Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.

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

OMB No 1545-0052

2015

Open to Public Inspection

For calendar year 2015 or tax year beginning DEC 1, 2015 **, and ending** NOV 30, 2016

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

A Employer identification number
91-1156982

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

B Telephone number
425-344-9215

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

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 6,543,206.

J Accounting method: [X] Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis.)*

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc., received			N/A	
2 Check ▶ [X] if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	255,785.	255,785.		STATEMENT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	<68,750.>			
b Gross sales price for all assets on line 6a 593,863.				
7 Capital gain net income (from Part IV, line 2)		0.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income				
12 **Total.** Add lines 1 through 11	187,035.	255,785.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees STMT 2	5,190.	0.		0.
c Other professional fees STMT 3	10,762.	0.		0.
17 Interest				
18 Taxes				
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses STMT 4	58,080.	58,080.		0.
24 **Total operating and administrative expenses.** Add lines 13 through 23	74,032.	58,080.		0.
25 Contributions, gifts, grants paid	344,157.			344,157.
26 **Total expenses and disbursements.** Add lines 24 and 25	418,189.	58,080.		344,157.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	<231,154.>			
b **Net investment income** (if negative, enter -0-)		197,705.		
c **Adjusted net income** (if negative, enter -0-)			N/A	

SCANNED APR 17 2017

Received in Batching Ogden APR 17 2017 30

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11-24-15 LHA **For Paperwork Reduction Act Notice, see instructions.**

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Form **990-PF** (2015)

11290326 758640 44750M 2015.05060 ELIZABETH A. LYNN FOUNDAT 44750M_1

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

		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets				
1	Cash - non-interest-bearing			
2	Savings and temporary cash investments	606,018.	643,380.	643,380.
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 5	1,434,710.	1,222,176.	1,688,888.
c	Investments - corporate bonds			
11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
12	Investments - mortgage loans			
13	Investments - other STMT 6	3,264,893.	3,207,165.	4,210,938.
14	Land, buildings, and equipment: basis ▶ 3,500.			
	Less accumulated depreciation STMT 7 ▶ 3,500.			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	5,305,621.	5,072,721.	6,543,206.
Liabilities				
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances				
	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds	5,305,621.	5,072,721.	
28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
29	Retained earnings, accumulated income, endowment, or other funds	0.	0.	
30	**Total net assets or fund balances**	5,305,621.	5,072,721.	
31	**Total liabilities and net assets/fund balances**	5,305,621.	5,072,721.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	5,305,621.
2	Enter amount from Part I, line 27a	2	<231,154.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	5,074,467.
5	Decreases not included in line 2 (itemize) ▶ FEDERAL ESTIMATED TAX PAYMENTS	5	1,746.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,072,721.

Part IV Capital Gains and Losses for Tax on Investment Income SEE ATTACHED STATEMENTS

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	593,863.		662,613.	<68,750.>

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				<68,750.>

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 — <68,750.>

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	335,034.	6,958,352.	.048148
2013	318,039.	6,875,693.	.046256
2012	300,758.	6,397,583.	.047011
2011	312,309.	6,088,887.	.051292
2010	292,600.	6,240,469.	.046888

2	**Total** of line 1, column (d)	2	.239595
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	.047919
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	6,500,479.
5	Multiply line 4 by line 3	5	311,496.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,977.
7	Add lines 5 and 6	7	313,473.
8	Enter qualifying distributions from Part XII, line 4	8	344,157.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b			1	1,977.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3 Add lines 1 and 2			3	1,977.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	1,977.
6 Credits/Payments:				
a 2015 estimated tax payments and 2014 overpayment credited to 2015	6a	3,480.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	3,480.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	1,503.
11 Enter the amount of line 10 to be: **Credited to 2016 estimated tax** ▶	1,503.	Refunded ▶	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		X
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*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		X
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?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ WA			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

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

Website address ▶ WWW.ELIZABETHALYNNFOUNDATION.ORG

14 The books are in care of ▶ DIANE A. TITCH Telephone no. ▶ (425)344-9215

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

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

			Yes	No
16	At any time during calendar year 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?	16		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? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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

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 | 5b |

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X |

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

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 7b |

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

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

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

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

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

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

Total number of others receiving over $50,000 for professional services ▶ 0

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

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	5,752,940.
b	Average of monthly cash balances	1b	846,531.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	6,599,471.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	6,599,471.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	98,992.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,500,479.
6	**Minimum investment return.** Enter 5% of line 5	6	325,024.

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	325,024.
2a	Tax on investment income for 2015 from Part VI, line 5 — 2a: 1,977.		
b	Income tax for 2015. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	1,977.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	323,047.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	323,047.
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	323,047.

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	344,157.
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	344,157.
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	1,977.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	342,180.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				323,047.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			344,157.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2015:				
a From 2010				
b From 2011				
c From 2012				
d From 2013				
e From 2014				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2015 from Part XII, line 4: ▶ $ 344,157.				
a Applied to 2014, but not more than line 2a			344,157.	
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				0.
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.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 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				323,047.
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	0.			
10 Analysis of line 9:				
a Excess from 2011				
b Excess from 2012				
c Excess from 2013				
d Excess from 2014				
e Excess from 2015				

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

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

SEE STATEMENT 9

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
AMY'S PLACE		PC	EDUCATIONAL PROGRAMS	5,000.
ASSISTANCE LEAGUE OF SEATTLE		PC	EDUCATIONAL PROGRAMS	10,000.
ATWORK!		PC	EDUCATIONAL PROGRAMS	5,000.
BELLEVUE LIFESPRING		PC	EDUCATIONAL PROGRAMS	5,000.
BIG BROTHERS BIG SISTERS		PC	EDUCATIONAL PROGRAMS	5,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	344,157.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Form **990-PF** (2015)

523611 11-24-15

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	255,785.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			14	<68,750.>	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		187,035.	0.
13 **Total.** Add line 12, columns (b), (d), and (e)				13	187,035.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee: [signature] Date: 4.10.17 Title: Trustee

May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self- employed	PTIN
THOMAS E. MELANG CPA	[signature] CPA	03/26/17		P00085213

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

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

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	1500 SHS CENTURYLINK		VARIOUS	12/28/15
b	160 SHS CALIFORNIA RESOURCES		VARIOUS	12/28/15
c	1000 SHS THE MOSAIC COMPANY		VARIOUS	12/28/15
d	8000 SHS YAMANA GOLD INC		12/16/14	12/28/15
e	1000 SHS BB&T CORP		VARIOUS	02/24/16
f	200 SHS BB&T CORP		04/23/15	02/24/16
g	300 SHS BOEING		05/21/12	02/24/16
h	300 SHS CONOCOPHILLIPS		05/19/15	02/24/16
i	3430 SHS ISHARES MSCI JAPAN		VARIOUS	02/24/16
j	1300 SHS WISDOMTREE EUR S/C DIV		VARIOUS	02/24/16
k	200 SHS HALLIBURTON CO		04/23/15	02/24/16
l	200 SHS LAM RESEARCH CORP		01/22/14	02/24/16
m	4000 SHS PENN NATL GAMING CORP		07/22/15	02/24/16
n	2500 SHS SONY CORP		VARIOUS	02/24/16
o	900 SHS GLOBAL PARTNERS LP		05/19/15	02/24/16

	(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	38,797.		54,683.	<15,886.>
b	331.		1,161.	<830.>
c	28,974.		43,067.	<14,093.>
d	15,121.		30,479.	<15,358.>
e	31,423.		31,725.	<302.>
f	6,285.		7,589.	<1,304.>
g	34,085.		21,521.	12,564.
h	9,574.		19,574.	<10,000.>
i	36,947.		39,154.	<2,207.>
j	66,671.		78,048.	<11,377.>
k	6,328.		9,666.	<3,338.>
l	13,652.		11,013.	2,639.
m	52,383.		77,172.	<24,789.>
n	52,474.		43,594.	8,880.
o	11,934.		36,384.	<24,450.>

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				<15,886.>
b				<830.>
c				<14,093.>
d				<15,358.>
e				<302.>
f				<1,304.>
g				12,564.
h				<10,000.>
i				<2,207.>
j				<11,377.>
k				<3,338.>
l				2,639.
m				<24,789.>
n				8,880.
o				<24,450.>

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

523591
04-01-15

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	900 SHS WEYERHAEUSER CO		12/28/15	02/24/16
b	400 SHS ALTRIA GROUP INC		05/29/12	03/30/16
c	400 SHS CONOCOPHILLIPS		05/19/15	03/30/16
d	37 SHS CALIFORNIA RESOURCES		VARIOUS	03/30/16
e	3000 SHS DEUTSCHE X-TRACKERS MSCI		05/26/15	06/30/16
f	2200 SHS TENCENT HOLDINGS LTD ADR		VARIOUS	08/19/16
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	21,708.		27,576.	<5,868.>
b	25,089.		12,868.	12,221.
c	16,073.		26,099.	<10,026.>
d	38.		52.	<14.>
e	68,579.		73,806.	<5,227.>
f	57,397.		17,382.	40,015.
g				
h				
i				
j				
k				
l				
m				
n				
o				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				<5,868.>
b				12,221.
c				<10,026.>
d				<14.>
e				<5,227.>
f				40,015.
g				
h				
i				
j				
k				
l				
m				
n				
o				

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	<68,750.>
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

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04-01-15

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
BIKE WORKS		PC	EDUCATIONAL PROGRAMS	5,000.
BOYS & GIRLS CLUB KING COUNTY		PC	EDUCATIONAL PROGRAMS	10,000.
CANCER CURE FOUNDATION		PC	EDUCATIONAL PROGRAMS	5,000.
CATHOLIC COMMUNITY SERVICES		PC	EDUCATIONAL PROGRAMS	10,000.
CHILDREN'S THERAPY CENTER		PC	EDUCATIONAL PROGRAMS	10,000.
COLLEGE ACCESS NOW		PC	EDUCATIONAL PROGRAMS	10,000.
COMMON THREADS FARM		PC	EDUCATIONAL PROGRAMS	10,000.
COMMUNITY SCHOOL		PC	EDUCATIONAL PROGRAMS	10,000.
COURAGE 360		PC	EDUCATIONAL PROGRAMS	10,000.
CRISIS CLINIC		PC	EDUCATIONAL PROGRAMS	5,000.
Total from continuation sheets				314,157.

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04-01-15

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
EASTSIDE ACADEMY		PC	EDUCATIONAL PROGRAMS	5,000.
EMERGENCY FOOD NETWORK		PC	EDUCATIONAL PROGRAMS	5,000.
FARESTART		PC	EDUCATIONAL PROGRAMS	4,000.
FEEST		PC	EDUCATIONAL PROGRAMS	5,000.
FRIENDSHIP CIRCLE		PC	EDUCATIONAL PROGRAMS	5,000.
FULL LIFE CARE		PC	EDUCATIONAL PROGRAMS	5,000.
GRUB		PC	EDUCATIONAL PROGRAMS	5,000.
HOSPICE & PALLIATIVE CARE OF WOOD RIVER		PC	EDUCATIONAL PROGRAMS	4,000.
IDAHO BLAINE COUNTY 4-H		PC	EDUCATIONAL PROGRAMS	5,000.
KINDERING		PC	EDUCATIONAL PROGRAMS	25,000.
Total from continuation sheets				

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04-01-15

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
KWIAHT		PC	EDUCATIONAL PROGRAMS	12,000.
METRO COMMUNITY DEVELOPMENT INC		PC	EDUCATIONAL PROGRAMS	34,416.
MORNINGSIDE		PC	EDUCATIONAL PROGRAMS	5,000.
PEACE FOR STREET KIDS		PC	EDUCATIONAL PROGRAMS	10,000.
PIONEER MONTESSORI SCHOOL		PC	EDUCATIONAL PROGRAMS	5,000.
SCHOOL ON WHEELS, INC.		PC	EDUCATIONAL PROGRAMS	10,000.
SEATTLE CHILDREN'S HOSPITAL		PC	EDUCATIONAL PROGRAMS	7,500.
SOUND LEARNING		PC	EDUCATIONAL PROGRAMS	7,500.
ST. ROSE SCHOOL		PC	EDUCATIONAL PROGRAMS	19,416.
ST. VINCENT DE PAUL OF SEATTLE		PC	EDUCATIONAL PROGRAMS	7,500.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SUMMER SEARCH		PC	EDUCATIONAL PROGRAMS	7,500.
WASHINGTON ASSOCIATION FOR INFANT MENTAL HEALTH		PC	EDUCATIONAL PROGRAMS	5,000.
WELLSPRING FAMILY SERVICES		PC	EDUCATIONAL PROGRAMS	10,000.
WHATCOM CENTER FOR EARLY LEARNING		PC	EDUCATIONAL PROGRAMS	5,000.
WJE FOUNDATION		PC	EDUCATIONAL PROGRAMS	5,325.
YWCA KITSAP COUNTY		PC	EDUCATIONAL PROGRAMS	10,000.
Total from continuation sheets				

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MERRILL LYNCH	255,785.	0.	255,785.	255,785.	
TO PART I, LINE 4	255,785.	0.	255,785.	255,785.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	5,190.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	5,190.	0.		0.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FIDUCIARY FEES	10,762.	0.		0.
TO FORM 990-PF, PG 1, LN 16C	10,762.	0.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADMINISTRATIVE FEES	57,727.	57,727.		0.
FOREIGN TAX	353.	353.		0.
TO FORM 990-PF, PG 1, LN 23	58,080.	58,080.		0.

FORM 990-PF CORPORATE STOCK STATEMENT 5

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
400 SHS DIAGEO PLC SPSD ADR	40,051.	40,496.
400 SHS EXXON MOBIL CORP	34,004.	34,920.
8000 SHS FRONTIER COMMUNICATIONS	39,199.	29,200.
1000 SHS GLAXO SMITH KLINE PLC	40,757.	37,790.
400 SHS GENL DYNAMICS CORP	31,044.	70,140.
1200 SHS GOLDCORP INC	14,214.	15,828.
1800 / 1600 SHS HALLIBURTON COMPANY	60,358.	84,944.
400 SHS HESS CORP	20,473.	22,384.
600 SHS HOME DEPOT, INC	28,657.	77,640.
2000 SHS INTEL CORP	52,355.	69,400.
800 SHS JP MORGAN CHASE & CO	39,664.	64,136.
500 SHS JOHNSON AND JOHNSON CO	35,086.	55,650.
600 SHS KRAFT HEINZ CO	27,392.	48,990.
300 SHS KIMBERLY CLARK	22,932.	34,683.
700 / 900 SHS LAM RESEARCH CORP	38,034.	74,214.
800 SHS ELI LILLY & CO	32,680.	53,696.
1000 SHS METLIFE INC	34,966.	55,010.
1200 SHS MONDELEZ INTERNATIONAL INC	31,527.	49,488.
500 SHS MCDONALDS CORP	47,846.	59,635.
240 / 400 SHS OCCIDENTAL PETE CORP	31,830.	28,544.
1000 SHS ORACLE CORP	28,552.	40,190.
500 SHS PHILIP MORRISE INTL INC	49,453.	44,140.
500 SHS PEPSICO INC	37,316.	50,050.
600 SHS PROCTER & GAMBLE CO	39,870.	49,476.
1400 SHS ROCHE HOLDING LTD	41,310.	38,864.
400 SHS UNITED TECHS CORP	37,744.	43,088.
2200 / 1900 SHS TENCENT HOLDINGS LTD	49,685.	47,447.
600 SHS WAL-MART STORES INC	39,474.	42,258.
600 SHS WELLS FARGO & CO	52,950.	84,672.
1000 / 600 SHS ALTRIA GROUP	19,302.	38,358.
100 SHS AMAZON	30,377.	75,057.
500 SHS AMERICAN TOWER REIT INC	35,845.	51,135.
525 / 700 SHS APPLE	57,229.	77,365.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,222,176.	1,688,888.

FORM 990-PF OTHER INVESTMENTS STATEMENT 6

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
3400 SHS SPDR DJ WILSHIRE INTL	COST	138,448.	128,622.
1200 SHS SPDR S&P MIDCAP 400 ETF	COST	187,583.	355,716.
8036.83 / 8820.12 SHS EATON VANCE WORLDWIDE HEALTH	COST	89,984.	91,024.
918 SHS GOLDMAN SACHS MID CAP	COST	20,242.	34,251.
12,132.54 / 13,383.62 SHS BLACKROCK CREDIT STRATEGIES INCM	COST	138,223.	133,836.
8115.77 SHS NUVEEN DIVIDEND VALUE FD	COST	113,466.	132,287.
10,768.22 SHS NUVEEN SMALL CAP VALUE	COST	107,976.	265,221.
12,360.49 / 12,689.44 SHS GOLDMAN SACHS STRATEGIC INC FD	COST	131,640.	121,438.
5047.30 SHS EATON VANCE FLOATING RT MUNI FD	COST	49,504.	49,413.
23,794.34 SHS T ROWE PRICE INTL GROWTH & INC	COST	303,601.	305,757.
2754.28 SHS VANGUARD TOTAL STOCK MRKT INDX	COST	92,688.	152,476.
5851.74 SHS EATON VANCE FLOATING RT FD	COST	49,506.	51,846.
29,710.87 / 30,089.38 SHS DEUTSCHE UNCONSTRAINED INC FD	COST	148,462.	134,800.
10,618.38 / 10,824.30 SHS HARTFORD FLOATING RT FD	COST	96,736.	92,872.
9191.06 SHS NUVEEN SANTA BARBARA DIV GRTH	COST	228,768.	322,330.
8027.58 / 8183.30 SHS BLACKROCK STRATEGIC INC OPPRTNT	COST	83,174.	80,033.
6981.91 / 7301.02 SHS PIMCO INCOME FD CL P	COST	91,182.	87,539.
7804.75 / 8183.57 SHS PIMCO TOTAL RETURN FD	COST	86,886.	81,754.
7624.13 / 8087.81 SHS PIMCO UNCONSTRAINED BOND FD	COST	92,530.	85,326.
6541.53 / 6770.38 SHS ANGEL OAK MULTI STRATEGY INC FD	COST	81,743.	75,761.
7269.41 / 7354.77 SHS TEMPLETON GLBL BOND FD	COST	98,126.	85,234.
24,767.73 SHS T ROWE PRICE GROWTH STK FD	COST	776,697.	1,343,402.
TOTAL TO FORM 990-PF, PART II, LINE 13		3,207,165.	4,210,938.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 7

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

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 8

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

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

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

516261
04-01-15

- Current year section 179 (D) - Asset disposed