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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.

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 THE NORCLIFFE FOUNDATION		A Employer identification number 91-6029352
Number and street (or P.O. box number if mail is not delivered to street address) 999 THIRD AVENUE, SUITE 1006	Room/suite	B Telephone number 206-682-4820
City or town, state or province, country, and ZIP or foreign postal code SEATTLE, WA 98104		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ 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: ☒ 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 (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a)) \$ 426,680,275. (Part I, column (d) must be on cash basis)	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify)	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)
1 Contributions, gifts, grants, etc., received		0.		N/A	
2 Check ☒ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		218.	218.		STATEMENT 1
4 Dividends and interest from securities		11,921,768.	11,921,768.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10					
b Gross sales price for all assets on line 6a					
7 Capital gain net income (from Part IV, line 2)			0.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		11,921,986.	11,921,986.		
13 Compensation of officers, directors, trustees, etc		181,319.	45,329.		135,990.
14 Other employee salaries and wages					
15 Pension plans, employee benefits		2,282.	571.		1,711.
16a Legal fees					
b Accounting fees STMT 3		20,300.	10,150.		10,150.
c Other professional fees					
17 Interest					
18 Taxes STMT 4		299,679.	2,420.		7,259.
19 Depreciation and depletion					
20 Occupancy		35,488.	17,744.		17,744.
21 Travel, conferences, and meetings		20.	10.		10.
22 Printing and publications		594.	297.		297.
23 Other expenses STMT 5		51,223.	9,796.		15,829.
24 Total operating and administrative expenses. Add lines 13 through 23		590,905.	86,317.		188,990.
25 Contributions, gifts, grants paid		22,044,387.			22,044,387.
26 Total expenses and disbursements. Add lines 24 and 25		22,635,292.	86,317.		22,233,377.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-10,713,306.			
b Net investment income (if negative, enter -0-)			11,835,669.		
c Adjusted net income (if negative, enter -0-)				N/A	

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LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2013)

Part II Balance Sheets		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash - non-interest-bearing	1,114,500.			
	2 Savings and temporary cash investments	526,065.	381,307.	381,307.	
	3 Accounts receivable ▶				
	Less: allowance for doubtful accounts ▶				
	4 Pledges receivable ▶				
	Less: allowance for doubtful accounts ▶				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons				
	7 Other notes and loans receivable ▶				
	Less: allowance for doubtful accounts ▶				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments - U.S. and state government obligations				
	b Investments - corporate stock STMT 7	24,469,005.	23,718,074.	426,298,968.	
	c Investments - corporate bonds				
	Liabilities	11 Investments - land, buildings, and equipment basis ▶			
Less: accumulated depreciation ▶					
12 Investments - mortgage loans					
13 Investments - other					
14 Land, buildings, and equipment: basis ▶					
Less: accumulated depreciation ▶					
15 Other assets (describe ▶)					
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		26,109,570.	24,099,381.	426,680,275.	
17 Accounts payable and accrued expenses		899.			
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)	899.	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	26,108,671.	24,099,381.		
	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	26,108,671.	24,099,381.			
31 Total liabilities and net assets/fund balances	26,109,570.	24,099,381.			

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	26,108,671.
2 Enter amount from Part I, line 27a	2	-10,713,306.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6	3	9,384,758.
4 Add lines 1, 2, and 3	4	24,780,123.
5 Decreases not included in line 2 (itemize) ▶ PRIOR PERIOD ADJUSTMENT	5	680,742.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	24,099,381.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b	NONE			
c				
d				
e				

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

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

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

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	12,334,612.	352,284,064.	.035013
2011	18,969,188.	294,270,799.	.064462
2010	15,375,202.	343,811,904.	.044720
2009	9,670,410.	310,248,070.	.031170
2008	15,510,683.	236,537,039.	.065574

2 Total of line 1, column (d)	2	.240939
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	.048188
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	421,984,614.
5 Multiply line 4 by line 3	5	20,334,595.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	118,357.
7 Add lines 5 and 6	7	20,452,952.
8 Enter qualifying distributions from Part XII, line 4	8	22,233,377.

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	118,357.
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	118,357.
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	118,357.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a 302,153.		
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	302,153.
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	
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	183,796.
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax ☒ 183,796. Refunded ☐		11	0.

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>WWW.THENORCLIFFEFOUNDATION.COM</u>	13	X	
14	The books are in care of ► <u>MS. ARLINE HEFFERLINE</u> Telephone no. ► <u>206-682-4820</u> Located at ► <u>999 THIRD AVENUE, SUITE 1006, SEATTLE, WA</u> ZIP+4 ► <u>98104</u>			
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 ► <u>15</u> N/A			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ 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)? Organizations relying on a current notice regarding disaster assistance check here ► ☐	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years ► _____	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	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?		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?		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

6b

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

X

If "Yes" to 6b, file Form 8870

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

☐ Yes ☒ No

7b

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

N/A

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 8		181,319.	2,282.	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

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 NONE	
	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	0.

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1a	426,298,971.
b Average of monthly cash balances	1b	2,111,805.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	428,410,776.
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	428,410,776.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	6,426,162.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	421,984,614.
6 Minimum investment return. Enter 5% of line 5	6	21,099,231.

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	21,099,231.
2a Tax on investment income for 2013 from Part VI, line 5	2a	118,357.
b Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	118,357.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	20,980,874.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	20,980,874.
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	20,980,874.

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	22,233,377.
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	22,233,377.
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	118,357.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	22,115,020.

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				20,980,874.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			2,058,838.	
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: \$ 22,233,377.				
a Applied to 2012, but not more than line 2a			2,058,838.	
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				20,174,539.
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				806,335.
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)

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

Tax year

Prior 3 years

(a) 2013

(b) 2012

(c) 2011

(d) 2010

(e) Total

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)**1 Information Regarding Foundation Managers:**

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

SEE STATEMENT 9

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 10

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

SEE STATEMENT 10

c Any submission deadlines:

SEE STATEMENT 10

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

SEE STATEMENT 10

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

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash	1a(1)	X
	(2) Other assets	1a(2)	X
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
	(3) Rental of facilities, equipment, or other assets	1b(3)	X
	(4) Reimbursement arrangements	1b(4)	X
	(5) Loans or loan guarantees	1b(5)	X
	(6) Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received		

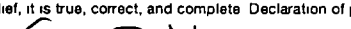
[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

b If "Yes," complete the following schedule.

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

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge				May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No			
	 Signature of officer or trustee		4/15/15 Date			PRESIDENT Title		
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature		Date	Check ☐ if self-employed	PTIN	
	JOLENE G. COX				4/14/15			
	Firm's name ▶ DELOITTE TAX LLP					Firm's EIN ▶ 86-1065772		
	Firm's address ▶ 925 FOURTH AVENUE, SUITE 3300 SEATTLE, WA 98104-1126					Phone no. 206-716-7000		

Form 990-PF (2013)

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
BANK OF AMERICA CHECKING	218.	218.	
BANK OF AMERICA SAVINGS	0.	0.	
TOTAL TO PART I, LINE 3	218.	218.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ALLSTATE CORP	626.	0.	626.	626.	
CHARLES SCHWAB ACCOUNT DIVIDENDS	33.	0.	33.	33.	
CHEVRON	53,373.	0.	53,373.	53,373.	
EL PASO	54.	0.	54.	54.	
GENERAL ELECTRIC	6,552.	0.	6,552.	6,552.	
JOHNSON & JOHNSON	3,210.	0.	3,210.	3,210.	
KINDER MORGAN	318.	0.	318.	318.	
MERCK & CO	2,270.	0.	2,270.	2,270.	
PACCAR	11,828,638.	0.	11,828,638.	11,828,638.	
PROCTER & GAMBLE	494.	0.	494.	494.	
UNITEDHEALTH GROUP	26,200.	0.	26,200.	26,200.	
TO PART I, LINE 4	11,921,768.	0.	11,921,768.	11,921,768.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL FEES	19,890.	9,945.		9,945.
PROFESSIONAL FEES	410.	205.		205.
TO FORM 990-PF, PG 1, LN 16B	20,300.	10,150.		10,150.

FORM 990-PF

TAXES

STATEMENT

4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	9,679.	2,420.		7,259.
ESTIMATED FEDERAL TAXES	290,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	299,679.	2,420.		7,259.

FORM 990-PF

OTHER EXPENSES

STATEMENT

5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TELEPHONE	1,569.	785.		784.
INSURANCE	11,911.	5,956.		5,956.
MISCELLANEOUS	743.	185.		558.
DUES AND SUBSCRIPTION	595.	149.		446.
LICENSES AND PERMITS	25,624.	12.		13.
COMPUTER/INTERNET	10,761.	2,689.		8,072.
BANK SERVICE CHARGES	20.	20.		0.
TO FORM 990-PF, PG 1, LN 23	51,223.	9,796.		15,829.

FORM 990-PF

OTHER INCREASES IN NET ASSETS OR FUND BALANCES

STATEMENT

6

DESCRIPTION	AMOUNT
EXCESS OF FMV OVER BOOK COST OF QUALIFYING DISTRIBUTIONS OF SECURITIES	9,384,758.
TOTAL TO FORM 990-PF, PART III, LINE 3	9,384,758.

FORM 990-PF

CORPORATE STOCK

STATEMENT

7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ALLSTATE	11,337.	33,491.
CHEVRON	587,179.	1,566,576.
GENERAL ELECTRIC	67,677.	194,956.
JOHNSON AND JOHNSON	35,068.	117,895.
MERCK & CO	18,137.	73,042.
PACCAR	21,999,701.	422,653,046.
UNITEDHEALTH CARE	985,500.	1,638,523.
PROCTER & GAMBLE	13,475.	14,716.
KINDER MORGAN	0.	6,723.
TOTAL TO FORM 990-PF, PART II, LINE 10B	23,718,074.	426,298,968.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT

8

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ANN P. WYCKOFF C/O THE NORCLIFFE FOUNDATION; 999 THIRD AVENUE, SUITE 1006 SEATTLE, WA 98104	TRUSTEE 0.50	0.	0.	0.
ARLINE HEFFERLINE C/O THE NORCLIFFE FOUNDATION; 999 THIRD AVENUE, SUITE 1006 SEATTLE, WA 98104	SECRETARY 40.00	181,319.	2,282.	0.
JAMES C. PIGOTT C/O THE NORCLIFFE FOUNDATION; 999 THIRD AVENUE, SUITE 1006 SEATTLE, WA 98104	TRUSTEE 0.50	0.	0.	0.
CHARLES M. PIGOTT C/O THE NORCLIFFE FOUNDATION; 999 THIRD AVENUE, SUITE 1006 SEATTLE, WA 98104	TREASURER 0.50	0.	0.	0.
SUSAN W. POHL C/O THE NORCLIFFE FOUNDATION; 999 THIRD AVENUE, SUITE 1006 SEATTLE, WA 98104	TRUSTEE 0.50	0.	0.	0.

THE NORCLIFFE FOUNDATION

91-6029352

THEILINE P. SCHEUMANN C/O THE NORCLIFFE FOUNDATION; 999 THIRD AVENUE, SUITE 1006 SEATTLE, WA 98104	TRUSTEE 0.50	0.	0.	0.
LISA ANDERSON C/O THE NORCLIFFE FOUNDATION; 999 THIRD AVENUE, SUITE 1006 SEATTLE, WA 98104	TRUSTEE 0.50	0.	0.	0.
MARY PIGOTT C/O THE NORCLIFFE FOUNDATION; 999 THIRD AVENUE, SUITE 1006 SEATTLE, WA 98104	TRUSTEE 0.50	0.	0.	0.
NORA KENWAY C/O THE NORCLIFFE FOUNDATION; 999 THIRD AVENUE, SUITE 1006 SEATTLE, WA 98104	VICE PRESIDENT 0.50	0.	0.	0.
DANA PIGOTT C/O THE NORCLIFFE FOUNDATION; 999 THIRD AVENUE, SUITE 1006 SEATTLE, WA 98104	PRESIDENT 0.50	0.	0.	0.
JAMES C. HUGHES C/O THE NORCLIFFE FOUNDATION; 999 THIRD AVENUE, SUITE 1006 SEATTLE, WA 98104	TRUSTEE 0.50	0.	0.	0.

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

181,319.	2,282.	0.
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FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 9

NAME OF MANAGER

ANN P. WYCKOFF
JAMES C. PIGOTT
CHARLES M. PIGOTT
SUSAN W. POHL
THEILINE P. SCHEUMANN
MARY PIGOTT

FORM 990-PF	GRANT APPLICATION SUBMISSION INFORMATION	STATEMENT 10
	PART XV, LINES 2A THROUGH 2D	

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

THE PRESIDENT, C/O ARLINE HEFFERLINE, FOUNDATION MANAGER
999 THIRD AVENUE, SUITE 1006
SEATTLE, WA 98104-4001

TELEPHONE NUMBER

206-682-4820

FORM AND CONTENT OF APPLICATIONS

LETTER PROPOSAL OR COMMON GRANT APPLICATION FORM ACCESSIBLE FROM WEBSITE AT
WWW.THENORCLIFFEFOUNDATION.COM

ANY SUBMISSION DEADLINES

YEAR-ROUND REVIEW WITH FUNDING DECISIONS WITHIN THREE TO SIX MONTHS AFTER
RECEIPT OF REQUEST

RESTRICTIONS AND LIMITATIONS ON AWARDS

SEE ATTACHED STATEMENT REGARDING PROGRAM GUIDELINES

THE NORCLIFFE FOUNDATION

EIN: 91-6029352

PART XV QUESTION 2d

PROGRAM GUIDELINES

STATEMENT OF PURPOSE - The purpose of The Norcliffe Foundation is the improvement of the quality of life of all people in the community by the application of financial and human resources.

GUIDELINES

1. Geographical Areas - Puget Sound Area of Washington State

2. Categories

The Norcliffe Foundation provides grants in the areas of health, education, social services, civic improvement, religion, culture and the arts, the environment, historic preservation and youth programs.

3. The Norcliffe Foundation excludes from consideration grants to:

3a) Organizations without tax-exempt status under Section 501(c)3 of the Internal Revenue Code

3b) Organizations for deficit financing

3c) Individuals on their own behalf or for the benefit of specific individuals

4) General Information -

4a) Trustees do not conduct personal interviews with applicants unless The Foundation trustees request a personal visit

4b) There are no specific deadlines for receipt of proposals, or formal applications used. One copy of a letter proposal and/or common grant application form should be directed to the President. A request should be specific in both project and funding desired and should also include the following

- A list of the Board of Directors
- An IRS 501(c)3 Determination Letter
- A financial statement & budget information
- Background information on the agency applying
- Funding received & applied for (Identifying the amount & source)

4c) Areas of funding include capital campaigns, certain operating budgets and special projects

4d) Since the review process entails careful study, an applicant should allow three to six months for a decision. An acknowledgement letter will be sent with further information upon receipt of the application

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
January 2014					
Boys & Girls Clubs of Whatcom County <i>Capacity Building Initiative Report recvd 1/15/13. Report recvd 12/9/13.</i> \$ 150,000.00	3828 A0203828	1/13/2014	\$50,000.00	Foundation Board	11550
Dynamic Family Services <i>\$6.5M Capital Campaign Renovation of building and construct Aquatic Therapy Pool</i> \$ 650,000.00	3932 A0203932	1/13/2014	\$650,000.00	Foundation Board	11549
Henry Gallery Association <i>\$10M Campaign over 5 years to strengthen their exhibits, public programs, and arts education, sustain operations, build the endowment and grow their collections Report recvd 8/4/14.</i> \$ 250,000.00	4645 A0204645	1/13/2014	\$250,000.00	Foundation Board	11559
Horn of Africa Services <i>General Operating to provide services to immigrants and refugees to assimilate for more than 3,000 adult low-income East African immigrants.</i> \$ 5,000.00	4673 A0204673	1/13/2014	\$5,000.00	Foundation	11548
King County Sexual Assault Resource Center <i>Legal Advocacy for sexual abuse and assault victims Report recvd 01/26/15.</i> \$ 30,000.00	4346 A0204346	1/13/2014	\$15,000.00	Foundation	11554

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
Mason County Shelter <i>Mason County Shelter and low-income apartments for families with children living at 20 to 25% of area medium income \$10,236 to 13,600 and singles and couples, living at 30 to 50% of medium income</i> \$ 20,000.00	4672 A0204672	1/13/2014	\$20,000.00	Foundation	11547
Pacific Lutheran University <i>Rieke Science Center Greenhouse</i> \$ 200,000.00	4587 A0204587	1/13/2014	\$200,000.00	Foundation Board	11556
Pacific Science Center <i>Improve campus, make infrastructure improvements, ensure fiscal strength and expand exhibit offerings Report recvd 9/19/14</i> \$ 500,000.00	4257 A0204257	1/13/2014	\$250,000.00	Foundation Board	11551
Pasado's Safe Haven <i>Teaching children grades 5 to 10 about animal welfare issues. Report recvd 12/18/2014</i> \$ 5,000.00	4663 A0204663	1/29/2014	\$5,000.00	Foundation	11569
Providence Hospice of Seattle <i>"Stepping Stones" - Children's Hospice and Palliative Care Program</i> \$ 150,000.00	4318 A0204318	1/13/2014	\$50,000.00	Foundation Board	11552 Board decision for President's discretion
Puget Soundkeeper Alliance <i>Alliancde's Leadership, Stormwater Regulation and Clean Water Enforcement.</i> \$ 10,000.00	4661 A0204661	1/29/2014	\$10,000.00	Foundation	11571

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
Seattle Aquarium Society <i>Harbor Seal Capital Campaign (Built in advance because of City's Seawall reconstruction). \$3M of this project to be privately raised. Annual Report recvd 7/15/14.</i> \$ 250,000.00	4646 A0204646	1/13/2014	\$250,000.00	Foundation Board	11560
Society of Jesus, Oregon Province <i>Restricted Educational Trust Endowment to support two Jesuits annually @ \$50,000 each, not to include endowment. Report recvd 01/26/15.</i> \$ 500,000.00	4671 A0204671	1/13/2014	\$100,000.00	Foundation Board	11558
Society of St. Vincent de Paul <i>Food Security and Housing Stability for low-income people.</i> \$ 300,000.00	4312 A0204312	1/13/2014	\$100,000.00	Foundation Board	11553
Stanford University <i>\$40.3 Million Project for construction of two new dormitories for 216 additional undergraduate beds at Lagunita Court. Report recvd 7/7/14.</i> \$ 10,000,000.00	4678 A0204678	1/13/2014	\$2,000,000.00	Foundation Board	11557
The Student Conservation Association <i>Build capacity and infrastructure for program delivery in the Puget Sound Region One-time gift only.</i> \$ 250,000.00	4452 A0204452	1/13/2014	\$250,000.00	Foundation Board	11555 Board said this is a one-time gift.
Theater Schmeater <i>Revamp space in Plymouth Housing Group's building at 2125 3rd Avenue in Belltown for new theater location. Report recvd 1/12/15.</i> \$ 25,000.00	4670 A0204670	1/29/2014	\$25,000.00	Foundation	11568

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
View Ridge Parent-Teacher Association Phase II Community Playspace	4660 A0204660	1/29/2014	\$10,000.00	Foundation	11570
Match \$100,000 Seattle grant They have raised \$78,000 and need \$22,000 to complete \$ 10,000.00					
Total January 2014 (18 items)			\$4,240,000.00		
February 2014					
Boys & Girls Clubs of King County Deepen their Youth Program Quality Improvement work.	4668 A0204668	2/28/2014	\$45,000.00	Foundation	11582
\$ 45,000.00					
Cocoon House (SnoPartners) Street Outreach Program for homeless teens Report recvd 12/5/14.	4667 A0204667	2/28/2014	\$10,000.00	Foundation	11583
\$ 10,000.00					
Fulcrum Foundation Report of Fulcrum reviewed by Norcliffe Board at meeting 1/9/2014. Approved for funding an Operating Grant for Catholic "School in Need" K thru 8 at \$600,000 per year for 5 years, subject to review and approval of which schools were funded and how much \$ 3,000,000.00	4716 A0204716	2/21/2014	\$600,000.00	Foundation Board	11579
Fulcrum Foundation Celebration of Light Dinner \$ 50,000.00	4732 A0204732	2/24/2014	\$50,000.00	Other	11575

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
Museum of Flight Complete "Spaceflight Academy" exhibits in the new Charles Simonyi Space Gallery Report recvd 9/8/14. \$ 1,000,000.00	4208 A0204208	2/4/2014	\$500,000.00	Foundation Board	11566
Philanthropy Northwest 2014 Membership \$ 13,295.00	4759 A0204759	2/14/2014	\$12,700.00	Foundation	11572 \$12,700.00 donation; \$595.00 Dues
Total February 2014 (6 items)			\$1,217,700.00		
March 2014					
American Heart Association Place 2 blood pressure stations to serve at-risk residents of South King County. Report recvd 01/05/15. \$ 10,000.00	4715 A0204715	3/27/2014	\$10,000.00	Foundation	11611
Animals as Natural Therapy Provide educational and therapeutic services for about 400 children ages 6 to 18 \$ 10,000.00	4682 A0204682	3/13/2014	\$10,000.00	Foundation	11588
Capitol Hill Housing 12th Avenue Project - A mixed use development \$ 500,000.00	3734 A0203734	3/21/2014	\$250,000.00	Foundation Board	11603
Country Doctor Community Health Centers Treat Low-income patients with no health insurance \$ 20,000.00	4669 A0204669	3/21/2014	\$20,000.00	Foundation	11602

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
The Discovery Institute Annual Membership \$ 2,500.00	4750 A0204750	3/25/2014	\$2,500.00	Other	11584
Flying House Productions Performance Risers for their performances \$ 5,000.00	4704 A0204704	3/28/2014	\$5,000.00	Foundation	11604
Freehold Studio/Theatre Lab Engaged Theatre Program - Tour of Shakespeare's "Henry IV" for low income and at-risk individuals at 6 different facilities. Report recvd 4/21/14 \$ 5,000.00	4721 A0204721	3/27/2014	\$5,000.00	Foundation	11609
Friends of Garfield Orchestra \$7,000 for purchase and instrument repair and \$6,000 for instrumental coaching for underserved students. \$ 7,000.00	4694 A0204694	3/21/2014	\$7,000.00	Foundation	11601
Housing Hope Build \$12.5 M Monroe Family Village, including Community Multi-purpose Learning Center. Report recvd 11/19/14. \$ 10,000.00	4708 A0204708	3/26/2014	\$10,000.00	Foundation	11606
Jubilee Women's Center Specialized training and support to help at least 125 women become competitive in the jobs market and build self-sufficient lives. Report recvd 9/29/14 \$ 10,000.00	4711 A0204711	3/26/2014	\$10,000.00	Foundation	11605

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
Junior Achievement <i>Program support with schools and community organizations serving King County youth. Report recvd 11/07/2014.</i> \$ 20,000.00	4418 A0204418	3/7/2014	\$10,000.00	Foundation	11585
Korean Women's Association <i>Senior City Meal Site - Federal Way</i> \$ 10,000.00	4653 A0204653	3/13/2014	\$10,000.00	Foundation	11590
Mary's Place Seattle <i>Emergency Family Shelter Program</i> \$ 10,000.00	4693 A0204693	3/21/2014	\$10,000.00	Foundation	11597
National Parks Conservation Association <i>Ongoing efforts to educate key decision makers, local communities, and volunteers to protect and enhance national parks in Puget Sound Region.</i> \$ 10,000.00	4719 A0204719	3/27/2014	\$10,000.00	Foundation	11610
North Cascades Institute <i>Youth Leadership Adventures Program to include leadership skill development, field science and stewardship. Report recvd 10/6/14.</i> \$ 10,000.00	4683 A0204683	3/21/2014	\$10,000.00	Foundation	11598
Northwest Maritime Center & Wooden Boat Foundation <i>Maritime Discovery Schools Initiative - \$665.38 per 1300 students over 5 years. Do not approach us until after 3/13/2019.</i> \$ 25,000.00	4679 A0204679	3/13/2014	\$25,000.00	Foundation	11589 \$5,000/year for 5 yrs, paid all at once. Eligible to approach again after 3/13/2019.

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
Prospect Enrichment Preschool <i>General operating support, also scholarship support, serving 24 children and their families living at or just above the poverty line</i> \$ 10,000.00	4709 A0204709	3/26/2014	\$10,000.00	Foundation	11608
Sound Mental Health <i>Provide programs to families without insurance or financial resources.</i> \$ 7,500.00	4685 A0204685	3/21/2014	\$7,500.00	Foundation	11600
Tacoma Symphony Orchestra <i>Capacity and Resource Expansion Project (For a full time development and marketing position) Report recvd 9/3/14.</i> \$ 5,000.00	4684 A0204684	3/21/2014	\$5,000.00	Foundation	11599
Take the Next Step <i>After school tutoring and life skills development program for elementary school children.</i> \$ 10,000.00	4706 A0204706	3/26/2014	\$10,000.00	Foundation	11607
Total March 2014 (20 items)			\$437,000.00		
April 2014					
American Enterprise Institute <i>Annual Contribution</i> \$ 10,000.00	4810 A0204810	4/29/2014	\$10,000.00	Other	11654
Anything Possible Theatre <i>"Robin Hood" - a production and fundraiser for organizations working on poverty and hunger. Report recvd 11/5/14.</i> \$ 5,000.00	4746 A0204746	4/11/2014	\$5,000.00	Foundation	11629

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
Assistance League of Seattle Financial aid for education - community college scholarships Report recvd 1/7/15. \$ 5,000.00	4776 A0204776	4/25/2014	\$5,000.00	Foundation	11648
Audio Book Ministries Transition entire audio lending library of Christian books on tape to digital format. \$ 5,000.00	4749 A0204749	4/18/2014	\$5,000.00	Foundation	11638
The Bethel Family Center Provide year-around "Parenting with Love & Logic" classes and capital funds for a front-desk computer. \$ 6,289.00	4733 A0204733	4/3/2014	\$6,289.00	Foundation	11619
Big Brothers Big Sisters of Puget Sound Mentoring Program Report recvd 4/28/14 \$ 20,000.00	4449 A0204449	4/15/2014	\$10,000.00	Foundation	11617
Blue Skies for Children "Little Wishes Program" for disadvantaged children \$ 10,000.00	4784 A0204784	4/28/2014	\$10,000.00	Other	11658
Boys & Girls Clubs of Bellevue \$20M Capital Campaign to build a new teen center, rebuild main club site and build a 3 gym fieldhouse in partnership with the City of Bellevue \$ 1,000,000.00	4533 A0204533	4/18/2014	\$1,000,000.00	Foundation Board	11641
Bread of Life Mission Association Complete renovation for laundry facilities and purchase new equipment. \$ 10,000.00	4722 A0204722	4/4/2014	\$10,000.00	Foundation	11612

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
Bremerton High School <i>Sponsor 4 scholarships of \$14,000 each</i> \$ 10,000.00	4736 A0204736	4/3/2014	\$10,000.00	Foundation	11620
Catholic Newman Center @ U of W <i>Salary of their full-time campus minister.</i> \$ 12,000.00	4748 A0204748	4/11/2014	\$12,000.00	Foundation	11626
Council on Foreign Relations <i>Annual Fund</i> \$ 5,000.00	4811 A0204811	4/29/2014	\$5,000.00	Other	11655
Domestic Abuse Women's Network <i>General Operating - Domestic Violence</i> \$ 10,000.00	4758 A0204758	4/25/2014	\$10,000.00	Foundation	11651
East African Community Services <i>Youth Education Program for East African elementary and middle-school students in King County.</i> \$ 10,000.00	4737 A0204737	4/11/2014	\$10,000.00	Foundation	11630
Eastern European Counseling Center <i>Immigrant Integration Counseling Center</i> \$ 7,000.00	4771 A0204771	4/25/2014	\$7,000.00	Foundation	11650
Evans Scholars Foundation <i>Par Club Membership</i> \$ 500.00	4812 A0204812	4/29/2014	\$500.00	Other	11656
Family Law CASA of King County <i>Court appointed special advocacy program - general operating</i> \$ 20,000.00	4774 A0204774	4/25/2014	\$10,000.00	Foundation	11649

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
First Place School General Operating Support \$ 20,000.00	4729 A0204729	4/3/2014	\$20,000.00	Foundation	11621
Gilda's Club of Seattle Family Cancer Support Program for children, teens and families touched by cancer. Report recvd 4/16/14. \$ 20,000.00	4443 A0204443	4/15/2014	\$10,000.00	Foundation	11616
Global Visionaries Fund Youth Board Program to engage youth to serve as leaders for GV and the wider community (create a full-time youth board manager). \$ 8,000.00	4734 A0204734	4/11/2014	\$8,000.00	Foundation	11628
Jefferson Teen Center Operating budget, including staff salaries, food and office supplies, as well as space rental. \$ 5,000.00	4724 A0204724	4/4/2014	\$5,000.00	Foundation	11613
Mountains to Sound Greenway Trust General Operating \$ 10,000.00	4751 A0204751	4/18/2014	\$10,000.00	Foundation	11639
National Multiple Sclerosis Society MS Navigators - Tiered Support Services \$ 25,000.00	4754 A0204754	4/18/2014	\$25,000.00	Foundation	11637
North Kitsap Schools Foundation Rolling Reader/STAR (Student Tutors Assisting Readers) College Grant Program. Report recvd 8/18/14. \$ 10,000.00	4755 A0204755	4/18/2014	\$5,000.00	Foundation	11636

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
Orca Relief Citizens Alliance <i>Draft a "Whale Protection Zone" (WPZ) on the west side of San Juan Island for Southern Resident Killer Whales</i> \$ 5,000.00	4727 A0204727	4/3/2014	\$5,000.00	Foundation	11622
Outdoors for All Foundation <i>General Operating - Outdoor programs and sports for disabled.</i> \$ 20,000.00	4741 A0204741	4/8/2014	\$20,000.00	Foundation	11624
Pacific Harbors Council, Boy Scouts of America <i>STEM Initiative to introduce youth to careers in Science, Technology, Engineering and Math</i> \$ 5,000.00	4747 A0204747	4/11/2014	\$5,000.00	Foundation	11627
Pediatric Interim Care Center <i>Infant withdrawal program for 3 infants - Cost \$9,030.00 each less reimbursed costs of \$15,096 = \$12,000. Report recvd 1/14/15</i> \$ 12,000.00	4735 A0204735	4/3/2014	\$12,000.00	Foundation	11618
School's Out Washington <i>"Feed Your Brain" - summer learning loss and summertime hunger - Communities of Need in South King County and other rural communities. Report recvd 9/29/14.</i> \$ 14,000.00	4752 A0204752	4/18/2014	\$14,000.00	Foundation	11640
Sean Humphrey House <i>Residential services for low-income adults living with HIV/AIDS Report recvd 9/8/14.</i> \$ 20,000.00	4760 A0204760	4/23/2014	\$10,000.00	Foundation	11644

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
Seattle Art Museum Annual Membership \$ 5,000.00	4797 A0204797	4/24/2014	\$5,000.00	Other	11642
Seattle Chamber Music Society 2014 Summer Festival and Community Engagement Programs. Report recvd 11/24/14 \$ 10,000.00	4757 A0204757	4/18/2014	\$10,000.00	Foundation	11635
Seattle Goodwill Industries Expand Adult Basic Education Program \$ 20,000.00	4764 A0204764	4/23/2014	\$20,000.00	Foundation	11647
Seattle Parks Foundation For Rainier Beach Urban Farm and Wetlands \$ 10,000.00	4778 A0204778	4/4/2014	\$10,000.00	Other	11614
Seward Park Audubon Center \$1M campaign to sustain and expand their science and nature programs. Report recvd 11/25/14. \$ 50,000.00	4745 A0204745	4/3/2014	\$50,000.00	Foundation	11623
Sherwood Community Services "Tech Step", assistive technology to help disabled communicating and inter-acting with others. \$ 5,000.00	4739 A0204739	4/11/2014	\$5,000.00	Foundation	11631
Shoreline-Lake Forest Park Arts Council Artists in Schools \$ 6,000.00	4762 A0204762	4/23/2014	\$6,000.00	Foundation	11646
Stanwood Community and Senior Center Capital improvements and renovations to exterior of Lincoln Hill Apartments - low income senior housing. \$ 5,000.00	4756 A0204756	4/23/2014	\$5,000.00	Foundation	11645

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
May 2014					
		Total April 2014 (38 items)	\$1,385,789.00		
Annual Catholic Appeal/Sacred Heart <i>Annual Catholic Appeal</i> \$ 10,000.00	4818 A0204818	5/5/2014	\$10,000.00	Other	11663
Centro Latino Ser-Jobs For Progress <i>Family Outreach - first generation non-English speaking Hispanics/Latinos</i> \$ 8,300.00	4775 A0204775	5/9/2014	\$8,300.00	Foundation	11665
Clover Park Technical College <i>\$2.5M Campaign to provide state of the art classrooms, advanced technology and training for the new Health Sciences Building, scholarship assistance, as well as on-line resources in the remodeled Learning Resource Center. Report recvd 10/23/14.</i> \$ 100,000.00	4674 A0204674	5/16/2014	\$100,000.00	Foundation Board	11671
Coastal Harvest <i>Purchase 3 new lifigates for their trailers to unload food Report recvd 9/22/14.</i> \$ 15,000.00	4782 A0204782	5/9/2014	\$15,000.00	Foundation	11659
Forterra <i>Restore historic barn at Morse Wildlife Preserve</i> \$ 5,000.00	4777 A0204777	5/9/2014	\$5,000.00	Foundation	11664
Kennedy High School <i>\$1.5 M Campaign Phase II - 3 classroom/labs in new science and lab facilities.</i> \$ 500,000.00	4730 A0204730	5/16/2014	\$500,000.00	Foundation Board	11672

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
Attain Housing General Operating Support \$ 10,000.00	4779 A0204779	5/9/2014	\$10,000.00	Foundation	11667
Peace Out Teen philanthropy training and education programs - 8 week sessions at Hidden Hills Site \$ 5,000.00	4785 A0204785	5/9/2014	\$5,000.00	Foundation	11661
Seattle Center Foundation Host a Seattle/King county Clinic with Remote Area Medical to provide dental, vision & medical free to the poor on October 23 to 26, 2014. Report recvd 12/16/14. \$ 30,000.00	4780 A0204780	5/9/2014	\$30,000.00	Foundation	11666
Senior Services of Island County Adult Day Service Program for social engagement for seniors with physical or cognitive impairments. \$ 5,000.00	4783 A0204783	5/9/2014	\$5,000.00	Foundation	11660
Solid Ground Critical services for residents of Sand Point housing who were formerly homeless. Report recvd 6/9/14 \$ 100,000.00	4651 A0204651	5/16/2014	\$100,000.00	Foundation Board	11670
Taproot Theatre Complete \$7.5M Deep Roots Campaign (\$5.036M building project of which they've raised \$5.6M) and expand service to youth with more Acting Studio Classes and to seniors with early stage memory loss with ongoing Improv Workshop. Report recvd 01/20/15. \$ 250,000.00	4640 A0204640	5/16/2014	\$250,000.00	Foundation Board	11669

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
June 2014					
Total May 2014 (12 items)			\$1,038,300.00		
Arthritis Foundation <i>KAT-FISH Camp for children affected by juvenile arthritis Report recvd 9/11/14</i> \$ 5,000.00	4788 A0204788	6/16/2014	\$5,000.00	Foundation	11685
Bike Works Seattle <i>Operating Grant Report recvd 9/15/2014</i> \$ 21,000.00	4790 A0204790	6/16/2014	\$7,000.00	Foundation	11686
Broadway Center for the Performing Arts <i>Education Outreach Programs for Pierce County students</i> \$ 10,000.00	4794 A0204794	6/16/2014	\$10,000.00	Foundation	11687
Chief Seattle Council, Boy Scouts of America <i>\$15 Million Campaign to build a new Leadership/Dining Hall at Camp Parsons & make major improvements at Camp Edwards Report recvd 9/25/14.</i> \$ 1,000,000.00	4717 A0204717	6/4/2014	\$949,725.00	Foundation Board	15,000 shares of Paccar @ \$63.315
Chief Seattle Council, Boy Scouts of America <i>\$15 Million Campaign to build a new Leadership/Dining Hall at Camp Parsons & make major improvements at Camp Edwards Report recvd 9/25/14.</i> \$ 1,000,000.00	4717 A0204717	6/5/2014	\$50,275.00	Foundation Board	11679 Combined with 15,000 shares of Paccar Stock @ \$63.315 = \$949,725.00

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
Child Care Resources <i>Special Connections Program for families with children with Autism Spectrum Disorder</i> \$ 10,000.00	4803 A0204803	6/16/2014	\$10,000.00	Foundation	11688
PATH <i>"New Technology Initiative" - Global Health Report recvd 9/15/14</i> \$ 1,000,000.00	4448 A0204448	6/5/2014	\$500,000.00	Foundation Board	11680
Potlatch Fund <i>\$40,000 for general operations and \$40,000 for completing LEAD program 2013 and 2014.</i> \$ 80,000.00	4392 A0204392	6/5/2014	\$40,000.00	Foundation Board	11681
Seattle's Union Gospel Mission <i>Programs and projects that seek to fill the gap caused by public funding cuts and growing needs. Report recvd 6/9/14.</i> \$ 200,000.00	4329 A0204329	6/5/2014	\$100,000.00	Foundation Board	11682
Teen Feed <i>General Operations</i> \$ 15,000.00	4791 A0204791	6/16/2014	\$15,000.00	Foundation	11689
YWCA of Olympia <i>"Other Bank" Program- provide hygiene items and expand to job training for unemployed women</i> \$ 8,000.00	4792 A0204792	6/16/2014	\$8,000.00	Foundation	11690
July 2014			Total June 2014 \$1,695,000.00 (11 items)		

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
Archdiocese of Seattle <i>Gap in Archdiocese funding for 3 W.A. State seminarians studying at The Pontifical North American College in Rome One-time grant. Out of Area.</i> \$ 7,500.00	4890 A0204890	7/8/2014	\$7,500.00	Foundation	11699
Assistance League of Everett <i>Operation School Bell</i> \$ 10,000.00	4802 A0204802	7/23/2014	\$10,000.00	Foundation	11706
Brain Injury Association of Washington <i>General Operations (In-person resource mgmt, state toll-free resource line, 20 support groups, survivor and caregiver support, etc)</i> \$ 10,000.00	4805 A0204805	7/23/2014	\$10,000.00	Foundation	11712
Children's Institute for Learning Differences <i>Campaign to build a new home Lost previous location leased from Seattle School District</i> \$ 250,000.00	4768 A0204768	7/15/2014	\$250,000.00	Foundation Board	11696
City Year Seattle/King County <i>Diplomas Now Program. Annual Report recvd 9/15/14.</i> \$ 20,000.00	4793 A0204793	7/31/2014	\$20,000.00	Foundation	11719
Eastside Academy <i>Program to provide at-risk youth at two campuses (Bellevue and Redmond) with high school education, addiction recovery, housing, mental health counseling, mentor relationships and alumni services</i> \$ 10,000.00	4817 A0204817	7/23/2014	\$10,000.00	Foundation	11709

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
The Federal Way Chorale <i>Christmas and Spring Concerts</i> \$ 3,000.00	4796 A0204796	7/23/2014	\$3,000.00	Foundation	11705
Free The Children <i>"We Act" program providing educators and students with comprehensive educational resources tied to common core standards.</i> \$ 50,000.00	4824 A0204824	7/31/2014	\$50,000.00	Foundation	11721
Hamlin Robinson School <i>Construction of a new school on an acre of land on Massachusetts Avenue South due to loss of 5 year lease at TT Minor from Seattle Public Schools.</i> \$ 2,000,000.00	4692 A0204692	7/24/2014	\$1,906,315.00	Foundation Board	29,000 shs Paccar Stock @ \$65.735
Hamlin Robinson School <i>Construction of a new school on an acre of land on Massachusetts Avenue South due to loss of 5 year lease at TT Minor from Seattle Public Schools.</i> \$ 2,000,000.00	4692 A0204692	7/28/2014	\$93,685.00	Foundation Board	11717 Final pymt on \$2M Pledge w/29,000 shs Paccar Stock
Historic Seattle <i>Restore Washington Hall for performances - Phase 3 -</i> \$ 50,000.00	4821 A0204821	7/31/2014	\$50,000.00	Foundation	11724
Holy Names Academy <i>Increase endowment by \$7M and \$1M for improved facilities</i> \$ 506,000.00	4569 A0204569	7/23/2014	\$461,335.00	Foundation Board	7,000 shs Paccar @ \$65.905
Holy Names Academy <i>Increase endowment by \$7M and \$1M for improved facilities</i> \$ 506,000.00	4569 A0204569	7/28/2014	\$44,665.00	Foundation Board	11716

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
Hunger Intervention Program <i>Hunger Intervention Program for low-income children when out of school (Operating Funding)</i> \$ 10,000.00	4823 A0204823	7/23/2014	\$10,000.00	Foundation	11704
Arlington Kids' Klostet <i>Provide clothing and hygiene essentials for low-income students in northern Snohomish County Includes the OSO slide victims</i> \$ 5,000.00	4806 A0204806	7/31/2014	\$5,000.00	Foundation	11720
North Kitsap Fishline <i>Construct a food storage warehouse on their site</i> \$ 20,000.00	4833 A0204833	7/31/2014	\$20,000.00	Foundation	11718
Northwest Harvest/Ecumenical Metropolitan Ministry <i>General Operations</i> \$ 25,000.00	4815 A0204815	7/23/2014	\$25,000.00	Foundation	11711
Port Gamble S'Klallam Foundation <i>Construction and erecting of two traditional welcoming poles - one for Heronswood Botanical Garden and one for Point Julia on Port Gamble Bay.</i> \$ 5,000.00	4808 A0204808	7/23/2014	\$5,000.00	Foundation	11713
Rising Out of the Shadows <i>General Operating Report recvd 01/05/15.</i> \$ 30,000.00	4508 A0204508	7/15/2014	\$15,000.00	Foundation	11694
Sacred Heart Church <i>Capital Campaign to construct a modular building to replace 90 year old brick building deemed unsafe</i> \$ 10,000.00	4809 A0204809	7/23/2014	\$10,000.00	Foundation	11707

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
Seattle Children's Theatre Annual Program cost. Report recvd 8/18/2014. \$ 30,000.00	4501 A0204501	7/15/2014	\$15,000.00	Foundation	11695
Smithsonian Support \$ 5,000.00	4902 A0204902	7/24/2014	\$5,000.00	Other	11714
Street Youth Ministries Life skills, resources, and relationships for homeless, street-involved youth, ages 13-26. \$ 10,000.00	4807 A0204807	7/23/2014	\$10,000.00	Foundation	11710
Tacoma-Pierce County Blood Bank Purchase a new bloodmobile and refurbish 4 others. \$ 25,000.00	4829 A0204829	7/31/2014	\$25,000.00	Foundation	11722
Washington Business Week Summer Enrichment Program for high school youth at 4 colleges across Washington State. \$ 10,000.00	4831 A0204831	7/31/2014	\$10,000.00	Foundation	11723
World Vision ,U.S. Programs PNW Provide school supplies to Puget Sound Students in A0204814 poverty through their Teacher Resource Center. \$ 10,000.00	4814 A0204814	7/23/2014	\$10,000.00	Foundation	11708
Total July 2014 (26 items)			\$3,081,500.00		
August 2014					
Crisis Clinic Teen Link Program \$ 10,000.00	4834 A0204834	8/22/2014	\$10,000.00	Foundation	11736

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
Friends of the Point Roberts Library <i>New Whatcom County Branch Library in Point Roberts, WA Renovation of Julius Firehall</i> \$ 25,000.00	4885 A0204885	8/26/2014	\$25,000.00	Foundation	11741
Islandwood <i>School Overnight Program</i> \$ 15,000.00	4841 A0204841	8/22/2014	\$15,000.00	Foundation	11737
Puget Sound Christian Clinic <i>Build out a new dental clinic in existing building in Lynnwood</i> \$ 35,000.00	4813 A0204813	8/26/2014	\$35,000.00	Foundation	11739
Readiness To Learn Whidbey Foundation <i>Homework Club</i> \$ 5,000.00	4838 A0204838	8/22/2014	\$5,000.00	Foundation	11735
Safe Futures Youth Center <i>General Operating support - prevention and intervention plus develop leadership and social skills for youth</i> \$ 5,000.00	4826 A0204826	8/22/2014	\$5,000.00	Foundation	11732
Stanford University <i>Hoover House Circle</i> \$ 100,000.00	4914 A0204914	8/4/2014	\$100,000.00	Other	11726
WA. State Holocaust Education Resource Center <i>Build out and furnish a Holocaust Education Resource Center</i> \$ 15,000.00	4862 A0204862	8/26/2014	\$15,000.00	Foundation	11740
Washington Policy Center <i>2014 Annual Dinner Charitable Portion</i> \$ 14,100.00	4934 A0204934	8/20/2014	\$14,100.00	Other	11729

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
Way Back Inn General Operating \$ 5,000.00	4840 A0204840	8/22/2014	\$5,000.00	Foundation	11733
World Affairs Council Global Classroom reaching teachers and students via bi-weekly newsletters, workshops, community events and youth leadership programs. \$ 10,000.00	4843 A0204843	8/22/2014	\$10,000.00	Foundation	11734
September 2014			Total August 2014 \$239,100.00 (11 items)		
The Arc of Whatcom County "Parent Coalition Program" - assist parents or caregivers of children and adults with developmental disabilities access services provided by public and community organizations \$ 5,000.00	4853 A0204853	9/9/2014	\$5,000 00	Foundation	11750
Auburn Youth Resources Exterior painting of Severson House which provides 2 transitional housing units for 2 homeless youth and offices for housing program staff \$ 12,000.00	4848 A0204848	9/9/2014	\$12,000.00	Foundation	11747
Bellingham Food Bank \$2.25 Million Capital Campaign to build an addition to their facility \$ 300,000.00	4488 A0204488	9/19/2014	\$276,368.00	Foundation Board	9/19/14 4,600 shs of Paccar @ 60.08

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
Bellingham Food Bank <i>\$2.25 Million Capital Campaign to build an addition to their facility</i> \$ 300,000.00	4488 A0204488	9/26/2014	\$23,632.00	Foundation Board	11759
Communities In Schools of Washington <i>Support for 10 CIS affiliates at 10 schools and state office to encourage at-risk students to stay in school.</i> \$ 75,000.00	4942 A0204942	9/26/2014	\$25,000.00	Foundation	11756
Domestic Violence & Sexual Assault Services of Whatcom County <i>Building Accessibility Project - expand waiting room size, lower reception counter, increase doorway widths, replace turn door handles to push levers, remodel restrooms.</i> \$ 10,000.00	4844 A0204844	9/5/2014	\$10,000.00	Foundation	11742
Elizabeth Gregory Home <i>Health and Wellness Program for homeless women.</i> \$ 10,000.00	4850 A0204850	9/9/2014	\$10,000.00	Foundation	11749
Lifelong AIDS Alliance <i>Purchase refrigeration equipment for Chicken Soup Brigade's new meal production kitchen facility.</i> \$ 30,000.00	4847 A0204847	9/9/2014	\$30,000.00	Foundation	11748
Peace for the Streets by Kids from the Streets <i>Increase capacity to reach and serve more homeless youth and young adults.</i> \$ 10,000.00	4849 A0204849	9/9/2014	\$10,000.00	Foundation	11746

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
Safe Harbor Free Clinic <i>Accommodate new leased space for their clinic</i> \$ 6,000.00	4852 A0204852	9/9/2014	\$6,000.00	Foundation	11745
Thurston County Food Bank <i>\$3.5 Million capital campaign to:</i> <i>1. Complete purchase & outfit of warehouse and</i> <i>2. Remodel existing client services building in</i> <i>downtown Olympia.</i> \$ 25,000.00	4875 A0204875	9/26/2014	\$25,000.00	Foundation	11757
October 2014			<u>\$433,000.00</u>		
<i>Total September 2014</i> <i>(11 items)</i>					
Amara Parenting & Adoption Services <i>Foster Adoption Program</i> \$ 20,000.00	4859 A0204859	10/3/2014	\$20,000.00	Foundation	11762
Banchero Friends Services <i>Complete Window Replacement at Midvale</i> <i>Apartments</i> \$ 10,000.00	4883 A0204883	10/31/2014	\$10,000.00	Foundation	11789
Catholic Housing Services of Western Washington 4925 <i>General operating support to include 70 programs</i> A0204925 <i>with protection and care of children and families,</i> <i>emergency assistance of food, clothing, & shelter</i> <i>of homeless, permanent housing, and services to</i> <i>fragile and disabled elders.</i> \$ 3,000,000.00		10/9/2014	\$1,009,896.00	Foundation Board	17,400 shares of Paccar @ \$58.04
Chief Seattle Council, Boy Scouts of America 4952 <i>2014 Auction</i> A0204952 \$ 10,000.00		10/8/2014	\$10,000.00	Other	11771

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
Childhaven \$500,000 for purchase of van and \$500,000 for Endowment Fund. \$ 500,000.00	4878 A0204878	10/9/2014	\$481,732.00	Foundation Board	8,300 shs Paccar Stock @ \$58.04
Childhaven \$500,000 for purchase of van and \$500,000 for Endowment Fund. \$ 500,000.00	4878 A0204878	10/17/2014	\$18,268.00	Foundation Board	11781
Citrine Health Bra Shop: Supportive Solutions for Every Body \$ 7,000.00	4865 A0204865	10/8/2014	\$7,000.00	Foundation	11773
Community For Youth General Operating support for mentoring youth to improve life skills. \$ 7,000.00	4855 A0204855	10/3/2014	\$7,000.00	Foundation	11764
Community Psychiatric Clinic Purchase furniture for new 21 unit Valor Apartments for homeless veterans \$ 15,000.00	4857 A0204857	10/8/2014	\$15,000.00	Foundation	11775
Compass Housing Alliance Construction of new center for homeless in South Lake Union neighborhood (referred to as Compass on Dexter). \$ 15,000.00	4891 A0204891	10/10/2014	\$15,000.00	Foundation	11776
Food Lifeline Have a new "Hunger Solution Center" built under a 2 year lease-to-purchase agreement. \$ 3,000,000.00	4863 A0204863	10/9/2014	\$1,015,700.00	Foundation Board	10/9/14 17,500 shs of Paccar Stock @ \$58.04

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
Fulcrum Foundation <i>Report of Fulcrum reviewed by Norcliffe Board at meeting 1/9/2014. Approved for funding an Operating Grant for Catholic "School in Need" K thru 8 at \$600,000 per year for 5 years, subject to review and approval of which schools were funded and how much</i> \$ 3,000,000.00	4716 A0204716	10/9/2014	\$551,380.00	Foundation Board	2nd Payment 9,500 shs of Paccar Stock @ \$58.04
Fulcrum Foundation <i>Report of Fulcrum reviewed by Norcliffe Board at meeting 1/9/2014. Approved for funding an Operating Grant for Catholic "School in Need" K thru 8 at \$600,000 per year for 5 years, subject to review and approval of which schools were funded and how much</i> \$ 3,000,000.00	4716 A0204716	10/17/2014	\$48,620.00	Foundation Board	11783 2nd pymt with 9,500 shs of Paccar Stock
Heritage University <i>Because of a 7/12/12 fire destroying Petrie Hall, they have a two phase \$16 M reconstruction project.</i> \$ 2,000,000.00	4889 A0204889	10/9/2014	\$998,288.00	Foundation Board	17,200 shs of Paccar Stock @ \$58.04
Heritage University <i>Because of a 7/12/12 fire destroying Petrie Hall, they have a two phase \$16 M reconstruction project.</i> \$ 2,000,000.00	4889 A0204889	10/17/2014	\$1,712.00	Foundation Board	11782 1st Pymt w/17,200 shares of Paccar Stock @ \$58.04
Imagine Housing <i>Construction and Renovation \$2.5M Capital Campaign to allocate \$250,000 to build new housing, establish \$1.5M fund to make loans for property repairs that will be repaid and \$500,000 over 5 years for their supportive service program.</i> \$ 250,000.00	4828 A0204828	10/9/2014	\$237,964.00	Foundation Board	4,100 shs of Paccar Stock @ \$58.04 or 237,964.00

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
Imagine Housing <i>Construction and Renovation \$2.5M Capital Campaign to allocate \$250,000 to build new housing, establish \$1.5M fund to make loans for property repairs that will be repaid and \$500,000 over 5 years for their supportive service program. \$ 250,000.00</i>	4828 A0204828	10/17/2014	\$12,036.00	Foundation Board	11779
Independent Colleges of Washington <i>\$30,000 over 2 years for scholarship fund and a one-time gift of \$5,000 for 2014 Ethics Bowl - an evening of recognition and celebration. Report recvd 11/3/2014. \$ 30,000.00</i>	4555 A0204555	10/8/2014	\$15,000.00	Foundation	11772 Nothing for sponsorships
International Community Health Services <i>Construct a new medical dental clinic in Shoreline, WA. \$ 1,000,000.00</i>	4820 A0204820	10/20/2014	\$962,551.00	Foundation Board	16,600 shares of Paccar @ \$57.985
International Community Health Services <i>Construct a new medical dental clinic in Shoreline, WA. \$ 1,000,000.00</i>	4820 A0204820	10/27/2014	\$37,449.00	Foundation Board	11788 With 16,600 shares of Paccar @ \$57.985
Joyce Community Education Foundation <i>Upgrades to an accelerated reading program. \$ 5,000.00</i>	4861 A0204861	10/8/2014	\$5,000.00	Foundation	11774
Kindering Center <i>Replicate Early Intervention Program and establish first satellite site in Bothell \$ 350,000.00</i>	4886 A0204886	10/9/2014	\$336,632.00	Foundation Board	5,800 shs Paccar Stock @ \$58.04

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
Kinderling Center <i>Replicate Early Intervention Program and establish first satellite site in Bothell</i> \$ 350,000.00	4886 A0204886	10/17/2014	\$13,368.00	Foundation Board	11780
MultiCare Health System Foundations <i>3 Year \$30 Million Campaign to build a new NICU, a new PICU and a new Medical/Surgical Unit.</i> \$ 250,000.00	4871 A0204871	10/9/2014	\$232,160.00	Foundation Board	4,000 shs of Paccar Stock @ 58.04
MultiCare Health System Foundations <i>3 Year \$30 Million Campaign to build a new NICU, a new PICU and a new Medical/Surgical Unit.</i> \$ 250,000.00	4871 A0204871	10/17/2014	\$17,840.00	Foundation Board	11787 \$250,000 Pledge w/4,000 shs of Paccar Stock
The Nature Conservancy <i>Acquire 8,021 acres of 3 tracts of forested land in the Queets and Hoh River valleys Report recvd 12/4/14.</i> \$ 511,180.00	4744 A0204744	10/9/2014	\$261,180.00	Foundation Board	1st pymt 4,500 shs of Paccar @ 58.04
Neighborhood House <i>No Wrong Door Programming Pathways to economic, independence thru employment, housing, financial empowerment and case management.</i> \$ 20,000.00	4854 A0204854	10/3/2014	\$20,000.00	Foundation	11763
North Helpline <i>General Operating support (North Seattle, Shoreline, Lake City and Lake Forest Park.</i> \$ 5,000.00	4874 A0204874	10/3/2014	\$5,000.00	Foundation	11768

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
Operation Nightwatch Shelter and Support Services \$ 10,000.00	4880 A0204880	10/31/2014	\$10,000.00	Foundation	11790
Pioneer Human Services Redesign of outdoor recreational space at Spruce Street Inn - residential facility for at-risk youth. \$ 8,000.00	4856 A0204856	10/3/2014	\$8,000.00	Foundation	11765
SeaShare General Operating \$ 15,000.00	4877 A0204877	10/31/2014	\$15,000.00	Foundation	11791
Seattle Public Library Foundation Fund growth of the Library's existing youth programs and initiate new programs. \$ 2,000,000.00	4919 A0204919	10/9/2014	\$249,572.00	Foundation Board	4,300 shs Paccar Stock @ \$58.04
Seattle Public Library Foundation Fund growth of the Library's existing youth programs and initiate new programs. \$ 2,000,000.00	4919 A0204919	10/17/2014	\$250,428.00	Foundation Board	11778 1st pymt with 4,300 shares Paccar Stock
Washington State Coalition Against Domestic Violence General Operating \$ 20,000.00	4876 A0204876	10/10/2014	\$20,000.00	Foundation	11777
Wonderland Development Center General operating for in-home therapy, parent education, community Play & Learn groups, summer camps etc. for children with developmental delays \$ 10,000.00	4869 A0204869	10/3/2014	\$10,000.00	Foundation	11770

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
Zeno MATH programming for 29 Western Washington elementary schools. Report recvd 11/12/14 \$ 10,000.00	4866 A0204866	10/3/2014	\$10,000.00	Foundation	11769
Total October 2014 (36 items)			\$6,938,776.00		
November 2014					
Eastside Friends of Seniors Senior Outreach Program - recruit, screen, train, and mobilize volunteers to aid disabled, low-income and isolated seniors, living in their own homes Report recvd 1/5/15. \$ 5,000.00	4920 A0204920	11/30/2014	\$5,000.00	Foundation	11822
HopeCentral Behavioral health strategy for homeless children living at Seattle's Union Gospel Mission - "Hope Place Shelter". This is a contract between the two organizations \$ 10,000.00	4946 A0204946	11/30/2014	\$10,000.00	Foundation	11824
Assistance League of Bellingham Purchase new school clothing for low-income primary school children "Operation School Bell". Report recvd 11/19/14. \$ 10,000.00	4609 A0204609	11/11/2014	\$5,000.00	Foundation	11795
Bellevue Arts Museum Imagination Stations allowing museum goers to touch, play, create and learn with tactile materials \$ 5,000.00	4898 A0204898	11/18/2014	\$5,000.00	Foundation	11813

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
Bellingham Childcare & Learning Center Early Childhood Education Services \$ 5,000.00	4915 A0204915	11/18/2014	\$5,000.00	Foundation	11819
Community Homes, Inc. Support for annual program expenses - food \$100,000, utilities \$54,000, maintenance, insurance and taxes \$63,300. \$ 10,000.00	4906 A0204906	11/18/2014	\$10,000.00	Foundation	11807
Crohn's & Colitis Foundation of America - NW Region Weeklong Summer Camp for children living with Crohn's disease and ulcerative colitis. Report recvd 1/5/15. \$ 5,000.00	4940 A0204940	11/30/2014	\$5,000.00	Foundation	11826
Downtown Emergency Service Center Operating Support \$ 10,000.00	4918 A0204918	11/30/2014	\$10,000.00	Foundation	11823
Eastside Legal Assistance Program Family Law Fellowship - free legal aid to domestic violence survivors who are 200% below poverty guidelines. \$ 5,000.00	4917 A0204917	11/18/2014	\$5,000.00	Foundation	11820
Edmonds Community College Foundation Furniture, materials, and supplies for Veteran Resource Center. \$ 5,000.00	4937 A0204937	11/18/2014	\$5,000.00	Foundation	11809

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
Friends of the Children Seattle <i>Mentoring program for youth in high risk environments for 12 and 1/2 years thru high school graduation. Mentors are salaried.</i> \$ 5,000.00	4897 A0204897	11/18/2014	\$5,000.00	Foundation	11814
The Funhouse Commons <i>Afterschool and summer Ninja Camp programs</i> \$ 5,000.00	4926 A0204926	11/30/2014	\$5,000.00	Foundation	11825
Hilltop Artists in Residence <i>After School Program</i> \$ 5,000.00	4908 A0204908	11/18/2014	\$5,000.00	Foundation	11805
Jefferson County Historical Society <i>General Operating over 3 years.</i> \$ 15,000.00	4622 A0204622	11/11/2014	\$5,000.00	Foundation	11796
Jumping Mouse Children's Center <i>Connect for Kids project to improve quality of life for youth and their caregivers in their rural area, i.e. Facilitate 4 short-term seminars for 50 teachers/educators, Employ a half-time social worker, and Host quarterly lunch program for community leade</i> \$ 10,000.00	4892 A0204892	11/11/2014	\$10,000.00	Foundation	11800
Mercy Housing Northwest <i>General Operating to assist agency to develop affordable housing. Report recvd 10/14/14.</i> \$ 50,000.00	4605 A0204605	11/11/2014	\$25,000.00	Foundation	11797 Not to go to Housing Development Opportunity Fund
The Olympia Free Clinic <i>General Operations</i> \$ 6,000.00	4900 A0204900	11/18/2014	\$6,000.00	Foundation	11817

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
Plymouth Housing Group <i>Construction of Sylvia's Place & Haddon Hall Renovation</i> \$ 100,000.00	4905 A0204905	11/14/2014	\$100,000.00	Foundation Board	11803
Post-Prison Education Program <i>Broaden outreach programs for inmates to reduce recidivism.</i> \$ 20,000.00	4888 A0204888	11/18/2014	\$20,000.00	Foundation	11804
Real Change <i>General Operating Support</i> \$ 10,000.00	4931 A0204931	11/30/2014	\$10,000.00	Foundation	11827
Safeplace <i>General Operating</i> \$ 10,000.00	4899 A0204899	11/18/2014	\$10,000.00	Foundation	11811
Senior Center of West Seattle <i>Help keep their vans and cars on the road to help seniors get to their destinations</i> \$ 10,000.00	4904 A0204904	11/18/2014	\$10,000.00	Foundation	11818
The Service Board <i>Core Winter Program - mentoring youth program, focusing on social justice, community building and youth leadership</i> \$ 6,000.00	4896 A0204896	11/18/2014	\$6,000.00	Foundation	11815
The Sophia Way <i>Operating Expenses</i> \$ 10,000.00	4907 A0204907	11/18/2014	\$10,000.00	Foundation	11806

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
Southwest Youth and Family Services "New Futures" After School, Summer and Youth Development Programs \$ 10,000.00	4884 A0204884	11/11/2014	\$10,000.00	Foundation	11801
University Presbyterian Church Support Language Institute over 2 years. Report recvd 5/19/2014. \$ 12,000.00	4575 A0204575	11/11/2014	\$6,000.00	Foundation	11798
Washington Food Coalition Annual 3-day Conference \$ 10,000.00	4910 A0204910	11/18/2014	\$10,000.00	Foundation	11808
Washington State University Foundation Develop Affordable Desktop Learning Modules to facilitate transformational learning. \$ 60,444.00	4643 A0204643	11/11/2014	\$30,222.00	Foundation	11799
Wellspring Family Services Cost of opening a 5th and final classroom in their Early Learning Center for 40 homeless children. \$ 50,000.00	4913 A0204913	11/18/2014	\$25,000.00	Foundation	11816
Year Up Puget Sound General Operations \$ 10,000.00	4901 A0204901	11/18/2014	\$10,000.00	Foundation	11810
Total November 2014 (30 items)			\$383,222.00		
Grand Total (247 items)			\$22,044,387.00		

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
Southwest Youth and Family Services "New Futures" After School, Summer and Youth Development Programs \$ 10,000.00	4884 A0204884	11/11/2014	\$10,000.00	Foundation	11801
University Presbyterian Church Support Language Institute over 2 years. Report rec'd 5/19/2014. \$ 12,000.00	4575 A0204575	11/11/2014	\$6,000.00	Foundation	11798
Washington Food Coalition Annual 3-day Conference \$ 10,000.00	4910 A0204910	11/18/2014	\$10,000.00	Foundation	11808
Washington State University Foundation Develop Affordable Desktop Learning Modules to facilitate transformational learning. \$ 60,444.00	4643 A0204643	11/11/2014	\$30,222.00	Foundation	11799
Wellspring Family Services Cost of opening a 5th and final classroom in their Early Learning Center for 40 homeless children \$ 50,000.00	4913 A0204913	11/18/2014	\$25,000.00	Foundation	11816
Year Up Puget Sound General Operations \$ 10,000.00	4901 A0204901	11/18/2014	\$10,000.00	Foundation	11810
Total November 2014 (30 items)			\$383,222.00		
			\$22,044,387 - TOTAL		

THE NORCLIFFE FOUNDATION OUTSTANDING MAJOR PLEDGES 11/30/2014

	<u>REMAINING</u>	
CATHOLIC COMMUNITY SERVICES (\$3,000,000/3 yrs)	\$ 1,990,104/2 yrs	10/9/15 & 10/9/16
CENTER FOR WOODEN BOATS (\$1,000,000/1 yr)	1,000,000/1 yr	Permit & start of const by 06/30/16
COMMUNITIES IN SCHOOLS (\$75,000/3 yrs)	50,000/2 yrs	9/26/15, 9/26/16
CORNISH COLLEGE OF ARTS (\$500,000/1 yr)	500,000/1 yr	Permit & start of const. by 9/30/15
EL CENTRO DE LA RAZA (\$500,000/1 yr)	500,000/1 yr	Permit & start of const. by 12/31/2015
FOOD LIFELINE (\$3,000,000/3 yrs)	1,984,300/2 yrs	10/9/15 & 10/9/16
FULCRUM FOUNDATION (\$3,000,000/5 yrs)	1,800,000/3 yrs	Sept. Ea year subject to approval of how much ea school recvd
HERITAGE UNIVERSITY (2,000,000/2 yrs)	1,000,000/1 yr	10/17/15
SALVATION ARMY/Eastside Corps (\$500,000/1 yr)	500,000/1 yr	Upon permit & start of const. by 12/31/15
SEATTLE PARKS FOUNDATION (\$100,000/1 yr)	100,000/1 yr	Upon permit & start of const. 6/30/2015
SEATTLE PUBLIC LIBRARY (\$4M/4 yrs)	1,500,000/3 yrs	\$500,000 10/9/15 & \$1M – 2 yrs upon raising \$3.5M by 10/31/16
SOCIETY OF JESUS, Oregon Province (\$500,000/5 yrs)	300,000/3yrs	1/13/16, 17 & 18
STANFORD UNIVERSITY (\$10 Million/5 yrs)	8,000,000/4 yrs	1/13/15, 16, 17, & 18
THE NATURE CONSERVANCY (\$500,000/2 yrs)	238,820/1 yr	10/09/15
UNIVERSITY DIST. FOOD BANK (\$500,000/1 yr)	500,000/1 yr	Permit & start of const by by 7/31/2015
VILLAGE GREEN FOUNDATION (\$500,000/1 yr)	500,000/1 yr	Permit & start of const by 12/31/2015

\$ 20,463,224/4 yrs

2015	8,963,820
2016	6,699,404
2017	2,700,000
2018	<u>2,100,000</u>
	\$ 18,463,224