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EXTENDED TO NOVEMBER 15, 2016

Return of Private Foundation

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

OMB No 1545-0052

Department of the Treasury
Internal Revenue Service► 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

2015

Open to Public Inspection

For calendar year 2015 or tax year beginning _____, and ending _____

Name of foundation FRIES FAMILY FOUNDATION C/O BIDDLE GROUP		A Employer identification number 91-6458447			
Number and street (or P O box number if mail is not delivered to street address) P.O. BOX 70897		Room/suite _____			
City or town, state or province, country, and ZIP or foreign postal code SEATTLE, WA 98127		C If exemption application is pending, check here ► <input type="checkbox"/>			
G Check all that apply _____ Initial return _____ Final return _____ Address change		D 1. Foreign organizations, check here ► <input type="checkbox"/> RECEIVED 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>			
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 ► <input type="checkbox"/>			
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ► \$ 1,555,249.	J Accounting method: _____ Cash _____ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>			
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))					
Revenue	(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		N/A		
	2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	12.	12.	STATEMENT 1	
	4 Dividends and interest from securities	36,012.	35,460.	STATEMENT 2	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	184,258.			
	b Gross sales price for all assets on line 6a	1,130,932.			
	7 Capital gain net income (from Part IV, line 2)		184,258.		
	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	<117,958.>	0.	STATEMENT 3		
12 Total. Add lines 1 through 11	102,324.	219,730.			
Operating and Administrative Expenses	0.	0.	0.		
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees	STMT 4	355.	0.	355.
	b Accounting fees	STMT 5	5,800.	2,900.	2,900.
	c Other professional fees	STMT 6	14,354.	13,582.	772.
	17 Interest				
	18 Taxes	STMT 7	3,418.	120.	0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	STMT 8	19.	19.	0.
24 Total operating and administrative expenses. Add lines 13 through 23		23,946.	16,621.	4,027.	
25 Contributions, gifts, grants paid		234,735.		234,735.	
26 Total expenses and disbursements. Add lines 24 and 25		258,681.	16,621.	238,762.	
27 Subtract line 26 from line 12		<156,357.>			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0)		203,109.			
c Adjusted net income (if negative, enter -0)			N/A		

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Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
	1 Cash - non-interest-bearing		500.	500.	500.
	2 Savings and temporary cash investments		40,156.	1,587.	1,587.
	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 9	353,965.	297,697.	441,573.
	c Investments - corporate bonds				
	11 Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
	12 Investments - mortgage loans				
	13 Investments - other	STMT 10	1,070,366.	1,138,570.	1,069,070.
	14 Land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
	15 Other assets (describe ► CARBON ENGINEERING)		160,477.	42,519.	42,519.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		1,625,464.	1,480,873.	1,555,249.
	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
	22 Other liabilities (describe ► MARGIN LOAN)		0.	11,512.	
	23 Total liabilities (add lines 17 through 22)		0.	11,512.	
	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>				
	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 ► <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds		0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds		1,625,464.	1,469,361.	
	30 Total net assets or fund balances		1,625,464.	1,469,361.	
	31 Total liabilities and net assets/fund balances		1,625,464.	1,480,873.	

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	1,625,464.
2 Enter amount from Part I, line 27a	2	<156,357.>
3 Other increases not included in line 2 (itemize) ► PRIOR PERIOD ADJUSTMENT	3	254.
4 Add lines 1, 2, and 3	4	1,469,361.
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	1,469,361.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES			P		
b CAPITAL GAINS DIVIDENDS					
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 1,105,229.		946,674.		158,555.	
b 25,703.				25,703.	
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				158,555.	
b				25,703.	
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		184,258.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	{ }		3		N/A

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

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

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

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

 Yes No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2014	420,568.	2,682,827.	.156763
2013	76,951.	2,815,557.	.027331
2012	331,727.	2,702,059.	.122768
2011	337,772.	2,856,400.	.118251
2010	78,238.	3,063,961.	.025535

2 Total of line 1, column (d)

2 .450648

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 .090130

4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5

4 1,686,738.

5 Multiply line 4 by line 3

5 152,026.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 2,031.

7 Add lines 5 and 6

7 154,057.

8 Enter qualifying distributions from Part XII, line 4

8 238,762.

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.

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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

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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments

a 2015 estimated tax payments and 2014 overpayment credited to 2015

b Exempt foreign organizations - tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

7 Total credits and payments. Add lines 6a through 6d

8 Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attached

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

11 Enter the amount of line 10 to be Credited to 2016 estimated tax ►

1	2,031.
2	0.
3	2,031.
4	0.
5	2,031.
6a	1,725.
6b	
6c	
6d	
7	1,725.
8	17.
9	323.
10	
11	

Refunded ►

Part VII-A Statements Regarding Activities

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?

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

c Did the foundation file Form 1120-POL for this year?

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

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*

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?
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

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?

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*

N/A

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*

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 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? *If "Yes," complete Part XIV*

10 Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*

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Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X
14 The books are in care of ► THE FOUNDATION Located at ► P.O. BOX 70897, SEATTLE, WA	Telephone no. ► 206-779-6102	ZIP+4 ► 98127
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	► 15	N/A
16 At any time during calendar year 2015, 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 FinCEN Form 114. If "Yes," enter the name of the foreign country ►	16	Yes X No

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?	<input type="checkbox"/> Yes	X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	X 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)?	<input type="checkbox"/> Yes	X 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.)	<input type="checkbox"/> Yes	X 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	N/A	►
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 2015?	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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? If "Yes," list the years ►	<input type="checkbox"/> Yes	X 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?	<input type="checkbox"/> Yes	X No
b If "Yes," did it have excess business holdings in 2015 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 2015)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2015?	4b	X

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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)?

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**

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?

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

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?

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

N/A Yes No Yes No Yes No**N/A****5b** Yes No Yes No**6b** Yes No**7b** Yes No**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
KAREN FRIES P.O. BOX 70897 SEATTLE, WA 98127	TRUSTEE 2.00	0.	0.	0.

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

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

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



0

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Part VIII**Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)***3 Five highest-paid independent contractors for professional services. If none, enter "NONE."**

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

Total number of others receiving over \$50,000 for professional services ►

0

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1	N/A	
2		
3		
4		

Part IX-B Summary of Program-Related Investments

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

Amount

1	N/A	
2		
3		

All other program-related investments. See instructions.

3		
4		

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 1,601,891.
b	Average of monthly cash balances	1b 110,533.
c	Fair market value of all other assets	1c
d	Total (add lines 1a, b, and c)	1d 1,712,424.
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 1,712,424.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4 25,686.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5 1,686,738.
6	Minimum investment return. Enter 5% of line 5	6 84,337.

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 84,337.
2a	Tax on investment income for 2015 from Part VI, line 5	2a 2,031.
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b
c	Add lines 2a and 2b	2c 2,031.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3 82,306.
4	Recoveries of amounts treated as qualifying distributions	4 0.
5	Add lines 3 and 4	5 82,306.
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 82,306.

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 238,762.
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	4 238,762.
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 2,031.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6 236,731.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				82,306.
2 Undistributed income, if any, as of the end of 2015			0.	
a Enter amount for 2014 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2015.				
a From 2010				
b From 2011	137,068.			
c From 2012	138,394.			
d From 2013				
e From 2014	289,857.			
f Total of lines 3a through e	565,319.			
4 Qualifying distributions for 2015 from Part XII, line 4 ► \$ 238,762.			0.	
a Applied to 2014, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2015 distributable amount				82,306.
e Remaining amount distributed out of corpus				0.
5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a))		0.		
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f-4c, and 4e Subtract line 5	721,775.			
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 2014. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				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 2010 not applied on line 5 or line 7		0.		
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	721,775.			
10 Analysis of line 9				
a Excess from 2011	137,068.			
b Excess from 2012	138,394.			
c Excess from 2013				
d Excess from 2014	289,857.			
e Excess from 2015	156,456.			

523581 11-24-15

Form 990-PF (2015)

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10
2015.04030 FRIES FAMILY FOUNDATION C 37144.01

FRIES FAMILY FOUNDATION
C/O BIDDLE GROUP

Form 990-PF (2015)

91-6458447 Page 11

Part XV **Supplementary Information** (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
<i>a Paid during the year</i>				
CONSERVATION NW 3600 15TH AVE W #101 SEATTLE, WA 98119	NONE	PC	GENERAL SUPPORT FOR CONSERVATION PROGRAM	3,250.
CREATIVE VISIONS 18820 PACIFIC COAST HWY MALIBU, CA 90265	NONE	PC	GENERAL SUPPORT FOR CHARITABLE ACTIVITIES	2,000.
ISLAND SCHOOL 8553 NE DAY RD BAINBRIDGE IS, WA 98110	NONE	PC	GENERAL SUPPORT FOR EDUCATION	5,585.
KITSAP COMMUNITY FOUNDATION 9657 LEVIN RD STE 260 SILVERDALE, WA 98383	NONE	PC	SUPPORT FOR CHARITABLE ACTIVITIES OF THE MARGE FUND	223,900.
Total				► 3a 234,735.
<i>b Approved for future payment</i>				
NONE				
Total				► 3b 0.

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Form 990-PF (2015)

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FRIES FAMILY FOUNDATION
C/O BIDDLE GROUP

Form 990-PF (2015)

91-6458447 Page 12

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

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

5 Net rental income or (loss) from real estate:

a Debt-financed property
b Not debt-financed property

6 Net rental income or (loss) from personal property

7 Other investment income

8 Gain or (loss) from sales of assets other than inventory

9 Net income or (loss) from special events

10 Gross profit or (loss) from sales of inventory

11 Other revenue:

a **CARBON ENGINEERING LP -**
b **PROGRAM RELATED**
c **INVESTMENT**
d _____
e _____

12 Subtotal. Add columns (b), (d), and (e)

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

(See worksheet in line 13 instructions to verify calculations.)

	Unrelated business income		Excluded by section 512, 513 or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
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FRIES FAMILY FOUNDATION C/O BIDDLE GROUP

91-6458447

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
WELLS FARGO #5050	12.	12.	
TOTAL TO PART I, LINE 3	12.	12.	

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
WELLS FARGO #5050	61,715.	25,703.	36,012.	35,460.	
TO PART I, LINE 4	61,715.	25,703.	36,012.	35,460.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CARBON ENGINEERING LP - PROGRAM RELATED INVESTMENT	<117,958.>	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	<117,958.>	0.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	355.	0.		355.
TO FM 990-PF, PG 1, LN 16A	355.	0.		355.

FRIES FAMILY FOUNDATION C/O BIDDLE GROUP

91-6458447

FORM 990-PF

ACCOUNTING FEES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	5,800.	2,900.		2,900.
TO FORM 990-PF, PG 1, LN 16B	5,800.	2,900.		2,900.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	12,810.	12,810.		0.
BIDDLE GROUP FEES	1,544.	772.		772.
TO FORM 990-PF, PG 1, LN 16C	14,354.	13,582.		772.

FORM 990-PF

TAXES

STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	120.	120.		0.
US TAXES (2014)	3,298.	0.		0.
TO FORM 990-PF, PG 1, LN 18	3,418.	120.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MARGIN INTEREST	19.	19.		0.
TO FORM 990-PF, PG 1, LN 23	19.	19.		0.

FORM 990-PF

CORPORATE STOCK

STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
VANGUARD TOTAL STOCK MKT (5050)	297,697.	441,573.
TOTAL TO FORM 990-PF, PART II, LINE 10B	297,697.	441,573.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
WELLS FARGO - MUTUAL FUNDS (5050)	COST	1,138,570.	1,069,070.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,138,570.	1,069,070.

FORM 990-PF

OTHER ASSETS

STATEMENT 11

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
CARBON ENGINEERING LP	160,477.	42,519.	42,519.
TO FORM 990-PF, PART II, LINE 15	160,477.	42,519.	42,519.

FORM 990-PF

EXPLANATION CONCERNING PART VII-A, LINE 12

STATEMENT 12

EXPLANATION

THE FOUNDATION MADE DISTRIBUTIONS TO THE KITSAP COMMUNITY FOUNDATION FOR A FUND OVER WHICH TRUSTEE KAREN FRIES HAS ADVISORY PRIVILEGES, AND THE DISTRIBUTIONS HAVE BEEN TREATED AS QUALIFYING DISTRIBUTIONS. THE DISTRIBUTIONS HAVE BEEN USED, AND WILL BE USED, TO ACCOMPLISH PURPOSES DESCRIBED IN SECTION 170(C)(2)(B), SPECIFICALLY TO MAKE GRANTS TO ORGANIZATIONS ORGANIZED AND OPERATED EXCLUSIVELY FOR CHARITABLE, SCIENTIFIC AND EDUCATIONAL PURPOSES.

See page 4 for name change provision.

SUPERIOR COURT OF THE STATE OF WASHINGTON
FOR KING COUNTY

10 In the Matter of

| No.

12 FRIES-TAIT FOUNDATION TRUST
13 AGREEMENT, dated December 26,
14 1997

NONJUDICIAL AGREEMENT

RCW 11.96A.220

A Washington Irrevocable Trust

21 This Agreement is entered into by and among the following parties (collectively,
22 the "Parties"):

(a) RICHARD J. TAIT ("Richard"), as Trustor and Trustee of the Fries-Tait Foundation Trust Agreement, dated December 26, 1997 (the "Fries-Tait Foundation");

26 (b) KAREN E. FRIES ("Karen"), as Trustor and Trustee of the Fries-Tait
27 Foundation; and
28

29 (c) ATTORNEY GENERAL OF THE STATE OF WASHINGTON, on
30 behalf of the charitable beneficiaries.

32 All the Parties virtually represent their respective descendants and successors
33 under RCW 11.96A.120

RECITALS

A. Establishment and Terms of the Fries-Tait Foundation. The Fries-Tait Foundation was established by trust agreement (the "Trust Agreement") on December 26, 1997 by Richard J. Tait and Karen E. Fries, as Trustees. Richard and Karen were married at the time of the formation of the Fries-Tait

1 Foundation. A copy of the Trust Agreement is attached at Exhibit A and is hereby
2 incorporated by reference.

3 Under the terms of the Trust Agreement, the Fries-Tait Foundation is organized
4 and operated exclusively for charitable purposes within the meaning of Section
5 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and the
6 Fries-Tait Foundation property is used exclusively for such charitable purposes. The
7 Fries-Tait Foundation applied for and received exempt status as a private foundation
8 within the meaning of 509(a) of the Code. The Fries-Tait Foundation continues to
9 maintain its tax-exempt status as a private foundation.
10

11 B. Divorce. Richard and Karen divorced on July 5, 2012. As part of their
12 divorce, Richard and Karen reached an agreement to divide the Fries-Tait Foundation
13 into two separate private foundations. Under the agreement, Richard formed a new
14 organization to which thirty percent of the assets of the Fries-Tait Foundation will be
15 distributed upon such organization obtaining tax-exempt status from the IRS and the
16 remaining seventy percent of the assets will be retained by the Fries-Tait Foundation
17 and will continue to be managed and administered under the terms of the Trust
18 Agreement.
19

20 C. Formation of Tt Foundation. Richard formed a Washington Nonprofit
21 Corporation on February 26, 2014 named The Tt Foundation (the "Tt Foundation").
22 The Tt Foundation has substantially similar terms and objectives to the Fries-Tait
23 Foundation. Richard is the sole director of the Tt Foundation. The Tt Foundation is
24 preparing to submit Form 1023, Application for Recognition of Exemption Under
25 Section 501(c)(3) of the Internal Revenue Code, to the Internal Revenue Service to be
26 recognized as an organization described in Code Section 501(c)(3). The application
27 will be submitted after the execution of this Agreement. A copy of the Tt Foundation's
28 Articles of Incorporation and Bylaws are attached as Exhibits B and C, respectively.
29

30 D. Trustee Provisions. Subsection 4.1(a) of the Fries-Tait Foundation
31 provides:

32 4.1 Trustee Provisions:

33 (a) Designation and Successorship. If at any time either of
34 RICHARD J. TAIT or KAREN E. FRIES is unable or unwilling to serve as a
35 Trustee of the Foundation, the remaining Trustee shall serve alone without court
36 proceedings. If at any time either RICHARD J. TAIT or KAREN E. FRIES is
37 serving alone as sole Trustee, he or she may at any time request an individual
38 and/or a corporate Trustee to serve with him or her as Co-Trustee or as
39 Successor Trustee. If a Co-Trustee or Successor Trustee is serving as Trustee at
40
41

1 the time of the latter of RICHARD J. TAIT's and KAREN E. FRIES' death or
2 inability to serve as Trustee, such Trustee shall continue to serve with
3 MARILYN FRIES and KATHLEEN TAIT, or either of them if the other is at
4 any time unable or unwilling, as Successor Co-Trustees, without court
5 proceedings. If at any time both RICHARD J. TAIT and KAREN E. FRIES are
6 unable or unwilling to serve, having not personally designated a successor,
7 MARILYN FRIES and KATHLEEN TAIT, or either of them if the other is at
8 any time unable or unwilling, shall serve as Successor Co-Trustee without court
9 proceedings. If at any time either MARILYN FRIES or KATHLEEN TAIT is
10 serving alone as sole Successor Trustee, she may select an individual and/or
11 corporate Trustee to serve with her as Co-Trustee or as Successor Trustee. If at
12 any time all of the Trustees designated to serve are unable or unwilling to serve
13 as Trustee of the Foundation, then the last-serving Trustee shall designate in
14 writing an individual and/or corporate Trustee to serve as Successor Trustee
15 without court proceedings.

16
17 E. Amendment to Trust Agreement. Subsection 4.4 of the Trust provides:

18
19 4.4 Amendment: This Trust may be amended only by Trustors, either by
20 written instrument signed by both of the Trustors during Trustors' lifetimes, by
21 the surviving Trustor during the surviving Trustor's lifetime, or by the surviving
22 Trustor's Last Will and Testament at the surviving Trustor's death. No
23 amendment shall authorize the Trustee to administer this trust in any manner or
24 for any purpose not permitted by a charitable organization described in Code
25 Section 501(c)(3) and exempt from taxation under Code Section 501(a).
26 Notwithstanding the foregoing, the Trustees shall have the power to amend this
27 trust in any manner required for the purposes of: (1) ensuring that the
28 Foundation qualify and continue to qualify under the above provisions of the
29 Code; (2) qualifying the Foundation as a supporting organization described in
30 Code Section 509(a)(3); or (3) conforming to the requirements of a non-profit
31 corporation. After the surviving Trustor's death, Trustee shall not amend the
32 trust so as to abrogate the specific purposes of the Foundation as set out in
33 Section 1.1(b)(ii) above.

34
35 F. Distribution to Tt Foundation. Pursuant to the agreement entered into
36 as a part of their divorce, Richard and Karen desire to distribute thirty percent of the
37 Fries-Tait Foundation assets to the Tt Foundation upon the Tt Foundation receiving
38 written notice that it has been determined by the IRS to be an organization described in
39 Code Section 501(c)(3).

40

41

1 Prior to the Tt Foundation receiving notice from the IRS that the organization is
2 an organization described in Code Section 501(c)(3), Richard and Karen, as Trustees,
3 shall continue to jointly manage and administer the Fries-Tait Foundation pursuant to
4 the terms of the Trust Agreement.

6 **G. Amendment to Successor Trustee Provisions.** Richard desires to
7 resign as Trustee of the Fries-Tait Foundation after the transfer of assets to the Tt
8 Foundation. In anticipation of his resignation and to ensure the continuity of the
9 management and administration of the Fries-Tait Foundation after his resignation,
10 pursuant to their powers under subsection 4.4 of the Trust Agreement, Richard and
11 Karen desire to amend the successor trustee provisions of subsection 4.1(a) of the Trust
12 Agreement.

13 H. Change of Foundation Name. Pursuant to their powers under
14 subsection 4.4 of the Trust Agreement, the Parties desire to amend the name of the
15 Fries-Tait Foundation to "The Fries Family Foundation" after the transfer of assets to
16 the Tt Foundation has taken place.
17

18 I. Purpose. The Parties desire to enter into an agreement regarding the
19 distribution of assets from the Fries-Tait Foundation to the Tt Foundation, the
20 amendment of the successor trustee provisions of the Trust Agreement, and the
21 amendment of the name of the Fries-Tait Foundation. The Parties desire to utilize the
22 nonjudicial agreement procedure under the laws of the State of Washington,
23 RCW 11.96A.210 through 11.96A.250, to achieve these purposes without the expense
24 of a formal judicial proceeding.

AGREEMENT

28 The Parties agree as follows:

29 1. **Division of Foundation Asset and Distribution to Tt Foundation.**
30 Within 15 business days of receiving written notice that the Tt Foundation has been
31 determined by the IRS to be an organization described in Code Section 501(c)(3), the
32 Trustees shall distribute thirty percent of all assets of the Fries-Tait Foundation to the
33 Tt Foundation.
34

35 2. **Amendment to Successor Trustee Provisions.** Subsection 4.1(a) shall
36 be removed in its entirety and shall be replaced with the following subsection 4.1(a):
37

38 | 4.1 Trustee Provisions:

40 (a) Designation and Successorship.

14
15 (ii) If Richard Is Unable to Act. If at any time RICHARD J. TAIT
16 and KAREN E. FRIES are acting as Co-Trustees and RICHARD J. TAIT is
17 unable or unwilling to serve as a Trustee of the Foundation, KAREN E. FRIES
18 shall serve alone as Trustee without court proceedings. If at any time
19 KAREN E. FRIES is serving alone as sole Trustee, she may at any time request
20 an individual and/or a corporate Trustee to serve with her as Co-Trustee or as
21 Successor Trustee without court proceedings. If KAREN E. FRIES is serving
22 alone and is unable or unwilling to serve as Trustee and fails to appoint a
23 Successor Trustee, MARILYN FRIES shall serve as Successor Trustee without
24 court proceedings. If at any time either MARILYN FRIES is serving alone as
25 sole Successor Trustee, she may select an individual and/or corporate Trustee to
26 serve with her as Co-Trustee or as Successor Trustee. If at any time all of the
27 Trustees designated to serve are unable or unwilling to serve as Trustee of the
28 Foundation, then the last-serving Trustee shall designate in writing an individual
29 and/or corporate Trustee to serve as Successor Trustee without court
30 proceedings.

31 3. Operation of Foundations After Transfer. For purposes of Chapter 42
32 of the Code and Code Sections 507 through 509, the Fries-Tait Foundation and the Tt
33 Foundation will be treated as if each were the Fries-Tait Foundation in the proportion
34 that the fair market value of Fries-Tait Foundation's assets (less encumbrances)
35 transferred to the Tt Foundation and retained by the Fries-Tait Foundation bears to the
36 fair market value of the Fries-Tait Foundation's assets (less encumbrances)
37 immediately before its transfer of assets.

39 4. **Resignation as Trustee.** Upon the transfer of thirty percent of the assets
40 of the Fries-Tait Foundation to the Tt Foundation, Richard shall be deemed to have

1 automatically resigned as Trustee of the Fries-Tait Foundation without further action
2 on his part.

3
4 **5. Change of Foundation Name.** Upon the transfer of thirty percent of the
5 assets of the Fries-Tait Foundation to the Tt Foundation, the name of the Fries-Tait
6 Foundation shall be changed to "The Fries Family Foundation;" provided, however,
7 such foundation shall be known as "The Fries-Tait Foundation" until the time of such
8 transfer.

9
10 **6. Filing of Agreement.** This Agreement or a memorandum of its terms
11 may be filed with the King County Superior Court in Seattle, Washington as provided
12 in RCW 11.96A.230.

13 **7. Situs and Law Governing Administration.** The Parties agree that the
14 present situs of the Trust is Washington State and, therefore, questions of construction
15 as well as administrative and procedural matters, including the questions and matters
16 contained herein, are properly governed by the laws of Washington.

17
18 **8. Effective Date of Agreement.** The date of the last signature shall
19 constitute the effective date of this Agreement.

20
21 **9. Notice.**

22
23 **9.1.** All Parties signatory to this Agreement acknowledge that notice to
24 them is evidenced by their signatures to this Agreement and that such notice constitutes
25 notice to those persons described in RCW 11.96A.110.

26
27 **9.2.** In accordance with RCW 11.96A.230, the Parties agree that by fil-
28 ing this Agreement or a memorandum of its terms, it will become equivalent to a final
29 court order binding on all persons interested in the Trust.

30
31 **10. Miscellaneous.**

32
33 **10.1.** Each Party acknowledges that it, he or she has had an opportunity
34 to seek independent legal advice prior to signing this Agreement.

35
36 **10.2.** This Agreement is consistent with the purposes and provisions of
37 the Trust Agreement as originally contemplated.

38
39 **10.3.** The laws of the State of Washington shall govern this Agreement.

40
41 **10.4.** This Agreement may be executed in counterparts, each of which
42 shall constitute a duplicate original. To facilitate execution, duplicate signature pages

1 may be executed by the parties with the same force and effect as if all the parties had
2 signed on the same pages.

3
4 **10.5.** This Agreement shall be binding on and shall inure to the benefit
5 of the parties and their heirs, successors and assigns.

6
7
8
9
10 Dated 4/21/2014


11 RICHARD J. TAIT, as Trustor and
12 Trustee



13
14
15 Dated _____

16 KAREN E. FRIES, as Trustor and
17 Trustee

18
19
20
21
22 ATTORNEY GENERAL OF THE STATE OF
23 WASHINGTON

24
25
26 Dated _____

27 By: Jeffrey Even

28
29 Deputy Solicitor General

1 may be executed by the parties with the same force and effect as if all the parties had
2 signed on the same pages.

10.5. This Agreement shall be binding on and shall inure to the benefit
of the parties and their heirs, successors and assigns.

10 Dated _____

**RICHARD J. TAIT, as Trustor and
Trustee**

Karen J

KAREN E. FRIES, as Trustor and
Trustee

Dated 28th APRIL 2014

ATTORNEY GENERAL OF THE STATE OF
WASHINGTON

26 | June 5 2019

Jeffrey J. Even
By: Jeffrey Even

Deputy Solicitor General

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PERKINS COIE LLP
1201 Third Avenue, Suite 4900
Seattle, Washington 98101-3099
(206) 359-8000

**SUPERIOR COURT OF THE STATE OF WASHINGTON
FOR KING COUNTY**

6 In the Matter of
7
8
9 FRIES-TAIT FOUNDATION TRUST
10 AGREEMENT, dated December 26,
11 1997
12
13 A Washington Irrevocable Trust
14

No.

MEMORANDUM OF AGREEMENT
UNDER RCW 11.96A.230

17 The undersigned certifies that the following described agreement (the "Agree-
18 ment") was duly executed, as described below, pursuant to RCW 11.96A.220. This
19 document is intended to constitute a Memorandum of the Agreement, which Memo-
20 randum may be filed pursuant to RCW 11.96A.230, whereupon the Agreement
21 becomes equivalent to a final order binding on all persons interested in the Fries-Tait
22 Foundation.

24 The Nonjudicial Agreement related to the management of the Fries-Tait
25 Foundation (the "Foundation") established by trust agreement dated December 26,
26 1997 and to the distribution of a certain portion of the assets of the Foundation to a
27 newly formed private foundation. The Agreement was prepared pursuant to RCW
28 11.96A.220 and was signed as of June 5, 2014 by the Trustors, Trustees,
29 and the Attorney General of The State Of Washington, on behalf of the charitable
30 beneficiaries. In addition, each of the Parties waived notice of the filing of this
31 Memorandum with the court.

PERKINS COIE LLP

Anthony J. McCormick, WSBA #44150

35 | Dated 6/9/2014