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

Department of the Treasury
Internal Revenue Service

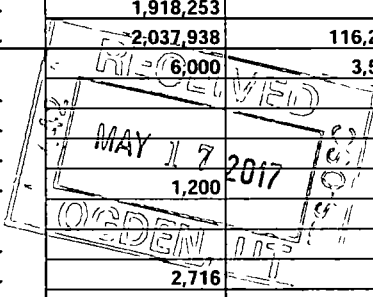
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Open to Public Inspection

For calendar year 2016 or tax year beginning , 2016, and ending , 20

Name of foundation Good Neighbor Foundation		A Employer identification number 91-1021848
Number and street (or P O box number if mail is not delivered to street address) P. O Box 98805	Room/suite	B Telephone number (see instructions) 206-824-5635
City or town, state or province, country, and ZIP or foreign postal code Seattle, WA 98198		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 6,499,799	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	80,875	80,875	80,875	
	4 Dividends and interest from securities	22,032	18,569	22,032	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	16,778			
	b Gross sales price for all assets on line 6a 419,619				
	7 Capital gain net income (from Part IV, line 2)		16,778		
	8 Net short-term capital gain			1,191	
	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)	1,918,253				
12 Total. Add lines 1 through 11	2,037,938	116,222	104,098		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	6,000	3,500	3,500	2,500
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	1,200			
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	2,716			2,716
	19 Depreciation (attach schedule) and depletion	47,570			
	20 Occupancy	40,305			40,305
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	421	361	361	
	24 Total operating and administrative expenses. Add lines 13 through 23	98,212	3,861	3,861	45,521
	25 Contributions, gifts, grants paid	8,200			8,200
26 Total expenses and disbursements. Add lines 24 and 25	106,412	3,861	3,861	53,721	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	1,931,526				
b Net investment income (if negative, enter -0-)		112,361			
c Adjusted net income (if negative, enter -0-)			100,237		



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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	9,257	16,102	16,102
	2	Savings and temporary cash investments	3,445,016	4,956,466	4,895,791
	3	Accounts receivable ▶	0		
		Less: allowance for doubtful accounts ▶	0	2,933	0
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U.S. and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	681,301	1,069,374	883,516
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment, basis ▶			
	Less: accumulated depreciation (attach schedule) ▶				
12	Investments—mortgage loans				
13	Investments—other (attach schedule)				
14	Land, buildings, and equipment basis ▶	1,679,403			
	Less: accumulated depreciation (attach schedule) ▶	683,120	968,853	996,283	
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	5,107,360	7,038,225	6,499,799	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ Open short sales of listed options)	669	0	
23	Total liabilities (add lines 17 through 22)	669	0		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	5,106,691	7,038,225	
	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 (see instructions)	5,106,691	7,038,225		
31	Total liabilities and net assets/fund balances (see instructions)	5,107,360	7,038,225		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	5,106,691
2	Enter amount from Part I, line 27a	2	1,931,526
3	Other increases not included in line 2 (itemize) ▶ Unlocated error	3	8
4	Add lines 1, 2, and 3	4	7,038,225
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	7,038,225

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		N/A	N/A
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 419,619	N/A	402,841	16,778	
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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a N/A	N/A	N/A	16,778	
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	16,778
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	1,191

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2015	100,184	3,541,916	0.02826
2014	638,052	3,251,504	0.19623
2013	188,255	3,263,823	0.05768
2012	228,939	2,787,281	0.08214
2011	43,687	2,050,353	0.02131
2	Total of line 1, column (d)		0.38562
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		0.07712
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5		3,896,666
5	Multiply line 4 by line 3		300,511
6	Enter 1% of net investment income (1% of Part I, line 27b)		1,124
7	Add lines 5 and 6		301,635
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.		128,721

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
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		2,247
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		2,247
6	Credits/Payments.			
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a		0
b	Exempt foreign organizations—tax withheld at source	6b		0
c	Tax paid with application for extension of time to file (Form 8868)	6c		0
d	Backup withholding erroneously withheld	6d		0
7	Total credits and payments. Add lines 6a through 6d	7		0
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		0
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		2,247
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11	Enter the amount of line 10 to be Credited to 2017 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

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?		✓
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		✓
c Did the foundation file Form 1120-POL for this year?		✓
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ▶ \$ _____ (2) On foundation managers. ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		✓
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes.</i>	✓	
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		✓
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		✓
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?	✓	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	✓	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ Washington		
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 <i>General Instruction G</i> ? <i>If "No," attach explanation.</i>	✓	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV.</i>	✓	
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>		✓

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)		✓
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)		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ None	✓	
14	The books are in care of ▶ Keith Kennedy Telephone no. ▶ 303-242-6163 Located at ▶ 1935 W Lilley Ave., Littleton, CO ZIP+4 ▶ 80120-2074		
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		<input type="checkbox"/>
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 ▶		✓

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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	✓
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?	1c	✓
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 ▶ 20____, 20____, 20____, 20____ <input type="checkbox"/> Yes <input type="checkbox"/> 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.)	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2016 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016.)	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	✓
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	✓

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)? Yes No

Organizations relying on a current notice regarding disaster assistance check here Yes No

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? Yes 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? Yes No

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	(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
Michael W Shimasaki P.O. Box 98805, Seattle, WA 98198	Trustee, 5 hours	0	0	0
Barry C. Maulding 4141 Frog Water Rd., Clinton, WA 98236	Trustee, 1 hour	2,000	0	0
Ronald F. Cosgrave P.O. Box 98805, Seattle, WA 98198	Trustee, 1 hour	2,000	0	0
Chris Sugamura 410 - 145th Ave. SE, Bellevue, WA 98007	Trustee, 1 hour	2,000	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	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
None				

Total number of other employees paid over \$50,000 Yes No **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 Crane Island property operating costs - a camp for disadvantaged youth	
	40,305
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 None	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	

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	499,495
b	Average of monthly cash balances	1b	3,456,511
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	3,956,006
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	3,956,006
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	59,340
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,896,666
6	Minimum investment return. Enter 5% of line 5	6	194,833

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	
2a	Tax on investment income for 2016 from Part VI, line 5	2a	
b	Income tax for 2016. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	

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	53,721
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	75,000
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	128,721
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	128,721

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				
2 Undistributed income, if any, as of the end of 2016:				
a Enter amount for 2015 only				
b Total for prior years: 20____, 20____, 20____				
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				
4 Qualifying distributions for 2016 from Part XII, line 4: ▶ \$ _____				
a Applied to 2015, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2016 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b. Taxable amount—see instructions				
e Undistributed income for 2015. Subtract line 4a from line 2a. Taxable amount—see instructions				
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				
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)				
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a				
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 foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year				(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	100,237	136,118	117,449	100,792	454,596
b 85% of line 2a	85,201	115,700	99,832	85,673	386,406
c Qualifying distributions from Part XII, line 4 for each year listed	128,721	100,184	639,653	189,845	1,058,403
d Amounts included in line 2c not used directly for active conduct of exempt activities	8,200	23,701	508,116	8,620	548,637
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	120,521	76,483	131,537	181,225	509,766
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	129,889	118,064	108,383	108,794	465,130
c "Support" alternative test—enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

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

Ronald F. Cosgrave

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

None

- 2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
- Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

- a** The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:
-
- b** The form in which applications should be submitted and information and materials they should include:
-
- c** Any submission deadlines.
-
- d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:
-

Part XV **Supplementary Information** *(continued)*

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i>				
Crista Ministries d/b/a Seattle Urban Academy Shoreline, WA	N/A	PC	General operations	5,000
Lighthouse Christian Church Bellevue, WA	N/A	PC	Medical mission trip	2,200
Center for Whale Research Friday Harbor, WA	N/A	PC	General operations	1,000
Total				3a 8,200
b <i>Approved for future payment</i>				
None				
Total				3b 0

Good Neighbor Foundation
 91-1021848
Schedules Supporting Form 990-PF (2016)

Part I - Line 19. Depreciation.

<u>Description</u>	<u>Date Acquired</u>	<u>Cost</u>	<u>Prior Deprec.</u>	<u>Method, Life</u>	<u>Current Deprec.</u>
Van	Apr-90	15,680	15,680	SL - 5	0
Crane Island Bldg.	2001-04	774,638	338,028	SL - 27.5	28,169
Crane Island FF&E	2001-03	22,657	22,657	SL - 5	0
Eaglecraft boat	Sep-05	220,383	220,383	SL - 5	0
Crane Island garage	Jan-14	121,067	8,804	SL - 27.5	4,402
2014 Escalade	Mar-14	74,995	29,998	SL - 5	14,999
		<u>1,229,420</u>	<u>635,550</u>		<u>47,570</u>

Part II, Line 14. Land, Buildings & Equipment.

	<u>Cost</u>	<u>Accum. Dep.</u>	<u>Book Value</u>
Van	15,680	15,680	0
Crane Island (Land)	374,983	0	374,983
Crane Island (Building)	774,638	366,197	408,441
Crane Island (FF&E)	22,657	22,657	0
Crane Island (Garage)	121,067	13,206	107,861
Eaglecraft boat	220,383	220,383	0
2014 Escalade	74,995	44,997	29,998
Down payment on new equipment	75,000	0	75,000
	<u>1,679,403</u>	<u>683,120</u>	<u>996,283</u>

Good Neighbor Foundation

91-1021848

Schedules Supporting Form 990-PF (2016)

	<u>Column A</u>	<u>Column B</u>	<u>Column C</u>	<u>Column D</u>
<u>Part I - Line 11: Other Income.</u>				
Life insurance death benefit	10,308	0	0	
IRA account received as beneficiary	1,907,945	0	0	
	<u>1,918,253</u>	<u>0</u>	<u>0</u>	
<u>Part I - Line 16(b): Accounting Fees.</u>				
Accounting & tax return	1,200	0	0	0
<u>Part I - Line 18: Taxes.</u>				
Excise tax on investment income	2,716	0	0	2,716
<u>Part I - Line 23: Other expenses.</u>				
State registration fees	25	0	0	0
Foreign dividend tax	361	361	361	0
Bank fee	35	0	0	0
	<u>421</u>	<u>361</u>	<u>361</u>	<u>0</u>

Part II - Line 10b: Investments, Corporate Stock.

	<u>Shares</u>	<u>Cost</u>	<u>Market Value</u>
Aberdeen Asia Pacific Income Fund	42,801	198,246	198,167
Agnico Eagle Mines	2,000	104,718	84,000
Anglogold Ashanti Ltd ADR	3,000	30,840	31,530
Bank of America 7.25% cv Pf L	150	160,216	175,020
Bank of America Pf D	2,293	50,239	57,531
Bank of America Corp.	1,000	17,387	22,109
Hancock John PFD	500	10,040	10,125
Invesco Mortgage common	5,000	72,550	73,000
Invesco Mortgage 7.75% Pf	1,000	24,360	24,330
Kinross Gold	15,000	115,434	46,650
Lehman Bros cv Pf Series Q	50	38,491	0
MFA Financial Inc.	6,000	45,600	45,780
Northern Dynasty Mines	13,000	35,429	26,910
Nuveen Amt Free Muni	3,915	58,097	56,611
Yamana Gold	11,300	107,727	31,753
		<u>1,069,374</u>	<u>883,516</u>

CHARTER OF
THE GOOD NEIGHBOR FOUNDATION
As amended Dec. 31, 2015

The Internal Revenue Code of 1954, as amended, is referred to in this instrument as the "Code," and the regulations issued thereunder are referred to as the "Regulations."

ARTICLE 1. NAME OF FOUNDATION.

The name of the Foundation is and shall be THE GOOD NEIGHBOR FOUNDATION (the "Foundation").

ARTICLE 2. TRUSTEE.

The Trustee of the Foundation ("Trustee") shall be Michael W. Shimasaki. If he at any time declines, fails or is unable to act as Trustee, the successor Trustee shall be appointed by the Board of Managers.

ARTICLE 3. THE FOUNDATION ASSETS.

Those assets received from Ronald F. Cosgrave, together with any other property at any time transferred to, and accepted by, Trustee for the purposes of the Foundation and the proceeds, investments and reinvestments thereof and the income therefrom shall constitute the "Foundation Assets."

ARTICLE 4. PURPOSES; BENEFICIARIES; DISTRIBUTIONS.

4.1 Purposes. The Foundation is established and shall be operated exclusively for charitable, religious, scientific, literary, or educational purposes, including for such purposes, the making of distributions from the Foundation Assets to one or more of the class of beneficiaries described in Article 4.2. Notwithstanding any other provision hereof, the Foundation shall not conduct or carry on any activities not permitted to be conducted or carried on under present and future provisions of the Code and other applicable legislation by an organization which is tax exempt, or by an organization donations to which are deductible for taxable income purposes.

4.2 Beneficiaries. The terms "Beneficiary" or "Beneficiaries" as used in this instrument shall mean any corporation, trust or community chest, fund or foundation which is organized and operated exclusively for religious, charitable, scientific, literary or educational purposes or for the prevention of cruelty to children and animals,

distributions to which satisfy the requirements of "Qualifying Distributions" as that term is defined in Sec. 4942 (g) of the Code or the corresponding provision of any future law.

4.3 Distributions.

4.3.1 As Directed by the Board of Managers. Trustee shall distribute or set aside (within the meaning of Sec. 4942(g) of the Code or the corresponding provision of any future law) Foundation Assets at such times, in such amounts, and to such persons or entities as the Board of Managers shall from time to time designate in writing. Trustee shall not, however, make any distribution to any person or entity designated by the Board of Managers if Trustee believes, with reasonable cause, that such distributee is not, or may not be, a Beneficiary, or, if such distribution is for the establishment or operation of any charitable function or operation controlled and/or operated by the Foundation, that such distribution will not satisfy the requirements of "Qualifying Distributions" as that term is defined in Sec. 4942(g) of the Code or the corresponding provisions of any future law.

4.3.2 As directed by Trustee. If at any time and from time to time the Board of Managers fails to direct the distribution of Foundation Assets in accordance with Article 5.4, Trustee shall have the right to distribute Foundation Assets to such persons or entities as he, in his discretion, shall select, amounts sufficient to avoid any taxes on undistributed income as imposed by Sec. 4942 of the Code, or corresponding provisions of any future law.

ARTICLE 5. BOARD OF MANAGERS.

5.1 Membership of Board. The Board of Managers shall consist of the following individuals: (a) the Trustee, (b) Barry C. Maulding, and (c) Chris Sugamura.

5.2 Vacancy on Board. Any vacancy occurring in the Board of Managers for whatever reason, including refusal to serve, shall be filled by the designation of a successor by the refining Managers, or, in the case of the failure of any vacancy on the Board to be filled within three months after the occurrence of such vacancy, by the presiding Judge of the State of Washington Superior Court for King County, Washington, upon the application of the acting Board of Managers. All Foundation Managers, however or whenever appointed, shall have all the powers conferred upon the Board of Managers by this instrument.

5.3 Meetings of the Board of Managers. Meetings of the Board of Managers may be held where notice has been given to all the members of the Board and two of such members attend such meeting, but to make any action taken at such meeting effective, written assent to such action must be obtained from such number of members as are

not in attendance, which, together with the votes of those in attendance, will show that a majority of the members of the Board of Managers assented to such action. Any member of the Board may vote at any meeting by letter as well as personally, but such letter must clearly state the action upon which the vote is cast and the vote thereon. The decisions and acts of a majority of the voting members of the Board shall be and constitute an exercise of the powers and discretions conferred upon the Board of Managers, and the decisions and acts of such majority of the Board of Managers shall constitute and be taken as the decisions and acts of the entire Board of Managers.

5.4 Powers of Board of Managers. The Board of Managers shall have the power and authority to determine the distribution of the Foundation Assets, including the determination of all Beneficiaries. The Board shall currently distribute or set aside (within the meaning of Sec. 4942(g) of the Code or the corresponding provisions of any future law) Foundation Assets at such time and in such manner so as to accomplish the purposes set forth in Article 4.1 and also so as not to subject the Foundation to the tax on undistributed income imposed by Sec. 4942 of the Code, or corresponding provisions of any future law. Distribution of Foundation Assets encompasses payments to Beneficiaries, payments for the establishment and operation of any charitable function or operation controlled and/or operated by the Foundation, and the incurrence of Foundation expenses as described in Article 5.6. The Board of Managers shall in addition have the power to amend this instrument at any time and from time to time, if and to the extent that such action is deemed to be necessary or desirable for the more convenient or efficient administration of the Foundation, or to enable Trustee to carry out the purposes of the Foundation more effectively; provided, no such amendment shall enlarge the purposes of the Foundation as set forth in Article 4.1 or change the Foundation in any way which would affect the status of the Foundation as an organization exempt from Federal income taxation, or which would subject the Foundation to any excise taxes under Sec. 4941 through 4945 of the Code or corresponding provisions of any subsequent Federal laws, or which would render transfers to the Foundation nondeductible for Federal income, estate or gift tax purposes, or Washington gift or inheritance tax purposes, or purposes which would make any of the income of the Foundation includable in the taxable income of Trustee or the Foundation.

5.5 Good Faith Action by Board. Any and every action taken in good faith by the Board of Managers in the exercise of any power, authority, judgment, or discretion conferred upon it hereunder shall be conclusive and binding upon all persons interested in the assets of the trust estate.

5.6 Compensation and Expenses. The members of the Board of Managers shall be entitled to receive from time to time out of the Foundation Assets such compensation for the administration thereof and for the payments and distributions made by the Board thereunder, including extra compensation for unusual or extraordinary services performed, as is at such time or times customarily and generally charged by Seattle

bank trust departments for like services performed for similar trusts, and such members shall be entitled to receive out of the Foundation Assets reimbursement for all special costs and expenses reasonably incurred by them in the proper administration thereof. All fees of the members of the Board of Managers shall be charged to the income of the Foundation to the extent allowed by Sec. 4942 of the Code, or corresponding provisions of future law. The Board of Managers is also authorized to, and shall, fix the compensation of any person or persons engaged or employed by it for the Foundation. Legitimate expenses for the Foundation would include, but are not limited to, tasks performed in the administration of the Foundation, determination of Beneficiaries, determination of distributions, and preservation of the Foundation's purposes.

5.7 Accounting and Reports. The Board of Managers shall make a report annually of its administration of the Foundation, and may publish the same in an appropriate newspaper in the State of Washington, or distribute copies to interested persons and educational, religious, charitable and scientific institutions or agencies.

ARTICLE 6. DUTIES OF TRUSTEE AND LIMITATIONS ON POWERS.

6.1 Records and Reports. Trustee shall keep accurate and detailed accounts of all investments, receipts, disbursements and distributions and other transactions of the Foundation and at all reasonable times the accounts, books and records relating to the Foundation Assets shall be open to inspection and audit by the Board of Managers or any person designated by them. Trustee shall also, from time to time, upon request, furnish to the Board of Managers such information as it may reasonably request in regard to the operation and investment of the Foundation Assets. Trustee shall, in any event, furnish to the Board of Managers, within sixty days after the end of each income tax year for the Foundation, a statement showing total assets for the Foundation, income, expenses and distributions for the preceding tax year, and all transactions relating thereto.

6.2 Investments. In acquiring, investing, reinvesting, exchanging, selling and managing Foundation Assets, Trustee shall exercise in the judgment and care under the circumstances then prevailing, men of prudence, discretion and intelligence exercise in the management of their own affairs, not in regard to speculation but in regard to the permanent disposition of their funds, considering the probable income as well as the probable safety of their capital. Within the limitations of this standard, Trustee may acquire and retain every kind of property, real, personal or mixed, and every kind of investment.

6.3 Powers. In administering the Foundation Assets, Trustee shall, subject only to the instructions, duties and limitations on powers contained in the provisions of this instrument, have and exercise all of the power, authority, and discretion which the absolute owner of the assets thereof could have and exercise and, in addition, Trustee

shall have all of the power, authority and discretion given a trustee under the laws of the State of Washington on the date hereof, including, without limitation, those given under the provisions of Chapter 124 of the 1959 Washington Trust Act, the provisions of all such laws being incorporated herein and made a part hereof.

6.4 Limitation on Powers. In creating this Foundation, Ronald F. Cosgrave intends to obtain the full benefit of any income or estate tax deduction on account of charitable contributions to which he or his estate may be entitled under the Code and for any transfer to the Foundation to qualify as a charitable contribution under Sec. 170 of the Code and the regulations thereunder, or (in the event of any testamentary transfer) as a transfer for charitable purposes under Sec. 2055 of the Code and the regulations thereunder. Accordingly, the Foundation shall be interpreted, valued, managed and invested consistent with Ronald F. Cosgrave's intent. Without limiting the generality of the foregoing, Trustee is prohibited (except for the payments set forth in Article 4.3 to the charitable organizations) from engaging in any act of self-dealing as defined in Sec 4941(d) of the Code, from retaining any excess business holdings as defined in Sec 4943(c) of the Code which would subject the Foundation to tax under Sec. 4943 of the Code, from making any investments which would subject the Foundation to tax under Sec. 4944 of the Code, and from making any taxable expenditures as defined in Sec. 4945(d) of the Code. If Sec. 4942 of the Code is deemed applicable to the Foundation by reason of Sec. 508 of the Code or otherwise, Trustee shall make distributions at such time and in such manner as not to subject the Foundation to tax under Sec. 4942 of the Code.

6.5 Agents and Attorneys. Trustee may employ such agents and attorneys as Trustee may deem necessary or advisable for the proper administration of the Foundation, or in connection with any uncertainty, controversy or litigation which may arise hereunder and pay reasonable compensation to such agents and attorneys for their services.

6.6 Trustee's Accounting Act. To the extent that the law permits, Trustee is relieved from all of the duties which would otherwise be placed upon him by the act relating to accountings by trustees in force in the State of Washington at the time this instrument is executed or any amendment or amendments thereof, or by any similar act or acts of the same or any other state or jurisdiction.

6.7 Compensation and Expenses. Trustee shall be entitled to pay to himself from time to time out of the Foundation Assets such compensation for the acceptance and administration thereof and for the payments and distributions made by him thereof and for the payments and distributions made by him thereunder, including extra compensation for unusual or extraordinary services performed, as is at such time or times customarily and generally charged by Seattle bank trust departments for like services performed for similar trusts, and Trustee shall be entitled to reimburse himself out of Foundation Assets for all special costs and expenses reasonably incurred by him

in the proper administration thereof. All Trustee fees shall be charged to the income of the Foundation to the extent allowed by Sec. 4942 of the Code, or corresponding provisions of future law.

ARTICLE 7. MISCELLANEOUS.

7.1 Reliance on Agents and Attorneys. Trustee and the Board of Managers, or either of them, shall be fully protected in relying upon the advice of legal counsel on questions of law and shall not be liable for loss or damage caused by any agent or attorney selected by them if they or either of them shall have exercised reasonable care in selecting and retaining such agent or attorney.

7.2 Contributions from Others. If any person or persons at any time desires to make gifts, bequests or devises to the Foundation, power and authority is conferred upon the Board of Managers to receive such gifts, bequests and devises and to apply the principal and income therefrom to the purposes of the Foundation, under the powers, authorities and discretion's contained in this instrument; provided such gifts, bequests or devises are not made upon any terms or conditions that would conflict with the uses, purposes and provisions of this instrument in the administration by the Board of Managers, except that restrictions in such gifts, bequests and devises may be agreed to by the Board of Managers and accepted subject thereto.

7.3 Creation of Corporation. The Board of Managers of the Foundation is authorized and empowered, if they so desire, to form and organize a corporation for the uses and purposes provided for the Foundation by this instrument. Such corporation, if organized, shall be named The Good Neighbor Foundation. Upon the Creation and organization of such corporation, the Board of Managers of the Foundation, as well as Trustee, is authorized and empowered to convey, transfer and deliver to such corporation all the property and assets to which the Foundation may be or become entitled. It is the purpose of this provision that such corporation, if incorporated and organized as provided by this paragraph, shall take the place of the members of the Board of Managers, who shall be the incorporators of such corporation, and together with such other persons as may be chosen, continue to carry out the purposes of the Foundation.

7.4 Law Governing; Savings Clause. The provisions of this instrument shall be governed by the law of the State of Washington. Any provision thereof which is prohibited by law or is unenforceable shall be inoperative and all of the remaining provisions thereof shall, nevertheless, be carried into effect.

7.5 Fiscal Year. The fiscal year for this Foundation shall be the calendar year.

ARTICLE 8. DURATION OF FOUNDATION.

8.1 Duration. The term of this Foundation shall be perpetual subject only to such termination as may result under the provisions of this Article.

8.2 Termination by Board of Managers. In the event that the entire Board of Managers of the Foundation determines that the purposes of the Foundation can no longer be met, or would be better satisfied by other means, the Foundation can be terminated by a unanimous vote of the Board of Managers. Upon such termination, the assets of the Foundation shall be distributed to eligible Beneficiaries as the Board of Managers in its discretion shall determine. Determination of Beneficiaries, as well as other facets of a potential termination, shall be conducted in strict compliance with Sec. 507 of the Code or the corresponding provisions of any future law, so as to avoid any termination taxes.

8.3 Rule against Perpetuities. If it is determined by a court of law that the Foundation is subject to the rule against perpetuities, the Foundation shall terminate one day earlier than the expiration of the maximum period permitted under applicable law, the lives in being under any applicable law in the form of a rule against perpetuities or similar rule to be the children and grandchildren who are living on the date of the acceptance of this instrument of the persons who on such date were the members of the board of directors of Alaska Airlines, Inc.

ARTICLE 9. PROHIBITED ACTS AND TRANSACTIONS.

Notwithstanding any provision of this instrument to the contrary, Trustee, Trustee's employees, the Board of Managers, the Foundation, and Foundation employees are prohibited from engaging in any act of self-dealing, from retaining any excess business holdings, from making any investments which jeopardize charitable purposes, and from making any taxable expenditures as these terms and acts are defined in Sec. 4941, 4943, 4944 and 4945 of the Code, or the corresponding provisions of any future law.

* * * * *

I, Michael W. Shimasaki, Trustee of The Good Neighbor Foundation, hereby certify that the foregoing is a full, true and correct copy of the Charter of The Good Neighbor Foundation, as amended, and is in effect as of the date hereof. The last amendment incorporated herein was adopted on December 31, 2015, and became effective as of January 1, 2016.

Date: 5/10/17 