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Return of Private Foundation

OMB No 1545-0052

Department of the Treasury
Internal Revenue Service

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

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning

06/01, 2016, and ending

05/31, 2017

Name of foundation

BEARDSLEY FOUNDATION

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

Room/suite

A Employer identification number

91-6214189

2825 COLBY AVE, SUITE A

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

EVERETT, WA 98201

206-587-3694

G Check all that apply

Initial return

Final return

Address change

Initial return of a former public charity

Amended return

Name change

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 foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ► \$ 5,599,869.

J Accounting method: Cash Accrual
 Other (specify) _____

(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) (see instructions))

	(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 (attach schedule) .	1,815,446.			
2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch. B.				
3 Interest on savings and temporary cash investments.				
4 Dividends and interest from securities	71,281.	71,061.		STMT 1
5a Gross rents				
b Net rental income or (loss) _____				
6a Net gain or (loss) from sale of assets not on line 10	554,818.			
b Gross sales price for all assets on line 6a 1,285,451.				
7 Capital gain net income (from Part IV, line 2) .		554,818.		
8 Net short-term capital gain.				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold .				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total Add lines 1 through 11	2,441,545.	625,879.		
13 Compensation of officers, directors, trustees, etc	30,864.	23,148.		7,716.
14 Other employee salaries and wages		NONE	NONE	
15 Pension plans, employee benefits		NONE	NONE	
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) STMT 2.	350.	NONE	NONE	350.
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions) STMT 3.	3,684.	662.		
19 Depreciation (attach schedule) and depletion .				
20 Occupancy				
21 Travel, conferences, and meetings		NONE	NONE	
22 Printing and publications		NONE	NONE	
23 Other expenses (attach schedule) STMT 4.	8,480.			8,480.
24 Total operating and administrative expenses				
Add lines 13 through 23.	43,378.	23,810.	NONE	16,546.
25 Contributions, gifts, grants paid	29,000.			29,000.
26 Total expenses and disbursements Add lines 24 and 25	72,378.	23,810.	NONE	45,546.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	2,369,167.			
b Net investment income (if negative, enter -0-)		602,069.		
c Adjusted net income (if negative, enter -0-)				

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Operating and Administrative Expenses	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
13 Compensation of officers, directors, trustees, etc	30,864.	23,148.		7,716.
14 Other employee salaries and wages		NONE	NONE	
15 Pension plans, employee benefits		NONE	NONE	
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b Accounting fees (attach schedule) STMT 2.	350.	NONE	NONE	350.
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19 Depreciation (attach schedule) and depletion .				
20 Occupancy				
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c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year		
			(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments	9,242.	180,138.	180,138.	
	3	Accounts receivable ►				
		Less allowance for doubtful accounts ►				
	4	Pledges receivable ►				
		Less allowance for doubtful accounts ►				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ►				
		Less allowance for doubtful accounts ►	NONE			
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U S and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule)	STMT 5.	199,542.	1,437,637.	2,609,165.
	c	Investments - corporate bonds (attach schedule)				
	11	Investments - land, buildings, and equipment basis				
	Less accumulated depreciation ►					
12	Investments - mortgage loans					
13	Investments - other (attach schedule)	STMT 7.	1,640,924.	2,600,598.	2,810,566.	
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)		1,849,708.	4,218,373.	5,599,869.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ►)				
23	Total liabilities (add lines 17 through 22)			NONE		
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				
		Permanently restricted				
	27	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31 ► <input checked="" type="checkbox"/>				
	28	Capital stock, trust principal, or current funds	1,849,708.	4,218,373.		
	29	Paid-in or capital surplus, or land, bldg, and equipment fund				
	30	Retained earnings, accumulated income, endowment, or other funds				
31	Total net assets or fund balances (see instructions)	1,849,708.	4,218,373.			
	Total liabilities and net assets/fund balances (see instructions)	1,849,708.	4,218,373.			

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	1,849,708.
2	Enter amount from Part I, line 27a	2	2,369,167.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	4,218,875.
5	Decreases not included in line 2 (itemize) ► MUTUAL FUND INCOME TIMING DIFFERENCE	5	502.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,218,373.

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.)
1 a PUBLICLY TRADED SECURITIES					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 1,285,451.		730,633.	554,818.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col. (h))		
a			554,818.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	554,818.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			3		

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2015	263,311.	2,187,425.	0.120375
2014	135,376.	1,897,642.	0.071339
2013	93,836.	1,857,491.	0.050518
2012	90,350.	1,758,591.	0.051376
2011	121,650.	1,728,177.	0.070392

2 Total of line 1, column (d)	2	0.364000
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years.	3	0.072800
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	3,460,665.
5 Multiply line 4 by line 3.	5	251,936.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	6,021.
7 Add lines 5 and 6	7	257,957.
8 Enter qualifying distributions from Part XII, line 4	8	45,546.

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)	1	12,041.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b			
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2		
3	Add lines 1 and 2	3		12,041.
4	Subtotal A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4		NONE
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5		12,041.
6	Credits/Payments			
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a		2,044.
b	Exempt foreign organizations - tax withheld at source	6b		NONE
c	Tax paid with application for extension of time to file (Form 8868)	6c		NONE
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d	7		2,044.
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> 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		9,997.
10	Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11	Enter the amount of line 10 to be Credited to 2017 estimated tax ►			
				NONE Refunded ► 11

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?	Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	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			
1c	Did the foundation file Form 1120-POL for this year?	X	
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year		
	(1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	X	
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	X	
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b	If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	X	
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?			
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	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	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	X	
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	X	
			STMT 9

Part VII-A Statements Regarding Activities (continued)

11	Yes	No
11		X
12		X
13	X	
Website address ► <u>N/A</u>		
14	The books are in care of ► <u>MUFG UNION BANK, N.A.</u> Telephone no ► <u>(405) 258-0216</u>	
Located at ► <u>2825 COLBY AVE, SUITE A, EVERETT, WA</u> ZIP+4 ► <u>98201</u>		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ► <u>15</u>	
16	Yes	No
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.		
1a	Yes	No
(1)	<input type="checkbox"/>	X No
(2)	<input type="checkbox"/>	X No
(3)	<input type="checkbox"/>	X No
(4)	<input type="checkbox"/>	X No
(5)	<input type="checkbox"/>	X No
(6)	<input type="checkbox"/>	X No
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	
1b	Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	
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? ► <u>2007</u> <input type="checkbox"/> Yes <input type="checkbox"/> No	
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	
2b	X	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► <u>2007</u>	
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	If "Yes," did it have excess business holdings in 2016 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016)	
3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	
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		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?					
<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No					
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?					
<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No					
(3) Provide a grant to an individual for travel, study, or other similar purposes?					
<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No					
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions).					
<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?					
<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No					
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?			5b	
Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>					
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?		<input type="checkbox"/> Yes <input type="checkbox"/> 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?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			6b	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?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?			7b	

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MUFG UNION BANK, N.A. 2825 COLBY AVE, SUITE A, EVERETT, WA 98201	AGENT 20	30,864.	-0-	-0-
JAMES E. BEARDSLEY JR 12715 SW 158TH STREET, VASHON, WA 98070	TRUSTEE 20	-0-	-0-	-0-

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE			-0-	-0-

Total number of other employees paid over \$50,000 ►

NONE

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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 (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE

Total number of others receiving over \$50,000 for professional services ► NONE

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.

1	NONE
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2		Amount
1	NONE	
2		
3	NONE	
All other program-related investments See instructions		
Total	Add lines 1 through 3	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
a	Average monthly fair market value of securities	1a	3,459,557.
b	Average of monthly cash balances	1b	53,808.
c	Fair market value of all other assets (see instructions).	1c	NONE
d	Total (add lines 1a, b, and c)	1d	3,513,365.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	3,513,365.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	52,700.
5	Net value of noncharitable-use assets Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,460,665.
6	Minimum investment return. Enter 5% of line 5	6	173,033.

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	173,033.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	12,041.
b	Income tax for 2016 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	12,041.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	160,992.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	160,992.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	160,992.

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	45,546.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	45,546.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	45,546.

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				160,992.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			NONE	
b Total for prior years 20 14,20 20		NONE		
3 Excess distributions carryover, if any, to 2016				
a From 2011	NONE			
b From 2012	2,560.			
c From 2013	2,919.			
d From 2014	42,622.			
e From 2015	158,024.			
f Total of lines 3a through e	206,125			
4 Qualifying distributions for 2016 from Part XII, line 4 ► \$ 45,546.				
a Applied to 2015, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2016 distributable amount.				45,546.
e Remaining amount distributed out of corpus.	NONE			
5 Excess distributions carryover applied to 2016 . (If an amount appears in column (d), the same amount must be shown in column (a))		115,446.		115,446.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	90,679.			
b Prior years' undistributed income Subtract line 4b from line 2b.		NONE		
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		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount - see instructions			NONE	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017.				NONE
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)	NONE			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	90,679.			
10 Analysis of line 9				
a Excess from 2012	NONE			
b Excess from 2013	NONE			
c Excess from 2014	NONE			
d Excess from 2015	90,679.			
e Excess from 2016				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) **NOT APPLICABLE**

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

NONE

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

NONE

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

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

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

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

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 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
<i>a Paid during the year</i>				
PACIFIC SCIENCE CENTER 200 SECOND AVENUE SEATTLE WA 98114	NONE	EXEMPT	CHARITABLE	3,000.
OLDDOG HAVEN 621 SR9 NE LAKE STEVENS WA 98258-8525	NONE	EXEMPT	CHARITABLE	2,000.
UNION GOSPEL MISSION P.O. BOX 202 SEATTLE WA 98111-0202	NONE	EXEMPT	CHARITABLE	2,000.
SEATTLE POLICE FOUNDATION P.O. BOX 456 SEATTLE WA 98111-0456	NONE	EXEMPT	CHARITABLE	2,000.
NEIGHBORCARE HEALTH ATTN: DEVELOPMENT 1200 12TH AVE S, SUITE 910 SEATTLE WA 98144	NONE	EXEMPT	CHARITABLE	20,000.
Total			► 3a	29,000.
<i>b Approved for future payment</i>				
NONE				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	71,281.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property.					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	554,818.	
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)				626,099.	
13 Total Add line 12, columns (b), (d), and (e)				13	626,099.

(See worksheet in line 13 instructions to verify calculations.)

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

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

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?	Yes	No
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.		

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

(Signature)
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.

Sign
Here

Warren Beardster | 09/28/2017

~~Signature of officer or trustee~~

Dat

► trustee

Title

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

Paid Preparer Use Only	Print/Type preparer's name CHRISTOPHER L. GILLAM	Preparer's signature <i>Christopher L. Gillam</i>	Date 09/28/2017	Check <input type="checkbox"/> if self-employed	PTIN P01212487
	Firm's name ► KPMG LLP	Firm's EIN ► 13-5565207			
	Firm's address ► 2020 N CENTRAL AVE, STE 700 PHOENIX, AZ	85004	Phone no	800-810-2207	

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

OMB No. 1545-0047

2016

► Attach to Form 990, Form 990-EZ, or Form 990-PF.

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

Name of the organization

Employer identification number

BEARDSLEY FOUNDATION

91-6214189

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

 501(c)() (enter number) organization 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation 527 political organization

Form 990-PF

 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.

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

General Rule

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

Special Rules

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

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

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

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

Name of organization

BEARDSLEY FOUNDATION

Employer identification number

91-6214189

Part I Contributors (See instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ESTATE OF KIM VON HOPFGARTEN C/O MELISSA BEARDSLEY, EXECUTOR REDMOND, WA 98053	\$ 1,815,446.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization

BEARDSLEY FOUNDATION

Employer identification number

91-6214189

Part II Noncash Property (See instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
1	VARIOUS STOCKS AND BONDS	\$ 1,775,447.	01/27/2017
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	
		(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	
(a) No from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	
(a) No from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
USGI REPORTED AS NONQUALIFIED DIVIDENDS	900.	900.
FOREIGN DIVIDENDS	7,276.	7,276.
NONDIVIDEND DISTRIBUTIONS	220.	
DOMESTIC DIVIDENDS	30,283.	30,283.
NONQUALIFIED FOREIGN DIVIDENDS	1,864.	1,864.
NONQUALIFIED DOMESTIC DIVIDENDS	30,738.	30,738.
TOTAL	71,281.	71,061.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	350.	-	-	350.
TOTALS	350.	NONE	NONE	350.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL TAX PAYMENT - PRIOR YE	978.	
FEDERAL ESTIMATES - PRINCIPAL	2,044.	
FOREIGN TAXES ON QUALIFIED FOR	566.	566.
FOREIGN TAXES ON NONQUALIFIED	96.	96.
TOTALS	3,684.	662.

BEARDSLEY FOUNDATION

91-6214189

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
ADMINISTRATION EXPENSES WA STATE FILING FEE	8,455. 25.	8,455. 25.
TOTALS		8,480.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ABBVIE INC COM	41,562.	99,026.
MICROSOFT CORP	142,574.	412,056.
AFFILIATED MANAGERS GROUP INC	3,925.	4,616.
AMERICAN TOWER CORP	5,198.	7,871.
CAPITAL ONE FINANCIAL	6,524.	7,692.
CHEVRON CORP. COMMON STOCK	37,723.	38,805.
CITIGROUP INC COM	6,406.	7,568.
COMCAST CORP CL-A	46,165.	166,760.
CONSTELLATION BRANDS INC-A	5,675.	7,310.
COSTCO WHOLESALE CORP	4,547.	5,413.
ECOLAB INC	5,900.	6,642.
EOG RES INC	5,249.	6,773.
GENERAL ELEC CO	96,425.	136,900.
PEPSICO INC	4,920.	5,844.
PFIZER INC	38,430.	57,986.
ROYAL CARIBBEAN CRUISES LTD	3,664.	5,509.
TARGET CORP	5,883.	4,136.
TIME WARNER INC	4,848.	7,462.
TRACTOR SUPPLY CO	4,419.	2,758.
UNITED PARCEL SERVICE CL B	4,929.	5,299.
VERIZON COMMUNICATIONS	47,583.	59,466.
WALGREENS BOOTS ALLIANCE INC	4,202.	4,051.
WELLS FARGO & CO COM	7,219.	7,671.
ABBOTT LABS COM	89,439.	159,810.
BANK AMER CORP	6,840.	13,446.
BOEING CO	56,981.	140,723.
CISCO SYS INC	6,133.	11,824.
COCA-COLA CO	65,808.	88,667.
DISNEY (WALT) COMPANY HOLDING	61,658.	161,910.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
DU PONT E I DE NEMOURS & CO	44,282.	71,028.	
EASTMAN CHEM CO	40,299.	64,088.	
FORTIVE CORP COM	1,597.	2,311.	
JOHNSON & JOHNSON	49,399.	96,188.	
JPMORGAN CHASE & CO	34,902.	67,774.	
KEYSIGHT TECHNOLOGIES INC	6,983.	9,930.	
KRAFT HEINZ CO COM	15,116.	38,079.	
LOWES COS INC	4,069.	3,939.	
MCDONALDS CORP	55,853.	101,851.	
MONDELEZ INTL IN CL A	28,139.	57,678.	
NORDSTROM INC	27,471.	25,080.	
PROCTOR & GAMBLE CO	60,323.	79,281.	
QUALCOMM INC	50,832.	51,543.	
SCHLUMBERGER LTD	50,202.	41,754.	
US Bancorp	18,733.	38,168.	
WAL MART STORES INC	53,586.	76,635.	
WASTE MGMT INC DEL	71,991.	136,706.	
WEC ENERGY GROUP INC COM	3,031.	3,138.	
TOTALS	1,437,637.	2,609,165.	

DESCRIPTION	COST/ FMV C OR F	BOOK VALUE	ENDING FMV
AQR EQUITY MARKET NEUTRAL I	C	30,467.	31,563.
NATIONWIDE HM BOND FD CL IS	C	221,178.	227,233.
NATIONWIDE HM L/C CORE EQUITY	C	62,685.	108,924.
NATIONWIDE BAILARD INTL EQUITE	C	100,000.	81,703.
NATIONWIDE HM S/T BD INSTL	C	132,283.	132,498.
NATIONWIDE HM SM CAP CORE FD	C	42,736.	105,255.
ISHARES MSCI EMERGING MKT IDX	C	30,477.	28,840.
ISHARES RUSSELL MIDCAP IDX FD	C	34,316.	57,099.
NUVEEN REAL EST SECS I	C	14,737.	21,245.
PIMCO HIGH YIELD INSTL	C	65,013.	63,482.
T ROWE PRICE NEW HORIZONS FD	C	65,660.	78,669.
EATON VANCE FLTG RT & HI INCM	C	107,309.	108,033.
ISHARES U.S. PREF STK ETF	C	28,140.	27,328.
TIAA-CREF MID-CAP VALUE INSTL	C	17,151.	22,781.
AQR MGD FUTURES STRATEGY CL I	C	43,016.	36,988.
COLUMBIA CONTRARIAN CORE CL Z	C	66,679.	116,219.
COLUMBIA S/C VALUE II Z	C	70,000.	73,077.
EATON VANCE GLBL MAC ABS RT	C	78,117.	83,586.
NATIONWIDE GENEVA M/C GROWTH	C	20,000.	21,586.
LAZARD EMERG MKTS INSTL	C	16,000.	16,168.
EATON VANCE GLBL MACR ABSOL RE	C	54,766.	54,223.
PIMCO INCOME FUND INSTL	C	225,000.	225,608.
ISHARES MSCI EAFFE ETF	C	125,192.	125,514.
NATIXIS ASG MDG FUT STRAT CL Y	C	43,254.	42,711.
VANGUARD ST TERM INVMT GRADE A	C	85,000.	85,268.
WESTERN ASSET MAC OPP IS FD	C	53,464.	56,998.
BLACKSTONE ALTNV MLT STR FD CL	C	64,523.	67,275.
ISHARES TR HDG MSCI EAFFE	C	90,593.	91,328.
ISHARES TR US CREDIT BD ETF	C	110,527.	111,600.

BEARDSLEY FOUNDATION

FORM 990PF, PART II - OTHER INVESTMENTS

91-6214189

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
VANGUARD FTSE DEVELOPED MARKET	C	22,292.	24,924.
VANGUARD FTSE EMRG MRKTS ETF	C	80,728.	81,480.
VANGUARD MID-CAP ETF	C	140,435.	142,150.
VANGUARD SMALL-CAP ETF	C	132,581.	132,930.
SCHWAB STRATEGIC TR INTL EQTY E	C	126,279.	126,280.
TOTALS		2,600,598.	2,810,566.

BEARDSLEY FOUNDATION

91-6214189

FORM 990PF, PART VII-A - NEW SUBSTANTIAL CONTRIBUTORS
=====

NAME AND ADDRESS

ESTATE OF KIM VON HOPFGARTEN
C/O MELISSA BEARDSLEY, EXECUTOR
REDMOND, WA 98053

STATEMENT 9