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Form 990-PF

Return of Private Foundation

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

OMB No 1545-0052

2017

Open to Public Inspection

Department of the Treasury

Internal Revenue Service

Do not enter social security numbers on this form as it may be made public.
Go to www.irs.gov/Form990PF for instructions and the latest information.

For calendar year 2017 or tax year beginning

, and ending

Name of foundation LARRY BENAROYA FAMILY FOUNDATION		A Employer identification number 20-3890382
Number and street (or P.O. box number if mail is not delivered to street address) 3600 136TH PLACE SE	Room/suite 250	B Telephone number 425-440-6720
City or town, state or province, country, and ZIP or foreign postal code BELLEVUE, WA 98006		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ 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) \$ 13,905,905.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	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		0.		N/A	
2 Check ☒ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		2,491.	2,491.		STATEMENT 1
4 Dividends and interest from securities		802,546.	766,084.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		218,928.			
b Gross sales price for all assets on line 6a		3,472,634.			
7 Capital gain net income (from Part IV, line 2)			218,928.		
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					
12 Total. Add lines 1 through 11		1,023,965.	987,503.		
13 Compensation of officers, directors, trustees, etc.		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 STMT 3		600.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 4		115.	0.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		715.	0.		0.
25 Contributions, gifts, grants paid		550,992.			550,992.
26 Total expenses and disbursements. Add lines 24 and 25		551,707.	0.		550,992.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		472,258.			
b Net investment income (if negative, enter -0-)			987,503.		
c Adjusted net income (if negative, enter -0-)				N/A	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value	
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	1,467,437.	23,366.	23,366.
	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			
	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			
	c Investments - corporate bonds STMT 5	11,279,907.	13,196,236.	13,882,539.
	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)	12,747,344.	13,219,602.	13,905,905.	
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	Foundations that follow SFAS 117, check here ▶ ☐			
	24 Unrestricted and complete lines 24 through 26, and lines 30 and 31.			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒			
	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	12,747,344.	13,219,602.	
	30 Total net assets or fund balances	12,747,344.	13,219,602.	
	31 Total liabilities and net assets/fund balances	12,747,344.	13,219,602.	

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	12,747,344.
2 Enter amount from Part I, line 27a	2	472,258.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	13,219,602.
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	13,219,602.

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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 (for example, 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 3,472,634.		3,253,706.	218,928.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
b				
c				
d				
e			218,928.	
2 Capital gain net income or (net capital loss)		2		218,928.
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 doesn't 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))
2016	1,217,101.	13,433,921.	.090599
2015	911,177.	13,398,442.	.068006
2014	489,873.	12,497,804.	.039197
2013	606,006.	7,569,265.	.080061
2012	619,550.	6,826,865.	.090752
2 Total of line 1, column (d)		2	.368615
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years		3	.073723
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5		4	13,595,443.
5 Multiply line 4 by line 3		5	1,002,297.
6 Enter 1% of net investment income (1% of Part I, line 27b)		6	9,875.
7 Add lines 5 and 6		7	1,012,172.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.		8	550,992.

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	19,750.
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	19,750.
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	19,750.
6	Credits/Payments:		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	9,086.
b	Exempt foreign organizations - tax withheld at source	6b	0.
c	Tax paid with application for extension of time to file (Form 8868)	6c	0.
d	Backup withholding erroneously withheld	6d	0.
7	Total credits and payments. Add lines 6a through 6d	7	9,086.
8	Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	0.
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	10,664.
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 2018 estimated tax ☐ Refunded ☐	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the 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.		X
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. ☐ \$ 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.		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		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?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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?	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	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 2017 or the tax year beginning in 2017? See the 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

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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
- 12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions
- 13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?

	Yes	No
11		X
12		X
13	X	

Website address ► N/A

14 The books are in care of ► ROBERT BRIGHAM

Telephone no. ► 425-440-6707

Located at ► 3600 136TH PLACE SE, SUITE 250, BELLEVUE, WA

ZIP+4 ► 98006

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

16 At any time during calendar year 2017, 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?

	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 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?
- (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
- (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
- (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
- (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)?
- (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☐ Yes ☒ No☐ Yes ☒ No☐ Yes ☒ No☐ Yes ☒ No☐ 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

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 2017?

	Yes	No
1b		
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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017?

☐ 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

c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.

►

	Yes	No
2b		

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 2017 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 2017.)

N/A

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 2017?

	Yes	No
3b		
4a		X
4b		X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year, did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions

N/A

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

8b

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 ☒ 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, and 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
LARRY R. BENAROYA	PRESIDENT			
69 SKAGIT KEY				
BELLEVUE, WA 98006	6.00	0.	0.	0.
SHERRY-LEE BENAROYA	SECRETARY/TREASURER			
69 SKAGIT KEY				
BELLEVUE, WA 98006	1.00	0.	0.	0.
BROOKE E. DICKSON	DIRECTOR			
3600 136TH PLACE SE				
BELLEVUE, WA 98006	1.00	0.	0.	0.
MICHAEL J. BENAROYA	DIRECTOR			
3600 136TH PLACE SE				
BELLEVUE, WA 98006	1.00	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 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	11,690,103.
b	Average of monthly cash balances	1b	2,112,377.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	13,802,480.
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	13,802,480.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	207,037.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	13,595,443.
6	Minimum investment return. Enter 5% of line 5	6	679,772.

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	679,772.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	19,750.
b	Income tax for 2017. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	19,750.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	660,022.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	660,022.
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	660,022.

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	550,992.
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	550,992.
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	550,992.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				660,022.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2017:				
a From 2012	286,774.			
b From 2013	235,545.			
c From 2014				
d From 2015	259,244.			
e From 2016	563,425.			
f Total of lines 3a through e	1,344,988.			
4 Qualifying distributions for 2017 from Part XII, line 4: ▶ \$	550,992.			
a Applied to 2016, 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 2017 distributable amount				550,992.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a).)	109,030.			109,030.
6 Enter the net total of each column as indicated below:	1,235,958.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
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 2016. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018				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 2012 not applied on line 5 or line 7	177,744.			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	1,058,214.			
10 Analysis of line 9:				
a Excess from 2013	235,545.			
b Excess from 2014				
c Excess from 2015	259,244.			
d Excess from 2016	563,425.			
e Excess from 2017				

N/A

- | | | | | |
|--|------------|----|--|------------|
| | 4942(1)(3) | or | | 4942(1)(5) |
|--|------------|----|--|------------|

- (4) Gross investment income**

[illegible]

15180509 310555 BENAROYAFAMF 2017.03040 LARRY BENAROYA FAMILY FOUND BENAROY2

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				
SCHEDULE ATTACHED VARIOUS VARIOUS, WA 98004	NONE	PUBLIC	SEE ATTACHED	550,992.
Total			3a	550,992.
b Approved for future payment				
NONE				
Total			3b	0.

Form 990-PF (2017)

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)(3) (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. | | | |

[illegible]

- 2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (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.	
	 Signature of officer or trustee				15/9/18 Date	
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature		Date	Check ☐ if self-employed
	KIM TENNICAN				05/09/18	PTIN
	Firm's name ▶ BERNTSON PORTER & COMPANY, PLLC					Firm's EIN ▶ 91-1308574
	Firm's address ▶ 11100 NE 8TH ST, SUITE 400 BELLEVUE, WA 98004					Phone no. 425-454-7990

LARRY BENAROYA FAMILY FOUNDATION

CONTINUATION FOR 990-PF, PART IV

20-3890382

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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	100000 SHS FRONTIER COMMUNICATION	P	07/20/16	05/10/17
b	1000000 SHS ONEOK INC.	P	05/09/16	02/03/17
c	150 SHS ETSY INC COM	P	04/16/15	04/21/17
d	200000 SHS FRONTIER COMMUNICATION	P	05/14/15	05/11/17
e	300000 SHS CREDIT AGRICOLE SA	P	01/25/13	06/05/17
f	700000 SHS CREDIT AGRICOLE SA	P	03/07/14	06/05/17
g	30000 SHS FANNIE MAE	P	05/11/12	02/22/17
h	3938 SHS FREDDIE MAC	P	11/30/07	02/21/17
i	2812 SHS FREDDIE MAC	P	11/30/17	02/22/17
j	30000 SHS FREDDIE MAC	P	05/11/12	02/22/17
k	475000 SHS QWEST CAPITAL	P	01/06/12	01/13/17
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 91,450.		108,475.	-17,025.
b 1,193,000.		1,025,325.	167,675.
c 1,604.		2,400.	-796.
d 164,200.		199,000.	-34,800.
e 337,845.		335,250.	2,595.
f 788,305.		828,914.	-40,609.
g 212,820.		41,100.	171,720.
h 30,232.		101,797.	-71,565.
i 19,015.		72,690.	-53,675.
j 202,863.		42,600.	160,263.
k 431,300.		496,155.	-64,855.
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			-17,025.
b			167,675.
c			-796.
d			-34,800.
e			2,595.
f			-40,609.
g			171,720.
h			-71,565.
i			-53,675.
j			160,263.
k			-64,855.
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	218,928.
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

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
MORGAN STANLEY BANK N.A.	2,451.	2,451.	
RBC CAPITAL MARKETS, LLC	40.	40.	
TOTAL TO PART I, LINE 3	2,491.	2,491.	

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
MORGAN STANLEY SMITH BARNEY HOLDINGS LLC -	88,878.	0.	88,878.	88,878.	
MORGAN STANLEY SMITH BARNEY HOLDINGS LLC -	250,415.	0.	250,415.	233,982.	
MORGAN STANLEY SMITH BARNEY HOLDINGS LLC -	384.	0.	384.	0.	
OID INTEREST	125,831.	0.	125,831.	125,831.	
OID NON TAXABLE	18,687.	0.	18,687.	0.	
RBC CAPITAL MARKETS LLC -					
DIVIDENDS	73,471.	0.	73,471.	73,471.	
RBC CAPITAL MARKETS LLC -					
INTEREST	243,922.	0.	243,922.	243,922.	
RBC CAPITAL MARKETS LLC -					
TAX-EXEMPT	958.	0.	958.	0.	
TO PART I, LINE 4	802,546.	0.	802,546.	766,084.	

FORM 990-PF	TAXES			STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
EXCISE TAX PAYMENTS	600.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	600.	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	
STATE FILING FEES	35.	0.		0.	
CREDIT CARD FEES	80.	0.		0.	
TO FORM 990-PF, PG 1, LN 23	115.	0.		0.	

FORM 990-PF	CORPORATE BONDS		STATEMENT	5
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
ALAMEDA CORRIDOR TRANS. AUTH. 0% 10/01/27	1,438,045.	2,290,540.		
OAKLAND CA 9.5% 8/1/34	245,000.	222,482.		
CONNECTOR 2000	168,717.	168,717.		
COUNTRYWIDE CAP V PFD 7% 11/1/36	1,189,250.	1,321,000.		
N LAS VEGAS 5.822% 6/1/23	901,290.	987,740.		
PRUDENTIAL SHORT DUR HIGH YIELD MUTUAL FUND	948,176.	779,118.		
AMERICAN AIRLINES 5.5% 10/1/19	915,525.	924,750.		
RR DONNELLEY 8.82% 4/15/31	1,348,750.	1,237,500.		
CHENIERE ENERGY 4.25% 3/15/45	270,764.	283,752.		
DCP MIDSTREAM OPERATING LP 9.75%	433,400.	432,500.		
SABINE PASS 5.75% 5/15/24	484,375.	555,740.		
AGNC INVESTMENT CORP	500,000.	514,400.		
CENTURY TEL	1,980,000.	1,720,000.		
DCP MIDSTREAM OPERATING LP 7.375%	1,000,000.	992,000.		
NEXPOINT CREDIT STRATEGIES	865,892.	1,011,600.		
TREMONT MORTGAGE TRUST	507,052.	440,700.		
TOTAL TO FORM 990-PF, PART II, LINE 10C	13,196,236.	13,882,539.		

LARRY BENAROYA FAMILY FOUNDATION
YEAR END DECEMBER 31, 2017
TIN: 20-3890382
IRS FORM 990-PF

Part XV. line 3
Contributions Paid During the Year

Recipient	Address	Foundation Status of Recipient	Purpose	Amount
Alzheimer's Disease Research Fdn	34 Washington St, Suite 200 Wellesley Hills, MA 02481	Public	Unrestricted	250
American Diabetes Assoc	2451 Crystal Drive, Suite 900 Arlington, VA 22202	Public	Unrestricted	475
American Parkinson Disease Assoc	135 Parkinson Avenue Staten Island, NY 10305	Public	Unrestricted	500
Angel Band Project	6267 Delmar, 3W St Louis, MO 63130	Public	Unrestricted	700
Bellevue Arts Museum	510 Bellevue Way NE Bellevue, WA 98004	Public	Unrestricted	1,000
Bellevue Lifespring	PO Box 53203 Bellevue, WA 98015-3203	Public	Unrestricted	10,000
Big Brothers Big Sisters	1600 S Graham St Seattle, WA 98108	Public	Unrestricted	5,000
Cleveland Ensemble	1374 W 84th St Cleveland, OH 44102	Public	Unrestricted	2,500
FareStart	700 Virginia St Seattle, WA 98101	Public	Unrestricted	109,455
Friends of Costco Guild	PO Box 19755 Seattle, WA 98109	Public	Unrestricted	27,000
Gage Academy of Art	1501 10th Ave E Seattle, WA 98102	Public	Unrestricted	10,000
Global Partnerships	1932 First Ave, Suite 400 Seattle, WA 98101	Public	Unrestricted	500
Hydrocephalus Association	4340 East West Hwy, Suite 905 Bethesda, MD 20814	Public	Unrestricted	150
JDRF Seattle Guild	1215 Fourth Ave Ste 1400 Seattle, WA 98161	Public	Unrestricted	158,482
Jewish Federation of Greater Seattle	2031 3rd Avenue Seattle, WA 98121	Public	Unrestricted	30,000
Johns Hopkins (Kimmel Cancer Ctr)	3400 N Charles St Baltimore, MD 21218	Public	Unrestricted	1,000
Junior Achievement	1700 Westlake Ave N Ste 400 Seattle, WA 98109	Public	Unrestricted	5,500
Mentoring Works WA	1605 NW Sammamish Rd, Ste 200 Issaquah, WA 98027	Public	Unrestricted	1,000
No Kid Hungry	1030 15th Street, NW, Suite 1100 W Washington DC, 20005	Public	Unrestricted	95
Parkinsons Resources of OR	3975 Mercantile Dr, Ste 154 Lake Oswego, OR 97035	Public	Unrestricted	1,000
Pratt Fine Arts Center	1902 S Main St Seattle, WA 98144	Public	Unrestricted	3,765
Rainier Scholars	2100 24th Ave S, Ste 350 Seattle, WA 98144	Public	Unrestricted	10,000
Rwanda Girls Initiative	PO Box 325 Medina, WA	Public	Unrestricted	25,000
Ryther	2400 NE 95th St Seattle, WA 98115	Public	Unrestricted	250
Seattle Children's Theatre	201 Thomas St Seattle, WA 98109	Public	Unrestricted	2,500
Seattle Foundation	1601 5th Ave Ste 1800 Seattle, WA 98101	Public	Unrestricted	250
Seattle Police Foundation	PO Box 456 Seattle, WA 98111	Public	Unrestricted	250
Seattle Symphony	PO Box 21906 Seattle, WA 98111	Public	Unrestricted	27,650
Stroum Jewish Cmty Ctr	2818 NE 80th St Seattle, WA 98115	Public	Unrestricted	5,000
Swedish Med Ctr Foundation	747 Broadway Seattle, WA 98122-4307	Public	Unrestricted	24,470
Tacoma Art Museum	1701 Pacific Ave Tacoma, WA 98402	Public	Unrestricted	36,250
University of Washington	Box 359505 Seattle, WA 98195-9505	Public	Unrestricted	1,000
Virginia Mason Foundation	PO Box 1930 D1-MF 1218 Terry Ave, Seattle, WA 98111	Public	Unrestricted	50,000

550,992