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For calendar year 2016 or tax year beginning

, and ending

Name of foundation

THE BABARE FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)

11222 74TH AVE NW

A Employer identification number

94-3099309

City or town, state or province, country, and ZIP or foreign postal code

GIG HARBOR, WA 98332-6803

Room/suite

G Check all that apply:

Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

B Telephone number

253-549-6464

C If exemption application is pending, check here ► D 1. Foreign organizations, check here ► 2 Foreign organizations meeting the 85% test, check here and attach computation ► E If private foundation status was terminated under section 507(b)(1)(A), check here ► F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► H Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at end of year J Accounting method: Cash Accrual
 (from Part II, col. (c), line 16) Other (specify) ► \$ 3,408,346. (Part I, column (d) must be on cash basis)

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	Revenue				
2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B Interest on savings and temporary cash investments					
3					
4 Dividends and interest from securities		87,550.	87,550.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		46.			RECEIVED
b Gross sales price for all assets on line 6a		90,215.			NOV 15 2017 IRS OGDEN UT
7 Capital gain net income (from Part IV, line 2)			46.		
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		<5,802. >	16,159.	0.	STATEMENT 2
12 Total. Add lines 1 through 11		81,794.	103,755.	0.	
13 Compensation of officers, directors, trustees, etc	Operating and Administrative Expenses	0.	0.	0.	0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees					
c Other professional fees					
17 Interest					
18 Taxes		10,074.	1,238.	0.	0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses		108.	83.	0.	25.
24 Total operating and administrative expenses. Add lines 13 through 23		10,182.	1,321.	0.	25.
25 Contributions, gifts, grants paid		183,025.			183,025.
26 Total expenses and disbursements. Add lines 24 and 25		193,207.	1,321.	0.	183,050.
27 Subtract line 26 from line 12:		<111,413. >			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			102,434.		
c Adjusted net income (if negative, enter -0-)				0.	

Assets	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
1	Cash - non-interest-bearing				
2	Savings and temporary cash investments		9,806.	23,273.	23,273.
3	Accounts receivable ►	1,388.			
	Less: allowance for doubtful accounts ►		166.	1,388.	1,388.
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				
b	Investments - corporate stock	STMT 5	1,188,288.	1,075,653.	3,383,685.
c	Investments - corporate bonds				
11	Investments - land, buildings, and equipment basis	►			
	Less accumulated depreciation ►				
12	Investments - mortgage loans				
13	Investments - other				
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)		1,198,260.	1,100,314.	3,408,346.
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				
22	Other liabilities (describe ►)				
23	Total liabilities (add lines 17 through 22)		0.	0.	
Net Assets or Fund Balances					
24	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
25	Unrestricted				
26	Temporarily restricted				
27	Permanently restricted				
28	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
29	Capital stock, trust principal, or current funds		0.	0.	
30	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
31	Retained earnings, accumulated income, endowment, or other funds		1,198,260.	1,100,314.	
32	Total net assets or fund balances		1,198,260.	1,100,314.	
33	Total liabilities and net assets/fund balances		1,198,260.	1,100,314.	

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	1,198,260.
2	Enter amount from Part I, line 27a	2	<111,413.>
3	Other increases not included in line 2 (itemize) ► <u>PRIOR PERIOD ADJUSTMENT</u>	3	13,467.
4	Add lines 1, 2, and 3	4	1,100,314.
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	1,100,314.

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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					
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	90,215.		129,460.		46.
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69		(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a					
b					
c					
d					
e					46.
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		46.
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	193,113.	3,610,775.	.053482
2014	178,785.	4,035,346.	.044305
2013	159,022.	3,654,487.	.043514
2012	156,920.	3,314,551.	.047343
2011	135,882.	3,238,390.	.041960

2 Total of line 1, column (d)

2 .230604

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 .046121

4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5

4 3,256,779.

5 Multiply line 4 by line 3

5 150,206.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 1,024.

7 Add lines 5 and 6

7 151,230.

8 Enter qualifying distributions from Part XII, line 4

8 183,050.

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 ► <input type="checkbox"/> and enter "N/A" on line 1.
Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)	
1b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).	
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)
3	Add lines 1 and 2
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-
6	Credits/Payments:
6a	2016 estimated tax payments and 2015 overpayment credited to 2016
6b	Exempt foreign organizations - tax withheld at source
6c	Tax paid with application for extension of time to file (Form 8868)
6d	Backup withholding erroneously withheld
7	Total credits and payments. Add lines 6a through 6d
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached
9	Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed
10	Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid
11	Enter the amount of line 10 to be: Credited to 2017 estimated tax ► 896 . Refunded ► 0 .

Part VII-A Statements Regarding Activities

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** Yes No

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities **1b** Yes No

c Did the foundation file Form 1120-POL for this year? **1c** Yes No

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:
(1) On the foundation. ► \$ 0 . (2) On foundation managers. ► \$ 0 .

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0 .

2 Has the foundation engaged in any activities that have not previously been reported to the IRS? **2** Yes No
If "Yes," attach a detailed description of the activities

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** Yes No

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? **4a** Yes No
b If "Yes," has it filed a tax return on Form 990-T for this year? **4b** Yes No

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? **5** Yes No
If "Yes," attach the statement required by General Instruction T

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:
• By language in the governing instrument, or
• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? **6** Yes No

7 Did the foundation have at least \$5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV* **7** Yes No

	Yes	No
1a	<input checked="" type="checkbox"/>	<input type="checkbox"/>
1b	<input checked="" type="checkbox"/>	<input type="checkbox"/>
1c	<input checked="" type="checkbox"/>	<input type="checkbox"/>
2	<input checked="" type="checkbox"/>	<input type="checkbox"/>
3	<input checked="" type="checkbox"/>	<input type="checkbox"/>
4a	<input checked="" type="checkbox"/>	<input type="checkbox"/>
4b	<input checked="" type="checkbox"/>	<input type="checkbox"/>
5	<input checked="" type="checkbox"/>	<input type="checkbox"/>
6	<input checked="" type="checkbox"/>	<input type="checkbox"/>
7	<input checked="" type="checkbox"/>	<input type="checkbox"/>

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► **WA**

b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation* **8b** Yes No

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** Yes No

10 Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses* **10** Yes No

Part VII-A Statements Regarding Activities (continued)

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)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
14	The books are in care of ► ROBERT M. BABARE Located at ► 11222 74TH AVE NW, GIG HARBOR, WA	Telephone no. ► 253-549-6464 ZIP+4 ► 98332	
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	<input type="checkbox"/> Yes	<input type="checkbox"/> 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? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No

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.		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6)	Agree to pay money or property to a government official? (Exception . Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	
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	<input checked="" type="checkbox"/> X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)): a At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? If "Yes," list the years ► _____, _____, _____, _____, _____	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____, _____	2b	
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If "Yes," did it have excess business holdings in 2016 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016.</i>)	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	3b	
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?	4a	<input checked="" type="checkbox"/> X
		4b	<input checked="" type="checkbox"/> 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))?
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?
- (3) Provide a grant to an individual for travel, study, or other similar purposes?
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)
- (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 Yes No Yes No Yes No 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)?

Organizations relying on a current notice regarding disaster assistance check here

N/A

5b

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

 Yes No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

 Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870

 Yes No

6b

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

 Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

 Yes No

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
ROBERT M. BABARE 11222 74TH AVE NW GIG HARBOR, WA 98332	PRESIDENT 2.00	0.	0.	0.
CYNTHIA LOUISE BABARE 11222 74TH AVE NW GIG HARBOR, WA 98332	VICE PRES. 2.00	0.	0.	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

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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

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.

Member of organizations and other associations (e.g., conferences convened, research papers presented, etc.)	
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.

1	N/A	
2		
3	All other program-related investments. See instructions.	
Total, Add lines 1 through 3	►	0.

Total. Add lines 1 through 3

0.

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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 3,250,569.
b	Average of monthly cash balances	1b 55,806.
c	Fair market value of all other assets	1c
d	Total (add lines 1a, b, and c)	1d 3,306,375.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.
2	Acquisition indebtedness applicable to line 1 assets	2 0.
3	Subtract line 2 from line 1d	3 3,306,375.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4 49,596.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5 3,256,779.
6	Minimum investment return. Enter 5% of line 5	6 162,839.

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	1 162,839.
2a	Tax on investment income for 2016 from Part VI, line 5	2a 1,024.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b
c	Add lines 2a and 2b	2c 1,024.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3 161,815.
4	Recoveries of amounts treated as qualifying distributions	4 0.
5	Add lines 3 and 4	5 161,815.
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	7 161,815.

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 183,050.
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	4 183,050.
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 1,024.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6 182,026.

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				161,815.
2 Undistributed income, if any, as of the end of 2016			172,044.	
a Enter amount for 2015 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011				
b From 2012				
c From 2013				
d From 2014				
e From 2015				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2016 from Part XII, line 4: ► \$ 183,050.			172,044.	
a Applied to 2015, but not more than line 2a				
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				11,006.
e Remaining amount distributed out of corpus	0.			0.
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	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2015. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				150,809.
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	0.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016				

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling
b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or 4942(j)(5)

	Tax year				(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
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).)

ROBERT M. BABARE

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:

SEE STATEMENT 6

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

6 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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i>				
AGNUS DEI LUTHERAN CHURCH 10511 PEACOCK HILL AVENUE NW GIG HARBOR, WA 98332	NONE	PUBLIC	TO FURTHER EXEMPT PURPOSE	14,500.
ANNUAL CATHOLIC APPEAL 20 ARCHBISHOP MAY DRIVE ST. LOUIS, MO 63119	NONE	PUBLIC	TO FURTHER EXEMPT PURPOSE	8,000.
CHILDREN'S CANCER RELIEF FOUNDATION PO BOX 486 BUTLER, WI 53007	NONE	PUBLIC	TO FURTHER EXEMPT PURPOSE	1,000.
COMMUNITIES IN SCHOOLS OF PENINSULA PO BOX 684 VAUGHN, WA 98394	NONE	PUBLIC	TO FURTHER EXEMPT PURPOSE	2,500.
DIABETES ASSOCIATION OF PIERCE COUNTY PO BOX 110427 TACOMA, WA 98411	NONE	PUBLIC	TO FURTHER EXEMPT PURPOSE	3,000.
Total	SEE CONTINUATION SHEET(S)			► 3a 183,025.
<i>b Approved for future payment</i>				
NONE				
Total				► 3b 0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Relationship of Activities to the Accomplishment of Exempt Purposes

THE BABARE FOUNDATION

CONTINUATION FOR 990-PF, PART IV
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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	ENBRIDGE ENERGY PARTNERS			
b	ENTERPRISE PRODUCTS PARTNERS - DISTRIBUTION IN EX			
c	ENBRIDGE ENERGY PARTNERS - DISTRIBUTION IN EXCESS			
d	BROOKFIELD PROPERTY PARTNERS			
e	TAL INTL GROUP INC		10/11/12	07/13/16
f	BROOKFIELD ASSET MGMT	P	11/17/05	12/02/16
g	CALIFORNIA RES CORP COM		09/18/92	06/10/16
h	BREITBURN ENERGY PRTNRS		03/26/13	12/02/16
i	CAPITAL GAINS DIVIDENDS			
j				
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				<79. >
b				15,260.
c				24,104.
d				6.
e	31,600.		31,600.	0.
f	54,708.		1,691.	53,017.
g	17.		2.	15.
h	3,394.		96,167.	<92,773. >
i	496.			496.
j				
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				<79. >
b				15,260.
c				24,104.
d				6.
e				0.
f				53,017.
g				15.
h				<92,773. >
i				496.
j				
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 }		46.
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		2	
			3	N/A

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
EMERGENCY FOOD NETWORK 3318 92ND STREET SOUTH TACOMA, WA 98499	NONE	PUBLIC	TO FURTHER EXEMPT PURPOSE	10,000.
FIREFIGHTERS SUPPORT FOUNDATION PO BOX 250900 MILWAUKEE, WI 53225	NONE	PUBLIC	TO FURTHER EXEMPT PURPOSE	25.
SISTERS OF SAINT DOMINIC OF TACOMA 935 FAWCETT AVENUE TACOMA, WA 98402	NONE	PUBLIC	TO FURTHER EXEMPT PURPOSE	5,000.
GREATER GIG HARBOR FOUNDATION 7191 WAGNER WAY, STE 102 GIG HARBOR, WA 98335	NONE	PUBLIC	TO FURTHER EXEMPT PURPOSE	2,500.
HARBOR HISTORY MUSEUM 4121 HARBORVIEW DRIVE GIG HARBOR, WA 98335	NONE	PUBLIC	TO FURTHER EXEMPT PURPOSE	10,000.
HARBOR WILD WATCH 3110 JUDSON STREET, PMB 99 GIG HARBOR, WA 98335	NONE	PUBLIC	TO FURTHER EXEMPT PURPOSE	10,000.
HOLY CROSS CHURCH 5510 NORTH 44TH STREET TACOMA, WA 98407	NONE	PUBLIC	TO FURTHER EXEMPT PURPOSE	20,000.
HOLY CROSS RELIGIOUS ED. 5510 NORTH 44TH STREET TACOMA, WA 98407	NONE	PUBLIC	TO FURTHER EXEMPT PURPOSE	5,000.
HOSPITALITY KITCHEN CCS 100 23RD AVENUE S SEATTLE, WA 98144	NONE	PUBLIC	TO FURTHER EXEMPT PURPOSE	10,000.
MARY BRIDGE CHILDREN'S HOSPITAL 315 SOUTH K STREET TACOMA, WA 98405	NONE	PUBLIC	TO FURTHER EXEMPT PURPOSE	30,000.
Total from continuation sheets				154,025.

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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
NATIVITY HOUSE 702 S 14TH ST TACOMA, WA 98405	NONE	PUBLIC	TO FURTHER EXEMPT PURPOSE	10,000.
PEDIATRIC INTERIM CARE CENTER 328 4TH AVENUE SOUTH KENT, WA 98032	NONE	PUBLIC	TO FURTHER EXEMPT PURPOSE	5,000.
PIERCE COUNTY LIBRARY FOUNDATION 3005 112TH ST E TACOMA, WA 98446	NONE	PUBLIC	TO FURTHER EXEMPT PURPOSE	1,000.
RED DOOR CHURCH PO BOX 881587 SAN DIEGO, CA 92168	NONE	PUBLIC	TO FURTHER EXEMPT PURPOSE	15,000.
SALVATION ARMY 615 SLATERS LANE ALEXANDRIA, VA 22313	NONE	PUBLIC	TO FURTHER EXEMPT PURPOSE	1,000.
SEATTLE PACIFIC UNIVERSITY/SPRINT 3307 3RD AVE WEST SEATTLE, WA 98119	NONE	PUBLIC	TO FURTHER EXEMPT PURPOSE	2,000.
TACOMA LUTHERAN HOME 1301 NORTH HIGHLANDS PARKWAY TACOMA, WA 98406	NONE	PUBLIC	TO FURTHER EXEMPT PURPOSE	5,000.
VIOLET SEES 2324 1ST AVE #202 SEATTLE, WA 98121	NONE	PUBLIC	TO FURTHER EXEMPT PURPOSE	2,500.
PEN MET FOUNDATION 6625 WAGNER WAY, STE 150 GIG HARBOR, WA 98335	NONE	PUBLIC	TO FURTHER EXEMPT PURPOSE	5,000.
THE SAND MAN FOUNDATION PO BOX 1541 OLYMPIA, WA 98507	NONE	PUBLIC	TO FURTHER EXEMPT PURPOSE	5,000.
Total from continuation sheets				

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FORM 990-PF

DIVIDENDS AND INTEREST FROM SECURITIES

STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
MERRILL LYNCH	88,046.	496.	87,550.	87,550.	87,550.
TO PART I, LINE 4	88,046.	496.	87,550.	87,550.	87,550.

FORM 990-PF

OTHER INCOME

STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
ENTERPRISE PRODUCT PARTNERS LP	3,847.	0.	0.
ENTERPRISE PRODUCT PARTNERS LP	<20.>	65.	0.
BROOKFIELD PROPERTY PARTNERS	198.	198.	0.
BROOKFIELD INFRASTRUCTURE	1,703.	1,703.	0.
ENBRIDGE ENERGY PARTNERS, LP	3,752.	0.	0.
BREITBURN ENERGY PARTNERS LP	<21,000.>	0.	0.
TESORO LOGISTICS LP	<3,453.>	0.	0.
TESORO LOGISTICS LP	<6.>	13.	0.
MIDCOAST ENERGY PARTNERS	<4,989.>	0.	0.
BROOKFIELD BUSINESS PARTNERS	12.	26.	0.
BREITBURN ENERGY PARTNERS LP	14,154.	14,154.	0.
TOTAL TO FORM 990-PF, PART I, LINE 11	<5,802.>	16,159.	0.

FORM 990-PF

TAXES

STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	1,238.	1,238.	0.	0.
FEDERAL INCOME TAXES	8,836.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	10,074.	1,238.	0.	0.

FORM 990-PF

OTHER EXPENSES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CORPORATE LICENSES	25.	0.	0.	25.
INVESTMENT FEES	83.	83.	0.	0.
TO FORM 990-PF, PG 1, LN 23	108.	83.	0.	25.

FORM 990-PF

CORPORATE STOCK

STATEMENT 5

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
1800 AMERICAN STATES WATER CO	8,850.	82,008.
900 AT & T	25,756.	38,277.
100 AT & T	2,867.	4,253.
100 AT & T	2,862.	4,253.
100 AT & T	2,862.	4,253.
100 AT & T	2,862.	4,253.
100 AT & T	2,862.	4,253.
100 AT & T	2,862.	4,253.
2,550 AT & T	72,985.	108,452.
133 AMN ELEC POWER CO	4,473.	8,374.
35 AMN ELEC POWER CO	1,177.	2,204.
35 AMN ELEC POWER CO	1,177.	2,204.
1,000 AMN ELEC POWER CO	33,629.	62,960.
4,300 BROOKFIELD ASSET MGMT INC CL A	2,438.	141,943.
1,215 BROOKFIELD INFRASTRUCTURE	15,209.	40,666.
229 BROOKFIELD PROPERTY PARTNERS	4,789.	5,036.
236 CALIFORNIA RES CORP NEW	0.	5,024.
700 DOMINION RES INC NEW VA	11,083.	53,613.
2,000 DOMINION RES INC NEW VA	31,666.	153,180.
2,080 EXXON MOBIL CORP	26,416.	187,741.
1,600 EXXON MOBIL CORP	19,730.	144,416.
500 FRONTLINE LTD	17,985.	711.
800 FRONTLINE LTD	34,311.	1,138.
700 FRONTLINE LTD	30,035.	995.
128 HALYARD HEALTH INC	2,188.	4,733.
1,686 KINDER MORGAN INC DEL 9.75	81,355.	82,024.
3,006 KINDER MORGAN INC	125,585.	62,254.
28 KIMBERLY CLARK	1,375.	3,195.
1,000 KIMBERLY CLARK	49,122.	114,120.
3,100 ELI LILLY & CO	114,785.	228,005.
1,000 MARATHON OIL CORP	9,440.	17,310.
4,000 MARATHON OIL CORP	20,211.	69,240.
3,000 MARATHON PETROLEUM	10,283.	151,050.

THE BABARE FOUNDATION

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1,687 MDU RESRCS GRP INC	10,937.	48,535.
3,375 MDU RESRCS GRP INC	21,874.	97,099.
1,000 NAT FUEL GAS CO NJ	17,079.	56,640.
1,600 OCCIDENTAL PETE CORP	20,520.	113,968.
2,400 OCCIDENTAL PETE CORP	31,055.	170,952.
600 OCCIDENTAL PETE CORP	7,764.	42,738.
200 OCCIDENTAL PETE CORP	2,587.	14,246.
496 RAYONIER INC	4,000.	13,194.
4,000 REYNOLDS AMERICAN	85,139.	224,160.
2,000 TRANS CANADA PIPELINE	25,713.	90,300.
2,000 TAL INTL GROUP	55,453.	31,600.
120 BROOKFIELD BUSINESS PARTNERS	2,566.	2,887.
11,000 ENBRIDGE ENERGY PARTNERS	0.	280,280.
12,000 ENTERPRISE PRODUCTS PARTNERS	0.	324,480.
1,500 TESORO LOGISTICS	17,736.	76,215.
10,000 BREITBURN ENERGY PARTNERS	0.	0.
 TOTAL TO FORM 990-PF, PART II, LINE 10B	 1,075,653.	 3,383,685.

FORM 990-PF

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

STATEMENT 6

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

ROBERT M. BABARE
11222 74TH AVE NW
GIG HARBOR, WA 98332

TELEPHONE NUMBER

253-549-6464

FORM AND CONTENT OF APPLICATIONS

APPLICATIONS SHOULD BE SUBMITTED BY LETTER FORMAT. BASIC DATA TO BE INCLUDED: A) TAX EXEMPT STATUS B) PURPOSE OF GRANT C) AMOUNT OF FUNDS NEEDED

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

NONE