Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2016

Open to Public Inspection

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

Name of foundation: HARKAVY-MACK FAMILY FOUNDATION

A Employer identification number: 91-6533323

Number and street (or P O box number if mail is not delivered to street address): 8421 S.E. 35TH STREET

Room/suite:

B Telephone number (see instructions): 206-232-4563

City or town, state or province, country, and ZIP or foreign postal code: MERCER ISLAND, WA 98040

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)* ▶ $ 139514

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).)*

		Line	(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)	10000			
	2	Check ▶ ☐ if the foundation is not required to attach Sch. B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	2064	2064	2064	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	1056			
	b	Gross sales price for all assets on line 6a 1056				
	7	Capital gain net income (from Part IV, line 2)		1056		
	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	13120	3120	2064	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	1700		1700	
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	24		24	
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	25		25	
	24	**Total operating and administrative expenses.** Add lines 13 through 23	1749		1749	
	25	Contributions, gifts, grants paid	12000			12000
	26	**Total expenses and disbursements.** Add lines 24 and 25	13749		1749	12000
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	-629			
	b	**Net investment income** (if negative, enter -0-)		3120		
	c	**Adjusted net income** (if negative, enter -0-)			315	

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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	29022	25297	25297
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U.S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	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)	88435	91531	114217
	14	Land, buildings, and equipment: basis ▶			
		Less: accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions. Also, see page 1, item I)	117457	116828	139514
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 ▶)			
	23	**Total liabilities** (add lines 17 through 22)			
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			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	117457	116828	
	30	**Total net assets or fund balances** (see instructions)	117457	116828	
	31	**Total liabilities and net assets/fund balances** (see instructions)	117457	116828	

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	117457
2	Enter amount from Part I, line 27a	2	-629
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	116828
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	116828

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	CAPITAL GAIN DISTRIBUTIONS	P	VARIOUS	VARIOUS
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	1056			1056
b				
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				1056
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	1056
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 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			
2014			
2013			
2012			
2011			

2	**Total** of line 1, column (d)	2	
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	
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	
5	Multiply line 4 by line 3	5	
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	
7	Add lines 5 and 6	7	
8	Enter qualifying distributions from Part XII, line 4	8	

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	62	
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		
3	Add lines 1 and 2	3	62	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4		
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	62	
6	Credits/Payments:			
a	2016 estimated tax payments and 2015 overpayment credited to 2016 — 6a			
b	Exempt foreign organizations—tax withheld at source — 6b			
c	Tax paid with application for extension of time to file (Form 8868) — 6c			
d	Backup withholding erroneously withheld — 6d			
7	Total credits and payments. Add lines 6a through 6d	7		
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8		
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	62	
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** ▶ **Refunded** ▶	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?	1a		✓
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		✓
	*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		✓
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? *If "Yes," attach a detailed description of the activities.*	2		✓
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		✓
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		✓
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		✓
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	✓	
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	✓	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ ________			
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	✓	
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		✓
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		✓

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		✓
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		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	✓	
	Website address ▶ NONE			
14	The books are in care of ▶ CARIN MACK Telephone no. ▶ 206-232-4563 Located at ▶ 8421 S.E. 35TH STREET, MERCER ISLAND, WA ZIP+4 ▶ 98040			
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			
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		✓
	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? ☐ 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		✓
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		✓
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)? **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	(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
CARIN MACK 8421 S.E 35TH STREET, MERCER ISLAND, WA 98040	TRUSTEE	0	0	0
SARAH MACK 578 ELMGROVE AVE, PROVIDENCE, RI 02906	TRUSTEE	0	0	0
EMILY MACK 8421 S.E. 35TH STREET, MERCER ISLAND, WA 98040	TRUSTEE	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	(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

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

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
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 ▶	

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	109295
b	Average of monthly cash balances	1b	27987
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	137282
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	137282
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	2059
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	135223
6	**Minimum investment return.** Enter 5% of line 5	6	6761

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	6761
2a	Tax on investment income for 2016 from Part VI, line 5	2a	62		
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	62
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	6699
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	6699
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	6699

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	12000
b	Program-related investments—total from Part IX-B	1b	
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	12000
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	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	12000

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				6699
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 225				
b	From 2012 1249				
c	From 2013 1316				
d	From 2014 0				
e	From 2015 967				
f	**Total** of lines 3a through e	3757			
4	Qualifying distributions for 2016 from Part XII, line 4: ▶ $ 12000				
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				6699
e	Remaining amount distributed out of corpus	5301			
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	9058			
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				0
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required—see instructions)				
8	Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)	225			
9	**Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a	8833			
10	Analysis of line 9:				
a	Excess from 2012 1249				
b	Excess from 2013 1316				
c	Excess from 2014 0				
d	Excess from 2015 967				
e	Excess from 2016 5301				

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	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 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).)

CARIN MACK

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:

CARIN MACK - 8421 S E. 35TH STREET, MERCER ISLAND, WA 98040

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

NONE

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 *Paid during the year*				
LUSTGARTEN FOUNDATION 1111 STEWART AVE, BETHPAGE, NY 11714			MEDICAL RESEARCH	4000
PLYMOUTH HOUSING GROUP 2113 THIRD AVE, SEATTLE, WA 98121			HOUSING FOR HOMELESS	4000
DOWNTOWN EMERGENCY SERVICE CENTER 515 THIRD AVE, SEATTLE, WA 98104			SERVICES FOR HOMELESS	4000
Total . . . . ▶ 3a				12000
b *Approved for future payment*				
Total . . . . ▶ 3b				12000

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue·					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	2064	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	1056	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue. a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				3120	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 3120

(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)		✓
	(2) Other assets	1a(2)		✓
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		✓
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		✓
	(3) Rental of facilities, equipment, or other assets	1b(3)		✓
	(4) Reimbursement arrangements	1b(4)		✓
	(5) Loans or loan guarantees	1b(5)		✓
	(6) Performance of services or membership or fundraising solicitations	1b(6)		✓
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		✓

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

▶ Carin Malha 5/13/17 ▶ Trustee

Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☐Yes ☐No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☑ if self-employed	PTIN
WILLIAM GRAHAM	William Graham	5/11/2017		P00143068
Firm's name ▶ R/W GRAHAM & ASSOCIATES, CPA's			Firm's EIN ▶	91-1651712
Firm's address ▶ 12600 S.E 38TH ST, #240, BELLEVUE, WA 98006			Phone no	425-643-7373

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

Schedule of Contributors

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

OMB No 1545-0047

2016

Name of the organization	Employer identification number
HARKAVY-MACK FAMILY FOUNDATION	91-6533323

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☑ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling $5,000 or more during the year . . . . ▶ $ ____________

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

Name of organization	Employer identification number

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	CARIN MACK 8421 S.E. 35TH STREET MERCER ISLAND, WA 98040	$ 10000	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

HARKAVY-MACK FAMILY FOUNDATION 91-6533323

2016 - RETURN OF PRIVATE FOUNDATION

FORM 990-PF

Part I, Line 16b

Tax preparation fee

Part I, Line 18

Foreign tax paid on dividend income ($24).

Part 1, Line 23

Fees re checks

Part II, Line 13(a)

531.609	shares Capital Income Builder Fund	24,174
1028.963	shares American Mutual Fund Class A	24,808
925.757	shares Small-Cap World Fund Class A	39,453
	Total	88,435

Part II, Line 13(b)

550.649	shares Capital Income Builder Fund	25,268
1,079 665	shares American Mutual Fund Class A	26,663
928.955	shares Small-Cap World Fund Class A	39,600
	Total	91,531

THE HARKAVY-MACK FAMILY FOUNDATION
TRUST AGREEMENT

THIS IS AN AGREEMENT by and between CARIN BEA HARKAVY MACK, as Trustor, and CARIN BEA HARKAVY MACK, SARAH ELIZABETH MACK and EMILY TOBA MACK, as Trustee, made the ____ day of ____________________, 2001 ("the Agreement").

Trustor has irrevocably transferred to the Trustee the property listed on Schedule A attached hereto, which property, together with any additions thereto by Trustor or any other persons or entities ("Foundation property") the Trustee shall hold, administer and distribute as hereinafter provided. This trust shall be known as the "The Harkavy-Mack Family Foundation" (hereinafter the "Foundation").

1. **PURPOSES**: The Foundation is organized and shall be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code") ("charitable purposes"), and the Foundation property shall be used exclusively for such charitable purposes. The Foundation shall make charitable contributions, within the meaning of Code Section 170(c)(2)(B), and qualifying distributions, as described in section 5 below and within the meaning of Code Section 4942(g) ("qualifying distributions"), out of its net income, its assets or both, to the "qualifying beneficiaries" described in section 7 below.

2. **DURATION OF FOUNDATION**: The Trust shall be perpetual, but the Trustee may terminate the trust at any time by distributing all of the Foundation property to such organizations described in Code Section 501(c)(3) and exempt from

taxation under Code Section 501(a) as shall carry out the Foundation's charitable purposes.

3. **DESIGNATION OF TRUSTEES**: The initial Trustees of the Foundation shall be CARIN BEA HARKAVY MACK, SARAH ELIZABETH MACK and EMILY TOBA MACK. The initial Trustees may at any time add additional Trustees and may designate Successor Trustees without court proceedings. If all of the initial Trustees become unable or unwilling to serve as Trustee and there would otherwise be a vacancy in the position of Trustee, the last serving Trustee shall designate in writing an individual and/or corporate Trustee to serve as Successor Trustee without court proceedings.

4. **ADVISORY COMMITTEE**: The Trustee, in determining the eligible beneficiaries and to assist in the determination of the amounts to be paid over to them, may, but shall not be required to, appoint an advisory committee not to exceed five (5) persons. The members of the advisory committee shall serve without compensation but shall be reimbursed for their reasonable expenses. Members of the advisory committee may be selected from business and professional men and women, educators, and individuals of similar stature. The Trustee shall not be required to follow the recommendations of the advisory committee.

5. **QUALIFYING DISTRIBUTIONS**:

5.1 **Qualifying Distributions**: The Trustee may from time to time make distributions from income or principal of the trust within the limitations of Code Section 4942(g) and as hereinafter set forth, to or for the use of such qualifying beneficiaries defined in section 7 below and for such charitable purposes as set forth above.

5.2 **Limitations**:

(a) No part of the net earnings of the Foundation shall inure to the benefit of or be distributable to any individual so as to jeopardize the Foundation's exempt status under Code Section 501(c)(3). The Foundation shall be authorized and empowered, however, to pay reasonable compensation for services rendered, to make reimbursement for reasonable expenses incurred on its behalf, and to make payments and distributions in furtherance of the Foundation's charitable purposes.

(b) No substantial part of the activities of the Foundation shall be the carrying on of propaganda or otherwise attempting to influence legislation, except as may be allowed Code Section 501(c)(3) organizations; and the Foundation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

(c) Notwithstanding any other provisions of this Agreement, the Foundation shall not conduct or carry on activities not permitted to be conducted or carried on by an organization described in Code Section 501(c)(3) and exempt from taxation under Code Section 501(a), or by an organization contributions to which are deductible under Code Section 170(c)(2).

(d) If the Foundation is, or at any time becomes, a private foundation within the meaning of Code Section 509, for as long as such private foundation status continues, the following provisions shall apply in the management of its affairs:

(i) The Foundation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Code Section 4942;

(ii) The Foundation shall not engage in any act of self-dealing as defined in Code Section 4941(d);

(iii) The Foundation shall not retain any excess business holdings as defined in Code Section 4943(c) which would subject the Foundation to tax under Code Section 4943;

(iv) The Foundation shall not make any investments or otherwise acquire assets in such manner as to subject it to tax under Code Section 4944; and

(v) The Foundation shall not make any taxable expenditures as defined in Code Section 4945(d).

6. FINAL DISTRIBUTION: Upon the winding up and dissolution of the Foundation and subject to the provisions of section 5, and after payment of or adequate provision for the debts and obligations of the Foundation, the Trustee shall distribute the Foundation property to such organizations described in Code Section 501(c)(3) and exempt from taxation under Code Section 501(a) as shall carry out the Foundation's charitable purposes. In no event shall any of the Foundation property

be distributed to or for the benefit of any private individual other than as reasonable compensation for services rendered.

7. **QUALIFYING BENEFICIARIES**: For purposes of this Trust Agreement, "qualifying beneficiaries" shall mean:

7.1 **Section 501(c)(3)/509(a)(1), (2) or (3) Public Charities or Exempt Operating Foundations**: Organizations which are described in Code Section 501(c)(3); are either Section 509(a)(1), (2) or (3) public charities or exempt operating foundations, as described in Code Section 4940(d)(2); and are exempt from taxation under Code Section 501(a);

7.2 **Foreign Section 501(c)(3) Equivalents**: Foreign equivalents of United States Code Sections 501(c)(3)/509(a)(1), (2) or (3) public charities pursuant to Revenue Procedure 92-94, as amended;

7.3 **Individuals**: Individuals chosen on an objective and nondiscriminatory basis pursuant to the requirements of Code Section 4945(g) and the Treasury Regulations thereunder;

7.4 **Private Operating Foundation**: During any period in which the Foundation qualifies as an "operating foundation" under Code Section 4942(j)(3), those members of the general public benefited by the Foundation's active conduct of the activities constituting the Foundation's charitable purposes;

7.5 **Expenditure Responsibility Grants**: Those United States-situs organizations to whom the Foundation make grants over which it exercises expenditure responsibility pursuant to Code Section 4945(h);

7.6 **Expenditure Responsibility Grants to Foreign Organizations**: Those non-United States-situs organizations to whom the Foundation makes grants over which it exercises expenditure responsibility pursuant to Code Section 4945(h), subject to the limitations imposed by Treasury Regulations Sections 53.4945-5(b)(5) and 53.4945-6(c)(2)(ii), as amended;

7.7 **Program-Related Investments**: Those United States-situs organizations a loan to which or investment in which is a program-related investment as defined in Code Section 4944(c); is a grant made exclusively for charitable purposes, as defined in Treasury Regulations Sections 53.4945-4(a)(2) and 53.4945-6(c)(1)(i), as amended; and over which the Foundation exercises expenditure responsibility pursuant to Treasury Regulation Section 53.4945-5(b)(4), as amended;

7.8 **Program-Related Investment to Foreign Entities**: Those non-United States-situs organizations a loan to which or investment in which is a program-related investment as defined in Code Section 4944(c); is a grant made exclusively for charitable purposes, as defined in Treasury Regulations Sections 53.4945-4(a)(2) and 52.04945-6(c), as amended; and over which the Foundation exercises expenditure responsibility pursuant to Treasury Regulation Section 53.4945-5(b)(4), subject to the limitations imposed by Treasury Regulation Section 53.4945(b)(5), as amended;

7.9 **Governmental Entities for Charitable Purposes**: The Federal government, or one or more state or local governments (or political subdivision(s) thereof), exclusively for charitable purposes; and

7.10 **Foreign Governmental Entities for Charitable Purposes**: A Foreign government designated by Executive Order Under 22 U.S.C. 288, as superseded or amended (or political subdivision(s) thereof), exclusively for charitable purposes.

8. ADMINISTRATIVE PROVISIONS:

8.1 **Accounting of Prior Trustee**: A Co-Trustee or Successor Trustee may accept a predecessor's accounting without independent review or audit and shall not be liable for any loss sustained during or attributable to the period in which a predecessor served as Trustee.

8.2 **Trustee's Compensation**: A corporate Trustee shall be compensated for its services in accordance with its customary schedule of fees. It is Trustor's intent that the individual Trustees other than Trustor also receive reasonable compensation for services performed. In determining the amount of the compensation, consideration should be given to the time spent by the individual Trustees in carrying out their duties, the responsibility assumed by the Trustees and the amount of compensation that would be paid to a corporate Trustee under similar circumstances.

8.3 **Trustee's Powers**: In addition to and not in limitation of the powers set forth in this instrument, the Trustee shall have all rights, powers and duties given by law. If any powers herein conferred upon the Trustee by state law or by the terms of this instrument should jeopardize the tax-exempt status of the trust, however, this Trust Agreement shall automatically be amended to conform to the appropriate federal tax law and such offending powers shall be null and void. In addition, the Trustee shall have full power and authority:

8.3.1 **Determination of Principal and Income**: To determine what is principal or income, which authority shall specifically include the right to make adjustments between principal and income for premiums, discounts, depreciation or depletion; in making such determination the Trustees may, but shall not be required to, apply the Washington Principal and Income Act;

8.3.2 **Agents and Attorneys**: To employ agents and attorneys as the Trustee thinks necessary or desirable for the proper administration of the trust or for any litigation, controversy, or uncertainty which may arise in connection with the trust, without liability for their omissions or neglect, but using reasonable care in their selection. The Trustee may hire discretionary investment managers for a fee. The Trustee may pay reasonable compensation to agents and attorneys for their services and be fully protected in relying on advice of legal counsel;

8.3.3 **Investments**: To invest and reinvest the trust assets as the Trustee shall determine to be prudent under circumstances then prevailing but without being limited in the character of investments by any statutory or other governmental limitation on the investment of trust funds. Nothing in this trust instrument shall be construed to restrict the Trustee from investing the trust assets in a manner which could result in the annual realization of a reasonable amount of income or gain from the sale or disposition of trust assets;

8.3.4 **Custodian Account**: To place all or any part of the securities at any time held by the Trustee in the care and custody of any bank, trust company, or member firm of the New York Stock Exchange or NASDAQ with no obligation while the securities are so deposited to inspect or verify the same and with no responsibility for any loss or misapplication by the bank, trust company, or firm, so long as the bank, trust company, or firm was selected and retained with reasonable care; and to have all stocks and registered securities placed in the name of the bank, trust company, or firm or in the name of its nominee; and to appoint such bank, trust company, or firm agent as attorney to collect, receive, provide receipt for, and disburse any income, and generally to perform the duties and services incident to a so-called "Custodian" account; and

8.3.5 **Contributions from Others**: To receive gifts, bequests, or devises to the Foundation from any person or persons at any time. The Trustee shall not, however, receive gifts, bequests, or devises made upon any terms or conditions that would conflict with the charitable purposes of the Foundation or other provisions of this trust agreement. The Trustee shall have power and authority to refuse or place restrictions or any gift proffered.

8.4 **Amendment**: This trust may be amended by Trustor, either by written instrument signed by Trustor during Trustor's lifetime or by Trustor's Last Will and Testament at Trustor's death. No amendment shall authorize the Trustee to administer this trust in any manner or for any purpose not permitted by a charitable organization described in Code Section 501(c)(3) and exempt from taxation under Code Section 501(a). Notwithstanding the foregoing, the Trustee shall have the power to amend this trust in any manner required for the purposes of: (1) ensuring that the Foundation qualify and continue to qualify under the above provisions of the Code; (2) qualifying the Foundation as a supporting organization described in Code Section 509(a)(3); or (3) conforming to the requirements of a nonprofit corporation. After the death of Trustor, the Trustee shall not amend the trust so as to abrogate the charitable purposes of the Foundation.

8.5 <u>Transfer to a Corporation or Supporting Organization</u>:

8.5.1 **<u>Corporation</u>**: If it becomes advantageous to form a nonprofit corporation or if it becomes impracticable to continue the Foundation as a trust, then the Trustee may form a nonprofit corporation to carry out the purpose of the Foundation, and the trust assets may be transferred to such corporation. The nonprofit corporation shall have the same name, powers and purposes as herein provided. The Trustee then serving shall be the initial director of the corporation, and shall prescribe in the corporation's bylaws a plan for the successorship of directors.

8.5.2 <u>Supporting Organization</u>: If it becomes advantageous to qualify the Foundation as a "supporting organization" under Code Section 509(a)(3), the Trustee may amend this trust by written instrument so to qualify. The supporting organization shall have the same name and purposes as herein provided and such powers and duties as are consistent with a Code Section 509(a)(3) organization.

9. <u>LIMITATION OF LIABILITY AND INDEMNIFICATION</u>:

9.1 <u>Limitation of Trustees' Liability</u>: A Trustee shall have no liability to the Foundation for monetary damages for conduct as a Trustee, except for (i) acts or omissions that involve intentional misconduct by the Trustee; (ii) a knowing violation of law by the Trustee; (iii) voting or assenting to distributions by the Foundation in violation of this Agreement; (iv) any transaction from which the Trustee will personally receive a benefit in money, property or services to which the Trustee is not legally entitled. Any amendment to or modification of this section shall not adversely affect any right or protection of a Trustee of the Foundation existing at the time of such amendment or modification for or with respect to any acts or omissions of such Trustee occurring prior to such amendment or modification. This provision shall not eliminate or limit the liability of a Trustee for any act or omission occurring prior to the date this section becomes effective.

9.2 **<u>Right to Indemnification</u>**: The Foundation shall indemnify any person who was or is a party to any proceeding, whether or not brought by or in the right of the Foundation, by reason of the fact that such person is or was a Trustee of the Foundation, against all reasonable expenses incurred by the Trustee in connection with the proceeding unless the Trustee was adjudged liable on the basis that personal benefit was improperly received by the Trustee. Indemnification under this section 9, in connection with a proceeding by or in the right of the Foundation, is limited to reasonable expenses incurred in connection with the proceeding.

10. MISCELLANEOUS:

10.1 **Number and Gender**: Unless some other meaning is apparent from the context, plurals shall include the singular and vice versa, and masculine, feminine and neuter words shall be used interchangeably.

10.2 **Section References**: All section references are to the Internal Revenue Code of 1986, as amended, unless specifically indicated otherwise.

10.3 **Governing Law; Savings Clause**: This instrument shall be governed by the laws of the State of Washington. Any provision prohibited by law or unenforceable shall not affect the remaining provisions of this instrument.

EXECUTED as of the date and year first above written.

TRUSTOR

Carin Bea Harkavy Mack

Carin Bea Harkavy Mack

TRUSTEE

Carin Bea Harkavy Mack

Carin Bea Harkavy Mack

____

Sarah Elizabeth Mack

____

Emily Toba Mack