

For calendar year 2016, or tax year beginning 01-01-2016, and ending 12-31-2016

Name of foundation WHATLEY FOUNDATION		A Employer identification number 26-6700524	
Number and street (or P O box number if mail is not delivered to street address) 830 HILLSIDE DRIVE E		Room/suite	B Telephone number (see instructions) (206) 328-1420
City or town, state or province, country, and ZIP or foreign postal code SEATTLE, WA 98112		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address 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"/>	
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) \$ 2,241,121	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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 <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) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	85,002	85,002		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	-503			
	b Gross sales price for all assets on line 6a _____ 649,320				
	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 _____				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	84,499	85,002		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	2,823	298		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	48,541	14,186		0
	24 Total operating and administrative expenses. Add lines 13 through 23	51,364	14,484		0
	25 Contributions, gifts, grants paid	105,771			105,771
	26 Total expenses and disbursements. Add lines 24 and 25	157,135	14,484		105,771
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-72,636			
	b Net investment income (if negative, enter -0-)		70,518		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	177,785	122,840	122,840
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	1,159,394	973,041	1,202,593
	c	Investments—corporate bonds (attach schedule)	734,277	914,793	915,088
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)	600	600	600	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	2,072,056	2,011,274	2,241,121	
Liabilities	17	Accounts payable and accrued expenses	24,000	35,854	
	18	Grants payable.			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule).			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	24,000	35,854	
	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	2,048,056	1,975,420	
30		Total net assets or fund balances (see instructions)	2,048,056	1,975,420	
31		Total liabilities and net assets/fund balances (see instructions) .	2,072,056	2,011,274	

Part III Analysis of Changes in Net Assets or Fund Balances			
1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,048,056
2	Enter amount from Part I, line 27a	2	-72,636
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	1,975,420
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	1,975,420

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)
1 a PUBLICLY TRADED SECURITIES	P		
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 649,320		649,823	-503
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			-503
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	2	-503
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2015	88,429	2,283,177	0.038731
2014	121,386	2,430,381	0.049945
2013	98,696	2,192,590	0.045013
2012	88,232	1,978,139	0.044604
2011	85,695	1,866,753	0.045906

2 Total of line 1, column (d)	2	0.224199
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.044840
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	2,176,321
5 Multiply line 4 by line 3	5	97,586
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	705
7 Add lines 5 and 6	7	98,291
8 Enter qualifying distributions from Part XII, line 4	8	105,771

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 <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	705
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	705
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	705
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	3,005
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	3,005
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	2,300
11	Enter the amount of line 10 to be Credited to 2017 estimated tax <input type="checkbox"/> 2,300 Refunded <input type="checkbox"/>	11	0

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? <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	No
c Did the foundation file Form 1120-POL for this year?	1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <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	No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	5	No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> 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? <i>If "No," attach explanation</i> .	8b	Yes
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	Yes	
14	The books are in care of ► J ANTHONY WHATLEY Telephone no ► (206) 328-1420			

Located at **►** 830 HILLSIDE DR E SEATTLE WA ZIP+4 **►** 98112

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ► 15			
16	At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). If "Yes," enter the name of the foreign country ►	16	Yes	No

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

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

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(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)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here. ► <input type="checkbox"/>	1b		
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 2016? <input type="checkbox"/>	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions). <input type="checkbox"/>	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2016 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 2016). <input type="checkbox"/>	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b		No

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

5a During the year did the foundation pay or incur any amount to (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/> 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? <input type="checkbox"/> Yes <input type="checkbox"/> No If "Yes," attach the statement required by Regulations section 53.4945–5(d)	5b		
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes" to 6b, file Form 8870	6b		No
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	7b		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
JULIAN ANTHONY WHATLEY III 830 HILLSIDE DR E SEATTLE, WA 98112	TRUSTEE 5 00	0	24,055	0
LINDA V WHATLEY 830 HILLSIDE DR E SEATTLE, WA 98112	TRUSTEE 5 00	0	0	0
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	Title, and average hours per week (b) devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
NONE				
Total number of other employees paid over \$50,000.				0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services. ►		0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1	
2	
3	
4	

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities.	1a	2,075,548
b	Average of monthly cash balances.	1b	133,915
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	2,209,463
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	2,209,463
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	33,142
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	2,176,321
6	Minimum investment return. Enter 5% of line 5.	6	108,816

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	108,816
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	705
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	705
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	108,111
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	108,111
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	108,111

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	105,771
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	105,771
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions).	5	705
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	105,066

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				108,111
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			19,328	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2016				
a From 2011.				
b From 2012.				
c From 2013.				
d From 2014.				
e From 2015.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ <u>105,771</u>				
a Applied to 2015, but not more than line 2a			19,328	
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 2016 distributable amount.				86,443
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2016 (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 2015 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				21,668
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 2011 not applied on line 5 or line 7 (see instructions). . . .	0			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2012.				
b Excess from 2013.				
c Excess from 2014.				
d Excess from 2015.				
e Excess from 2016.				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling. ▶					
b Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)					
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . .					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . .					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:	
a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2)) See Additional Data Table	
b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest	
2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:	
Check here <input type="checkbox"/> 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 WHATLEY FOUNDATION 830 HILLSIDE DR E SEATTLE, WA 98112 (206) 328-1420	
b The form in which applications should be submitted and information and materials they should include NO SPECIFIC FORM	
c Any submission deadlines NO SUBMISSION DEADLINE	
d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors ONLY FOR QUALIFIED 501(C)3 ORGANIZATIONS	

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 <i>Paid during the year</i> See Additional Data Table				
Total			▶ 3a	105,771
b <i>Approved for future payment</i>				
Total			▶ 3b	0

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments.					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities.			14	85,002	
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			18	-503	
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		84,499	0
13 Total. Add line 12, columns (b), (d), and (e).			13		84,499

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Part XVII

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

[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

Sign 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.

☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input type="checkbox"/>	PTIN P00177541
	Firm's name ▶ RSM US LLP				Firm's EIN ▶42-0714325
	Firm's address ▶ 1145 BROADWAY PLAZA SUITE 900 TACOMA, WA 984023523				Phone no (253) 572-7111

Form 990PF Part XV Line 1a - 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).

JULIAN ANTHONY WHATLEY III
LINDA V WHATLEY

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


Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
AMERICAN RED CROSS 431 18TH STREET NW WASHINGTON, DC 20006	NONE	501(C)3	SOCIAL SERVICE	1,000
ARBORETUM FOUNDATION 2300 ARBORETUM DRIVE EAST SEATTLE, WA 98112	NONE	501(C)3	ENVIRONMENTAL CONSERVATION	250
ARCS FDN INC PMB 429 4616 25TH AVE NE SEATTLE, WA 98105	NONE	501(C)3	EDUCATION	5,000
BB CENTER FOR THE ARTS 266 W 37TH ST NEW YORK, NY 10018	NONE	501(C)3	EDUCATION	200
BETHANY COMMUNITY CHURCH 8023 GREEN LAKE DR N SEATTLE, WA 98103	NONE	501(C)3	RELIGIOUS	5,000
Total ▶ 3a				105,771

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CAROLS CRUSADE FOR A CURE FOUNDATION 7 RED GROUND RD OLD WESTBURY, NY 11568	NONE	501(C)3	SOCIAL SERVICES	207
CATO INSTITUTE 1000 MASSACHUSETTS AVE NW WASHINGTON, DC 20001	NONE	501(C)3	EDUCATION	1,000
DISCOVERY INSTITUTE 208 COLUMBIA STREET SEATTLE, WA 98104	NONE	501(C)3	EDUCATION	2,000
EARL PALMER MINISTRIES 4000 NE 41ST ST SEATTLE, WA 98105	NONE	501(C)3	SOCIAL SERVICE	5,000
EPIPHANY SCHOOL 3611 EAST DENNY WAY SEATTLE, WA 98122	NONE	501(C)3	EDUCATION	1,000
Total ► 3a				105,771

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
FIFTH AVENUE THEATRE 1308 5TH AVENUE SEATTLE, WA 98101	NONE	501(C)3	MUSICAL ARTS	2,350
FRED HUTCH 1100 FAIRVIEW AVE N SEATTLE, WA 98109	NONE	501(C)3	SOCIAL SERVICE	2,000
GEORGE NETHERCUTT FOUNDATION 801 W RIVERSIDE STE 100 SPOKANE, WA 99201	NONE	501(C)3	EDUCATION	5,000
GEORGIA TECH FOUNDATION 190 NORTH AVE ATLANTA, GA 30313	NONE	501(C)3	EDUCATION	1,000
GLOBAL PARTNERSHIPS 1932 FIRST AVE SUITE 400 SEATTLE, WA 98101	NONE	501(C)3	SOCIAL SERVICE	2,000
Total ▶ 3a				105,771

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
HALAWAI PO BOX 250189 NEY YORK, NY 10025	NONE	501(C)3	SOCIAL SERVICES	500
IRON HORSE PARTY (ALS) 7507 STANDISH PLACE DERWOOD, MD 20855	NONE	501(C)3	SOCIAL SERVICES	195
JUBILEE WOMEN CENTER 620 18TH AVENUE EAST SEATTLE, WA 98112	NONE	501(C)3	SOCIAL SERVICE	500
JUDICAL WATCH 425 THIRD STREET SW SUITE 800 WASHINGTON, DC 20024	NONE	501(C)3	EDUCATION	2,000
K SEATTLE FOUNDATION 3824 CEDAR SPRINGS ROAD 801-4951 DALLAS, TX 75219	NONE	501(C)3	SOCIAL SERVICES	18,350
Total ► 3a				105,771

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
LAHAINA CHIEFS 378 S MOKAPU ST KAHULUI, HI 96732	NONE	501(C)3	EDUCATION	350
MOHAI 860 TERRY AVENUE NORTH SEATTLE, WA 98108	NONE	501(C)3	SOCIAL SERVICE	500
MSK CANCER ALLIANCE 1275 YORK AVENUE NEW YORK, NY 10065	NONE	501(C)3	SOCIAL SERVICES	250
NATIONAL AUDUBON SOCIETY 5902 LAKE WASHINGTON BLVD S SEATTLE, WA 98118	NONE	501(C)3	ENVIRONMENTAL CONSERVATION	150
NATURE CONSERVANCY 8 S MICHIGAN AVE 900 CHICAGO, IL 60603	NONE	501(C)3	ENVIRONMENTAL CONSERVATION	10,000
Total 				105,771
3a				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
NYRR-EAM FOR KIDS 320 WEST 57TH STREET NEW YORK, NY 10019	NONE	501(C)3	SOCIAL SERVICES	310
PLYMOUTH HOUSING GROUP 2113 THIRD AVENUE SEATTLE, WA 98121	NONE	501(C)3	SOCIAL SERVICES	11,500
PRINCETON UNIVERSITY 330 ALEXANDER STREET PRINCETON, NJ 08542	NONE	501(C)3	EDUCATION	500
PROSPECT PARK NEW YORK ORG 95 PROSPECT PARK WEST BROOKLYN, NY 11215	NONE	501(C)3	ENVIRONMENTAL CONSERVATION	200
PUGET SOUND KEEPER ALLIANCE 5305 SHILSHOLE AVE NW STE 150 SEATTLE, WA 98107	NONE	501(C)3	ENVIRONMENTAL CONSERVATION	500
Total ► 3a				105,771

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
RECOVERY CAFE 2022 BOREN AVENUE SEATTLE, WA 98121	NONE	501(C)3	EDUCATION	2,000
RIVER FUND 11155 ROSELAND ROAD UNIT 16 SEBASTIAN, FL 32958	NONE	501(C)3	SOCIAL SERVICES	350
SEATTLE ART MUSEUM 1300 1ST AVENUE SEATTLE, WA 98101	NONE	501(C)3	ARTS	800
SEATTLE GARDEN CLUB 2336 15TH AVE S SEATTLE, WA 98144	NONE	501(C)3	ENVIRONMENTAL CONSERVATION	209
SHARE OUR STRENGTH 1030 15TH STREET NW SUITE 1100 W WASHINGTON, DC 20005	NONE	501(C)3	SOCIAL SERVICES	200
Total ► 3a				105,771

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
SWIM ACROSS AMERICA 11600 N COMMUNITY HOUSE ROAD SUITE 100 CHARLOTTE, NC 28277	NONE	501(C)3	SOCIAL SERVICES	500
TEAM HOLE IN THE WALL 555 LONG WHARF DRIVE NEW HAVEN, CT 06511	NONE	501(C)3	SOCIAL SERVICE	150
TELIOS PMB 502 4616 25TH AVE NE SEATTLE, WA 98105	NONE	501(C)3	SOCIAL SERVICE	5,000
THE WHITNEY MUSEUM 99 GANSEVOORT STREET NEW YORK, NY 10014	NONE	501(C)3	ARTS	250
TREEHOUSE 2100 24TH AVE S STE 200 SEATTLE, WA 98144	NONE	501(C)3	SOCIAL SERVICE	5,000
Total ► 3a				105,771

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
UNIVERSITY OF MONTANA FOUNDATION PO BOX 7159 MISSOULA, MT 59807	NONE	501(C)3	EDUCATION	6,000
UNIVERSITY PRESBYTERIAN CHURCH 4540 15TH AVE NE SEATTLE, WA 98105	NONE	501(C)3	SOCIAL SERVICE	2,000
WASHINGTON WOMEN'S FOUNDATION 2100 24TH AVE S 330 SEATTLE, WA 98144	NONE	501(C)3	SOCIAL SERVICE	2,500
WESTMINSTER SCHOOLS 1424 WEST PACES FERRY ROAD NW ATLANTA, GA 30327	NONE	501(C)3	EDUCATION	1,000
YWCA 1118 FIFTH AVENUE SEATTLE, WA 98101	NONE	501(C)3	SOCIAL SERVICE	1,000
Total ▶ 3a				105,771

TY 2016 Investments Corporate Bonds Schedule**Name:** WHATLEY FOUNDATION**EIN:** 26-6700524

Name of Bond	End of Year Book Value	End of Year Fair Market Value
DAVITA HEALTHCARE	77,712	78,375
DELL COMPUTER CORPORATION	52,720	52,000
ENSCO PLC NTS ISIN	36,723	43,438
EXPEDIA INC	104,760	109,307
INTL GAME	50,307	50,000
JP MORGAN CHASE	100,000	99,520
LEUCADIA NATL CORP	50,199	52,949
MORGAN STANLEY OID VAR RATE	158,284	155,408
PUERTO RICO PUB	69,500	66,375
SOUTHWEST AIRLINES NTS 5.750%	0	0
T-MOBILE USA INC	53,926	53,000
TULSA OK PUB FACS	109,664	104,296
US BANCORP PFD	50,998	50,420

TY 2016 Investments Corporate Stock Schedule

Name: WHATLEY FOUNDATION
EIN: 26-6700524

Name of Stock	End of Year Book Value	End of Year Fair Market Value
AGNICO EAGLE MINES LTD	48,639	63,000
ALIBABA GROUP HLGS	51,500	43,905
AT&T INCORPORATED	67,099	85,060
ALPHABET INC C	47,195	96,478
ALPHABET INC A	20,195	59,434
BOEING CO	74,979	116,760
BP PLC	0	0
CISCO SYSTEMS	91,722	110,303
DAVITA HEALTHCARE	0	0
GILEAD SCIENCES INCORPORATED	59,992	53,708
GOLDCORP	0	0
GOOGLE INC CL A	0	0
GOOGLE INC CL C	0	0
ISHARES TR CHINA LG-CAP	49,738	45,123
KINDER MORGAN INCORPORATED	0	0
METLIFE INC	0	0
MERCK & COMPANY INC NEW	54,450	73,588
NEW GOLD INCORPORATED CDA	50,699	42,000
PACCAR INC	25,145	30,672
PAN AMERICAN SILVER CORPORATION	22,749	56,513
PFIZER	98,501	97,440
PHILIP MORRIS INTL INC COM	61,472	73,192
QUALCOM INC	0	0
SILVER WHEATON	0	0
SOLAR CAP	25,616	31,230
TOYOTA MOTOR	98,002	93,760
VERIZON	25,348	30,427

TY 2016 Other Assets Schedule

Name: WHATLEY FOUNDATION

EIN: 26-6700524

Other Assets Schedule

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
DIVIDEND RECEIVABLE	600	600	600

TY 2016 Other Expenses Schedule**Name:** WHATLEY FOUNDATION**EIN:** 26-6700524**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	14,186	14,186		0
EMPLOYEE BENEFIT	24,055	0		0
ACCOUNTING FEES	10,300	0		0

TY 2016 Taxes Schedule**Name:** WHATLEY FOUNDATION**EIN:** 26-6700524

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX	298	298		0
INCOME TAXES	2,500	0		0
LICENSE FEES	25	0		0