EXTENDED TO NOVEMBER 15, 2017

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 , and ending

Name of foundation ELLISON FOUNDATION	**A Employer identification number** 91-6557865
Number and street (or P O box number if mail is not delivered to street address): 400 112TH AVE. NE — Room/suite: 230	**B** Telephone number 425-450-2300
City or town, state or province, country, and ZIP or foreign postal code BELLEVUE, WA 98004	**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) ▶$ 45,144,986. **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).)

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received			N/A	
2	Check ▶ ☒ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	12.	12.		STATEMENT 1
4	Dividends and interest from securities	842,631.	842,592.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	-465,493.			
b	Gross sales price for all assets on line 6a 14,852,465.				
7	Capital gain net income (from Part IV, line 2)		0.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss)				
11	Other income	17,662.	17,662.		STATEMENT 3
12	**Total** Add lines 1 through 11	394,812.	860,266.		
13	Compensation of officers, directors, trustees, etc	107,188.	0.		107,188.
14	Other employee salaries and wages				
15	Pension plans, employee benefits	19,702.	0.		19,702.
16a	Legal fees				
b	Accounting fees				
c	Other professional fees STMT 4	120,713.	113,133.		7,568.
17	Interest				
18	Taxes STMT 5	35,655.	15,655.		0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings	4,164.	0.		3,806.
22	Printing and publications				
23	Other expenses STMT 6	4,822.	1,333.		3,489.
24	**Total operating and administrative expenses.** Add lines 13 through 23	292,244.	130,121.		141,753.
25	Contributions, gifts, grants paid	2,850,995.			2,850,995.
26	**Total expenses and disbursements.** Add lines 24 and 25	3,143,239.	130,121.		2,992,748.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	-2,748,427.			
b	**Net investment income** (if negative, enter -0-)		730,145.		
c	**Adjusted net income** (if negative, enter -0-)			N/A	

Revenue — Operating and Administrative Expenses

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	2,450,515.	1,392,908.	1,392,908.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶	16.		
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less. allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 7	356,038.	322,067.	322,067.
	b Investments - corporate stock STMT 8	22,972,439.	21,596,673.	21,596,673.
	c Investments - corporate bonds STMT 9	7,904,606.	9,863,294.	9,863,294.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 10	12,332,979.	11,970,044.	11,970,044.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	46,016,593.	45,144,986.	45,144,986.
Liabilities	17 Accounts payable and accrued expenses	3,323.	3,963.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	3,323.	3,963.	
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 ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	46,013,270.	45,141,023.	
	30 **Total net assets or fund balances**	46,013,270.	45,141,023.	
	31 **Total liabilities and net assets/fund balances**	46,016,593.	45,144,986.	

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	46,013,270.
2	Enter amount from Part I, line 27a	2	-2,748,427.
3	Other increases not included in line 2 (itemize) ▶ UNREALIZED GAINS ON INVESTMENTS	3	1,876,180.
4	Add lines 1, 2, and 3	4	45,141,023.
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	45,141,023.

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				
b	SEE ATTACHED STATEMENT			
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				
b				
c				
d				
e	14,852,465.		15,322,295.	-465,493.

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				
b				
c				
d				
e				-465,493.

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	-465,493.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	}	3	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2015	4,017,092.	47,267,787.	.084986
2014	2,017,768.	50,027,096.	.040334
2013	1,726,159.	47,978,729.	.035978
2012	601,159.	26,584,358.	.022613
2011	1,293,893.	8,334,371.	.155248

2 Total of line 1, column (d)	2	.339159
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	.067832
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	44,025,545.
5 Multiply line 4 by line 3	5	2,986,341.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	7,301.
7 Add lines 5 and 6	7	2,993,642.
8 Enter qualifying distributions from Part XII, line 4	8	2,992,748.

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	14,603.
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	14,603.
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	14,603.
6	Credits/Payments:				
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	25,925.		
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	25,925.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	11,322.
11	Enter the amount of line 10 to be: **Credited to 2017 estimated tax** ▶		11,322. **Refunded** ▶	11	0.

Part VII-A | Statements Regarding Activities

		Line	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		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
	*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		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	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		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6		X
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ WA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

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

Website address ▶ N/A

14 The books are in care of ▶ LEGACY CAPITAL Telephone no. ▶ 425-450-2300

Located at ▶ 400 112TH AVE NE, STE 230, BELLEVUE, WA ZIP+4 ▶ 98004

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 N/A

			Yes	No
16	At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	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		X
	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		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	N/A	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. ▶ ____, ____, ____, ____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2016 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?		4b		X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? [ ] Yes [X] 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 [X] No

(3) Provide a grant to an individual for travel, study, or other similar purposes? [ ] Yes [X] No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions) [ ] Yes [X] 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 [X] No

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ [ ]

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A [ ] Yes [ ] No

If "Yes," attach the statement required by Regulations section 53 4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? [ ] Yes [X] No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

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 [X] No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **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.

(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
THOMAS ELLISON C/O LEGACY COMPANIES. 400 112TH AVE N BELLEVUE, WA 98004	PRESIDENT 5.00	0.	0.	0.
MAUREEN SUE ELLISON C/O LEGACY COMPANIES. 400 112TH AVE N BELLEVUE, WA 98004	V. PRESIDENT 4.00	0.	0.	0.
ROBERT HURLBUT 400 112TH AVE. NE, STE 230 BELLEVUE, WA 98004	FOUNDATION DIRECTOR 40.00	107,188.	11,124.	0.

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

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

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

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

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

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

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

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

Part IX-B **Summary of Program-Related Investments**

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

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	43,155,712.
b	Average of monthly cash balances	1b	1,540,142.
c	Fair market value of all other assets	1c	131.
d	**Total** (add lines 1a, b, and c)	1d	44,695,985.
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	44,695,985.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	670,440.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	44,025,545.
6	**Minimum investment return.** Enter 5% of line 5	6	2,201,277.

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	2,201,277.
2a	Tax on investment income for 2016 from Part VI, line 5 — 2a: 14,603.		
b	Income tax for 2016. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	14,603.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,186,674.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,186,674.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,186,674.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	2,992,748.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,992,748.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,992,748.

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				2,186,674.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			0.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011 — 886,656.				
b From 2012				
c From 2013				
d From 2014				
e From 2015 — 1,683,959.				
f **Total** of lines 3a through e	2,570,615.			
4 Qualifying distributions for 2016 from Part XII, line 4: ▶ $ 2,992,748.				
a Applied to 2015, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2016 distributable amount				2,186,674.
e Remaining amount distributed out of corpus	806,074.			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	3,376,689.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2015. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7	886,656.			
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a	2,490,033.			
10 Analysis of line 9:				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015 — 1,683,959.				
e Excess from 2016 — 806,074.				

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

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

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

	Tax year	Prior 3 years			
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	(e) Total
2 a 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).)

SEE STATEMENT 11

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:

BOB HURLBUT
400 112TH AVE. NE, STE 230, BELLEVUE, WA 98004

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

LETTER

c Any submission deadlines:

N/A

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

N/A

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				
AMERICAN CANCER SOCIETY OKLAHOMA CITY, OK		PC	HEALTHCARE	50.
AMERICAN DIABETES ASSOCIATION ALEXANDRIA, VA		PC	HEALTHCARE	500.
BOY SCOUTS OF AMERICA-CHIEF SEATTLE COUNCIL SEATTLE, WA		PC	SCOUTING	30.
CAMP KOREY CARNATION, WA		PC	YOUTH SERVICES	10,000.
CASA LATINA SEATTLE, WA		PC	HUMAN SERVICES	500.
Total SEE CONTINUATION SHEET(S)			▶ 3a	2,850,995.
b Approved for future payment				
LIFEWIRE BELLEVUE, WA		PC	HOUSING SERVICES	100,000.
Total			▶ 3b	100,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	12.	
4 Dividends and interest from securities			14	842,631.	
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			14	17,662.	
8 Gain or (loss) from sales of assets other than inventory			18	-465,493.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		394,812.	0.

13 **Total** Add line 12, columns (b), (d), and (e) 13 394,812.

(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).

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Form **990-PF** (2016)

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

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

Signature of officer or trustee | Date: 10/24/17 | Title: PRESIDENT

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self- employed	PTIN

Firm's name ▶ | Firm's EIN ▶

Firm's address ▶ | Phone no.

Form **990-PF** (2016)

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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	JPM #0005 PUBLICLY TRADED SECURITIES			
b	JPM #0005 PUBLICLY TRADED SECURITIES			
c	JPM #0005 PUBLICLY TRADED SECURITIES			
d	JPM #9008 PUBLICLY TRADED SECURITIES			
e	JPM #4009 PUBLICLY TRADED SECURITIES			
f	JPM #4009 PUBLICLY TRADED SECURITIES			
g	JPM #4009 PUBLICLY TRADED SECURITIES			
h	17.9954 UNITS SANDALWOOD OVERSEAS LIQUIDATING SPV	P	09/30/06	02/05/16
i	K-1 AG OPPORTUNISTIC WHOLE LOAN SELECT, LP			
j	CAPITAL GAINS DIVIDENDS			
k				
l				
m				
n				
o				

	(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	2,473,701.		2,455,393.	18,308.
b	11,225,179.		12,160,885.	-935,706.
c	340,456.		285,766.	54,690.
d	25,000.		25,000.	0.
e	23,862.		22,740.	1,122.
f	462,101.		331,744.	130,357.
g	31,691.		15,764.	15,927.
h	34,213.		25,003.	9,210.
i				4,337.
j	236,262.			236,262.
k				
l				
m				
n				
o				

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				18,308.
b				-935,706.
c				54,690.
d				0.
e				1,122.
f				130,357.
g				15,927.
h				9,210.
i				4,337.
j				236,262.
k				
l				
m				
n				
o				

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	-465,493.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
COLLEGE ACCESS NOW SEATTLE, WA		PC	EDUCATION	5,000.
COYOTE CENTRAL SEATTLE, WA		PC	YOUTH EDUCATION	1,500.
EASTSIDE PATHWAYS BELLEVUE, WA		PC	YOUTH SERVICES	5,000.
FRED HUTCHINSON CANCER RESEARCH SEATTLE, WA		PC	CANCER RESEARCH	50.
JEWISH FAMILY SERVICES SEATTLE, WA		PC	HUMAN SERVICES	5,000.
JUBILEE REACH BELLEVUE, WA		PC	YOUTH ACTIVITIES	5,000.
KINDERING BELLEVUE, WA		PC	HEALTHCARE	25,000.
KING COUNTY SEXUAL ASSAULT RESOURCE CENTER RENTON, WA 98057		PC	HUMAN SERVICES	500.
MAPLE VALLEY FOOD BANK AND EMERGENCY SERVICES MAPLE VALLEY, WA		PC	EMERGENCY FOOD	125.
MARY'S PLACE SEATTLE, WA		PC	HOMELESS NEEDS	100,000.
Total from continuation sheets				2,839,915.

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Part XV Supplementary Information

3 . Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MEMORIAL SLOAN-KETTERING CANCER CENTER NEW YORK, NY		PC	CANCER RESEARCH	19,000.
MOVEMBER FOUNDATION CULVER CITY, CA		PC	MEN'S HEALTH	50.
RECOVERY CAFE SEATTLE, WA 98121		PC	COUNSELING PROGRAMS	10,000.
SALVATION ARMY SEATTLE, WA 98109		PC	GENERAL OPERATIONS	5,000.
SCHOLARSHIP FUND FOR RAINIER SCHOLARS SEATTLE, WA		PC	EDUCATION, SCHOLARSHIPS	50,000.
SEATTLE CHILDREN'S HOSPITAL SEATTLE, WA		PC	MEDICAL	100,100.
SEATTLE POLICE FOUNDATION SEATTLE, WA		PC	PUBLIC SAFETY	5,000.
STOLEN YOUTH SEATTLE, WA 98111		PC	YOUTH INTERVENTION	10,000.
SULTAN SCHOOL DISTRICT		SCHOOL	EDUCATION	5,000.
UNITED WAY SEATTLE, WA		PC	SAFETY NET FUND	100,250.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
UNITED WAY-EASTSIDE BABY CORNER ISSAQUAH, WA		PC	CHILDREN'S NEEDS	25,000.
UNITED WAY-FRED HUTCHINSON CANCER RESEARCH SEATTLE, WA		PC	CANCER RESEARCH	100,000.
UNITED WAY-LIFEWIRE BELLEVUE, WA		PC	DOMESTIC VIOLENCE HOUSING	50,000.
UNITED WAY-RAINIER SCHOLARS SEATTLE, WA		PC	EDUCATION	50,000.
UNITED WAY-SEATTLE CHILDREN'S HOSPITAL FOUNDATION SEATTLE, WA		PC	MEDICAL CARE & EQUIPMENT	400,000.
UNITED WAY-SEATTLE UNIVERSITY SEATTLE, WA		PC	GALA SPONSORSHIP	200,000.
UNITED WAY-URBAN REST STOP/LOW INCOME HOUSING INSTITUTE SEATTLE, WA		PC	HYGIENE SERVICES	15,000.
UNITED WAY-UW FOUNDATION SEATTLE, WA		PC	EDUCATION	50,000.
UNITED WAY-WASHINGTON WOMEN IN NEED BELLEVUE, WA		PC	SCHOLARSHIPS	10,000.
UNIVERSITY OF WASHINGTON FOUNDATION SEATTLE, WA		PC	MEDICAL	1,200,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
USO NORTHWEST SEATTLE, WA		PC	GENERAL OPERATIONS	15,000.
WATER 1ST INTERNATIONAL SEATTLE, WA		PC	HUMAN SERVICES	1,500.
WOODLAND PARK ZOO SEATTLE, WA		PC	EDUCATION PROGRAMS	28,500.
STROUM JEWISH COMMUNITY CENTER MERCER ISLAND, WA 98040		PC	EDUCATION	25,000.
TEAM RUBICON		PC	HUMAN SERVICES	15,000.
GROWING VETERANS		PC	HUMAN SERVICES	15,000.
UNITED WAY-ALZHEIMER'S ASSOCIATION SEATTLE, WA		PC	HUMAN SERVICES	50,000.
UNITED WAY-PIKE PLACE MARKET FOUNDATION SEATTLE, WA		PC	HUMAN SERVICES	5,000.
BELLEVUE LIFESPRING BELLEVUE, WA 98004		PC	HUMAN SERVICES	500.
LEAGUE OF EDUCATION VOTERS FOUNDATION SEATTLE, WA		PC	EDUCATION	470.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
UNITED WAY-KING COUNTY BOYS AND GIRLS CLUB SEATTLE, WA		PC	HUMAN SERVICES	15,000.
SOLID GROUND SEATTLE, WA		PC	HUMAN SERVICES	250.
KUOW SEATTLE, WA		PC	JOURNALISM	120.
STAND WITH US LOS ANGELES, CA		PC	EDUCATION	3,600.
UNITED WAY-BROTHERS FOR LIFE SEATTLE, WA		PC	MEDICAL & HUMAN SERVICES	10,000.
UNITED WAY-CASA LATINA SEATTLE, WA		PC	HUMAN SERVICES	10,000.
NORTHWEST IMMIGRANT RIGHTS PROJECT SEATTLE, WA		PC	LEGAL SERVICE FOR YOUTH	25,000.
HOPE FOR HEROISM/BROTHERS FOR LIFE SEATTLE, WA		PC		1,000.
UW AUTISM CENTER			MEDICAL SERVICES	2,500.
MERIDIAN MIDDLE SCHOOL KENT, WA		PC	EDUCATION	3,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ONE BY ONE SEATTLE, WA		PC	COUNSELING & SUPPORT	2,500.
FRIENDS OF YOUTH KIRKLAND, WA		PC	NEW GROUNDS HOUSING SUPPORT	10,000.
FAMILY LAW CASA SEATTLE, WA		PC	PROVIDE ADVOCATES FOR CHILDREN	5,000.
RAINIER ATHLETES BELLEVUE, WA		PC	YOUTH SERVICES	5,000.
LEMAY CAR MUSEUM TACOMA, WA		PC	GENERAL OPERATIONS	10,000.
UNIVERSITY PREP SEATTLE, WA		PC	EDUCATION	500.
POWERFUL VOICES SEATTLE, WA		PC	YOUTH PROGRAMS	250.
FRIENDS OF THE CHILDREN SEATTLE, WA		PC	YOUTH SERVICES	2,550.
HELPING HAND FOR NEPAL ANCHORAGE, AK		PC	MATCHING	100.
ART WITH HEART SEATTLE, WA		PC	YOUTH SERVICES	250.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
RWANDA GIRLS INITIATIVE MEDINA, WA		PC	EDUCATION	25,000.
AMERICAN HEART ASSOCIATION DALLAS, TX		PC	MEDICAL SERVICES	250.
SPACE NEEDLE LUNCHEON FOR MARY'S PLACE SEATTLE, WA		PC		500.
Total from continuation sheets				

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
PACIFIC CONTINENTAL BANK	12.	12.	
TOTAL TO PART I, LINE 3	12.	12.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CHARLES SCHWAB #1596 EXEMPT	39.	0.	39.	0.	
GSO PRIVATE INVESTORS OFFSHORE II LP	12,229.	0.	12,229.	12,229.	
JPMORGAN #A-0005 CAPITAL GAIN DISTRIB	2,119.	2,119.	0.	0.	
JPMORGAN #A-0005 DIVIDENDS	485,718.	0.	485,718.	485,718.	
JPMORGAN #A-0005 INTEREST	1,079.	0.	1,079.	1,079.	
JPMORGAN #W-9008 INTEREST	15,293.	0.	15,293.	15,293.	
JPMORGAN FMI #4009 DIVIDENDS	50,806.	0.	50,806.	50,806.	
JPMORGAN FMI #4009 INTEREST	438.	0.	438.	438.	
PROVIDENCE DEBT III PRIVATE INVESTORS OFFSHORE	15,870.	0.	15,870.	15,870.	
UBS 01829 CAPITAL GAIN DISTRIBUTIONS	234,143.	234,143.	0.	0.	
UBS 01829 DIVIDENDS	256,234.	0.	256,234.	256,234.	
UBS 01829 INTEREST	7.	0.	7.	7.	
UBS 01831 DIVIDENDS	4,913.	0.	4,913.	4,913.	
UBS 01831 INTEREST	5.	0.	5.	5.	
TO PART I, LINE 4	1,078,893.	236,262.	842,631.	842,592.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
K-1 AG OPPORTUNISTIC WHOLE LOAN SELECT, LP	17,662.	17,662.	
TOTAL TO FORM 990-PF, PART I, LINE 11	17,662.	17,662.	

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	113,145.	113,133.		0.
WEBSITE DESIGN & MAINTENANCE	7,568.	0.		7,568.
TO FORM 990-PF, PG 1, LN 16C	120,713.	113,133.		7,568.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	15,655.	15,655.		0.
FEDERAL TAXES PAID	20,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	35,655.	15,655.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LICENSES & FEES	35.	0.		35.
DUES, SUBSCRIPTIONS, BOOKS	58.	0.		58.
OFFICE SUPPLIES & EQUIPMENT	1,738.	174.		1,564.
PHONE	780.	0.		780.
MISCELLANEOUS	192.	0.		192.
INVESTMENT EXP	1,116.	1,116.		0.
PORTFOLIO DEDUCTIONS-AG OPPORTUNISTIC WHOLE LOAN SELECT L.P.	43.	43.		0.
RESEARCH	860.	0.		860.
TO FORM 990-PF, PG 1, LN 23	4,822.	1,333.		3,489.

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

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
FIXED INCOME: GOVERNMENT OBLIGATIONS		X	286,630.	286,630.
FIXED INCOME: ACCRUED INTEREST ON GOV'T OBLIGATIONS	X		4,858.	4,858.
FIXED INCOME: US GOVERNMENT OBLIGATIONS	X		30,579.	30,579.
TOTAL U.S. GOVERNMENT OBLIGATIONS			35,437.	35,437.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			286,630.	286,630.
TOTAL TO FORM 990-PF, PART II, LINE 10A			322,067.	322,067.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
EQUITIES JPM ACCT A20830005	0.	0.
EQUITIES JPM ACCT A75444009	0.	0.
JPM ACCT A75444009-ACCRUED DIVIDENDS	0.	0.
EQUITIES UBS AC 01829	18,717,076.	18,717,076.
EQUITIES UBS AC 01831	2,879,597.	2,879,597.
TOTAL TO FORM 990-PF, PART II, LINE 10B	21,596,673.	21,596,673.

FORM 990-PF CORPORATE BONDS STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
JPM ACCT A20830005-ACCRUED INTEREST	0.	0.
US FIXED INCOME JPM ACCT A20830005	0.	0.
FIXED INCOME UBS AC 01829	9,863,294.	9,863,294.
TOTAL TO FORM 990-PF, PART II, LINE 10C	9,863,294.	9,863,294.

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
GLOBAL PARTNERSHIP MICROFINANCE FUND	FMV	200,000.	200,000.
SANDALWOOD OVERSEAS LIQUIDATING SPV SPC, LTD	FMV	92,613.	92,613.
HEDGE FUNDS JPM ACCT A20830005-SCHEDULE ATTACHED	FMV	7,994,508.	7,994,508.
HARD ASSETS JPM ACCT A20830005	FMV	0.	0.
J.P. MORGAN SECONDARY PRIVATE EQUITY	FMV	469,589.	469,589.
GLOBAL PARTNERSHIP SOCIAL INVESTMENT FUND	FMV	200,000.	200,000.
TORTOISE MLP & PIPELINE-INST	FMV	397,845.	397,845.
GSO PRIVATE INVESTORS OFFSHORE II	FMV	244,668.	244,668.
PROVIDENCE DEBT III	FMV	258,439.	258,439.
WARBURG PINCUS ENERGY	FMV	142,011.	142,011.
AG OPPORTUNISTIC WHOLE LOAN	FMV	401,639.	401,639.
PRUDENTIAL GLOBAL REAL EST	FMV	0.	0.

OTHER INVESTMENTS UBS AC 01829	FMV	1,506,409.	1,506,409.
PEG SECONDARY PRIV EQUITY III	FMV	62,323.	62,323.
TOTAL TO FORM 990-PF, PART II, LINE 13		11,970,044.	11,970,044.

FORM 990-PF PART XV - LINE 1A STATEMENT 11
LIST OF FOUNDATION MANAGERS

NAME OF MANAGER

THOMAS ELLISON
MAUREEN SUE ELLISON

Alternative Assets Summary

Asset Categories	Beginning Estimated Value	Ending Estimated Value	Change In Value	Current Allocation
Hedge Funds	7,910,858 29	7,994,508 03	83,649 74	99%

Alternative Assets Detail

	Price	Quantity	Estimated Value	Cost
Hedge Funds				
AQR EQUITY MARKET NEUTRAL-R6 00191K-76-5 QMNR X	11 97	72,627 861	869,355.50	852,651 09
BLUEMOUNTAIN LONG/SHORT CREDIT FUND LTD HOLDBACK N/O Client 545012-91-6	1 00 11/30/16	319 120	319 12	319 12
BRIDGEWATER PRIVATE INVESTORS OFFSHORE, LTD CLASS A - LEAD SERIES 01-15 N/O Client HFBRDA-PQ-8	106 81 11/30/16	4,678 965	499,741 41	451,080 80
JANA OFFSHORE PARTNERS, LTD. CLASS A - NEW ISSUES INELIGIBLE - LEAD SERIES N/O Client 648525-91-3	3,989 46 11/30/16	180 553	720,308.97	750,000 00

	Price	Quantity	Estimated Value	Cost
Hedge Funds				
MANIKAY OFFSHORE FUND, LTD. CLASS B SUB-CLASS 1N SHARES - NEW ISSUES INELIGIBLE - LEAD SERIES 2014 N/O Client 625397-91-4	1,981 30 11/30/16	463 473	918,277.08	750,000 00
MONARCH DEBT RECOVERY FUND LTD SHARES - NEW ISSUE INELIGIBLE 07-14 N/O Client HFMNRA-LB-7	980 14 11/30/16	750 000	735,105 00	750,000 00
OCH-ZIFF OZOFII PRIVATE INVESTORS OFFSHORE LTD CLASS G PRIME - NEW ISSUES INELIGIBLE N/O Client 986903-91-2	173 58 11/30/16	10,169 156	1,765,122.87	1,549,998 93
ORBIMED PARTNERS, LTD. (FORMERLY CADUCEUS CAPITAL LTD) CLASS E - NEW ISSUES INELIGIBLE - LEAD SERIES N/O Client 695499-94-7	990 42 11/30/16	983 840	974,418 61	750,000 00
SOUTHPAW CREDIT OPPORTUNITY FUND (FTE) LTD CLASS C - NEW ISSUE INELIGIBLE - LEAD SERIES N/O Client 844650-94-5	156 71 11/30/16	3,741.258	586,307 51	500,000 00

	Price	Quantity	Estimated Value	Cost

Hedge Funds

	Price	Quantity	Estimated Value	Cost
THIRD POINT OFFSHORE FUND, LTD. CLASS F - NEW ISSUES INELIGIBLE - LEAD SERIES N/O Client 544411-92-9	343 57 11/30/16	2,693 963	925,551 96	694,959 10
Total Hedge Funds			**$7,994,508.03**	**$7,049,009.04**

UBS

UBS Strategic Advisor
December 2016

Account name: TOM AND SUE ELLISON FOUNDATION
Account number: 3H 01829 SO

Your total assets

		Value on Dec 30 ($)		Percentage of your account
Cash	**Cash and money balances**	**833,436.84**		**2.66%**
Equities	Closed end funds & Exchange traded products	10,890,705 97		
	Mutual funds	8,224,215 25		
	Total equities	**19,114,921.22**	- MLP	**61.04%**
Fixed income	Closed end funds & Exchange traded products	1,240,343 20	= 18,717,075.87	
	Mutual funds	8,622,950 31		
	Total fixed income	**9,863,293.51**		**31.49%**
Non-traditional	**Mutual funds**	**766,651.24**	1,506,409.13	**2.45%**
Commodities	**Closed end funds & Exchange traded products**	**739,757.89**		**2.36%**
Total		**$31,318,060.70**		**100.00%**