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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 instructions is at *www.irs.gov/form990pf*.

OMB No 1545-0052

2016

Open to Public Inspection

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

Name of foundation Woodworth Family Foundation	**A Employer identification number** 90-0283284
Number and street (or P O box number if mail is not delivered to street address) 3110 Ruston Way No D — Room/suite	**B** Telephone number (see instructions) (253) 759-0165
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)*▶$ 8,476,821

J Accounting method ☑ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis)*

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

		Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	50,590			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	1,152	1,152		
	4	Dividends and interest from securities	28,994	28,994		
	5a	Gross rents	303,765	303,765		
	b	Net rental income or (loss) 104,496				
	6a	Net gain or (loss) from sale of assets not on line 10	3,542,958			
	b	Gross sales price for all assets on line 6a 5,012,489				
	7	Capital gain net income (from Part IV, line 2)		3,542,958		
	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) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	3,927,459	3,876,869		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0	0		0
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	2,300	0		0
	c	Other professional fees (attach schedule)	8,504	8,504		0
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	41,279	41,214		0
	19	Depreciation (attach schedule) and depletion	66,155	25,266		
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	135,784	133,674		0
	24	**Total operating and administrative expenses.** Add lines 13 through 23	254,022	208,658		0
	25	Contributions, gifts, grants paid	309,000			309,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	563,022	208,658		309,000
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	3,364,437			
	b	**Net investment income** (if negative, enter -0-)		3,668,211		
	c	**Adjusted net income**(if negative, enter -0-)				

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year	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	1,254,068	3,058,912	3,058,912
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges		7,389	7,389
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶ 2,580,055 Less accumulated depreciation (attach schedule) ▶ 464,389	2,181,821	2,115,666	2,115,666
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	5,791,287	3,283,103	3,271,987
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)	43,975	22,867	22,867
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	9,271,151	8,487,937	8,476,821
Liabilities	17	Accounts payable and accrued expenses	187,121		
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)	1,989	76,920	
	23	**Total liabilities**(add lines 17 through 22)	189,110	76,920	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☑ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	0	0	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	9,082,041	8,411,017	
	30	**Total net assets or fund balances** (see instructions)	9,082,041	8,411,017	
	31	**Total liabilities and net assets/fund balances** (see instructions)	9,271,151	8,487,937	

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	9,082,041
2	Enter amount from Part I, line 27a	2	3,364,437
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	12,446,478
5	Decreases not included in line 2 (itemize) ▶	5	4,035,461
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	8,411,017

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	See Additional Data Table			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	See Additional Data Table			
b				
c				
d				
e				

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

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	3,542,958
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2015	226,000	6,761,382	0 033425
2014	231,124	3,414,330	0 067692
2013	193,969	3,866,220	0 050170
2012	160,110	3,597,915	0 044501
2011	154,273	3,150,050	0 048975

2	**Total** of line 1, column (d)	2	0 244763
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 048953
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	8,660,301
5	Multiply line 4 by line 3	5	423,948
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	36,682
7	Add lines 5 and 6	7	460,630
8	Enter qualifying distributions from Part XII, line 4	8	309,000

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________ **(attach copy of letter if necessary–see instructions)**			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	73,364
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	73,364
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	73,364
6	Credits/Payments			
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a 3,880		
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c 76,920		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	80,800
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	42
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	7,394
11	Enter the amount of line 10 to be **Credited to 2017 estimated tax** ▶ 7,394	**Refunded** ▶	11	0

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

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

Website address ▶woodworthfamilyfoundation org

14 The books are in care of ▶The organization Telephone no ▶(253) 759-0165

Located at ▶3110 Ruston Way Suite D 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 ▶ | 15 |

			Yes	No
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?	16		No
	See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly)			
	(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)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? ☐ Yes ☑ No If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ 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).*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b		No

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

5a	During the year did the foundation pay or incur any amount to				
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ 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)?		**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?.	☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53 4945–5(d)				
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?.	☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?.		**6b**		No
	If "Yes" to 6b, file Form 8870				
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		**7b**		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	Title, and average hours per week **(b)** devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
Jeffrey A Woodworth 3110 Ruston Way Suite D Tacoma, WA 98402	President 1 00	0	0	0
John A Woodworth 3110 Ruston Way Suite D tacoma, WA 98402	VIce President 1 00	0	0	0
William Starks 3110 Ruston Way Suite D tacoma, WA 98402	Treasurer 1 00	0	0	0
Nancy Woodworth 3110 Ruston Way Suite D tacoma, WA 98402	Secretary 1 00	0	0	0

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

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

Total number of other employees paid over $50,000. ▶ 0

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

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

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

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

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes			
a	Average monthly fair market value of securities		1a	1,147,000
b	Average of monthly cash balances		1b	863,255
c	Fair market value of all other assets (see instructions)		1c	6,781,929
d	**Total** (add lines 1a, b, and c)		1d	8,792,184
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	8,792,184
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	131,883
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	8,660,301
6	**Minimum investment return.** Enter 5% of line 5		6	433,015

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	433,015
2a	Tax on investment income for 2016 from Part VI, line 5	2a 73,364		
b	Income tax for 2016 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	73,364
3	Distributable amount before adjustments Subtract line 2c from line 1		3	359,651
4	Recoveries of amounts treated as qualifying distributions		4	0
5	Add lines 3 and 4		5	359,651
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	359,651

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	309,000
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	309,000
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	309,000

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				359,651
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			191,024	
b Total for prior years 20___, 20___, 20___		0		
3 Excess distributions carryover, if any, to 2016				
a From 2011.				
b From 2012.				
c From 2013.				
d From 2014.				
e From 2015.				
f **Total** of lines 3a through e.	0			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ $ 309,000				
a Applied to 2015, but not more than line 2a			191,024	
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.				117,976
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2016 *(If an amount appears in column (d), the same amount must be shown in column (a))*	0			0
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount —see instructions		0		
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				241,675
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)	0			
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2012.				
b Excess from 2013.				
c Excess from 2014.				
d Excess from 2015.				
e Excess from 2016.				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling. . . . . . . ▶

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

	Tax year	Prior 3 years			
	(a) 2016	**(b)** 2015	**(c)** 2014	**(d)** 2013	**(e) Total**
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

See Additional Data Table

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

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

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

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

JEFFREY A WOODWORTH
3110 Ruston Way Suite D
Tacoma, WA 98402
(253) 759-0165

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

Applicants should submit a Letter of Inquiry-- see website for details

c Any submission deadlines

No submission deadlines

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

Must be a 501(C)(3) to apply

Part XV **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				309,000
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments			14	1,152	
4 Dividends and interest from securities. . . .			14	28,994	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.			16	104,496	
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	3,542,958	
9 Net income or (loss) from special events			01		
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		3,677,600	0

13 Total. Add line 12, columns (b), (d), and (e). 13 3,677,600

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign 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

******	2017-09-20	******	May the IRS discuss this return with the preparer shown below (see instr)? ☑ Yes ☐ No
Signature of officer or trustee	Date	Title	

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
Paul E Doty		2017-09-20		P00214399
Firm's name ▶ The Doty Group PS				Firm's EIN ▶20-5018267
Firm's address ▶ 1102 Broadway Suite 400 Tacoma, WA 98402				Phone no (253) 830-5450

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
Half-Dollar Land	D		2016-10-04
Sundance Land	D		2016-10-13
Wells Fargo - S/T Covered Securities	P		
85 SH SPDR S&P Midcap 400 ETF Trust	P	2016-02-01	2016-12-14
Wells Fargo - L/T Covered	P		
65 SH SPDR S&P Midcap 400 ETF Trust	P	2016-02-25	2016-12-14
60 SH SPDR S&P Midcap 400 ETF Trust	P	2016-03-28	2016-12-14
60 SH SPDR S&P Midcap 400 ETF Trust	P	2016-04-25	2016-12-14
55 SH SPDR S&P Midcap 400 ETF trust	P	2016-05-25	2016-12-14
241 22 Sh Artisan Int'l Fd	P	2010-09-20	2016-12-14

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
1,740,000		569,805	1,170,195
2,500,000		203,469	2,296,531
488,498		453,179	35,319
25,920		20,381	5,539
75,422		73,292	2,130
19,821		15,651	4,170
18,296		15,464	2,832
18,296		15,992	2,304
16,772		14,841	1,931
6,211		4,900	1,311

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			1,170,195
			2,296,531
			35,319
			5,539
			2,130
			4,170
			2,832
			2,304
			1,931
			1,311

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
29 Sh Artisan Int'l Fd	P	2010-11-05	2016-12-14
184 3 SH artisan Int'l Fd	P	2010-12-21	2016-12-14
148 13 SH Dodge & Cox Int'l Stock Fd	P	2010-09-20	2016-12-14
71 91 SH Dodge & Cox Int'l Stock Fd	P	2010-11-05	2016-12-14
14 14 SH Dodge & Cox Int'l Stock Fd	P	2010-12-21	2016-12-14
84 99 SH JP Morgan Mid Cap Value	P	2010-09-20	2016-02-01
87 91 SH JP Morgan Mid Cap Value	P	2010-11-05	2016-02-01
33 52 SH JP Morgan Mid Cap Value	P	2010-12-21	2016-02-01
98 83 SH Goldman Sachs Grth Opp Fd	P	2010-09-20	2016-02-01
98 76 SH Goldman Sachs Grth Opp Fd	P	2010-11-05	2016-02-01

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
7		6	1
4,746		4,000	746
5,869		4,900	969
2,849		2,608	241
560		500	60
2,754		1,800	954
2,849		2,000	849
1,087		786	301
2,137		2,200	-63
2,135		2,300	-165

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			1
			746
			969
			241
			60
			954
			849
			301
			-63
			-165

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
4 92 SH Goldman Sachs Grth Opp Fd	P	2010-12-21	2016-02-01
228 03 SH Harbor Capital Aprction	P	2010-09-20	2016-12-14
122 4 SH Harbor Capital Aprction	P	2010-11-05	2016-12-14
35 SH Ishares S&P 500 Index Fd	P	2010-09-20	2016-12-14
35 SH Ishares S&P 500 Index Fd	P	2010-11-05	2016-12-14
20 SH Ishares S&P 500 Index Fd	P	2010-12-21	2016-12-14
29 SH Ishares Iboxx $ Inv GR Corp	P	2010-09-20	2016-12-14
26 SH Ishares Iboxx $ Inv GR Corp	P	2010-11-05	2016-12-14
19 SH Ishares Iboxx $ Inv GR Corp	P	2010-12-21	2016-12-14
66 87 SH Keeley Small Cap Val Fd	P	2010-09-20	2016-06-06

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
106		120	-14
13,869		7,500	6,369
7,444		4,401	3,043
7,996		4,016	3,980
7,996		4,298	3,698
4,569		2,528	2,041
3,369		3,235	134
3,020		2,934	86
2,207		2,052	155
2,092		1,408	684

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-14
			6,369
			3,043
			3,980
			3,698
			2,041
			134
			86
			155
			684

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
133 24 SH Laudus Mondrian Int'l	P	2010-09-20	2016-12-14
348 43 SH Laudus Mondrian Int'l	P	2010-12-21	2016-12-14
109 92 SH Merger Fund	P	2010-09-20	2016-12-14
106 44 SH Merger Fund	P	2010-11-05	2016-12-14
93 51 SH Merger Fund	P	2010-12-21	2016-12-14
64 65 SH Oppenheimer Developing Mkt	P	2010-09-20	2016-12-14
19 55 SH Oppenheimer Developing Mkt	P	2010-11-05	2016-12-14
57 04 SH Oppenheimer Developing Mkt	P	2010-12-21	2016-12-14
377 15 SH Pimco Total Ret FD	P	2010-09-20	2016-12-14
126 88 SH Pimco Total Ret FD	P	2010-12-21	2016-12-14

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
1,214		1,543	-329
3,174		4,000	-826
1,727		1,750	-23
1,672		1,700	-28
1,469		1,500	-31
2,067		2,100	-33
625		698	-73
1,823		2,000	-177
3,741		4,328	-587
1,259		1,367	-108

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-329
			-826
			-23
			-28
			-31
			-33
			-73
			-177
			-587
			-108

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
424 87 SH Ridgeworth Seix HY Bd	P	2010-09-20	2016-12-14
397 05 SH Ridgeworth Seix HY Bd	P	2010-12-21	2016-12-14

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
3,526		4,100	-574
3,295		3,879	-584

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-574
			-584

Form 990PF Part XV Line 1a - List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000).

Jeffrey A Woodworth
John A Woodworth

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
Bellarmine Prepatory School 2300 South Washingtion Tacoma, WA 984051399	None	Private School	Athletic Facilities Campaign	15,000
BETHEL COMMunity SERVICES 18020 B Street East Spanaway, WA 98387	NONe	public Charity	Support at risk youth project	2,500
Boys & Girls Clubs of South Puget Sound 3875 S 66th St Tacoma, WA 98409	None	Public Charity	Support	65,000
Caring for Kids 237 ELDORADO AVE FIRCREST, WA 98466	none	public Charity	Support	5,000
Catholic community services 1323 South Yakima Street Tacoma, WA 98405	None	Public Charity	The new Nativity House	10,000
Total . . . . ▶ 3a				309,000

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
Children's museum 1501 Pacific Ave STE 202 Tacoma, WA 98402	none	public Charity	Support	7,500
Communities in Schools of Lakewood WA 6402 100th Street SW Lakewood, WA 98499	None	Public Charity	Operations	5,000
Communities in schools of peninsula PO Box 684 Vaughn, WA 98394	none	Public Charity	Mentoring our students to success program	2,500
COMMUNITY HEALTH CARE 1019 PACIFIC AVENUE STE 300 TACOMA, WA 98402	NONE	PUblic Charity	HEALTH CARE	3,500
EMERGENCY FOOD NETWORK OF TACOMA & PIERCE COUNTY 3318 92ND STREET SOUTH LAKEwood, WA 98499	NONE	PUBLIC CHARITY	CO-OP FOOD PURCHASING PROGRAM	7,500
Total . . . . ▶ 3a				309,000

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
Exodus Housing PO Box 1006 Sumner, WA 98390	None	Public Charity	General Operations	2,500
Family Renewal Shelter 6832 Pacific Ave Tacoma, WA 98408	None	Public Charity	General Operations	5,000
Foss Waterway seaport 705 Dock Street tacoma, WA 98402	None	Public Charity	Science on the Sea (youth science program)	2,500
FOUNDATION for TACOMA SCHOOLs 901 Broadway avenue ste 400 tacoma, WA 98402	NONe	public Charity	Operations	10,000
Franke Tobey Jones 5340 North Bristol Street Tacoma, WA 98407	None	Public Charity	Senior Center Support	1,000
Total . . . . ▶ 3a				309,000

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
FRIENDS OF INDEPENDENT SCHOOLS & BETTER EDUCATION PO BOX 1082 TACOMA, WA 98401	NONe	public Charity	Scholarship	1,500
Green Dot Public Schools Washington State 1301 East 34th St Tacoma, WA 98404	None	School	Middle School Operations Support	7,500
Hopesparks 6424 North 9th St Tacoma, WA 98406	None	Public Charity	General Operating Support	10,000
Lemay - America's Car Museum 2702 East D Street Tacoma, WA 98421	None	Public Charity	Education Scholarship Program	2,500
LINDQUIST DENTAL CLINIC FOR CHILDREN 130 131ST ST SOUTH TAcoma, WA 98444	NONE	PUBLIC Charity	SUPPORT	7,500
Total . . . . ▶ 3a				309,000

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
Mercy housing nw 2505 3rd Ave ste 204 Seattle, WA 98121	none	Public charity	Support	5,000
Multicare Health Foundation PO Box 5296 Tacoma, WA 984150296	none	Public Charity	J Alden and Virginia Woodworth Family Endowment	25,000
Olive Crest 2500 116th Ave NE Bellevue, WA 98004	None	Public Charity	Operations	5,000
Peace Community Center 2106 South Cushman Ave Tacoma, WA 98402	none	Public Charity	Hilltop scholars college readiness classes	5,000
Pierce County Parks and Recreation 9112 Lakewood Drive SW Lakewood, WA 98499	None	Public Charity	Day Camp FUnding for Special Needs Students	2,000
Total . . . . ▶ 3a				309,000

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
r merle palmer minority scholarship foundation po box 7119 tacoma, WA 98417	none	public Charity	Endowment for scholarship, menotoring, and college readiness	5,000
Rallypoint 6 9881 Bridgeport Way SW Lakewood, WA 98499	None	PUblic Charity	Operations	7,500
Red Barn Association PO Box 1032 Vaughn, WA 98394	None	Public Charity	Operations	5,000
Shared Housing Services 901 South 11th Street Tacoma, WA 98405	None	Public Charity	General Operations	3,500
Step by step Family Support Center PO Box 488 Milton, WA 98354	None	Public Charity	Matching grant for capital campaign	10,000
Total . . . . ▶ 3a				309,000

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
Tacoma Community House PO Box 5107 Tacoma, WA 98415	None	Public Charity	Read2Me Program for Grades 1-3	5,000
TACOMA GOODWILL Industries 714 S 27th Street Tacoma, WA 98409	NONe	Public Charity	Financial Education	5,000
United Way of Pierce County PO BOX 2215 Tacoma, WA 984012215	none	public Charity	General Operation Funding	20,000
University of Puget Sound 1500 NORTH WARNER ST 1080 Tacoma, WA 984161080	none	Private School	Support	10,000
UNIVERSITY OF WASHINGTON FOUNDATION 1900 Commerce St Tacoma, WA 98402	none	public Charity	Compact for Student Success Scholarship Program	10,000
Total . . . . ▶ 3a				309,000

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
Wishing well Foundation 16524 89th Ave East PUYALLUP, WA 98375	None	Public Charity	Foster care program	5,000
YMCA 1614 S MILDRED ST STE 1 tacoma, WA 98465	NONE	public Charity	YMCA CAMP SEYMOUR DINING HALL AND AMPHITHEATER	7,500
Total . . . . ▶ 3a				309,000

TY 2016 Accounting Fees Schedule

Name: Woodworth Family Foundation

EIN: 90-0283284

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Accounting	2,300	0		0

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Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2016 Amortization Schedule

Name: Woodworth Family Foundation

EIN: 90-0283284

Description of Amortized Expenses	Date Acquired, Completed, or Expended	Amount Amortized	Deduction for Prior Years	Amortization Method	Current Year Amortization	Net Investment Income	Adjusted Net Income	Total Amount of Amortization
Lease Commissions - Revalesio	2015-02-11	63,324	19,349	36 000000000000	21,108	21,108		40,457

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2016 Depreciation Schedule

Name: Woodworth Family Foundation

EIN: 90-0283284

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
Office Building- Original building	2009-12-28	876,361	135,761	SL	39 000000000000	22,471	22,471		
Office Building- Quit claim deed	2011-01-04	50,058	6,365	SL	39 000000000000	1,284	1,284		
Office Building- Storage Shed	2010-01-01	58,938	9,004	SL	39 000000000000	1,511	1,511		

TY 2016 Investments - Land Schedule

Name: Woodworth Family Foundation

EIN: 90-0283284

Category/ Item	Cost/Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
Office Building- Original building	876,361	158,232	718,129	
Office Building- Quit claim deed	50,058	7,649	42,409	
Office Building- Storage Shed	58,938	10,515	48,423	
Lease Commissions - Revalesio	63,324	40,457	22,867	

TY 2016 Investments - Other Schedule

Name: Woodworth Family Foundation

EIN: 90-0283284

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
Investment Real Estate	AT COST	0	0
Investment in Yauger Park Partnership Interest	AT COST	1,369,387	1,369,387
Other Investments	AT COST	1,913,716	1,902,600

TY 2016 Other Assets Schedule

Name: Woodworth Family Foundation

EIN: 90-0283284

Other Assets Schedule

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
Lease Commissions	43,975	22,867	22,867

TY 2016 Other Decreases Schedule

Name: Woodworth Family Foundation

EIN: 90-0283284

Description	Amount
Federal Income Tax Expense	73,511
Book/tax difference on sale of investment property	3,961,950

TY 2016 Other Expenses Schedule

Name: Woodworth Family Foundation

EIN: 90-0283284

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Dues	1,330	0		0
Information Technology	780	0		0
General Insurance	885	885		0
Rental Property Insurance	53,063	53,063		0
Maintenance and Repairs	58,618	58,618		0
Amortization	21,108	21,108		0

TY 2016 Other Liabilities Schedule

Name: Woodworth Family Foundation

EIN: 90-0283284

Description	Beginning of Year - Book Value	End of Year - Book Value
Federal Income taxes	1,989	76,920

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TY 2016 Other Professional Fees Schedule

Name: Woodworth Family Foundation

EIN: 90-0283284

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Investment Fees	8,504	8,504		0

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TY 2016 Substantial Contributors Schedule

Name: Woodworth Family Foundation

EIN: 90-0283284

Name	Address
John A Woodworth	3110 Ruston Way Suite D Tacoma, WA 98402
Jeffrey A Woodworth	3110 Ruston Way Suite D tacoma, WA 98402
Woodworth Capital Inc	3110 Ruston Way Suite D Tacoma, WA 98402

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TY 2016 Taxes Schedule

Name: Woodworth Family Foundation

EIN: 90-0283284

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Taxes and Licences	65	0		0
Property Taxes	41,214	41,214		0

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 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	Employer identification number
Woodworth Family Foundation	90-0283284

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 other 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 Do not 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 is not covered by the General Rule and/or the Special Rules does not 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 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization	Employer identification number
Woodworth Family Foundation	90-0283284

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	Express Storage 5415 S Orchard St W Tacoma, WA98467	$ 5,000	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
2	SEB Inc 240 S Stadium Way Tacoma, WA98402	$ 10,070	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
3	Windows of Hope Foundation 39506 N Daisy Mountain Drive Anthem, AZ85086	$ 10,000	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
4	Patriot Fire Protection 2707 70th Ave E Fife, WA98424	$ 5,000	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	Employer identification number
Woodworth Family Foundation	90-0283284

Part II Noncash Property

(see instructions) Use duplicate copies of Part II if additional space is needed

(a) No.from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No.from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No.from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No.from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No.from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No.from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization
Woodworth Family Foundation

Employer identification number
90-0283284

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 information once. See instructions.) ▶ $ ____________

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