



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



EXTENDED TO NOVEMBER 15, 2016

Form **990-PF****Return of Private Foundation**

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

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

OMB No. 1545-0052

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	B Telephone number 206-779-6102						
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: <table border="0"> <tr> <td><input type="checkbox"/> Initial return</td> <td><input type="checkbox"/> Initial return of a former public charity</td> </tr> <tr> <td><input type="checkbox"/> Final return</td> <td><input type="checkbox"/> Amended return</td> </tr> <tr> <td><input type="checkbox"/> Address change</td> <td><input checked="" type="checkbox"/> Name change</td> </tr> </table>		<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	<input type="checkbox"/> Address change	<input checked="" type="checkbox"/> Name change	D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity							
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return							
<input type="checkbox"/> Address change	<input checked="" type="checkbox"/> Name change							
H Check type of organization. <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> 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: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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))		(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.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
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:					
a Excess of revenue over expenses and disbursements		<156,357.>			
b Net investment income (if negative, enter -0-)			203,109.		
c Adjusted net income (if negative, enter -0-)				N/A	

523501
11-24-15

LHA For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2015)

FRIES FAMILY FOUNDATION
C/O BIDDLE GROUP

Form 990-PF (2015)

91-6458447

Page 2

Part II Balance Sheets <small>Attached schedules and amounts in the description column should be for end-of-year amounts only</small>		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	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 ▶ <u>CARBON ENGINEERING</u>)	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.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ <u>MARGIN LOAN</u>)	0.	11,512.	
23 Total liabilities (add lines 17 through 22)	0.	11,512.		
Net Assets or Fund Balances	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)	1,625,464.
2 Enter amount from Part I, line 27a	<156,357.>
3 Other increases not included in line 2 (itemize) ▶ <u>PRIOR PERIOD ADJUSTMENT</u>	254.
4 Add lines 1, 2, and 3	1,469,361.
5 Decreases not included in line 2 (itemize) ▶	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	1,469,361.

523511
11-24-15

Form 990-PF (2015)

FRIES FAMILY FOUNDATION

Form 990-PF (2015)

C/O BIDDLE GROUP

91-6458447

Page **3**

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

(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			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 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.	8	238,762.

FRIES FAMILY FOUNDATION

Form 990-PF (2015)

C/O BIDDLE GROUP

91-6458447

Page 4

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

<p>1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)</p> <p>b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b</p> <p>c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).</p> <p>2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)</p> <p>3 Add lines 1 and 2</p> <p>4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)</p> <p>5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-</p> <p>6 Credits/Payments</p> <table border="1" style="width:100%; border-collapse: collapse;"> <tr> <td style="width:50%;">a 2015 estimated tax payments and 2014 overpayment credited to 2015</td> <td style="width:50%; text-align: right;">6a 1,725.</td> </tr> <tr> <td>b Exempt foreign organizations - tax withheld at source</td> <td style="text-align: right;">6b</td> </tr> <tr> <td>c Tax paid with application for extension of time to file (Form 8868)</td> <td style="text-align: right;">6c</td> </tr> <tr> <td>d Backup withholding erroneously withheld</td> <td style="text-align: right;">6d</td> </tr> </table> <p>7 Total credits and payments. Add lines 6a through 6d</p> <p>8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached</p> <p>9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed</p> <p>10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid</p> <p>11 Enter the amount of line 10 to be Credited to 2016 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/></p>	a 2015 estimated tax payments and 2014 overpayment credited to 2015	6a 1,725.	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	<table border="1" style="width:100%; border-collapse: collapse;"> <tr><td>1</td><td>2,031.</td></tr> <tr><td>2</td><td>0.</td></tr> <tr><td>3</td><td>2,031.</td></tr> <tr><td>4</td><td>0.</td></tr> <tr><td>5</td><td>2,031.</td></tr> <tr><td>7</td><td>1,725.</td></tr> <tr><td>8</td><td>17.</td></tr> <tr><td>9</td><td>323.</td></tr> <tr><td>10</td><td></td></tr> <tr><td>11</td><td></td></tr> </table>	1	2,031.	2	0.	3	2,031.	4	0.	5	2,031.	7	1,725.	8	17.	9	323.	10		11	
a 2015 estimated tax payments and 2014 overpayment credited to 2015	6a 1,725.																												
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																												
1	2,031.																												
2	0.																												
3	2,031.																												
4	0.																												
5	2,031.																												
7	1,725.																												
8	17.																												
9	323.																												
10																													
11																													

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? <i>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</i>	1b		X
c Did the foundation file Form 1120-POL for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> <u>WA</u>			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes" attach a schedule listing their names and addresses</i>	10		X

N/A

Form 990-PF (2015)

FRIES FAMILY FOUNDATION

Form 990-PF (2015)

C/O BIDDLE GROUP

91-6458447

Page 5

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)		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)	X	
SEE STATEMENT 12		
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	X	
Website address N/A		
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	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?		X
See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country		

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 <input checked="" type="checkbox"/> 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 <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	N/A	
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
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?		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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If "Yes," list the years		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
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 <input checked="" type="checkbox"/> 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	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2015?		X

Form **990-PF** (2015)

FRIES FAMILY FOUNDATION

C/O BIDDLE GROUP

Form 990-PF (2015)

91-6458447

Page 6

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)?

N/A

Organizations relying on a current notice regarding disaster assistance check here

☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

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

If "Yes" to 6b, file Form 8870

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

☐ Yes ☒ No

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

N/A

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

Form 990-PF (2015)

FRIES FAMILY FOUNDATION

Form 990-PF (2015)

C/O BIDDLE GROUP

91-6458447

Page 7

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

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

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

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

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

Form 990-PF (2015)

FRIES FAMILY FOUNDATION

C/O BIDDLE GROUP

91-6458447

Page 8

Form 990-PF (2015)

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.

Form 990-PF (2015)

FRIES FAMILY FOUNDATION
C/O BIDDLE GROUP

91-6458447

Page 9

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				
a Enter amount for 2014 only			0.	
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.			
a Applied to 2014, 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 2015 distributable amount				82,306.
e Remaining amount distributed out of corpus	156,456.			
5 Excess distributions carryover applied to 2015 (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	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.			

FRIES FAMILY FOUNDATION

Form 990-PF (2015)

C/O BIDDLE GROUP

91-6458447

Page 10

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2015, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2015	(b) 2014	(c) 2013	(d) 2012	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities.					
Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

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

KAREN FRIES

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

NONE

- 2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
- Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

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

FRIES FAMILY FOUNDATION

Form 990-PF (2015)

C/O BIDDLE GROUP

91-6458447 Page 11

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				
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				234,735.
b Approved for future payment				
NONE				
Total				0.

523611
11-24-15

Form 990-PF (2015)

2015.04030 FRIES FAMILY FOUNDATION C 37144.01

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

- | | | | | |
|---|--|-------|-----|--|
| <p>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?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p>b Other transactions:</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>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.</p> | <table border="1"> <tr> <td data-bbox="1401 244 1441 308" rowspan="2"></td> <td data-bbox="1441 244 1481 308">Yes</td> </tr> <tr> <td data-bbox="1441 308 1481 308"></td> </tr> </table> | | Yes | |
| | Yes | | | |
| | | | | |
| | <table border="1"> <tr> <td data-bbox="1401 308 1441 342">1a(1)</td> <td data-bbox="1441 308 1481 342"></td> </tr> </table> | 1a(1) | | |
| 1a(1) | | | | |
| | <table border="1"> <tr> <td data-bbox="1401 342 1441 376">1a(2)</td> <td data-bbox="1441 342 1481 376"></td> </tr> </table> | 1a(2) | | |
| 1a(2) | | | | |
| | <table border="1"> <tr> <td data-bbox="1401 376 1441 408">1b(1)</td> <td data-bbox="1441 376 1481 408"></td> </tr> </table> | 1b(1) | | |
| 1b(1) | | | | |
| | <table border="1"> <tr> <td data-bbox="1401 408 1441 442">1b(2)</td> <td data-bbox="1441 408 1481 442"></td> </tr> </table> | 1b(2) | | |
| 1b(2) | | | | |
| | <table border="1"> <tr> <td data-bbox="1401 442 1441 476">1b(3)</td> <td data-bbox="1441 442 1481 476"></td> </tr> </table> | 1b(3) | | |
| 1b(3) | | | | |
| | <table border="1"> <tr> <td data-bbox="1401 476 1441 510">1b(4)</td> <td data-bbox="1441 476 1481 510"></td> </tr> </table> | 1b(4) | | |
| 1b(4) | | | | |
| | <table border="1"> <tr> <td data-bbox="1401 510 1441 544">1b(5)</td> <td data-bbox="1441 510 1481 544"></td> </tr> </table> | 1b(5) | | |
| 1b(5) | | | | |
| | <table border="1"> <tr> <td data-bbox="1401 544 1441 576">1b(6)</td> <td data-bbox="1441 544 1481 576"></td> </tr> </table> | 1b(6) | | |
| 1b(6) | | | | |
| | <table border="1"> <tr> <td data-bbox="1401 576 1441 610">1c</td> <td data-bbox="1441 576 1481 610"></td> </tr> </table> | 1c | | |
| 1c | | | | |

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[illegible]

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

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

**Sign
Here**

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

Signature of officer or trustee

11-14-16
Date

TRUSTEE
Title

May the IRS discuss this return with the preparer shown below (see instr. 7)?

☒ Yes ☐ No

**Paid
Preparer
-Use-Only**

Print/Type preparer's name

Preparer's signature

Date

Check ☐ self-employed

PTIN

TUCKER A DACEY

Super Admcy

11/11/16

P01058317

Firm's name ► DE HAAN, PLLC

Firm's EIN ▶ 75-3260570

Firm's address ► 220 W. MERCER ST, SUITE W-430
SEATTLE, WA 98119

Phone no. 206-629-8500

Form **990-PF** (2015)

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.

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.

SUPERIOR COURT OF THE STATE OF WASHINGTON
FOR KING COUNTY

In the Matter of

No.

FRIES-TAIT FOUNDATION TRUST
AGREEMENT, dated December 26,
1997

NONJUDICIAL AGREEMENT

RCW 11.96A.220

A Washington Irrevocable Trust

This Agreement is entered into by and among the following parties (collectively, 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");

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

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

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

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

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

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

33 4.1 Trustee Provisions:

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

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.

5
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
14 **H. Change of Foundation Name.** Pursuant to their powers under
15 subsection 4.4 of the Trust Agreement, the Parties desire to amend the name of the
16 Fries-Tait Foundation to "The Fries Family Foundation" after the transfer of assets to
17 the Tt Foundation has taken place.

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

26 **AGREEMENT**

27
28 The Parties agree as follows:

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

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

38 **4.1 Trustee Provisions:**

39
40 (a) **Designation and Successorship.**

1 (i) If Karen Is Unable to Act. If at any time RICHARD J.
2 TAIT and KAREN E. FRIES are acting as Co-Trustees and KAREN E. FRIES
3 is unable or unwilling to serve as a Trustee of the Foundation, MARILYN
4 FRIES shall act as Co-Trustee with RICHARD J. TAIT without court
5 proceedings. If RICHARD J. TAIT and MARILYN FRIES are acting as Co-
6 Trustees and MARILYN FRIES is unable or unwilling to serve as a Trustee of
7 the Foundation, MARILYN FRIES shall have the right to appoint an individual
8 and/or a corporate Trustee to act as Co-Trustee with RICHARD J. TAIT
9 without court proceedings. If RICHARD J. TAIT and MARILYN FRIES are
10 acting as Co-Trustees and MARILYN FRIES is unable or unwilling to serve as
11 a Trustee of the Foundation and MARILYN FRIES fails to appoint a Trustee to
12 act with RICHARD J. TAIT, RICHARD J. TAIT shall appoint a corporate
13 Trustee to act as Co-Trustee with him without court proceedings.

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

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.
38

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
41

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 **10. Miscellaneous.**

31
32 **10.1.** Each Party acknowledges that it, he or she has had an opportunity
33 to seek independent legal advice prior to signing this Agreement.

34
35 **10.2.** This Agreement is consistent with the purposes and provisions of
36 the Trust Agreement as originally contemplated.

37
38 **10.3.** The laws of the State of Washington shall govern this Agreement.

39
40 **10.4.** This Agreement may be executed in counterparts, each of which
41 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
16 Dated _____

KAREN E. FRIES, as Trustor and
17 Trustee

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

24
25
26
27 Dated _____

28 By: Jeffrey Even

29 Deputy Solicitor General
30
31
32
33
34
35
36
37
38
39
40
41

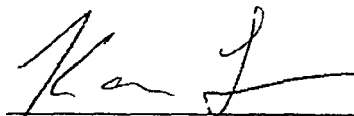
1 may be executed by the parties with the same force and effect as if all the parties had
2 signed on the same pages.

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 _____

RICHARD J. TAIT, as Trustor and
Trustee

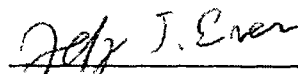
11
12
13
14
15 Dated 28th APRIL 2014



KAREN E. FRIES, as Trustor and
Trustee

16
17
18
19
20
21
22 ATTORNEY GENERAL OF THE STATE OF
23 WASHINGTON
24

25
26 Dated JUNE 5, 2014



By: Jeffrey Even

28
29 Deputy Solicitor General
30
31
32
33
34
35
36
37
38
39
40
41

1
2 SUPERIOR COURT OF THE STATE OF WASHINGTON
3 FOR KING COUNTY
4
5

6 In the Matter of
7
8

No.

9 FRIES-TAIT FOUNDATION TRUST
10 AGREEMENT, dated December 26,
11 1997
12
13

MEMORANDUM OF AGREEMENT
UNDER RCW 11.96A.230

14 A Washington Irrevocable Trust
15
16
17

18 The undersigned certifies that the following described agreement (the "Agree-
19 ment") was duly executed, as described below, pursuant to RCW 11.96A.220. This
20 document is intended to constitute a Memorandum of the Agreement, which Memo-
21 randum may be filed pursuant to RCW 11.96A.230, whereupon the Agreement
22 becomes equivalent to a final order binding on all persons interested in the Fries-Tait
23 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.
32

33 PERKINS COIE LLP

34 Dated 6/9/2014
35
36


Anthony J. McCormick, WSBA #44150
37
38
39
40
41