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Return of Private Foundation

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

OMB No 1545-0052

2016

Department of the Treasury
Internal Revenue Service

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

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

Open to Public Inspection

For calendar year 2016 or tax year beginning

, and ending

Name of foundation

A Employer identification number

BATES FAMILY FOUNDATION

36-7294980

Number and street (or P.O. box number if mail is not delivered to street address)

Room/suite

P.O. BOX 6861

B Telephone number

253-752-4345

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

TACOMA, WA 98417

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

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundationE 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)

\$ 11,642,617. (Part I, column (d) must be on cash basis)

J Accounting method:

☐ Cash☒ Accrual☐ Other (specify)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

2 Check ☒ if the foundation is not required to attach Sch. B

3 Interest on savings and temporary cash investments

1,330.

1,330.

STATEMENT 1

4 Dividends and interest from securities

184,026.

184,026.

STATEMENT 2

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

12,412.

b Gross sales price for all assets on line 6a

1,458,152.

7 Capital gain net income (from Part IV, line 2)

12,412.

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

197,768.

197,768.

13 Compensation of officers, directors, trustees, etc

200,000.

133,333.

66,667.

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees

b Accounting fees

STMT 3

51,524.

0.

51,524.

c Other professional fees

STMT 4

17,576.

17,576.

0.

17 Interest

18 Taxes

STMT 5

14,148.

13,276.

0.

19 Depreciation and depletion

20 Occupancy

16,980.

0.

16,980.

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses

24 Total operating and administrative expenses. Add lines 13 through 23

300,228.

164,185.

135,171.

25 Contributions, gifts, grants paid

1,156,500.

1,156,500.

26 Total expenses and disbursements. Add lines 24 and 25

1,456,728.

164,185.

1,291,671.

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

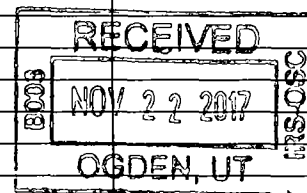
-1,258,960.

b Net investment income (if negative, enter -0-)

33,583.

c Adjusted net income (if negative, enter -0-)

N/A



Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	651,393.	336,245.	336,245.
	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 ▶ 350,000.			
	Less: allowance for doubtful accounts ▶ 0.	0.	350,000.	350,000.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	1,390.	16,518.	16,518.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 8	11,133,249.	10,939,854.	10,939,854.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	11,786,032.	11,642,617.	11,642,617.
	17 Accounts payable and accrued expenses			
	18 Grants payable	440,000.	300,000.	
Net Assets or Fund Balances	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)	440,000.	300,000.	
	Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	11,346,032.	11,342,617.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances	11,346,032.	11,342,617.	
	31 Total liabilities and net assets/fund balances	11,786,032.	11,642,617.	

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	11,346,032.
2 Enter amount from Part I, line 27a	2	-1,258,960.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	1,255,545.
4 Add lines 1, 2, and 3	4	11,342,617.
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	11,342,617.

Form 990-PF (2016)

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 50000 SHARES BLACKBERRY LTD		VARIOUS	07/15/16
b 18000 SHARES ITC HOLDINGS CORP		VARIOUS	07/15/16
c 2000 SHARES IBM		VARIOUS	04/20/16
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 332,873.		464,000.	-131,127.
b 836,301.		706,500.	129,801.
c 288,978.		275,240.	13,738.
d			
e			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			-131,127.
b			129,801.
c			13,738.
d			
e			

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	12,412.
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))
2015	1,250,293.	12,965,806.	.096430
2014	1,104,887.	14,349,755.	.076997
2013	988,533.	13,608,217.	.072642
2012	755,517.	12,184,039.	.062009
2011	730,450.	12,045,649.	.060640

2 Total of line 1, column (d)	2	.368718
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	.073744
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	11,815,280.
5 Multiply line 4 by line 3	5	871,306.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	336.
7 Add lines 5 and 6	7	871,642.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	1,291,671.

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	336.
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	336.
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	336.
6 Credits/Payments:			
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a	3,000.	
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	3,000.	
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	2,664.	
11 Enter the amount of line 10 to be: Credited to 2017 estimated tax ☒ 360. Refunded ☒	11	2,304.	

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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c Did the foundation file Form 1120-POL for this year?		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? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		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	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ IL		
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	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 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Form 990-PF (2016)

Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	X	
14 The books are in care of ► HEARTLAND BANK - MCLEAN COUNTY Telephone no. ► 309-662-4444 Located at ► 205 N. MAIN ST., SUITE 101, BLOOMINGTON, IL ZIP+4 ► 61704		
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		
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 the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►		X

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)? Organizations relying on a current notice regarding disaster assistance check here	N/A	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?		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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? If "Yes," list the years ►	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
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 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.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?		X

Form 990-PF (2016)

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

6b

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

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

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

☐ Yes ☒ No

7b

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

N/A

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
PATRICIA ANN MATTINGLEY 61 COUGAR HEIGHTS DR. SEQUIM, WA 98382	TRUSTEE 10.00	0.	0.	0.
REX W. BATES 3611 NORTH WASHINGTON ST. TACOMA, WA 98407	TRUSTEE 10.00	0.	0.	0.

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

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

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

0

Form 990-PF (2016)

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

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

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

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

Form 990-PF (2016)

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	11,387,464.
b	Average of monthly cash balances	1b	607,744.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	11,995,208.
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	11,995,208.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) STMT 9	4	179,928.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	11,815,280.
6	Minimum investment return. Enter 5% of line 5	6	590,764.

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	590,764.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	336.
b	Income tax for 2016 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	336.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	590,428.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	590,428.
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	590,428.

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	1,291,671.
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	1,291,671.
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	336.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,291,335.

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

Form 990-PF (2016)

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				590,428.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011	134,862.			
b From 2012	149,171.			
c From 2013	317,110.			
d From 2014	391,651.			
e From 2015	604,011.			
f Total of lines 3a through e	1,596,805.			
4 Qualifying distributions for 2016 from Part XII, line 4: ► \$ 1,291,671.				
a Applied to 2015, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2016 distributable amount				590,428.
e Remaining amount distributed out of corpus	701,243.			
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	2,298,048.			
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 instr.			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7	134,862.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	2,163,186.			
10 Analysis of line 9:				
a Excess from 2012	149,171.			
b Excess from 2013	317,110.			
c Excess from 2014	391,651.			
d Excess from 2015	604,011.			
e Excess from 2016	701,243.			

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution * *	Amount
Name and address (home or business)				
a Paid during the year				
5TH AVENUE THEATER 1308 5TH AVENUE SEATTLE, WA 98101		PC	PAYMENT FOR THE BENEFIT OF THEATRE ARTS	15,000.
ANNIE WRIGHT SCHOOL 827 N. TACOMA AVE. TACOMA, WA 98403		PC	PAYMENT FOR EDUCATIONAL PROGRAMS OF THE SCHOOL	590,000.
BELGRADE LAKE ASSOCIATION 137 MAIN STREET BELGRADE LAKES, ME 04918-0551		POF	PAYMENT TO BENEFIT LAKE ASSOCIATION'S EFFORTS	2,500.
BROOKINGS INSTITUTE 1775 MASSACHUSETTS AVE WASHINGTON, DC 20036		PC	PAYMENT FOR THE BENEFIT OF BROOKINGS INSTITUTE	60,000.
CHILDREN'S MUSEUM OF TACOMA 1501 PACIFIC AVE. SUITE 202 TACOMA, WA 98402		PC	PAYMENT FOR THE BENEFIT OF THE CHILDREN'S MUSEUM OF TACOMA	5,000.
Total	SEE CONTINUATION SHEET(S)			1,156,500.
b Approved for future payment				
NONE				
Total				

Form 990-PF (2016)

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
COLLEGE SUCCESS FOUNDATION 950 PACIFIC AVE, SUITE 1250 TACOMA, WA 98402		PC	GIFT TO FOUNDATION FOR SUPPORT & SCHOLARSHIPS TO INSPIRE UNDERSERVED, LOW-INCOME STUDENTS TO	5,000.
ESQUESTRIAN LAND CONSERVATION RECOURSE 4037 IRON WORKS PARKWAY SUITE 120 LEXINGTON, KY 40511		PC	PAYMENT FOR QUALITY EDUCATION FOR YOUTH IN HORSE PGM	40,000.
GREENHILL SCHOOL 4141 SPRING VALLEY ROAD ADDISON, TX 75001		PC	PAYMENT TO BENEFIT GREENHILL SCHOOL	10,000.
JUVENILE DIABETES RESEARCH ASSOCIATION 26 BROADWAY, 14TH FL NEW YORK, NY 10004		PC	PAYMENT FOR THE BENEFIT OF THE JUVENILE DIABETES RESEARCH ASSOCIATION	5,000.
MARY BRIDGE HOSPITAL PO BOX 5296 TACOMA, WA 98415		PC	PAYMENT TO BENEFIT THE HOSPITAL	13,000.
NATIONAL ASSOCIATION OF EPISCOPAL SCHOOLS 815 SECOND AVENUE, THIRD FLOOR NEW YORK, NY 10087-1090		PC	PAYMENT TO BENEFIT THE SCHOOLS	5,000.
PACIFIC LUTHERAN UNIVERSITY OFFICE OF DEVELOPMENT TACOMA, WA 98447	NONE	I	SCHOLARSHIP GIVEN DIRECTLY TO A PACIFIC LUTHERAN STUDENT	5,500.
PINE ISLAND CAMP, INC. P.O. BOX 242 BRUNSWICK, ME 04011		PC	PAYMENT FOR THE BENEFIT OF SUMMER CAMP FOR BOYS	25,000.
PORT ANGELES SYMPHONY PO BOX 2148 PORT ANGELES, WA 98362		PC	TO ASSIST THE PORT ANGELES SYMPHONY	10,000.
PORT TOWNSEND MARINE CENTER 532 BATTERY WAY PORT TOWNSEND, WA 98368		PC	PAYMENT TO BENEFIT MARINE CENTER	25,000.
Total from continuation sheets				484,000.

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
SEATTLE PACIFIC UNIVERSITY 3307 3RD AVENUE WEST SEATTLE, WA 98119		PC	PAYMENT TO BENEFIT SEATTLE PACIFIC UNIVERSITY	20,000.
SEQUIM CITY BAND 9411 OLD OLYMPIC HWY. SEQUIM, WA 98382		PC	PAYMENT ALLOWS BAND TO BUY MUSIC & PLACE TO REHEARSE	10,000.
SHATTUCK ST MARY'S SCHOOL 1000 SHUMWAY AVE FARIBAULT, MN 55021		PC	PAYMENT TO BENEFIT THE SCHOOL	15,000.
ST. PAUL'S SCHOOL 325 PLEASANT ST CONCORD, NH 03301-2591		PC	PAYMENT FOR A SCHOLARSHIP FUND.	10,000.
TACOMA SYMPHONY 901 BROADWAY ST. SUITE 600 TACOMA, WA 98402		PC	PAYMENT TO BENEFIT THE TACOMA SYMPHONY.	10,000.
THE GLASS MUSEUM OF TACOMA 1801 DOCK ST TACOMA, WA 98402		PC	FOR MUSEUM EXHIBITS	155,000.
THE UNITED STATES PONY CLUBS, INC. 4041 IRON WORKS LEXINGTON, KY 40511-8483		PC	PAYMENT FOR QUALITY EDUCATION FOR YOUTH IN HORSE PGM	40,000.
UNIVERSITY OF CHICAGO 1427 E. 60TH ST. SUITE 120 CHICAGO, IL 60637		PC	PAYMENT FOR THE BENEFIT OF THE UNIVERSITY OF CHICAGO	20,000.
UNIVERSITY OF WASHINGTON 1900 COMMERCE ST. BOX 358420 TACOMA, WA 98402		PC	PAYMENT TO BENEFIT THE SCHOOL OF BUSINESS	7,500.
WHITMAN COLLEGE 345 BOYER AVE. WALLA WALLA, WA 99362		PC	PAYMENT FOR AWARD ENDOWMENTS FOR STUDENTS	43,000.
Total from continuation sheets				

36-7294980

3 Grants and Contributions Paid During the Year (Continuation)

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04-01-18

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - COLLEGE SUCCESS FOUNDATION

GIFT TO FOUNDATION FOR SUPPORT & SCHOLARSHIPS TO INSPIRE UNDERSERVED,
LOW-INCOME STUDENTS TO FINISH HIGH SCHOOL & COLLEGE.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
HEARTLAND BANK	1,330.	1,330.	
TOTAL TO PART I, LINE 3	1,330.	1,330.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CATERPILLAR	30,800.	0.	30,800.	30,800.	
EQT	1,200.	0.	1,200.	1,200.	
EVERGREEN RACQUET CLUB	12,625.	0.	12,625.	12,625.	
IBM	10,850.	0.	10,850.	10,850.	
ITC HOLDINGS CORP	6,750.	0.	6,750.	6,750.	
JP MORGAN CHASE	18,400.	0.	18,400.	18,400.	
MARSH AND MCLENNAN	19,500.	0.	19,500.	19,500.	
MEDTRONIC	17,820.	0.	17,820.	17,820.	
PEMBINA PIPELINE	35,041.	0.	35,041.	35,041.	
TEVA					
PHARMACEUTICAL	19,040.	0.	19,040.	19,040.	
XL GROUP	12,000.	0.	12,000.	12,000.	
TO PART I, LINE 4	184,026.	0.	184,026.	184,026.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL FEES	51,524.	0.		51,524.
TO FORM 990-PF, PG 1, LN 16B	51,524.	0.		51,524.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK FEES	17,576.	17,576.		0.
TO FORM 990-PF, PG 1, LN 16C	17,576.	17,576.		0.

FORM 990-PF	TAXES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAXES	336.	0.		0.
FOREIGN INCOME TAXES PAID	13,276.	13,276.		0.
INTEREST/PENALTIES	536.	0.		0.
TO FORM 990-PF, PG 1, LN 18	14,148.	13,276.		0.

FOOTNOTES	STATEMENT	6
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FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	7
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DESCRIPTION	AMOUNT
UNREALIZED GAIN/LOSS ON INVESTMENTS	1,255,545.
TOTAL TO FORM 990-PF, PART III, LINE 3	1,255,545.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
10000 SHS BERKSHIRE HATHAWAY	1,629,800.	1,629,800.
101 SHS EVERGREEN RACQUET CLUB	202,000.	202,000.
10000 SHS CATERPILLAR	927,400.	927,400.
15000 SHS MARSH & MCLENNAN	1,013,850.	1,013,850.
25000 SHS PEMBINA PIPELINE	783,000.	783,000.
11000 SHS MEDTRONIC	783,530.	783,530.
10000 SHS EQT	654,000.	654,000.
211188 SHS TELPHA INC	285,104.	285,104.
1500 SHS IBM	248,985.	248,985.
14000 SHS CONTINENTAL RESOURCES	721,560.	721,560.
40000 SHS QUIDEL CORP	856,800.	856,800.
139050 TELPHA INC. SERIES C	69,525.	69,525.
0 SHS ITC HOLDINGS CORP	0.	0.
20000 SHS XL GROUP PLC	745,200.	745,200.
1297401 SHS TELPH, INC. SERIES C-2	648,700.	648,700.
0 SHS BLACKBERRY LTD	0.	0.
10000 SHS JP MORGAN CHASE	862,900.	862,900.
14000 SHS TEVA PHARMACEUTICAL	507,500.	507,500.
TOTAL TO FORM 990-PF, PART II, LINE 10B	10,939,854.	10,939,854.

FORM 990-PF	CASH DEEMED CHARITABLE EXPLANATION STATEMENT	STATEMENT	9
	PART X, LINE 4		

THE CUSTOMARY 1.5% OF THE AVERAGE FAIR MARKET VALUE OF THE INVESTMENTS
AND THE AVERAGE MONTHLY CASH BALANCES IS BEING HELD FOR CHARITABLE
ACTIVITIES.

990-PF	INVOLVEMENT WITH NONCHARITABLE ORGANIZATIONS	STATEMENT 10
	PART XVII, LINE 1, COLUMN (D)	

NAME OF NONCHARITABLE EXEMPT ORGANIZATION

PACIFIC LUTHERAN UNIVERSITY

DESCRIPTION OF TRANSFERS, TRANSACTIONS, AND SHARING ARRANGEMENTS

BATES FAMILY FOUNDATION GAVE A SPECIFIC STUDENT THIS CONTRIBUTION. IT WAS NOT GIVEN TO PACIFIC LUTHERAN UNIVERSITY AS A CHARITABLE CONTRIBUTION.

NAME OF NONCHARITABLE EXEMPT ORGANIZATION

WHITMAN COLLEGE

DESCRIPTION OF TRANSFERS, TRANSACTIONS, AND SHARING ARRANGEMENTS

BATES FAMILY FOUNDATION GAVE A SPECIFIC STUDENT THIS CONTRIBUTION. IT WAS NOT GIVEN TO PACIFIC LUTHERAN UNIVERSITY AS A CHARITABLE CONTRIBUTION.