



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



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

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning

JAN 6, 2016

, and ending

DEC 31, 2016

Name of foundation GARY E. MILGARD FAMILY FOUNDATION - MARK		A Employer identification number 81-1386818
Number and street (or P O box number if mail is not delivered to street address) 1701 COMMERCE STREET	Room/suite	B Telephone number 253-274-0121
City or town, state or province, country, and ZIP or foreign postal code TACOMA, WA 98402		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: ☒ 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) \$ 96,590,974. (Part I, column (d) must be on cash basis)	J Accounting method: ☐ Cash ☐ Accrual ☒ Other (specify) MODIFIED CASH	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)
1 Contributions, gifts, grants, etc., received		94,954,680.		N/A	
2 Check ☐ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		985,078.	985,164.		
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		187,443.			
b Gross sales price for all assets on line 6a 1,071,535.					
7 Capital gain net income (from Part IV, line 2)			179,719.		
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		217,941.	0.		SEE STATEMENT 1
12 Total. Add lines 1 through 11		96,345,142.	1,164,883.		
13 Compensation of officers, directors, trustees, etc		49,254.	0.		49,254.
14 Other employee salaries and wages		241,487.	0.		105,418.
15 Pension plans, employee benefits		110,662.	0.		37,987.
16a Legal fees STMT 2		11,577.	0.		4,301.
b Accounting fees STMT 3		9,958.	0.		3,705.
c Other professional fees STMT 4		92,313.	92,313.		0.
17 Interest					
18 Taxes STMT 5		57,329.	27,329.		0.
19 Depreciation and depletion					
20 Occupancy		6,510.	0.		2,719.
21 Travel, conferences, and meetings		8,324.	0.		5,199.
22 Printing and publications		163.	0.		163.
23 Other expenses STMT 6		26,175.	193.		14,682.
24 Total operating and administrative expenses. Add lines 13 through 23		613,752.	119,835.		223,428.
25 Contributions, gifts, grants paid		2,600,000.			2,600,000.
26 Total expenses and disbursements. Add lines 24 and 25		3,213,752.	119,835.		2,823,428.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		93,131,390.			
b Net investment income (If negative, enter -0-)			1,045,048.		
c Adjusted net income (If negative, enter -0-)				N/A	

9-31 12

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				303,235.	303,235.
	2 Savings and temporary cash investments				3,007,522.	3,007,522.
	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 STMT 7		0.	442,396.	442,396.	
	b Investments - corporate stock STMT 8		0.	77,263,682.	77,263,682.	
	c Investments - corporate bonds STMT 9		0.	2,567,503.	2,567,503.	
	11 Investments - land, buildings, and equipment: basis ▶					
Less: accumulated depreciation ▶						
12 Investments - mortgage loans						
13 Investments - other STMT 10		0.	13,006,636.	13,006,636.		
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)		0.	96,590,974.	96,590,974.		
Liabilities	17 Accounts payable and accrued expenses			22,741.		
	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.	22,741.			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☒ X					
	24 Unrestricted			96,568,233.		
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ ☐					
	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		0.	96,568,233.			
31 Total liabilities and net assets/fund balances		0.	96,590,974.			

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	0.
2 Enter amount from Part I, line 27a	2	93,131,390.
3 Other increases not included in line 2 (itemize) ▶ UNREALIZED GAINS	3	3,436,843.
4 Add lines 1, 2, and 3	4	96,568,233.
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	96,568,233.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES	D	VARIOUS	VARIOUS
b POWERSHARES DB GOLD FUND	D	VARIOUS	VARIOUS
c CAPITAL GAINS DIVIDENDS			
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 983,337.		884,092.	99,245.
b		7,724.	<7,724.>
c 88,198.			88,198.
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			99,245.
b			<7,724.>
c			88,198.
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	179,719.
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.

RESTATED PURSUANT TO TREAS. REG. 1.507-3

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	4,692,940.	94,012,343.	.049918
2014	5,739,870.	93,631,014.	.061303
2013	4,084,275.	89,609,905.	.045578
2012	4,411,131.	85,638,673.	.051509
2011	4,091,453.	87,860,631.	.046568

2 Total of line 1, column (d)	2	.254876
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	.050975
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	91,550,911.
5 Multiply line 4 by line 3	5	4,666,808.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	27,224.
7 Add lines 5 and 6	7	4,694,032.
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	2,823,428.

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	20,901.
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	20,901.
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	20,901.
6 Credits/Payments:			
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a	30,000.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	1,500.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	31,500.	
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	10,599.	
11 Enter the amount of line 10 to be: Credited to 2017 estimated tax ☐ 10,599. 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c 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?	N/A	
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) ☐ 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	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 STMT 11	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)		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 WWW.GARYMILGARDFAMILYFOUNDATION.ORG	X	
14 The books are in care of TREV COOKSON Telephone no. 253-274-0121 Located at 1701 COMMERCE STREET, TACOMA, WA ZIP+4 98402		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	☐	N/A
16 At any time during calendar year 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		X
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

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

x

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
CHRISTINE ZEMANEK 1701 COMMERCE STREET TACOMA, WA 98402	PRESIDENT & CEO 14.00	46,946.	9,306.	0.
MARK MILGARD 1701 COMMERCE STREET TACOMA, WA 98402	SECRETARY 20.00	2,308.	5,099.	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
JAMES SHEEHAN - 1701 COMMERCE STREET, TACOMA, WA 98042	PROGRAM DIRECTOR 40.00	81,099.	21,510.	0.

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
MORGAN STANLEY SMITH BARNEY HOLDINGS LLC - 1 NEW YORK PLAZA, 12TH FL., NEW YORK, NY 10004	INVESTMENT MANAGEMENT	92,313.

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	77,861,639.
b	Average of monthly cash balances	1b	2,345,469.
c	Fair market value of all other assets	1c	12,737,979.
d	Total (add lines 1a, b, and c)	1d	92,945,087.
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	92,945,087.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,394,176.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	91,550,911.
6	Minimum investment return. Enter 5% of line 5 ADJUSTED FOR SHORT TAX PERIOD	6	4,515,016.

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	4,515,016.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	27,224.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	27,224.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	4,487,792.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	4,487,792.
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	4,487,792.

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	2,823,428.
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	2,823,428.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,823,428.

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)

RESTATED PURSUANT TO TREAS. REG. 1.507-3

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				4,487,792.
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:		RESTATED PURSUANT TO TREAS. REG. 1.507-3		
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: ► \$ 2,823,428.				
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) **	2,742,126.			
d Applied to 2016 distributable amount				81,302.
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	2,742,126.			
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				4,406,490.
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)	2,742,126.			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7	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)

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 2016, 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)

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				
THE HUMANE SOCIETY OF TACOMA AND PIERCE COUNTY 2608 CENTER ST TACOMA, WA 98409		PC: 509(A)(1) OR (A)(2)	COMMUNITY PET CARE FUND	725,000.
MULTICARE HEALTH FOUNDATION P.O. BOX 5296 TACOMA, WA 98405		PC: 509(A)(1) OR (A)(2)	OPERATING, BEHAVIORIAL HEALTH	500,000.
THE HUMANE SOCIETY OF TACOMA AND PIERCE COUNTY 2608 CENTER ST TACOMA, WA 98409		PC: 509(A)(1) OR (A)(2)	SHELTER VET CARE, OUTREACH	250,000.
RALLYPOINT/6 9881 BRIDGEPORT WAY SW LAKEWOOD, WA 98499		PC: 509(A)(1) OR (A)(2)	SCOUT PROGRAM	150,000.
BOYS & GIRLS CLUB OF SOUTH PUGET SOUND 3875 S. 66TH STREET, SUITE 101 TACOMA, WA 98409		PC: 509(A)(1) OR (A)(2)	ACES AND PROTECTIVE FACTORS	125,000.
Total	SEE CONTINUATION SHEET(S)			2,600,000.
b Approved for future payment				
NONE				
Total				0.

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
NORTHWEST SPAY & NEUTER CENTER 6401 PACIFIC AVENUE TACOMA, WA 98408		PC: 509(A)(1) OR (A)(2)	SNIP EXPANSION PROJECT	120,000.
PROGRESSIVE ANIMAL WELFARE SOCIETY INC P.O. BOX 1037 LYNNWOOD, WA 98046		PC: 509(A)(1) OR (A)(2)	WILDLIFE CENTER	100,000.
ORCA NETWORK 485 LABELLA VISTA WAY FREELAND, WA 98249		PC: 509(A)(1) OR (A)(2)	SIGHTING NETWORK, LANGLEY CTR	80,000.
THE RESCUE MISSION P.O. BOX 1912 TACOMA, WA 98401		PC: 509(A)(1) OR (A)(2)	BREAKFAST MEALS PROGRAM	75,000.
CATHOLIC COMMUNITY SERVICES 1323 S. YAKIMA AVE. TACOMA, WA 98405		PC: 509(A)(1) OR (A)(2)	BUILDING RESILIENCE PROGRAM	68,000.
SAVE A FORGOTTEN EQUINE 16509 164TH AVE NE WOODINVILLE, WA 98072		PC: 509(A)(1) OR (A)(2)	REHAB AND RETRAINING PROGRAM	68,000.
SOUTH SOUND OUTREACH 1106 MARTIN LUTHER KING JR WAY TACOMA, WA 98405		PC: 509(A)(1) OR (A)(2)	PROJECT HOMELESS CONNECT	60,000.
CENTER FOR WHALE RESEARCH 355 SMUGGLERS COVE ROAD FRIDAY HARBOR, WA 98250		PC: 509(A)(1) OR (A)(2)	ORCA SURVEY 2016/2017	60,000.
THE PRODIGY PROJECT 19117 RICHMOND BEACH DRIVE NW SHORELINE, WA 98177		PC: 509(A)(1) OR (A)(2)	2017 PRODIGY CAMP	50,000.
PIERCE COUNTY AUDITOR'S OFFICE 2401 SOUTH 35TH STREET, RM 200 TACOMA, WA 98407		GOV	EQUINE PEACEFUL PASSING	40,000.
Total from continuation sheets				850,000.

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
RALLYPOINT/6 9881 BRIDGEPORT WAY SW LAKEWOOD, WA 98499		PC: 509(A)(1) OR (A)(2)	BOYS & GIRLS CLUB FACILITY SPACE	31,500.
KINDRED SOULS FOUNDATION P.O. BOX 88627 STEILACOOM, WA 98388		PC: 509(A)(1) OR (A)(2)	PROJECT HEALTHY CANINES	30,000.
THE RESCUE MISSION P.O. BOX 1912 TACOMA, WA 98401		PC: 509(A)(1) OR (A)(2)	ADAMS STREET SHELTER	25,000.
THE GREATER TACOMA COMMUNITY FOUNDATION 950 PACIFIC AVENUE, SUITE 1100 TACOMA, WA 98402		PC: 509(A)(1) OR (A)(2)	BELOVED IVAN FUND	21,000.
WASHINGTON WILD 305 N. 83RD STREET SEATTLE, WA 93103		PC: 509(A)(1) OR (A)(2)	IN SUPPORT OF WASHINGTON WILD	10,000.
NORTHWEST BOXER RESCUE P.O. BOX 1991 WOODINVILLE, WA 98072		PC: 509(A)(1) OR (A)(2)	HEALTHY DOG PROGRAM	2,500.
WORLD VISION P.O. BOX 70359 TACOMA, WA 98481		PC: 509(A)(1) OR (A)(2)	GENERAL OPERATING SUPPORT	1,980.
PACIFIC CREST TRAIL ASSOCIATION 1331 GARDEN HIGHWAY SACRAMENTO, CA 95833		PC: 509(A)(1) OR (A)(2)	GENERAL OPERATING SUPPORT	1,470.
THE NATURE CONSERVANCY P.O. BOX 6017 ALBERT LEA, MN 56007		PC: 509(A)(1) OR (A)(2)	GENERAL OPERATING SUPPORT	1,000.
WASHINGTON NATIONAL PARK FUND 1904 THIRD AVENUE SEATTLE, WA 98101		PC: 509(A)(1) OR (A)(2)	TO SUPPORT PARKS	1,000.
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
WORLD WILDLIFE FUND P.O. BOX 96555 WASHINGTON, DC 20090		PC: 509(A)(1) OR (A)(2)	GENERAL OPERATING SUPPORT	750.
NATIONAL WILDLIFE FEDERATION P.O. BOX 1582 MERRIFIELD, VA 22116		PC: 509(A)(1) OR (A)(2)	GENERAL OPERATING SUPPORT	750.
WORLD WILDLIFE FUND P.O. BOX 96555 WASHINGTON, DC 20090		PC: 509(A)(1) OR (A)(2)	GENERAL OPERATING SUPPORT	750.
THE NATURE CONSERVANCY P.O. BOX 6017 ALBERT LEA, MN 56007		PC: 509(A)(1) OR (A)(2)	GENERAL OPERATING SUPPORT	500.
WASHINGTON TRAILS ASSOCIATION 705 SECOND AVE. SUITE 300 SEATTLE, WA 98104		PC: 509(A)(1) OR (A)(2)	GENERAL OPERATING SUPPORT	500.
NATIONAL PARKS CONSERVATION ASSOC. P.O. BOX 97202 WASHINGTON, DC 20077		PC: 509(A)(1) OR (A)(2)	GENERAL OPERATING SUPPORT	200.
THE GRAND CINEMA 606 S. FAWCETT AVENUE TACOMA, WA 98402		PC: 509(A)(1) OR (A)(2)	GENERAL OPERATING SUPPORT	100.
Total from continuation sheets				

Part XVI-A Analysis of Income-Producing Activities

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
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		
1 Program service revenue:						
a SHARED SERVICES AGREEMENT						217,941.
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	985,078.		
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	187,443.		
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.		1,172,521.		217,941.
13 Total. Add line 12, columns (b), (d), and (e)					13	1,390,462.

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

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

[illegible]

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)(3) 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 | | |

[illegible]

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

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

**Sign
Here**

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

Signature of officer or trustee C. Zemanek

11/13/17
Date

PRESIDENT & CEO
Title

May the IRS discuss this return with the preparer shown below (see note)?

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

Check ☐ self-employed

PTIP

JANE M. SEARING

Line 712 Span 11 1417

P00000565

Firm's name ► CLARK NUDER, PS

Furn's Elm ► 91-1194016

Firm's address ► 10900 NE 4TH STREET, SUITE 1700
BELLEVUE, WA 98004

Phone no. 425-454-4919

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and
its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2016

Name of the organization

GARY E. MILGARD FAMILY FOUNDATION - MARK

Employer identification number

81-1386818

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

- ☐ 501(c)() (enter number) organization
- ☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
- ☐ 527 political organization

Form 990-PF

- ☒ 501(c)(3) exempt private foundation
- ☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
- ☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note: Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. ▶ \$ _____

Caution: An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2016)

Name of organization	Employer identification number
GARY E. MILGARD FAMILY FOUNDATION - MARK	81-1386818

Part I Contributors (See instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	GARY E. MILGARD FAMILY FOUNDATION 1701 COMMERCE STREET TACOMA, WA 98402	\$ 94,954,680.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

Name of organization GARY E. MILGARD FAMILY FOUNDATION - MARK	Employer identification number 81-1386818
--	--

Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this info once) ▶ \$

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4

Relationship of transferor to transferee

--	--

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4

Relationship of transferor to transferee

--	--

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4

Relationship of transferor to transferee

--	--

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4

Relationship of transferor to transferee

--	--

FORM 990-PF	OTHER INCOME	STATEMENT	1
-------------	--------------	-----------	---

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
SHARED SERVICES AGREEMENT	217,941.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	217,941.	0.	

FORM 990-PF	LEGAL FEES	STATEMENT	2
-------------	------------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	11,577.	0.		4,301.
TO FM 990-PF, PG 1, LN 16A	11,577.	0.		4,301.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	3
-------------	-----------------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	9,958.	0.		3,705.
TO FORM 990-PF, PG 1, LN 16B	9,958.	0.		3,705.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	4
-------------	-------------------------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	92,313.	92,313.		0.
TO FORM 990-PF, PG 1, LN 16C	92,313.	92,313.		0.

FORM 990-PF	TAXES	STATEMENT	5
-------------	-------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX	30,000.	0.		0.
FOREIGN TAXES	27,329.	27,329.		0.
TO FORM 990-PF, PG 1, LN 18	57,329.	27,329.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	6
-------------	----------------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	8,273.	0.		8,273.
COMPUTER EXPENSE	6,876.	0.		1,962.
OFFICE EXPENSE	4,069.	0.		1,526.
REPAIRS & MAINTENANCE	6,209.	0.		2,173.
EQUIPMENT RENTAL	748.	0.		748.
DEDUCTIONS FROM PARTNERSHIP INVESTMENTS	0.	193.		0.
TO FORM 990-PF, PG 1, LN 23	26,175.	193.		14,682.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	7
-------------	--	-----------	---

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
GOVERNMENTAL OBLIGATIONS	x		442,396.	442,396.
TOTAL U.S. GOVERNMENT OBLIGATIONS			442,396.	442,396.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			442,396.	442,396.

FORM 990-PF

CORPORATE STOCK

STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
28,542.000 SHS VANGUARD MID-CAP VIPERS	3,756,983.	3,756,983.
29,066.000 SHS VANGUARD SMALL-CAP VIPERS	3,748,351.	3,748,351.
77,988.913 SHS OPPENHEIMER INTERNATIONAL GRWTH Y MF	2,704,656.	2,704,656.
106,770.000 SHS VANGUARD FTSE DEVELOPED MKTS E	3,901,376.	3,901,376.
151,435.590 SHS EATON VANCE FLOATINGRATE INST	1,355,349.	1,355,349.
153,246.984 SHS FRANKLIN FLOAT RATE DLY A-AD	1,362,366.	1,362,366.
115,754.000 SHS ISHARES TRUST CURRENCY HEDGED MSCI EAFE ETF	3,053,103.	3,053,103.
50,722.000 SHS ISHARES MSCI EMERGING MARKETS	1,775,777.	1,775,777.
103,126.020 SHS VOYA GLOBAL REAL ESTATE I	1,940,832.	1,940,832.
34,431.000 SHS GUGGENHEIM S&P 500 EQUAL WEI ETF	2,983,102.	2,983,102.
14,132.000 SHS ISHARES SELECT DIVDEND ETF	1,251,671.	1,251,671.
35,370.000 SHS POWERSHARES FTSE RAFI US 1K	3,521,084.	3,521,084.
14,417.000 SHS SPDR S&P DIVIDEND ETF	1,233,519.	1,233,519.
12,636.000 SHS VANGUARD DIVIDEND APREC ETF	1,076,334.	1,076,334.
233,322.000 SHS VANGUARD INDEX TR LRG CAP VIPERS	23,885,173.	23,885,173.
196,899.061 SHS IVA INTERNATIONAL I	3,107,067.	3,107,067.
53,595.303 SHS OPPENHEIMER DEVELOP MKTS Y	1,713,442.	1,713,442.
47,328.000 SHS ISHARES GOLDTRUST ETF	524,394.	524,394.
1,242.000 SHS POWERSHARES DB GOLD FUND	45,991.	45,991.
5,945.000 SHS SPDR GOLD TR GOLD SHS	651,631.	651,631.
25,173.000 SHS SPROTT PHYSICAL GOLD TRUST	236,374.	236,374.
474,813.987 SHS DOUBLELINE TOTAL RET BD I	5,042,525.	5,042,525.
179,003.074 SHS MATTHEWS ASIA DIVIDEND INV	2,778,128.	2,778,128.
52,710.000 SHS FIXED INCOME SHARES C MF	529,736.	529,736.
54,020.000 SHS FIXED INCOME SHARES M MF	537,499.	537,499.
212,086.034 SHS METROPOLITAN WEST TOT RET BD FD	2,233,266.	2,233,266.
19,747.000 SHS ISHARES IBOXX \$ INVESTMENT GRADE	2,313,953.	2,313,953.
TOTAL TO FORM 990-PF, PART II, LINE 10B	77,263,682.	77,263,682.

FORM 990-PF

CORPORATE BONDS

STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
18,000.000 SHS EL PASO CORP	18,418.	18,418.
19,000.000 SHS ISTAR FINANCIAL INC	19,095.	19,095.
18,000.000 SHS CNH INDUSTRIAL C	18,225.	18,225.
12,000.000 SHS STANDARD PACIFIC CORP	13,020.	13,020.
14,000.000 SHS CSC HOLDINGS LLC	14,945.	14,945.
19,000.000 SHS NATIONSTAR MTGE	19,309.	19,309.
2,000.000 SHS CHS/COMMUNITY HEALTH SYSTEMS INC	1,960.	1,960.

17,000.000	SHS NAVIENT CORP	17,638.	17,638.
19,000.000	SHS HCA INC	19,523.	19,523.
6,000.000	SHS HERTZ CORP SER B	6,000.	6,000.
18,000.000	SHS NATIONSTAR MORT/CAP CORP	18,833.	18,833.
18,000.000	SHS LENNAR CORP	18,585.	18,585.
21,000.000	SHS ISTAR FINANCIAL INC	21,079.	21,079.
16,000.000	SHS DISH DBS CORP SER B	17,760.	17,760.
23,000.000	SHS SOUTHWESTERN ENERGY	23,690.	23,690.
16,000.000	SHS AUTONATION INC GLOBAL	17,195.	17,195.
19,000.000	SHS D.R. HORTON INC	19,523.	19,523.
27,000.000	SHS ALLY FINANCIAL	30,578.	30,578.
18,000.000	SHS T-MOBILE USA INC	18,540.	18,540.
16,000.000	SHS AES CORP	18,600.	18,600.
18,000.000	SHS TENET HEALTHCARE CORP	18,180.	18,180.
18,000.000	SHS CLEAN HARBORS IN SER B	18,428.	18,428.
17,000.000	SHS ICAHN ENTERPRISES	17,361.	17,361.
19,000.000	SHS SUNOCO LP/FINANCE CORP SER B	19,380.	19,380.
31,000.000	SHS MGM RESORTS INTL	34,488.	34,488.
19,000.000	SHS TRANSDIGM INC SER B	19,475.	19,475.
18,000.000	SHS BALL CORP	18,810.	18,810.
32,000.000	SHS INTL LEASE FIN	37,280.	37,280.
19,000.000	SHS SPRINGLEAF FINANCE CORP	20,663.	20,663.
16,000.000	SHS RADIAN GROUP INC	17,800.	17,800.
19,000.000	SHS GRAPHIC PACKAGE	19,950.	19,950.
18,000.000	SHS RITE AID CORPORATION	18,900.	18,900.
17,000.000	SHS ISTAR INC	17,510.	17,510.
19,000.000	SHS NATIONSTAR MTGE SER B	19,238.	19,238.
20,000.000	SHS CHS/COMMUNITY SER B	18,550.	18,550.
19,000.000	SHS EL PASO PIPELINE PT	20,230.	20,230.
15,000.000	SHS TESORO LOGISTICS LP/CORP	15,750.	15,750.
7,000.000	SHS THE ADT CORP SER B	7,595.	7,595.
39,000.000	SHS ANTERO RESOURCES FINANCE CORP	39,878.	39,878.
19,000.000	SHS CSC HOLDINGS INC SER B	20,425.	20,425.
8,000.000	SHS SPRINT NEXTEL CORP SER B	9,820.	9,820.
17,000.000	SHS T-MOBILE USA INC	17,935.	17,935.
17,000.000	SHS MASCO CORP	18,785.	18,785.
22,000.000	SHS CONSOL ENERGY INC SER B	21,560.	21,560.
18,000.000	SHS CONSTELLATION BR	20,301.	20,301.
19,000.000	SHS RICE ENERGY INC SER B	19,523.	19,523.
20,000.000	SHS CENTENE CORP	20,200.	20,200.
18,000.000	SHS GOODYEAR TIRE & RUBBER	18,990.	18,990.
16,000.000	SHS SALLY HLDGS	16,620.	16,620.
12,000.000	SHS THE MENS WEARHOUSE INC	11,760.	11,760.
19,000.000	SHS AMSURG CORP	19,589.	19,589.
40,000.000	SHS DISH DBS CORP SER B GLOBAL	79,593.	79,593.
10,000.000	SHS SBA COMMUNICATIONS CORP	10,150.	10,150.
18,000.000	SHS TRIBUNE MEDIA CO	18,293.	18,293.
17,000.000	SHS CDW LLC/CDW FINANCE CORP	17,978.	17,978.
19,000.000	SHS DAVITA INC	19,855.	19,855.
17,000.000	SHS CLEAR CHNL WORLD SER B	17,383.	17,383.
18,000.000	SHS ROYAL CARIBBEAN	19,262.	19,262.
18,000.000	SHS LEVEL 3 COMMUNICATIONS INC	18,495.	18,495.
18,000.000	SHS PVH CORP	18,270.	18,270.
19,000.000	SHS CROWN AMERICAS LLC SER B	19,380.	19,380.

19,000.000	SHS KINDRED HEALTHCARE INC	17,765.	17,765.
26,000.000	SHS MARKWEST ENERGY PART/FIN	26,694.	26,694.
29,000.000	SHS CBRE ESRVICES SR UNSGLOBAL 5%	29,916.	29,916.
21,000.000	SHS NRG ENERGY INC	21,053.	21,053.
17,000.000	SHS CONCHO RESOURCES INC	17,617.	17,617.
18,000.000	SHS ZAYO GROUP LLC SER B	18,720.	18,720.
18,000.000	SHS STEEL DYNAMIC INC	18,855.	18,855.
19,000.000	SHS LAMAR MEDIA CORP	19,570.	19,570.
19,000.000	SHS VERISIGN INC SER B	19,190.	19,190.
17,000.000	SHS ACMP/ACMP FIN	17,317.	17,317.
19,000.000	SHS BOYD GAMIN CORP SR UNS	20,425.	20,425.
20,000.000	SHS CHEMOURS CO	19,800.	19,800.
20,000.000	SHS LKQ CORPORATION SER B	19,900.	19,900.
20,000.000	SHS BERRY PLASTICS CORPORATION	20,350.	20,350.
19,000.000	SHS SUMMIT MATERIALS	19,499.	19,499.
28,000.000	SHS MGIC INVT CORP GLOBAL	29,190.	29,190.
18,000.000	SHS LEUCADIA NATL	19,062.	19,062.
14,000.000	SHS ARAMARK SERVICES INC	14,438.	14,438.
19,000.000	SHS CCO HOLDINGS LLC	19,855.	19,855.
19,000.000	SHS CBS OUTDOOR AMERS CAPITAL LLC	19,808.	19,808.
19,000.000	SHS DAVITA HEALTHCAR	18,953.	18,953.
18,000.000	SHS IRON MOUNTAIN SENIOR	18,495.	18,495.
18,000.000	SHS ALLY FINANCIAL	18,315.	18,315.
9,000.000	SHS UNITED RENTALS INC	9,450.	9,450.
19,000.000	SHS EQUINIX INC	19,855.	19,855.
21,000.000	SHS SEAGATE HDD CAYM SER B	20,007.	20,007.
18,000.000	SHS CALPINE CORP	17,370.	17,370.
37,000.000	SHS SABINE PASS LIQUEFACTION LLC	39,590.	39,590.
16,000.000	SHS LEVEL 3 FINANCING INC	16,320.	16,320.
20,000.000	SHS LENNAR CORP SR UNS GLOBAL 4.75%	19,500.	19,500.
17,000.000	SHS BLUE CUBE SPINCO INC	20,528.	20,528.
20,000.000	SHS HCA INC	20,600.	20,600.
18,000.000	SHS PULTEGROUP INC	17,865.	17,865.
37,000.000	SHS VEREIT OPERATING PARTNERS	37,475.	37,475.
19,000.000	SHS TEMPUR SEALY INTERNATIONAL INC	19,095.	19,095.
26,000.000	SHS AMERIGAS FINANCE LLC	26,390.	26,390.
40,000.000	SHS FNMA	40,387.	40,387.
8,000.000	SHS FNMA POOL AZ7916	5,668.	5,668.
98,000.000	SHS FED NATL MTG ASSN	90,036.	90,036.
27,000.000	SHS FNMA POOL AS0907	14,682.	14,682.
16,000.000	SHS FNMA POOL AV6368	7,186.	7,186.
22,000.000	SHS FNMA POOL 310151	13,759.	13,759.
124,000.000	SHS FHLMC 30 YR GOLD A86314	8,343.	8,343.
224,000.000	SHS FHLMC 30G A89385	41,208.	41,208.
29,000.000	SHS FNMA POOL	15,105.	15,105.
5,000.000	SHS FHMA POOL AW8992	3,665.	3,665.
6,000.000	SHS FHLMC 30 YR GOLD G60201	4,509.	4,509.
23,000.000	SHS FNMA POOL AS4168	15,591.	15,591.
6,000.000	SHS FNMA POOL AX4887	4,260.	4,260.
44,000.000	SHS FHLMC PC GOLD POOL C09071	29,684.	29,684.
6,000.000	SHS FNMA POOL AL6715	3,910.	3,910.
16,000.000	SHS FNMA POOL AX7732	11,694.	11,694.
1,000.000	SHS FNMA POOL	892.	892.
75,000.000	SHS FHLMC 30 YR GOLD V81760	58,554.	58,554.

GARY E. MILGARD FAMILY FOUNDATION - MARK

81-1386818

69,000.000 SHS FHLMC 30 YR GOLD G08659	55,666.	55,666.
10,000.000 SHS FHLMC 30 YR GOLD G08682	8,555.	8,555.
5,000.000 SHS FNMA POOL AS6408	4,461.	4,461.
10,000.000 SHS FNMA POOL AS6520	9,056.	9,056.
69,000.000 SHS FNMA POOL BC2849	67,648.	67,648.
34,000.000 SHS PC GOLD POOL G08623	23,971.	23,971.
31,000.000 SHS PC GOLD POOL G08624	20,974.	20,974.
65,000.000 SHS PC GOLD POOL G07961	53,058.	53,058.
TOTAL TO FORM 990-PF, PART II, LINE 10C	2,567,503.	2,567,503.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 10
-------------	-------------------	--------------

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
AURORA OFFSHORE FUND LTD. II	FMV	339,268.	339,268.
PINEHURST INSTITUTIONAL, LTD	FMV	4,616,333.	4,616,333.
MERIDIAN PERF PTRS LTD CL A	FMV	107,210.	107,210.
RIVERVIEW GLOBAL MACRO FUND (CAYMAN) LP PLACEMENT	FMV	4,437,306.	4,437,306.
EMERALD HILL CAPITAL PARTNERS LLC	FMV	3,342,832.	3,342,832.
EMERALD HILL CAPITAL PARTNERS HOLDINGS, LLC	FMV	146,737.	146,737.
MORGAN STANLEY REAL ESTATE FUND IV	FMV	16,950.	16,950.
PRIVATE INVESTORS INTERNATIONAL, LP			
TOTAL TO FORM 990-PF, PART II, LINE 13		13,006,636.	13,006,636.

FORM 990-PF	LIST OF SUBSTANTIAL CONTRIBUTORS PART VII-A, LINE 10	STATEMENT 11
-------------	---	--------------

NAME OF CONTRIBUTOR	ADDRESS
GARY E. MILGARD FAMILY FOUNDATION	1701 COMMERCE STREET TACOMA, WA 98402

FORM 990-PF

ELECTION UNDER REGULATIONS SECTION
53.4942(A)-3(D)(2) TO TREAT
EXCESS QUALIFYING DISTRIBUTIONS
AS DISTRIBUTIONS OUT OF CORPUS

STATEMENT 12

GARY E. MILGARD FAMILY FOUNDATION - MARK (EIN: 81-1386818) ELECTS
PURSUANT TO TREAS. REG. 53.4942(A)-3(D)(2) TO TREAT \$2,742,126 OF
QUALIFYING DISTRIBUTIONS FOR THE CURRENT TAX YEAR ENDED DECEMBER 31,
2016 AS DISTRIBUTIONS MADE OUT OF CORPUS FOR THE CURRENT TAX YEAR.

THIS ELECTION IS MADE TO COMPLY WITH THE PROVISIONS OF TREAS. REG.
1.507-3 WHICH REQUIRE THE REDISTRIBUTION OF THE FUNDS PRIOR TO THE END
OF THE CURRENT TAX YEAR DUE TO THE FOUNDATION BEING EFFECTIVELY
CONTROLLED BY GARY E. MILGARD FAMILY FOUNDATION (EIN: 91-2074073).

C. Zemanek
SIGNATURE OF FOUNDATION MANAGER

Pres/CEO
TITLE

11/13/17
DATE

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 13

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

EXCLUSIVELY ACCEPTED ONLINE VIA WWW.GARYMILGARDFAMILYFOUNDATION.ORG
1701 COMMERCE STREET
TACOMA, WA 98042

TELEPHONE NUMBER

253-274-0121

FORM AND CONTENT OF APPLICATIONS

A LETTER OF INQUIRY IS THE FIRST STEP IN THE GRANT APPLICATION PROCESS. THE LETTER OF INQUIRY IS REVIEWED, AND IF APPROVED, THE APPLICANT WILL BE REQUESTED TO PROVIDE A FULL APPLICATION.

ANY SUBMISSION DEADLINES

THERE IS NO DEADLINE FOR SUBMITTING A LETTER OF INQUIRY.

RESTRICTIONS AND LIMITATIONS ON AWARDS

ALL APPLICANT ORGANIZATIONS MUST QUALIFY AS TAX-EXEMPT ORGANIZATIONS UNDER THE INTERNAL REVENUE CODE. CERTAIN PROPOSALS ARE INELIGIBLE FOR FUNDING, SUCH AS: ANNUAL FUNDS, GALAS, OR OTHER SPECIAL EVENT FUNDRAISING ACTIVITIES; SECTARIAN RELIGIOUS ACTIVITIES, DEBT REDUCTION, POLITICAL LOBBYING, OR LEGISLATIVE ACTIVITIES; AND ORGANIZATIONS THAT DISCRIMINATE ON THE BASIS OF AGE, RACE, NATIONAL ORIGIN, ETHNICITY, GENDER, POLITICAL AFFILIATION OR RELIGIOUS BELIEF.

GENERAL EXPLANATION

STATEMENT 14

FORM/LINE IDENTIFIER

2016 FORM 990PF

EXPLANATION:

GARY E. MILGARD FAMILY FOUNDATION - MARK SUCCEEDED TO CERTAIN TAX ATTRIBUTES OF GARY E. MILGARD FAMILY FOUNDATION (EIN 91-2074073) UPON A CONTRIBUTION OF A SIGNIFICANT DISTRIBUTION OF GARY E. MILGARD FAMILY FOUNDATION'S ASSETS DURING 2016. THESE TAX ATTRIBUTES ARE REPORTED ON GARY E. MILGARD FAMILY FOUNDATION - MARK'S 2016 FORM 990-PF. THEREFORE, ON THE RETURN THE FOLLOWING ADJUSTMENTS HAVE MADE TO REFLECT THE CONTRIBUTION: GARY E. MILGARD FAMILY FOUNDATION - MARK'S NET VALUE OF NON-CHARITABLE USE ASSETS AND ADJUSTED QUALIFYING DISTRIBUTIONS REPORTED ON PART V, THE MINIMUM INVESTMENT RETURN CALCULATION REPORTED IN PART X, DISTRIBUTABLE AMOUNT REPORTED IN PART XI, AND THE UNDISTRIBUTED INCOME IN PART XIII.

GENERAL EXPLANATION

STATEMENT 15

FORM/LINE IDENTIFIER

FORM 990-PF, PART XIII, LINE 4C & 7 - DISTRIBUTIONS OUT OF CORPUS

EXPLANATION:

AMOUNTS REPORTED ON PART XIII, LINES 4C AND 7 AS OUT OF CORPUS
DISTRIBUTIONS IN SATISFACTION OF REDISTRIBUTION UNDER TREAS. REG.
53.4942(A)-3 ARE ALL MADE FROM CURRENT YEAR QUALIFYING DISTRIBUTIONS.
THE ENTIRE \$2,742,126 REPRESENTS QUALIFYING DISTRIBUTIONS MADE TO THE
FOUNDATION BY GARY E. MILGARD FAMILY FOUNDATION, EIN 91-2074073, DURING
THE TAX YEAR ENDED DECEMBER 31, 2016.