |
| | 8 Net short-term capital gain | | | | |
| | 9 Income modifications | | | | |
| | 10a Gross sales less returns and allowances | | | | |
| | b Less Cost of goods sold | | | | |
| | c Gross profit or (loss) | | | | |
| | 11 Other income | | | | |
| | 12 **Total.** Add lines 1 through 11 | 318,736. | 318,736. | | |
| Operating and Administrative Expenses | 13 Compensation of officers, directors, trustees, etc | 0. | 0. | | 0. |
| | 14 Other employee salaries and wages | | | | |
| | 15 Pension plans, employee benefits | | | | |
| | 16a Legal fees | | | | |
| | b Accounting fees STMT 2 | 4,266. | 0. | | 0. |
| | c Other professional fees STMT 3 | 58,476. | 58,476. | | 0. |
| | 17 Interest | | | | |
| | 18 Taxes | | | | |
| | 19 Depreciation and depletion | | | | |
| | 20 Occupancy | | | | |
| | 21 Travel, conferences, and meetings | | | | |
| | 22 Printing and publications | | | | |
| | 23 Other expenses STMT 4 | 30,492. | 421. | | 0. |
| | 24 **Total operating and administrative expenses.** Add lines 13 through 23 | 93,234. | 58,897. | | 0. |
| | 25 Contributions, gifts, grants paid | 318,039. | | | 318,039. |
| | 26 **Total expenses and disbursements.** Add lines 24 and 25 | 411,273. | 58,897. | | 318,039. |
| | 27 Subtract line 26 from line 12: | | | | |
| | a Excess of revenue over expenses and disbursements | <92,537.> | | | |
| | b **Net investment income** (if negative, enter -0-) | | 259,839. | | |
| | c **Adjusted net income** (if negative, enter -0-) | | | N/A | |

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

| | | 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 | 737,538. | 666,585. | 666,585. |
| | 3 Accounts receivable ▶ | | | |
| | Less: allowance for doubtful accounts ▶ | | | |
| | 4 Pledges receivable ▶ | | | |
| | Less: allowance for doubtful accounts ▶ | | | |
| | 5 Grants receivable | | | |
| | 6 Receivables due from officers, directors, trustees, and other disqualified persons | | | |
| | 7 Other notes and loans receivable ▶ | | | |
| | Less: allowance for doubtful accounts ▶ | | | |
| | 8 Inventories for sale or use | | | |
| | 9 Prepaid expenses and deferred charges | | | |
| | 10a Investments - U.S. and state government obligations STMT 6 | 307,142. | 157,092. | 155,417. |
| | b Investments - corporate stock STMT 7 | 4,230,664. | 4,355,976. | 6,099,094. |
| | c Investments - corporate bonds STMT 8 | 143,789. | 143,789. | 156,372. |
| | 11 Investments - land, buildings, and equipment basis ▶ | | | |
| | Less accumulated depreciation ▶ | | | |
| | 12 Investments - mortgage loans | | | |
| | 13 Investments - other | | | |
| | 14 Land, buildings, and equipment: basis ▶ 3,500. | | | |
| | Less accumulated depreciation STMT 9 ▶ 3,500. | | | |
| | 15 Other assets (describe ▶ ) | | | |
| | 16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I) | 5,419,133. | 5,323,442. | 7,077,468. |
| 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 | | | |
| | 22 Other liabilities (describe ▶ ) | | | |
| | 23 **Total liabilities** (add lines 17 through 22) | 0. | 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 | | | |
| | 25 Temporarily restricted | | | |
| | 26 Permanently restricted | | | |
| | **Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.** | | | |
| | 27 Capital stock, trust principal, or current funds | 5,419,133. | 5,323,442. | |
| | 28 Paid-in or capital surplus, or land, bldg., and equipment fund | 0. | 0. | |
| | 29 Retained earnings, accumulated income, endowment, or other funds | 0. | 0. | |
| | 30 **Total net assets or fund balances** | 5,419,133. | 5,323,442. | |
| | 31 **Total liabilities and net assets/fund balances** | 5,419,133. | 5,323,442. | |

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

| | | | |
|---|---|---|---|
| 1 | Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) | 1 | 5,419,133. |
| 2 | Enter amount from Part I, line 27a | 2 | <92,537.> |
| 3 | Other increases not included in line 2 (itemize) ▶ | 3 | 0. |
| 4 | Add lines 1, 2, and 3 | 4 | 5,326,596. |
| 5 | Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 5 | 5 | 3,154. |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 5,323,442. |

## Part IV Capital Gains and Losses for Tax on Investment Income

| | (a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.) | (b) How acquired P - Purchase D - Donation | (c) Date acquired (mo., day, yr.) | (d) Date sold (mo., day, yr.) |
|---|---|---|---|---|
| 1a | | | | |
| b | SEE ATTACHED STATEMENTS | | | |
| c | | | | |
| d | | | | |
| e | | | | |

| | (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | (h) Gain or (loss) (e) plus (f) minus (g) |
|---|---|---|---|---|
| a | | | | |
| b | | | | |
| c | | | | |
| d | | | | |
| e | 822,635. | | 667,594. | 155,041. |

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 | | | | |
| b | | | | |
| c | | | | |
| d | | | | |
| e | | | | 155,041. |

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 } 2 155,041.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 3 N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

| (a) Base period years Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio (col. (b) divided by col. (c)) |
|---|---|---|---|
| 2012 | 300,758. | 6,397,583. | .047011 |
| 2011 | 312,309. | 6,088,887. | .051292 |
| 2010 | 292,600. | 6,240,469. | .046888 |
| 2009 | 275,347. | 5,953,296. | .046251 |
| 2008 | 334,901. | 5,481,820. | .061093 |

| | | | |
|---|---|---|---|
| 2 | **Total** of line 1, column (d) | 2 | .252535 |
| 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 | .050507 |
| 4 | Enter the net value of noncharitable-use assets for 2013 from Part X, line 5 | 4 | 6,875,693. |
| 5 | Multiply line 4 by line 3 | 5 | 347,271. |
| 6 | Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 2,598. |
| 7 | Add lines 5 and 6 | 7 | 349,869. |
| 8 | Enter qualifying distributions from Part XII, line 4 | 8 | 318,039. |

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 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 | 5,197. |
| c | All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b). | | | | |
| 2 | Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | | | 2 | 0. |
| 3 | Add lines 1 and 2 | | | 3 | 5,197. |
| 4 | Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | | | 4 | 0. |
| 5 | **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0- | | | 5 | 5,197. |
| 6 | Credits/Payments: | | | | |
| a | 2013 estimated tax payments and 2012 overpayment credited to 2013 | 6a | 2,240. | | |
| 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 | 2,240. |
| 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 | 2,957. |
| 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 | | X |
| b | Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? *If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.* | 1b | | X |
| c | Did the foundation file **Form 1120-POL** for this year? | 1c | | X |
| d | Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0. | | | |
| e | Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0. | | | |
| 2 | Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.* | 2 | | X |
| 3 | Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes* | 3 | X | |
| 4a | Did the foundation have unrelated business gross income of $1,000 or more during the year? | 4a | | X |
| b | If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A | 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 | | X |
| 6 | Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? | 6 | X | |
| 7 | Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV* | 7 | X | |
| 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 | X | |
| 9 | Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV* | 9 | | X |
| 10 | Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses | 10 | | X |

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

| | | | 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 | | X |
| 12 | Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) | 12 | | X |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application? | 13 | X | |

Website address ▶ WWW.ELIZABETHALYNNFOUNDATION.ORG

14 The books are in care of ▶ DIANE A. TITCH Telephone no. ▶

Located at ▶ P.O. BOX 439, LAKESIDE, MT ZIP+4 ▶ 59922

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

| | | | 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 | | X |
| | See the 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.**

| | | | | 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 instructions)? | N/A | 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 | | X |
| 2 | Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)): | | | | |
| a | At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? | ☐ Yes ☒ No | | | |
| | If "Yes," list the years ▶ ________ , ________ , ________ , ________ | | | | |
| b | Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) | N/A | 2b | | |
| c | If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ________ , ________ , ________ , ________ | | | | |
| 3a | Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? | ☐ 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.)* | N/A | 3b | | |
| 4a | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | | 4a | | X |
| b | Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013? | | 4b | | X |

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

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

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

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

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|---|---|---|---|---|
| SEE STATEMENT 10 | | 0. | 0. | 0. |
| | | | | |
| | | | | |
| | | | | |

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

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

**Total** number of other employees paid over $50,000 ▶ 0

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

**3 Five highest-paid independent contractors for professional services. If none, enter "NONE."**

| **(a)** Name and address of each person paid more than $50,000 | **(b)** Type of service | **(c)** Compensation |
|---|---|---|
| NONE | | |
| | | |
| | | |
| | | |
| | | |
| **Total** number of others receiving over $50,000 for professional services ▶ | | 0 |

**Part IX-A** **Summary of Direct Charitable Activities**

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

**Part IX-B** **Summary of Program-Related Investments**

| Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2. | Amount |
|---|---|
| 1 N/A | |
| 2 | |
| All other program-related investments. See instructions. 3 | |
| **Total.** Add lines 1 through 3 ▶ | 0. |

## 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 | 6,292,870. |
| b | Average of monthly cash balances | 1b | 687,529. |
| c | Fair market value of all other assets | 1c | |
| d | **Total** (add lines 1a, b, and c) | 1d | 6,980,399. |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0. | | |
| 2 | Acquisition indebtedness applicable to line 1 assets | 2 | 0. |
| 3 | Subtract line 2 from line 1d | 3 | 6,980,399. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 104,706. |
| 5 | **Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 6,875,693. |
| 6 | **Minimum investment return.** Enter 5% of line 5 | 6 | 343,785. |

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

| | | | |
|---|---|---|---|
| 1 | Minimum investment return from Part X, line 6 | 1 | 343,785. |
| 2a | Tax on investment income for 2013 from Part VI, line 5 — 2a: 5,197. | | |
| b | Income tax for 2013. (This does not include the tax from Part VI.) — 2b: | | |
| c | Add lines 2a and 2b | 2c | 5,197. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 338,588. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | 0. |
| 5 | Add lines 3 and 4 | 5 | 338,588. |
| 6 | Deduction from distributable amount (see instructions) | 6 | 0. |
| 7 | **Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | 7 | 338,588. |

## 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 | 318,039. |
| b | Program-related investments - total from Part IX-B | 1b | 0. |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes | 2 | |
| 3 | Amounts set aside for specific charitable projects that satisfy the: | | |
| a | Suitability test (prior IRS approval required) | 3a | |
| b | Cash distribution test (attach the required schedule) | 3b | |
| 4 | **Qualifying distributions** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 318,039. |
| 5 | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b | 5 | 0. |
| 6 | **Adjusted qualifying distributions** Subtract line 5 from line 4 | 6 | 318,039. |

**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 | | | | 338,588. |
| 2 Undistributed income, if any, as of the end of 2013 | | | | |
| a Enter amount for 2012 only | | | 317,656. | |
| b Total for prior years: ___ , ___ , ___ | | 0. | | |
| 3 Excess distributions carryover, if any, to 2013: | | | | |
| a From 2008 | | | | |
| b From 2009 | | | | |
| c From 2010 | | | | |
| d From 2011 | | | | |
| e From 2012 | | | | |
| f **Total** of lines 3a through e | 0. | | | |
| 4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 318,039. | | | | |
| a Applied to 2012, but not more than line 2a | | | 317,656. | |
| b Applied to undistributed income of prior years (Election required - see instructions) | | 0. | | |
| c Treated as distributions out of corpus (Election required - see instructions) | 0. | | | |
| d Applied to 2013 distributable amount | | | | 383. |
| e Remaining amount distributed out of corpus | 0. | | | |
| 5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a)) | 0. | | | 0. |
| 6 **Enter the net total of each column as indicated below:** | | | | |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 | 0. | | | |
| b Prior years' undistributed income. Subtract line 4b from line 2b | | 0. | | |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed | | 0. | | |
| d Subtract line 6c from line 6b. Taxable amount - see instructions | | 0. | | |
| e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr. | | | 0. | |
| f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014 | | | | 338,205. |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) | 0. | | | |
| 8 Excess distributions carryover from 2008 not applied on line 5 or line 7 | 0. | | | |
| 9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a | 0. | | | |
| 10 Analysis of line 9: | | | | |
| a Excess from 2009 | | | | |
| b Excess from 2010 | | | | |
| c Excess from 2011 | | | | |
| d Excess from 2012 | | | | |
| e Excess from 2013 | | | | |

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

SEE STATEMENT 11

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

c Any submission deadlines:

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

**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* | | | | |
| ASSISTANCE LEAGUE OF BELLINGHAM | | NA | CHARITY, RESEARCH, & EDUCATION | 5,000. |
| BELLINGHAM CHILDCARE & LEARNING CENTER | | NA | CHARITY, RESEARCH, & EDUCATION | 5,000. |
| COCOON HOUSE | | NA | CHARITY, RESEARCH, & EDUCATION | 7,500. |
| COMPASS HOUSING ALLIANCE | | NA | CHARITY, RESEARCH, & EDUCATION | 10,000. |
| DEAF BLIND SERVICE CENTER | | NA | CHARITY, RESEARCH, & EDUCATION | 15,000. |
| **Total** SEE CONTINUATION SHEET(S) | | | ▶ 3a | 318,039. |
| b *Approved for future payment* | | | | |
| NONE | | | | |
| **Total** | | | ▶ 3b | 0. |

## Part XVI-A Analysis of Income-Producing Activities

| Enter gross amounts unless otherwise indicated. | Unrelated business income (a) Business code | Unrelated business income (b) Amount | Excluded by section 512, 513, or 514 (c) Exclusion code | Excluded by section 512, 513, or 514 (d) Amount | (e) Related or exempt function income |
|---|---|---|---|---|---|
| 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 | | | | | |
| 4 Dividends and interest from securities | | | 14 | 163,695. | |
| 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 | | | 14 | 155,041. | |
| 9 Net income or (loss) from special events | | | | | |
| 10 Gross profit or (loss) from sales of inventory | | | | | |
| 11 Other revenue: | | | | | |
| a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| 12 Subtotal. Add columns (b), (d), and (e) | | 0. | | 318,736. | 0. |

**13 Total.** Add line 12, columns (b), (d), and (e) 13 318,736.

(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). |
|---|---|
| | N/A |

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

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

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

| (a) Line no | (b) Amount involved | (c) Name of noncharitable exempt organization | (d) Description of transfers, transactions, and sharing arrangements |
|---|---|---|---|
| | | N/A | |

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

b If "Yes," complete the following schedule

| (a) Name of organization | (b) Type of organization | (c) Description of relationship |
|---|---|---|
| N/A | | |

**Sign Here**

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

Signature of officer or trustee — Date: 13-10-15 — Title: President

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 |
|---|---|---|---|---|
| THOMAS E. MELANG, CPA | | 02/13/15 | | P00085213 |

Firm's name ▶ MELANG, HOPPS & COMPANY, PLLC — Firm's EIN ▶ 20-2046202

Firm's address ▶ 1900 112TH AVENUE N.E., STE. 201 BELLEVUE, WA 98004 — Phone no (425)454-9950

**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 | 231 SHS SPDR DJ WILSHIRE INTL | P | 04/26/11 | 12/05/13 |
| b | 423 SHS SPDR S&P MIDCAP 400 ETF | P | VARIOUS | 12/05/13 |
| c | 250 SHS SPDR GOLD TRUST | P | VARIOUS | 12/05/13 |
| d | 458.085 VANGUARD TOTAL STOCK | P | 04/05/11 | 12/05/13 |
| e | 600 SHS SANDISK CORP INC | P | 10/07/13 | 01/22/14 |
| f | 1936.858 SHS T ROWE PRICE GRTH STK RETAIL | P | 01/17/06 | 01/31/14 |
| g | 6000 SHS MITSUBISHI UFJ FINL GRP | P | VARIOUS | 04/04/14 |
| h | 1000 SHS PANDORA MEDIA | P | VARIOUS | 04/04/14 |
| i | 600 SHS APOLLO GLOBAL MGMT | P | 01/14/13 | 04/30/14 |
| j | 702 SHS CLOUGH CHINA FD CL I | P | 01/14/13 | 04/30/14 |
| k | 6.283 SHS CLOUGH CHINA FD | P | 12/19/13 | 04/30/14 |
| l | 150,000 FED HOME LOAN BANK | P | 06/07/07 | 06/18/14 |
| m | 300 DEERE CO | P | 05/21/12 | 09/30/14 |
| n | 1200 SHS POWERSHARES S&P | P | VARIOUS | 10/21/14 |
| o | 100 SHS KIMBERLY CLARK | P | 05/29/12 | 09/30/14 |

| | (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 | 9,511. | | 9,420. | 91. |
| b | 100,065. | | 56,276. | 43,789. |
| c | 29,684. | | 35,964. | <6,280.> |
| d | 20,000. | | 14,880. | 5,120. |
| e | 43,130. | | 37,673. | 5,457. |
| f | 100,000. | | 56,658. | 43,342. |
| g | 33,245. | | 39,509. | <6,264.> |
| h | 27,863. | | 36,265. | <8,402.> |
| i | 16,249. | | 12,012. | 4,237. |
| j | 14,825. | | 14,896. | <71.> |
| k | 127. | | 148. | <21.> |
| l | 150,000. | | 148,495. | 1,505. |
| m | 24,611. | | 22,601. | 2,010. |
| n | 50,903. | | 52,305. | <1,402.> |
| o | 10,778. | | 7,981. | 2,797. |

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-") |
|---|---|---|---|---|
| a | | | | 91. |
| b | | | | 43,789. |
| c | | | | <6,280.> |
| d | | | | 5,120. |
| e | | | | 5,457. |
| f | | | | 43,342. |
| g | | | | <6,264.> |
| h | | | | <8,402.> |
| i | | | | 4,237. |
| j | | | | <71.> |
| k | | | | <21.> |
| l | | | | 1,505. |
| m | | | | 2,010. |
| n | | | | <1,402.> |
| o | | | | 2,797. |

| | | | |
|---|---|---|---|
| 2 | Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter "-0-" in Part I, line 7 } | 2 | |
| 3 | Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 | 3 | |

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**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 | 400 SHS PHILIP MORRIS INTL INC | P | VARIOUS | 09/30/14 |
| b | 100 SHS PHILIP MORRIS INTL INC | P | 01/31/14 | 09/30/14 |
| c | 1374 NUVEEN SM CAP VAL FD I | P | 05/15/09 | 09/30/14 |
| d | .382 NUVEEN SM CAP VAL FD I | P | 01/31/14 | 09/30/14 |
| e | 532.708 VAN TTL STK MKT IND SIG | P | 04/05/11 | 10/01/14 |
| f | 1823.154 T ROWE PRICE GRW STK RETAIL | P | 01/17/06 | 09/30/14 |
| g | | | | |
| h | | | | |
| i | | | | |
| j | | | | |
| k | | | | |
| l | | | | |
| m | | | | |
| n | | | | |
| o | | | | |

| | (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 | 33,315. | | 34,023. | <708.> |
| b | 8,329. | | 7,844. | 485. |
| c | 24,993. | | 10,003. | 14,990. |
| d | 7. | | 5. | 2. |
| e | 25,000. | | 17,304. | 7,696. |
| f | 100,000. | | 53,332. | 46,668. |
| g | | | | |
| h | | | | |
| i | | | | |
| j | | | | |
| k | | | | |
| l | | | | |
| m | | | | |
| n | | | | |
| o | | | | |

| | Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-") |
|---|---|---|---|---|
| | (i) F.M.V. as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col. (i) over col. (j), if any | |
| a | | | | <708.> |
| b | | | | 485. |
| c | | | | 14,990. |
| d | | | | 2. |
| e | | | | 7,696. |
| f | | | | 46,668. |
| g | | | | |
| h | | | | |
| i | | | | |
| j | | | | |
| k | | | | |
| l | | | | |
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| | | | |
|---|---|---|---|
| 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 | 155,041. |
| 3 | Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 | 3 | N/A |

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**Part XV Supplementary Information**

**3 Grants and Contributions Paid During the Year (Continuation)**

| Recipient Name and address (home or business) | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|---|---|---|---|---|
| DOWNTOWN EMERGANCY SERVICE CENTER | | NA | CHARITY, RESEARCH, & EDUCATION | 5,000. |
| EASTSIDE ACADEMY | | NA | CHARITY, RESEARCH, & EDUCATION | 10,000. |
| FRIENDS OF CASA | | NA | CHARITY, RESEARCH, & EDUCATION | 5,000. |
| FRIENDS OF YOUTH | | NA | CHARITY, RESEARCH, & EDUCATION | 10,000. |
| FRIENDSHIP CIRCLE OF WA | | NA | CHARITY, RESEARCH, & EDUCATION | 10,000. |
| FRIENDSHIP HOUSE | | NA | CHARITY, RESEARCH, & EDUCATION | 5,000. |
| GRUB | | NA | CHARITY, RESEARCH, & EDUCATION | 6,000. |
| IDAHO FOODBANK | | NA | CHARITY, RESEARCH, & EDUCATION | 10,000. |
| JUBILEE WOMENS CENTER | | NA | CHARITY, RESEARCH, & EDUCATION | 7,500. |
| JUMPING MOUSE CHILDREN'S CENTER | | NA | CHARITY, RESEACH. & EDUCATION | 10,000. |
| **Total from continuation sheets** | | | | 275,539. |

**Part XV Supplementary Information**

**3 Grants and Contributions Paid During the Year (Continuation)**

| Recipient Name and address (home or business) | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|---|---|---|---|---|
| NEIGHBORHOOD HOUSE | | NA | CHARITY, RESEARCH, & EDUCATION | 5,000. |
| NEW HORIZONS | | NA | CHARITY, RESEARCH, & EDUCATION | 5,000. |
| PEDIATRIC INTERM CARE CENTER | | NA | CHARITY, RESEARCH, & EDUCATION | 8,000. |
| PIKE MARKET SENIOR CENTER & FOOD BANK | | NA | CHARITY, RESEARCH, & EDUCATION | 10,000. |
| PIONEER MONTESSORI | | NA | CHARITY, RESEARCH, & EDUCATION | 10,000. |
| PUGET SOUND CHRISTIAN CLINIC | | NA | CHARITY, RESEARCH, & EDUCATION | 15,000. |
| PUSHING BOUNDRIES | | NA | CHARITY, RESEARCH, & EDUCATION | 15,000. |
| PUYALLUP VALLEY ST FRANCIS HOUSE | | NA | CHARITY, RESEARCH, & EDUCATION | 5,000. |
| RMH SERVICES | | NA | CHARITY, RESEARCH, & EDUCATION | 9,600. |
| ROOF COMMUNITY SERVICES | | NA | CHARITY, RESEARCH, & EDUCATION | 10,000. |
| Total from continuation sheets | | | | |

**Part XV Supplementary Information**

**3 Grants and Contributions Paid During the Year (Continuation)**

| Recipient<br>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 |
|---|---|---|---|---|
| SAFE HARBOR FREE CLINIC | | NA | CHARITY, RESEARCH, & EDUCATION | 10,000. |
| SAFEPLACE | | NA | CHARITY, RESEARCH, & EDUCATION | 10,000. |
| SAINT MATTHEW SCHOOL | | NA | CHARITY, RESEARCH, & EDUCATION | 15,000. |
| SEAN HUMPHREY HOUSE | | NA | CHARITY, RESEARCH, & EDUCATION | 5,000. |
| SNOHOMISH COUNTY SOCIETY | | NA | CHARITY, RESEARCH, & EDUCATION | 10,000. |
| SUMMER SEARCH | | NA | CHARITY, RESEARCH, & EDUCATION | 10,000. |
| TREEHOUSE | | NA | CHARITY, RESEARCH, & EDUCATION | 10,000. |
| UNIVERSITY YMCA | | NA | CHARITY, RESEARCH, & EDUCATION | 14,439. |
| WASHINGTON WOMEN IN NEED | | NA | CHARITY, RESEARCH, & EDUCATION | 5,000. |
| WHATCOM CENTER FOR EARLY LEARNING | | NA | CHARITY, RESEARCH, & EDUCATION | 5,000. |
| **Total from continuation sheets** | | | | |

**Part XV Supplementary Information**

**3 Grants and Contributions Paid During the Year (Continuation)**

| Recipient<br>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 |
|---|---|---|---|---|
| WHIDBEY GENERAL HOSPITAL | | NA | CHARITY, RESEARCH, & EDUCATION | 5,000. |
| YOUTH EASTSIDE SERVICES | | NA | CHARITY, RESEARCH, & EDUCATION | 5,000. |
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| | | | | |
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| | | | | |
| **Total from continuation sheets** | | | | |

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

| SOURCE | GROSS AMOUNT | CAPITAL GAINS DIVIDENDS | (A) REVENUE PER BOOKS | (B) NET INVEST-MENT INCOME | (C) ADJUSTED NET INCOME |
|---|---|---|---|---|---|
| MERRILL LYNCH | 163,695. | 0. | 163,695. | 163,695. | |
| TO PART I, LINE 4 | 163,695. | 0. | 163,695. | 163,695. | |

FORM 990-PF ACCOUNTING FEES STATEMENT 2

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST-MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|---|---|---|---|---|
| ACCOUNTING | 4,266. | 0. | | 0. |
| TO FORM 990-PF, PG 1, LN 16B | 4,266. | 0. | | 0. |

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 3

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST-MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|---|---|---|---|---|
| FIDUCIARY FEES | 58,476. | 58,476. | | 0. |
| TO FORM 990-PF, PG 1, LN 16C | 58,476. | 58,476. | | 0. |

FORM 990-PF OTHER EXPENSES STATEMENT 4

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST-MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|---|---|---|---|---|
| ADMINISTRATIVE FEES | 17,021. | 0. | | 0. |
| FILING/ANNUAL REPORTING FEES | 10. | 0. | | 0. |
| FOREIGN TAX | 421. | 421. | | 0. |
| PROFESSIONAL FEES | 13,040. | 0. | | 0. |
| TO FORM 990-PF, PG 1, LN 23 | 30,492. | 421. | | 0. |

FORM 990-PF . OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 5

| DESCRIPTION | AMOUNT |
|---|---|
| FEDERAL ESTIMATED TAX PAYMENTS | 2,240. |
| 2012 FEDERAL INCOME TAX PAYMENT | 914. |
| TOTAL TO FORM 990-PF, PART III, LINE 5 | 3,154. |

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 6

| DESCRIPTION | U.S. GOV'T | OTHER GOV'T | BOOK VALUE | FAIR MARKET VALUE |
|---|---|---|---|---|
| 0/150000 FHLB 5.25% 6/18/14 | X | | 0. | 0. |
| 150000 FNMA MTN 4.375 10/15/2015 | X | | 157,092. | 155,417. |
| TOTAL U.S. GOVERNMENT OBLIGATIONS | | | 157,092. | 155,417. |
| TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS | | | | |
| TOTAL TO FORM 990-PF, PART II, LINE 10A | | | 157,092. | 155,417. |

FORM 990-PF CORPORATE STOCK STATEMENT 7

| DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE |
|---|---|---|
| 27,389.382/27,389.382 T.ROWE PRICE INTL GR&INC ADV | 320,649. | 384,494. |
| 25,891.126/29,651.138 T ROWE PRICE GROWTH STK CL ADV | 787,023. | 1,459,011. |
| 11,731.816/10302.198 NUVEEN SMALL CAP VALUE FD | 114,993. | 223,379. |
| 918.002 GOLDMAN SACHS M/C VALUE CL INST GSM | 20,242. | 46,019. |
| 1200/1623 MIDCAP SPDR TRUST SER 1 | 187,583. | 315,432. |
| 0/250 SPIDER GOLD TRUST | 0. | 0. |
| 11,296.78 NUVEEN EQUITY INCOME FD CL I | 130,071. | 166,345. |
| 10818.893 NUVEEN SANTA BARBARA DIV GRWTH FD I | 242,425. | 359,787. |
| 3400/3631 SPIDER DJ WILSHIRE INTERNATIONAL | 138,448. | 146,064. |
| 5643.197/6633.99 VANGUARD TOTL STK MKT INDEX | 155,960. | 240,387. |
| 1000 ALTRIA GROUP INC | 32,170. | 50,260. |
| 400 AMERICAN TOWER REIT INC | 26,230. | 42,004. |
| 525/75 APPLE INC | 40,153. | 62,438. |
| 300 BOEING CO | 21,521. | 40,308. |
| 1500 CENTURYLINK INC | 54,593. | 61,155. |
| 300 DIAGEO PLC SPSD ADR | 28,789. | 36,960. |

| | | |
|---|---|---|
| 0/300 DEERE CO | 0. | 0. |
| 400/300 EXXON MOBILE CORP | 34,004. | 36,216. |
| 600 HOME DEPOT INC | 28,657. | 59,640. |
| 2000 INTEL | 52,355. | 74,500. |
| 400 JOHNSON & JOHNSON CO | 25,018. | 43,300. |
| 600/333 KRAFT FOODS | 27,392. | 36,102. |
| 400 KIMBERLY CLARK | 22,932. | 34,977. |
| 800 ELI LILLY & CO | 32,680. | 54,496. |
| 800 METLIFE | 24,693. | 44,488. |
| 1200/1000 MONDELEZ INT'L INC | 31,527. | 47,040. |
| 500/400 MCDONALDS CORP | 47,846. | 48,405. |
| 1000 MICROSOFT | 29,748. | 47,810. |
| 300 OCCIDENTAL PETE CORP | 33,034. | 31,908. |
| 1000/800 ORACLE CORP | 28,552. | 42,410. |
| 0/400 PHILLIP MORRIS INTL CORP | 0. | 0. |
| 400 PEPSICO | 27,732. | 40,040. |
| 600 PROCTOR & GAMBLE | 39,870. | 54,258. |
| 600/500 WAL-MART STORES INC | 39,474. | 52,524. |
| 1600 WELLS FARGO & CO | 52,949. | 87,168. |
| 6888.251/5924.774 EATON VANCE WLDW HELTH SCI FD I | 66,672. | 100,775. |
| 4,507.678 NOMURA JAPAN FD CL I | 49,900. | 53,692. |
| 0/702.168 CLOUGH CHINA FD | 0. | 0. |
| 7844.793/7,233.377 BLACKROCK SEC CREDIT PORT CL INST | 81,283. | 81,272. |
| 18,162.979/16,634.92 DWS UNCONTRAINED INC FD | 92,439. | 87,909. |
| 10,152.828/9,440.197 HARTFORD FLOATING RT FD | 91,371. | 90,157. |
| 7721.508/7,369.028 BLACKROCK STRAT INC OPPT | 78,538. | 79,532. |
| 6551.933/5,989.008 PIMCO INC FD | 82,069. | 83,013. |
| 7399.57/7,182.351 PIMCO TTL RETN FD | 78,849. | 81,617. |
| 7547.929/7,379.319 PIMCO UNCONSTRAINED BND FD | 86,861. | 85,216. |
| 6769.007/6,304.52 TEMPLETON GLBL BD FD | 91,055. | 89,080. |
| 75 AMAZON | 20,653. | 25,398. |
| 0/600 APOLLO GLBL MGMT LLC | 0. | 0. |
| 1000/800 BB&T CORP | 31,725. | 37,590. |
| 1000 BP PLC | 43,014. | 39,320. |
| 400/250 GENL DYNAMICS CORP | 31,044. | 58,144. |
| 800 HALLIBURTON CO | 28,776. | 33,760. |
| 800/600 JP MORGAN CHASE | 39,664. | 48,128. |
| 0/6000 MITSUBISHI UFJ FINL GRP INC | 0. | 0. |
| 1200/500 ROCHE HOLDING LTD | 33,978. | 44,952. |
| 0/600 SANDISK CORP INC | 0. | 0. |
| 400 TENCENT HOLDINGS LTD | 13,180. | 31,980. |
| 1000/600 MOSAIC CO | 43,007. | 45,770. |
| 400/250 UNITED TECH CORP | 37,744. | 44,032. |
| 600 ENERGY TRANSFER PARTNERS LP | 28,086. | 39,102. |
| 2500 SONY CORP | 43,594. | 54,975. |
| 900 LAM RESEARCH CORP | 49,047. | 74,376. |
| 37 HALYARD HEALTH INC | 980. | 1,451. |
| 900 GLAXO SMITH KLINE | 45,773. | 41,805. |
| 3000 ISHARES MSCI JAPAN | 34,166. | 34,860. |
| 1300 WISDOM TREE EUR S/C DIV | 78,048. | 68,133. |
| 7096.073 GOLDMAN SACHS STRAT INC | 75,147. | 73,730. |
| TOTAL TO FORM 990-PF, PART II, LINE 10B | 4,355,976. | 6,099,094. |

FORM 990-PF CORPORATE BONDS STATEMENT 8

| DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE |
|---|---|---|
| 150000 BEAR STEARNS CO 5.45% 10/30/15 | 143,789. | 156,372. |
| TOTAL TO FORM 990-PF, PART II, LINE 10C | 143,789. | 156,372. |

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 9

| DESCRIPTION | COST OR OTHER BASIS | ACCUMULATED DEPRECIATION | BOOK VALUE |
|---|---|---|---|
| WEBSITE | 3,500. | 3,500. | 0. |
| TOTAL TO FM 990-PF, PART II, LN 14 | 3,500. | 3,500. | 0. |

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 10

| NAME AND ADDRESS | TITLE AND AVRG HRS/WK | COMPEN-SATION | EMPLOYEE BEN PLAN CONTRIB | EXPENSE ACCOUNT |
|---|---|---|---|---|
| RILEY LYNN<br>4767 148TH AVE NE, APT O-107<br>BELLEVUE, WA 98007-3099 | PRESIDENT/TRUSTEE<br>1.00 | 0. | 0. | 0. |
| TRACI A. KENNEDY<br>11715 7TH STREET NE<br>LAKE STEVENS, WA 98258 | SECRETARY/TREASURER/TRUSTE<br>1.00 | 0. | 0. | 0. |
| JODY L. MOSS<br>P. O. BOX 1423<br>KETCHUM, ID 83340 | VICE PRESIDENT/TRUSTEE<br>1.00 | 0. | 0. | 0. |
| ELIZABETH KENNEDY<br>12715 SHORT AVE<br>LOS ANGELES, CA 90066 | TRUSTEE<br>1.00 | 0. | 0. | 0. |
| CHLOE LYNN<br>3070 E BURNSIDE ST<br>PORTLAND, OR 97214-1950 | TRUSTEE<br>1.00 | 0. | 0. | 0. |
| TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII | | 0. | 0. | 0. |

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 11
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

DIANE TITCH
P.O. BOX 439
LAKESIDE, MT 59922

FORM AND CONTENT OF APPLICATIONS

APPLICANTS MUST SUBMIT A LETTER OF INQUIRY. APPROVED ORGANIZATIONS WILL BE INVITED BY MARCH 31 TO SUBMIT A FULL APPLICATION. THESE ORGANIZATIONS WILL BE NOTIFIED OF FINAL APPROVAL OR DENIAL BY NOVEMBER 1. GUIDELINES ARE AVAILABLE ON THE WEBSITE.

ANY SUBMISSION DEADLINES

LETTER OF INQUIRY IS DUE BETWEEN DECEMBER 1 AND JANUARY 31. THE FULL APPLICATION IS DUE BY MAY 31.

RESTRICTIONS AND LIMITATIONS ON AWARDS

THE ELIZABETH A. LYNN FOUNDATION PRIMARILY CONTRIBUTES TO ORGANIZATIONS WITH A FOCUS ON EDUCATION IN THE PUGET SOUND CORRIDOR OF WASHINGTON, BLAINE COUNTY, IDAHO, LOS ANGELES, CALIFORNIA, AND PORTLAND, OREGON. IN ADDITION, 10% OF THE FOUNDATION'S DISTRIBUTIONS WILL GO TO ORGANIZATIONS WITH A FOCUS ON CANCER RESEARCH, DOMESTIC VIOLENCE, AND CATHOLIC CHARITIES AND AN ADDTIONAL 10% WILL GO TO DISASTER RELIEF.

## Depreciation and Amortization Detail FORM 990-PF PAGE 1



| Asset Number | Description of property | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | Date placed in service | Method/ IRC sec. | Life or rate | Line No. | Cost or other basis | Basis reduction | Accumulated depreciation/amortization | Current year deduction |
| 1 | WEBSITE | | | | | | | |
| | 102611 | SL | 3.00 | 17 | 3,500. | 3,500. | | 0. |
| | * TOTAL 990-PF PG 1 DEPR | | | | | | | |
| | | | | | 3,500. | 3,500. | 0. | 0. |

316261
05-01-13

# - Current year section 179 (D) - Asset disposed

**Focus:** Education

The Trustees unanimously agreed to make education the new focus of the Elizabeth A. Lynn Foundation. They specifically agreed to leave "education" undefined so that each Trustee has a wide degree of personal discretion as to who they wish to fund.

**Process:** Applicants interested in receiving funding from the Foundation should submit a Letter of Inquiry (LOI) via e-mail to: applications@elizabethalynnfoundation.org between December 1 and January 31. These LOIs should be 1-2 pages long and follow a format (which will be developed within the next month). By February 15, the Foundation's administrator will forward these LOIs to one of the current Trustees, based on the geographic area of the applicant organization and the Trustee.

Trustees will review the LOIs and determine which applicant organizations they want to invite to submit an application. By March 15th each Trustee will submit a list of the organizations they have invited to submit applications (applications will go directly to that Trustee, and be reviewed by that Trustee). The Foundation will schedule its annual meeting for mid-March.

As the Trustees receive applications, they will conduct their own review which can include phone calls, site visits, and requests for further information.

By August 15th, each Trustee will determine what organizations they want to fund and they will submit a written 'summary presentation' to each of the other Trustees. The Trustees will then meet in person (sometime between September 15th and October 15th) to give presentations to the group as to what organizations they want to fund and how much they want to fund. The Trustees, as a group, will have final approval as to what organizations are funded and the amount of funds distributed.

The Trustees agreed that they do not want to give organizations funding two years in a row, and no multiple-year funding. They also suggested posting information on the Foundation's website regarding recently funded organizations and perhaps setting up a blog eventually.

**Geographic Area:** LOIs and applications will be accepted from the following geographic areas and reviewed by the corresponding Trustees:

Puget Sound Corridor, WA – Traci Kennedy and Riley Lynn

Blaine County, ID – Jody Moss

Los Angeles, CA – Elizabeth Kennedy

Portland, OR – Chloe Lynn

**MINUTES**

**TRUSTEES' MEETING**
**OF**
**ELIZABETH A. LYNN FOUNDATION**
**October 4, 2014**

A meeting of the Trustees of the **ELIZABETH A. LYNN FOUNDATION** was held on October 4 at 9:00 a.m. (PST) at the home of Traci Kennedy. The following trustees were in attendance: JEFFREY S. LYNN, JODY MOSS, and TRACI KENNEDY. Also, in attendance were the following three grandchildren of Elizabeth (Betty) Lynn: Elizabeth Kennedy, Riley Lynn, and Chloe Lynn. Diane Titch, grant administrator, acted as recording secretary.

**Trustees' Actions**

RESOLVED, that ByLaw 3.2 of the Elizabeth A. Lynn Foundation shall be amended as follows: "The Board shall consist of at least three (3) Trustees and no more than nine (9) Trustees. The number of Trustees may be changed from time to time by amendment to these ByLaws, provided that no decrease in the number shall have the effect of shortening the term of any incumbent Trustee."

The Trustees unanimously approved adding Elizabeth Kennedy, Riley Lynn, and Chloe Lynn as Trustees of the Foundation, effective immediately.

Jeff Lynn announced that he will be resigning as a Trustee on November 30, 2014 which is the end of the Foundation's current fiscal year. Jeff has served as a Trustee of the Elizabeth A. Lynn Foundation since 1989.

The Trustees also agreed to the following requirements for Foundation Trustees:

- Trustees shall be 18 years of age or older (unless they show exceptional interest and ability prior to the age of 18).
- Term limits shall be a minimum of one year.
- Fifty hours of community service or volunteer hours prior to becoming a Trustee.

The Trustees also unanimously agreed to set up the following two discretionary funds:

- Up to 10% of Foundation's annual distribution amount will go to organizations in honor of Betty Lynn, with a focus on cancer, domestic violence, and Catholic charities.
- Up to 10% of the Foundation's annual distribution amount will go to organizations delivering disaster relief (current disasters, pandemics, and emerging issues).

Each Trustee will bring suggestions of potential organizations (within these focus areas) to the March Annual Meeting. The Trustees will decide at that meeting which organizations will receive funding and how much.

The next Trustees' Meeting will be held on Thursday, October 23rd at 7pm (MDT) to review applications from the 2014 third funding period. Diane will send out the conference call notice 3-4 days before the meeting.

There being no further business to come before the meeting, the meeting was adjourned at 12:00 noon (PST).

Jeffrey S. Lynn, Trustee

Jody Moss, Trustee

Traci Kennedy, Trustee

Elizabeth Kennedy

Riley Lynn

Chloe Lynn

Attest.

Diane Titch

Diane Titch, Recording Secretary

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Jody Moss, Trustee

Traci Kennedy, Trustee

Elizabeth Kennedy

Riley Lynn

Chloe Lynn

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Elizabeth Kennedy

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Diane Titch, Recording Secretary