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 instructions is at *www.irs.gov/form990pf*.**

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014, or tax year beginning 01-01-2014 , and ending 12-31-2014

Name of foundation
The MacRae Foundation

A Employer identification number
91-2001720

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
3251 W Mercer Way

B Telephone number (see instructions)
(206) 232-6040

City or town, state or province, country, and ZIP or foreign postal code
Mercer Island, WA 98040

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)*▶$ 2,755,449

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

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

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

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	90,260	90,122		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	176,159			
	b	Gross sales price for all assets on line 6a 2,564,248				
	7	Capital gain net income (from Part IV, line 2)		176,159		
	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) (attach schedule)				
	11	Other income (attach schedule)	1,146	1,146		
	12	**Total.** Add lines 1 through 11	267,565	267,427		
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 (attach schedule)				
	b	Accounting fees (attach schedule)	3,000	0		3,000
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	3,386	3,386		0
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	33,308	33,283		25
	24	**Total operating and administrative expenses.** Add lines 13 through 23	39,694	36,669		3,025
	25	Contributions, gifts, grants paid	146,500			146,500
	26	**Total expenses and disbursements.** Add lines 24 and 25	186,194	36,669		149,525
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	81,371			
	b	**Net investment income** (if negative, enter -0-)		230,758		
	c	**Adjusted net income** (if negative, enter -0-)				

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

			Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	312,202	169,462	169,462
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	1,942	509	
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	596,030	618,167	594,673
	c	Investments—corporate bonds (attach schedule)	903,039	828,047	810,347
	11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	782,841	1,061,240	1,180,967
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	2,596,054	2,677,425	2,755,449
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	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 ▶ ☑ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	2,596,054	2,677,425	
	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** (see instructions)	2,596,054	2,677,425	
	31	**Total liabilities and net assets/fund balances** (see instructions)	2,596,054	2,677,425	

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	2,596,054
2	Enter amount from Part I, line 27a	2	81,371
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	2,677,425
5	Decreases not included in line 2 (itemize) ▶	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,677,425

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

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

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	176,159
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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 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))
2013	143,217	2,683,406	0 053371
2012	136,914	2,595,324	0 052754
2011	134,500	2,612,711	0 051479
2010	127,669	2,488,579	0 051302
2009	114,782	2,274,271	0 050470

2	**Total** of line 1, column (d).	2	0 259376
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 051875
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.	4	2,806,611
5	Multiply line 4 by line 3.	5	145,593
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	2,308
7	Add lines 5 and 6.	7	147,901
8	Enter qualifying distributions from Part XII, line 4.	8	149,525

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ____________ **(attach copy of letter if necessary–see instructions)**			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b		1	2,308
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	2,308
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	2,308
6	Credits/Payments			
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a 2,840		
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	2,840
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	532
11	Enter the amount of line 10 to be **Credited to 2015 estimated tax** ▶ 532 **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?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ 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		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶WA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	10		No

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

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

Website address ▶N/A

14 The books are in care of ▶Caroline Jill Davis Telephone no ▶(206) 321-9119

Located at ▶3251 W Mercer Way Mercer Island WA ZIP +4 ▶98040

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 |

			Yes	No
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
	See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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)?	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 2014?	1c		No
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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2014 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 2014.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b		No

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? (see instructions) ☐ Yes ☑ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

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

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

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
Caroline Jill Davis 8030 SE 20th Street Mercer Island, WA 98040	Director, President 0 00	0	0	0
Lesley A Poole 4711 89th Avenue SE Mercer Island, WA 98040	Director, VP, Secretary 0 00	0	0	0
Lissa M Tripp 19202 N Leslie Lane Colbert, WA 99005	Director, Treasurer 0 00	0	0	0

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

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

Total number of other employees paid over $50,000 ▶ 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 (see instructions). If none, enter "NONE".

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

Total number of others receiving over $50,000 for professional services . . . . ▶	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	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
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	2,703,012
b	Average of monthly cash balances	1b	146,339
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	2,849,351
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	2,849,351
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	42,740
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,806,611
6	**Minimum investment return.** Enter 5% of line 5	6	140,331

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	140,331
2a	Tax on investment income for 2014 from Part VI, line 5 — 2a: 2,308		
b	Income tax for 2014 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	2,308
3	Distributable amount before adjustments Subtract line 2c from line 1	3	138,023
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	138,023
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	138,023

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	149,525
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	149,525
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	2,308
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	147,217

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				138,023
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only.			0	
b Total for prior years 20___, 20___, 20___		0		
3 Excess distributions carryover, if any, to 2014				
a From 2009. 2,410				
b From 2010. 4,335				
c From 2011. 24,661				
d From 2012. 11,869				
e From 2013. 14,683				
f **Total** of lines 3a through e.	57,958			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ $ 149,525				
a Applied to 2013, but not more than line 2a			0	
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 2014 distributable amount.				138,023
e Remaining amount distributed out of corpus	11,502			
5 Excess distributions carryover applied to 2014 *(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	69,460			
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 2013 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions) . . .	2,410			
9 **Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a	67,050			
10 Analysis of line 9				
a Excess from 2010. . . . 4,335				
b Excess from 2011. . . . 24,661				
c Excess from 2012. . . . 11,869				
d Excess from 2013. . . . 14,683				
e Excess from 2014. . . . 11,502				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling. . . . . . . ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2014	**(b)** 2013	**(c)** 2012	**(d)** 2011	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon **a** "Assets" alternative test—enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

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

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

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

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

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* See Additional Data Table				
Total . . . . ▶ **3a**				146,500
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	90,260	
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			14	1,146	
8 Gain or (loss) from sales of assets other than inventory			18	176,159	
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		267,565	0

13 Total. Add line 12, columns (b), (d), and (e) 13 267,565

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

******	2015-05-13	******	May the IRS discuss this return with the preparer shown below (see instr)? ☑ Yes ☐ No
Signature of officer or trustee	Date	Title	

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
Donald W Stetson				P00742848

Firm's name ▶ Stetson Koenes PLLC

Firm's EIN ▶ 91-1693046

Firm's address ▶ 155 108th Avenue NE Suite 320 Bellevue, WA 980045901

Phone no (425)635-1196

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
ABBOTT LABORATORIES - 25 000 SHS		2013-09-23	2014-11-03
ALPS ETF TR - 139 000 SHS		2013-10-09	2014-11-03
ALPS ETF TR - 513 000 SHS		2013-10-17	2014-11-03
BARCLAYS BANK PLC - 141 000 SHS		2014-03-11	2014-11-03
BRISTOL MYERS SQUIBB CO - 18 000 SHS		2014-08-22	2014-11-03
COLGATE PALMOLIVE COMPANY - 293 000 SHS		2013-10-31	2014-06-04
CREDIT SUISSE NASSAU BRH - 66 000 SHS		2012-09-12	2014-11-03
CVS HEALTH CORPORATION - 21 000 SHS		2013-10-31	2014-11-03
DEUTSCHE X TRACKERS MSCI EAFE - 120 000 SHS		2014-04-09	2014-11-03
DISCOVER FINANCIAL SERVICES - 22 000 SHS		2013-06-06	2014-11-03

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
1,082		880	202
3,489		3,406	83
12,877		12,666	211
4,432		3,835	597
1,037		902	135
19,739		19,024	715
2,295		1,607	688
1,811		1,311	500
3,351		3,229	122
1,406		1,054	352

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			202
			83
			211
			597
			135
			715
			688
			500
			122
			352

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
DOLLAR TREE INC - 18 000 SHS		2014-06-25	2014-11-03
DOLLAR TREE INC - 377 000 SHS		2013-03-26	2014-01-07
FIRST TRUST ETF NYSE ARCA - 223 000 SHS		2014-05-28	2014-09-11
FIRST TRUST EXCHANGE TRADED - 1,761 000 SHS		2014-02-21	2014-11-13
FIRST TRUST EXCHANGE TRADED - 217 000 SHS		2014-02-21	2014-11-03
FLEXSHARES TR - 129 000 SHS		2013-10-31	2014-11-03
FLEXSHARES TR - 862 000 SHS		2013-10-31	2014-08-05
GENERAL ELECTRIC CAPITAL CORP - 36 000000 SHS		2011-09-09	2014-02-25
GENERAL MILLS INC - 393 000 SHS		2014-02-14	2014-09-25
GLOBAL X FDS - 1,441 000 SHS		2014-06-25	2014-12-03

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
1,093		970	123
21,368		18,104	3,264
20,492		17,156	3,336
48,166		42,997	5,169
5,900		5,298	602
4,620		4,164	456
29,525		27,827	1,698
37,704		36,276	1,428
19,719		19,523	196
19,642		25,779	-6,137

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			123
			3,264
			3,336
			5,169
			602
			456
			1,698
			1,428
			196
			-6,137

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
GLOBAL X FDS - 1,639 000 SHS		2014-07-21	2014-12-03
GLOBAL X FDS - 155 000 SHS		2014-06-25	2014-11-03
GLOBAL X FDS - 184 000 SHS		2013-08-07	2014-11-03
GUGGENHEIM INSIDER SENTIMENT - 306 000 SHS		2013-10-23	2014-05-08
ISHARES 1 -3 YEAR CREDIT BOND - 16 000 SHS		2013-11-12	2014-11-03
ISHARES 1 -3 YEAR CREDIT BOND - 24 000 SHS		2013-11-12	2014-10-17
ISHARES 1 -3 YEAR CREDIT BOND - 27 000 SHS		2013-11-12	2014-10-17
ISHARES 1 -3 YEAR CREDIT BOND - 29 000 SHS		2013-11-12	2014-11-03
ISHARES 1 -3 YEAR CREDIT BOND - 474 000 SHS		2013-03-13	2014-10-17
ISHARES 1 -3 YEAR CREDIT BOND - 525 000 SHS		2013-01-16	2014-10-17

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
22,341		28,865	-6,524
2,289		2,773	-484
3,592		2,750	842
14,342		13,602	740
1,684		1,686	-2
2,532		2,530	2
2,849		2,852	-3
3,052		3,065	-13
50,009		50,083	-74
55,390		55,495	-105

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-6,524
			-484
			842
			740
			-2
			2
			-3
			-13
			-74
			-105

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
ISHARES CORE MSCI EMERGING - 536 000 SHS		2014-09-11	2014-11-06
ISHARES CORE MSCI EMERGING - 551 000 SHS		2014-09-11	2014-12-23
ISHARES CORE MSCI EMERGING - 719 000 SHS		2014-08-05	2014-11-06
ISHARES CORE MSCI EMERGING - 89 000 SHS		2014-08-05	2014-11-03
ISHARES IBOXX HIGH YIELD - 280 000 SHS		2012-06-07	2014-08-01
ISHARES INC MSCI AUSTRALIA ETF - 1,382 000 SHS		2014-04-25	2014-12-23
ISHARES INC MSCI AUSTRALIA ETF - 53 000 SHS		2014-04-25	2014-11-03
ISHARES MSCI ALL COUNTRY ASIA - 31 000 SHS		2014-08-06	2014-11-03
ISHARES MSCI ALL COUNTRY ASIA - 455 000 SHS		2013-10-10	2014-02-21
ISHARES MSCI ALL COUNTRY ASIA - 630 000 SHS		2014-08-06	2014-12-23

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
26,413		28,523	-2,110
25,701		29,321	-3,620
35,431		37,823	-2,392
4,463		4,682	-219
25,680		24,749	931
30,549		36,636	-6,087
1,320		1,405	-85
1,940		1,993	-53
26,265		27,481	-1,216
37,968		40,500	-2,532

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			-2,110
			-3,620
			-2,392
			-219
			931
			-6,087
			-85
			-53
			-1,216
			-2,532

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
ISHARES MSCI ALL COUNTRY ASIA - 880 000 SHS		2013-09-18	2014-02-21
ISHARES MSCI CANADA ETF - 691 000 SHS		2013-01-31	2014-02-12
ISHARES MSCI EAFE ETF - 407 000 SHS		2012-11-30	2014-10-17
ISHARES MSCI EAFE ETF - 535 000 SHS		2013-01-31	2014-10-17
ISHARES MSCI EAFE VALUE ETF - 600 000 SHS		2013-05-30	2014-10-17
ISHARES MSCI EMU ETF - 1,231 000 SHS		2013-08-14	2014-07-21
ISHARES MSCI JAPAN - 3,184 000 SHS		2013-07-08	2014-03-14
ISHARES MSCI JAPAN - 3,450 000 SHS		2013-07-08	2014-04-25
ISHARES MSCI SOUTH KOREA - 322 000 SHS		2013-09-10	2014-02-21
ISHARES MSCI SPAIN CAPPED ETF - 29 000 SHS		2014-07-21	2014-11-03

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
50,798		51,937	-1,139
19,870		20,002	-132
24,660		22,425	2,235
32,415		31,664	751
30,905		31,363	-458
50,085		44,913	5,172
35,060		36,766	-1,706
38,037		39,837	-1,800
19,317		19,855	-538
1,080		1,181	-101

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-1,139
			-132
			2,235
			751
			-458
			5,172
			-1,706
			-1,800
			-538
			-101

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
ISHARES MSCI UNITED KINGDOM - 1,099 000 SHS		2013-05-30	2014-07-21
ISHARES NORTH AMERICAN TECH - 504 000 SHS		2014-02-26	2014-10-15
ISHARES NORTH AMERICAN TECH - 524 000 SHS		2014-02-26	2014-08-22
ISHARES TRANSPORTATION AVERAGE - 158 000 SHS		2014-02-26	2014-10-15
ISHARES TRANSPORTATION AVERAGE - 47 000 SHS		2014-05-08	2014-10-15
ISHARES TRANSPORTATION AVERAGE - 9 000 SHS		2014-05-08	2014-11-03
KINDER MORGAN INC - 25 000 SHS		2014-08-22	2014-11-03
ORACLE CORPORATION - 27 000 SHS		2014-08-22	2014-11-03
PIMCO 0-5 YEAR HIGH YIELD - 115 000 SHS		2013-02-20	2014-11-03
POWERSHARES - 359 000 SHS		2013-06-25	2014-03-11

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
22,756		21,021	1,735
15,662		17,713	-2,051
18,198		18,416	-218
22,099		20,688	1,411
6,574		6,516	58
1,410		1,248	162
963		1,022	-59
1,051		1,126	-75
11,977		12,008	-31
15,685		12,484	3,201

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			1,735
			-2,051
			-218
			1,411
			58
			162
			-59
			-75
			-31
			3,201

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
POWERSHARES - 761 000 SHS		2013-03-06	2014-03-11
POWERSHARES EXCH TRADED FD - 40 000 SHS		2014-05-08	2014-11-03
POWERSHARES EXCHANGE TRADED - 1,769 000 SHS		2014-02-14	2014-05-28
POWERSHARES EXCHANGE TRADED - 2,271 000 SHS		2014-02-26	2014-09-25
POWERSHARES EXCHANGE TRADED - 364 000 SHS		2014-02-14	2014-06-25
POWERSHARES EXCHANGE TRADED - 775 000 SHS		2014-02-26	2014-06-25
POWERSHARES EXCHANGE TRADED - 995 000 SHS		2014-02-26	2014-08-06
POWERSHARES EXCHANGE TRADED FD - 2,033 000 SHS		2013-01-31	2014-02-26
POWERSHARES EXCHANGE TRADED FD - 2,735 000 SHS		2013-06-17	2014-02-26
POWERSHARES EXCHANGE TRADED FD - 576 000 SHS		2013-04-11	2014-02-26

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
33,249		25,048	8,201
1,489		1,406	83
47,993		46,119	1,874
63,969		60,570	3,399
9,935		9,490	445
21,153		20,670	483
26,982		26,538	444
63,020		47,896	15,124
84,781		69,596	15,185
17,855		13,805	4,050

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			8,201
			83
			1,874
			3,399
			445
			483
			444
			15,124
			15,185
			4,050

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
POWERSHARES GLOBAL EXCHANGE - 1,001 000 SHS		2013-01-23	2014-10-17
POWERSHARES SENIOR LOAN - 889 000 SHS		2012-09-12	2014-04-30
RYDEX S&P EQUAL WEIGHT ENERGY - 297 000 SHS		2014-02-21	2014-10-15
RYDEX S&P EQUAL WEIGHT ENERGY - 349 000 SHS		2014-05-08	2014-10-15
SCHWAB STRATEGIC TR - 151 000 SHS		2014-02-26	2014-11-03
SCHWAB STRATEGIC TR - 237 000 SHS		2014-02-26	2014-08-06
SCHWAB STRATEGIC TR - 678 000 SHS		2014-01-07	2014-08-06
SECTOR SPDR TRUST SBI CONSUMER - 105 000 SHS		2014-09-25	2014-11-03
SELECT SCTOR SPDR TR SBI UTILS - 863 000 SHS		2014-02-26	2014-08-21
SELECT SCTOR SPDR TR SBI UTILS - 889 000 SHS		2014-02-26	2014-05-28

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
39,428		37,506	1,922
21,943		22,195	-252
20,669		23,837	-3,168
24,288		30,334	-6,046
5,741		4,969	772
8,334		7,799	535
23,843		20,825	3,018
4,925		4,754	171
36,743		34,843	1,900
37,585		35,893	1,692

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			1,922
			-252
			-3,168
			-6,046
			772
			535
			3,018
			171
			1,900
			1,692

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
SPDR - 353 000 SHS		2013-02-20	2014-11-03
SPDR - 648 000 SHS		2011-09-21	2014-08-01
SPDR BARCLAYS SHORT TERM - 206 000 SHS		2014-03-13	2014-11-03
SPDR SER TR - 339 000 SHS		2013-04-03	2014-02-14
VANGUARD INTL EQUITY INDEX FD - 1,042 000 SHS		2012-10-26	2014-03-14
VANGUARD INTL EQUITY INDEX FD - 382 000 SHS		2013-07-25	2014-03-14
VANGUARD INTL EQUITY INDEX FD - 1,461 000 SHS		2013-07-25	2014-07-01
VANGUARD INTL EQUITY INDEX FD - 545 000 SHS		2013-07-31	2014-07-01
VANGUARD SCOTTSDALE FUNDS - 295 000 SHS		2012-09-28	2014-03-13
VANGUARD SCOTTSDALE FUNDS - 39 000 SHS		2013-01-15	2014-03-13

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
10,513		10,886	-373
26,033		24,771	1,262
6,320		6,340	-20
20,365		17,480	2,885
60,352		47,911	12,441
22,125		19,708	2,417
85,484		75,375	10,109
31,888		28,205	3,683
23,592		23,700	-108
3,119		3,135	-16

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-373
			1,262
			-20
			2,885
			12,441
			2,417
			10,109
			3,683
			-108
			-16

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
VANGUARD SCOTTSDALE FUNDS - 696 000 SHS		2013-01-15	2014-03-13
VANGUARD SCOTTSDALE FUNDS - 792 000 SHS		2013-02-06	2014-03-13
VANGUARD SECTOR INDEX FDS - 137 000 SHS		2013-09-23	2014-02-14
VANGUARD SECTOR INDEX FDS - 137 000 SHS		2012-11-08	2014-09-11
VANGUARD SECTOR INDEX FDS - 228 000 SHS		2013-01-08	2014-09-11
VERIZON COMMUNICATIONS - 41 000 SHS		2014-05-28	2014-11-03
VERIZON COMMUNICATIONS - 420 000 SHS		2014-05-28	2014-12-11
VERIZON COMMUNICATIONS - 295 000 SHS		2014-08-21	2014-12-11
WALT DISNEY CO - 285 000 SHS		2013-10-11	2014-10-17
WISDOMTREE TRUST - 113 000 SHS		2013-03-06	2014-08-22

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
55,660		55,938	-278
63,338		63,526	-188
43,687		40,045	3,642
13,895		9,290	4,605
23,124		15,974	7,150
2,064		2,042	22
19,515		20,907	-1,392
13,707		14,448	-741
23,925		18,841	5,084
8,087		6,532	1,555

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-278
			-188
			3,642
			4,605
			7,150
			22
			-1,392
			-741
			5,084
			1,555

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
WISDOMTREE TRUST - 132 000 SHS		2013-01-29	2014-08-22
WISDOMTREE TRUST - 161 000 SHS		2013-04-23	2014-12-03
WISDOMTREE TRUST - 342 000 SHS		2013-03-06	2014-11-03
WISDOMTREE TRUST - 409 000 SHS		2013-01-30	2014-08-22
WISDOMTREE TRUST - 488 000 SHS		2013-11-07	2014-12-03
WISDOMTREE TRUST - 563 000 SHS		2013-01-29	2014-06-25
WISDOMTREE TRUST - 567 000 SHS		2013-04-11	2014-12-03
WISDOMTREE TRUST - 851 000 SHS		2013-06-26	2014-12-03
WISDOMTREE TRUST - 872 000 SHS		2013-01-29	2014-05-08
WISDOMTREE TRUST - 95 000 SHS		2013-04-11	2014-11-03

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
9,447		7,453	1,994
12,051		9,608	2,443
24,901		19,771	5,130
29,271		23,103	6,168
36,526		31,456	5,070
39,789		31,788	8,001
42,439		34,088	8,351
63,696		50,874	12,822
59,895		49,235	10,660
6,917		5,711	1,206

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			1,994
			2,443
			5,130
			6,168
			5,070
			8,001
			8,351
			12,822
			10,660
			1,206

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
WISDOMTREE TRUST - 89 000 SHS		2014-10-15	2014-12-03
WISDOMTREE TRUST JAPAN - 31 000 SHS		2013-07-08	2014-11-03
WISDOMTREE JAPAN HEDGED EQUITY - 95 000 SHS		2013-03-25	2014-11-03
WISDOMTREE TR EUROPE HEDGED EQUITY - 164 000 SHS		2014-06-04	2014-11-03
Capital Gains Dividends	P		

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
6,661		5,989	672
1,629		1,493	136
5,234		4,145	1,089
9,221		9,221	0
13,693			13,693

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			672
			136
			1,089
			0
			13,693

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
Agros International 2225 4th Avenue 2nd Floor Seattle, WA 98121	None	Non-Private Foundati	Nueva Esperanza's Preschool	5,000
Compassion & Choices PO Box 61369 Seattle, WA 981416369	None	Non-Private Foundati	Not Specified	1,000
Friends of Fircrest 15230 15th NE Shoreline, WA 98155	None	Non-Private Foundati	Therapy Garden	8,000
Macaw Rescue & Sanctuary 34032 Northeast Lake Joy Road Carnation, WA 98014	None	Non-Private Foundati	Not Specified	500
Mercer Island Center for the Arts 7433 West Mercer Way Mercer Island, WA 98040	None	Non-Private Foundati	Not Specified	5,000
Mercer Island Schools Foundation PO Box 1243 Mercer Island, WA 98040	None	Non-Private Foundati	Not Specified	3,500
Pacific Northwest Ballet 301 Mercer Street Seattle, WA 98109	None	Non-Private Foundati	Not Specified	45,000
Port Townsend Marine Science Society 532 Battery Way Port Townsend, WA 983683636	None	Non-Private Foundati	Not Specified	1,000
Providence Regina House 8201 10th Avenue South 6 Seattle, WA 98108	None	Non-Private Foundati	Not Specified	1,000
Seattle Art Museum 100 University Street Seattle, WA 98101	None	Non-Private Foundati	Support of The Docent Committee's Educational Fund and The Native American Art Department	50,000
Seattle Repertory Theatre 155 Mercer Street PO Box 900923 Seattle, WA 98109	None	Non-Private Foundati	Not Specified	5,000
SMILE PO Box 30357 Spokane, WA 99223	None	Non-Private Foundati	Not Specified	2,000
Three Ring Ranch Big Island KailuaKona, HI 967408815	None	Non-Private Foundati	Not Specified	13,500
Wananalua Congregational Church PO Box 188 Hana, HI 96713	None	Non-Private Foundati	Not Specified	1,000
YMCA Camping Services 909 4th Avenue Seattle, WA 98104	None	Non-Private Foundati	Support Outdoor Environmental Education Program at Camp Orkila	5,000
Total . . . . ▶ **3a**				146,500

TY 2014 Accounting Fees Schedule

Name: The MacRae Foundation

EIN: 91-2001720

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Accounting & Tax Services	3,000	0		3,000

TY 2014 Investments Corporate Bonds Schedule

Name: The MacRae Foundation

EIN: 91-2001720

Name of Bond	End of Year Book Value	End of Year Fair Market Value
RBC Taxable Fixed Income	828,047	810,347

TY 2014 Investments Corporate Stock Schedule

Name: The MacRae Foundation

EIN: 91-2001720

Name of Stock	End of Year Book Value	End of Year Fair Market Value
RBC Int'l Equities	618,167	594,673

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TY 2014 Investments - Other Schedule

Name: The MacRae Foundation

EIN: 91-2001720

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
RBC US Equities	AT COST	986,537	1,092,550
RBC Other Assets	AT COST	74,703	88,417

TY 2014 Other Expenses Schedule

Name: The MacRae Foundation

EIN: 91-2001720

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
RBC Fees	33,283	33,283		0
State Licenses	25	0		25

TY 2014 Other Income Schedule

Name: The MacRae Foundation

EIN: 91-2001720

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Securities Litigation Settlement	1,146	1,146	1,146

TY 2014 Taxes Schedule

Name: The MacRae Foundation

EIN: 91-2001720

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Foreign Tax Withheld	1,055	1,055		0
Federal Excise Tax	2,331	2,331		0