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Form **990-PF**

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.
Go to www.irs.gov/Form990PF for instructions and the latest information.

2017

Open to Public Inspection

For calendar year 2017 or tax year beginning , 2017, and ending , 20

Name of foundation
THE POLACK FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) Room/suite
1000 SECOND AVENUE, 34TH FLOOR

City or town, state or province, country, and ZIP or foreign postal code
SEATTLE, WA 98104

A Employer identification number
91-0850767

B Telephone number (see instructions)
(206) 667-0300

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

G Check all that apply

<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change

H Check type of organization. Section 501(c)(3) exempt private foundation **04**
 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) ▶ \$ 1,477,388.
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)
Revenue					
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check <input checked="" 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	36,958.	36,958.		ATCH 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	88,791.			
b	Gross sales price for all assets on line 6a	1,011,825.			
7	Capital gain net income (from Part IV, line 2)		88,791.		
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) ATCH 2	-4,041.	2,230.		
12	Total. Add lines 1 through 11	121,708.	127,979.	0.	
Operating and Administrative Expenses					
13	Compensation of officers, directors, trustees, etc.				
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule) [3]	22,297.	12,697.		9,600.
17	Interest				
18	Taxes (attach schedule) (see instructions) [4]	1,811.	665.		
19	Depreciation (attach schedule) and depletion.				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) ATCH 5	2,214.			2,214.
24	Total operating and administrative expenses. Add lines 13 through 23.	26,322.	13,362.		11,814.
25	Contributions, gifts, grants paid	95,001.			95,001.
26	Total expenses and disbursements. Add lines 24 and 25	121,323.	13,362.	0.	106,815.
27	Subtract line 26 from line 12.				
a	Excess of revenue over expenses and disbursements	385.			
b	Net investment income (if negative, enter -0-)		114,617.		
c	Adjusted net income (if negative, enter -0-).			0.	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	1,446.	4,957.	4,958.
	2	Savings and temporary cash investments	23,852.	6,081.	6,081.
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges ATCH 6	440.	520.	520.
	10a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) ATCH 7	799,064.	1,133,704.	1,133,704.
	c	Investments - corporate bonds (attach schedule) ATCH 8	283,455.	133,147.	133,147.
	11	Investments - land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH 9	241,309.	198,978.	198,978.
	14	Land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	1,349,566.	1,477,387.	1,477,388.	
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 ▶ ATCH 10)	509.	1,146.	
23	Total liabilities (add lines 17 through 22)	509.	1,146.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26, and lines 30 and 31				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	1,349,057.	1,476,241.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances (see instructions)	1,349,057.	1,476,241.		
31	Total liabilities and net assets/fund balances (see instructions)	1,349,566.	1,477,387.		

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)	1,349,057.
2	Enter amount from Part I, line 27a	385.
3	Other increases not included in line 2 (itemize) ▶ ATCH 11	126,799.
4	Add lines 1, 2, and 3	1,476,241.
5	Decreases not included in line 2 (itemize) ▶	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	1,476,241.

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)
1 a	SEE PART IV SCHEDULE			
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				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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				
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	88,791.
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	0.

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	75,307.	1,262,556.	0.059646
2015	66,818.	1,227,716.	0.054425
2014	64,018.	1,231,110.	0.052000
2013	67,651.	1,141,427.	0.059269
2012	100,906.	1,189,700.	0.084816
2	Total of line 1, column (d)		0.310156
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		0.062031
4	Enter the net value of noncharitable-use assets for 2017 from Part X, line 5		1,387,059.
5	Multiply line 4 by line 3.		86,041.
6	Enter 1% of net investment income (1% of Part I, line 27b).		1,146.
7	Add lines 5 and 6.		87,187.
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		106,815.

3

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

Table with 11 rows for excise tax calculations. Includes sub-rows 6a-6d for credits and payments. Total tax due is 1,574, with 414 refunded.

Part VII-A Statements Regarding Activities

Table with 10 rows of activity statements. Columns for Yes/No. Includes questions about political campaigns, unrelated business income, and substantial contributors.

2

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 11 Yes No X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement See instructions 12 Yes No X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A 13 X
14 The books are in care of FOUNDATION MGMT GROUP LLC Telephone no 206-667-0300 Located at 1000 SECOND AVENUE, 34TH FLOOR SEATTLE, WA ZIP+4 98104
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here 15 and enter the amount of tax-exempt interest received or accrued during the year
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? 16 Yes No 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? Yes X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes X No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes X No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) Yes 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
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? 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 X 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) 2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes X 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) 3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017? 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		Yes		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
If "Yes" to 6b, file Form 8870.				X
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
ATCH 12		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				

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		0.

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.	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions	
3 NONE	
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	1,387,164.
b	Average of monthly cash balances	1b	21,018.
c	Fair market value of all other assets (see instructions).	1c	
d	Total (add lines 1a, b, and c)	1d	1,408,182.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	1,408,182.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	21,123.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,387,059.
6	Minimum investment return. Enter 5% of line 5	6	69,353.

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	69,353.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	1,146.
b	Income tax for 2017. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,146.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	68,207.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	68,207.
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	68,207.

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	106,815.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	106,815.
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	1,146.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	105,669.

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				68,207.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.			14,092.	
b Total for prior years 20 <u>15</u> , 20 <u>14</u> , 20 <u>13</u>				
3 Excess distributions carryover, if any, to 2017				
a From 2012				
b From 2013				
c From 2014				
d From 2015				
e From 2016				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ <u>106,815.</u>				
a Applied to 2016, but not more than line 2a			14,092.	
b Applied to undistributed income of prior years (Election required - see instructions).				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2017 distributable amount.				68,207.
e Remaining amount distributed out of corpus.	24,516.			
5 Excess distributions carryover applied to 2017 (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	24,516.			
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018.				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	24,516.			
10 Analysis of line 9				
a Excess from 2013				
b Excess from 2014				
c Excess from 2015				
d Excess from 2016				
e Excess from 2017	24,516.			

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

NOT APPLICABLE

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 2017, 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) 2017	(b) 2016	(c) 2015	(d) 2014	
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))

VALERIE POLACK, JAMES POLACK

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

N/A

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., to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions

a The name, address, and telephone number or email 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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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)				
<p>a Paid during the year</p> <p>ATCH 13</p>				
<p>Total</p>				95,001.
<p>b Approved for future payment</p>				
<p>Total</p>				

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					337.	
435,136.		SHORT TERM SECURITIES SALES PROPERTY TYPE: SECURITIES 423,634.				P	VARIOUS	VARIOUS
							11,502.	
549,925.		LONG TERM SECURITIES SALES PROPERTY TYPE: SECURITIES 473,230.				P	VARIOUS	VARIOUS
							76,695.	
15,442.		SHORT TERM PTP SALES PROPERTY TYPE: SECURITIES 14,631.				P	VARIOUS	VARIOUS
							811.	
10,985.		LONG TERM PTP SALES PROPERTY TYPE: SECURITIES 11,539.				P	VARIOUS	VARIOUS
							-554.	
TOTAL GAIN (LOSS)							<u>88,791.</u>	

ATTACHMENT 1

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
INTEREST - SCHWAB ACC.	10,098.	10,098.	
LESS ACCRUED INTEREST PAID - SCHWAB ACC.	-619.	-619.	
DIVIDENDS - SCHWAB ACC.	27,479.	27,479.	
TOTAL	<u>36,958.</u>	<u>36,958.</u>	

ATTACHMENT 2

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
LOSS FROM PUBLICLY TRADED PARTNERSHIPS	-4,041.	2,230.	
TOTALS	-4,041.	2,230.	

ATTACHMENT 3

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ADMINISTRATION FEES				
FOUNDATION MANAGEMENT GROUP	12,000.	2,400.		
BROKER FEES - CHARLES SCHWAB	10,297.	10,297.		9,600.
TOTALS	<u>22,297.</u>	<u>12,697.</u>		<u>9,600.</u>

ATTACHMENT 4

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
EXCISE TAX	1,146.			
FOREIGN TAX	665.	665.		
TOTALS	<u>1,811.</u>	<u>665.</u>		

ATTACHMENT 5

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
FILING FEES	35.			35.
INSURANCE EXPENSE	1,183.			1,183.
BANK CHARGES	996.			996.
TOTALS	2,214.			2,214.

ATTACHMENT 6

FORM 990PF, PART II - PREPAID EXPENSES AND DEFERRED CHARGES

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
PREPAID EXCISE TAX	520.	520.
TOTALS	<u>520.</u>	<u>520.</u>

ATTACHMENT 7

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SEE ATTACHMENT A	1,133,704.	1,133,704.
TOTALS	<u>1,133,704.</u>	<u>1,133,704.</u>

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SEE ATTACHMENT A	133,147.	133,147.
TOTALS	<u>133,147.</u>	<u>133,147.</u>

ATTACHMENT 9

FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
PUBLICLY TRADED PARTNERSHIPS SEE ATTACHMENT A	198,978.	198,978.
TOTALS	<u>198,978.</u>	<u>198,978.</u>

ATTACHMENT 10

FORM 990 PF, PART II - OTHER LIABILITIES

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>
CURRENT TAX EXPENSE	1,146.
TOTALS	<u>1,146.</u>

ATTACHMENT 11

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
UNREALIZED GAIN FROM SECURITIES	126,799.
TOTAL	<u>126,799.</u>

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 12

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
SCOTT POLLOCK 1000 SECOND AVENUE, 34TH FLOOR SEATTLE, WA 98104	CHAIR/DIRECTOR 2.00	0.	0.	0.
KAREN TREIGER 1000 SECOND AVENUE, 34TH FLOOR SEATTLE, WA 98104	VICE CHAIR/DIRECTOR 2.00	0.	0.	0.
MICHELE ROSEN 1000 SECOND AVENUE, 34TH FLOOR SEATTLE, WA 98104	DIRECTOR 2.00	0.	0.	0.
DANIEL M ASHER 1000 SECOND AVENUE, 34TH FLOOR SEATTLE, WA 98104	SECRETARY 2.00	0.	0.	0.
JAMES POLACK 1000 SECOND AVENUE, 34TH FLOOR SEATTLE, WA 98104	TREASURER/DIRECTOR 2.00	0.	0.	0.
GRAND TOTALS		0.	0.	0.

FORM 990EF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
HILLEL AT UNIVERSITY OF WASHINGTON 47445 17TH AVENUE NE SEATTLE, WA 98105	NONE PC	FOR HILLEL'S STUDENT LEADERSHIP BOARD TO SUPPORT STUDENT AMBASSADORS FOR JEWISH OUTREACH	25,000
SEATTLE HEBREW ACADEMY 1617 INTERLAKEN DRIVE EAST SEATTLE, WA 98112	NONE PC	TO PROVIDE SUPPORT TO EXEMPT ORGANIZATION	15,000
NORTHWEST YESHIVA HIGH SCHOOL 5017 90TH AVE SE MERCER ISLAND, WA 98040	NONE PC	TO PROVIDE SUPPORT TO EXEMPT ORGANIZATION	25,000
AMERICAN JEWISH JOINT DISTRIBUTION COMMITTEE 71 THIRD AVENUE, 10TH FLOOR NEW YORK, NY 10017	NONE PC	TO PROVIDE SUPPORT TO SPECIAL EMERGENCY ASSISTANCE GRANT	15,000
WASHINGTON STATE HOLOCAUST EDUCATION RESOURCE CENT 2031 THRID AVENUE SEATTLE, WA 98121	NONE PC	TO PROVIDE SUPPORT TO EXEMPT ORGANIZATION	5,000
JEWISH FAMILY SERVICES 1601 - 16TH AVENUE SEATTLE, WA 98122	NONE PC	TO PROVIDE SUPPORT TO EMERGENCY SERVICES PROGRAM	10,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

GENESIS ENERGY LP
919 MILAM, SUITE 2100
HOUSTON, TX 77002

NONE
PC

PER 2017 SCHEDULE K-1

1

TOTAL CONTRIBUTIONS PAID

95,001.

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 14

<u>DESCRIPTION</u>	<u>BUSINESS CODE</u>	<u>AMOUNT</u>	<u>EXCLUSION CODE</u>	<u>AMOUNT</u>	<u>RELATED OR EXEMPT FUNCTION INCOME</u>
INCOME FROM PARTNERSHIPS	211110	-6,271.		2,230.	
TOTALS		<u>-6,271.</u>		<u>2,230.</u>	

THE POLACK FOUNDATION
 EIN 90-0850767
 2017 FORM 990-PF
 ATTACHMENT A

BALANCE SHEETS DETAIL

Investment Detail - Fixed Income

Corporate Bonds

	Par	Market Price	Market Value	Adjusted Cost Basis
BOEING CO 6%19	5,000.0000	104.6391	5,231.96	5,306.44
DUE 03/15/19			5,874.35	
CUSIP: 097023AW5				
MOODY'S: A2 S&P: A				
DOW CHEMICAL COM	5,000.0000	108.2676	5,413.38	5,518.05
8.55%19				
DUE 05/15/19			5,959.15	
CUSIP: 260543BX0				
MOODY'S: Baa2 S&P: BBB				
TEXAS INSTRUMENT	15,000.0000	99.4211	14,913.17	14,970.45
1.65%19				
DUE 08/03/19			14,970.45	
CUSIP: 882508AU8				
MOODY'S: A1 S&P: A+				
ACUITY BRANDS LIGHT	10,000.0000	106.4165	10,641.65	10,519.22
6%19				
DUE 12/15/19			11,195.30	
CUSIP: 00510RAC7				
MOODY'S: Baa1 S&P: BBB				
EXXON MOBIL COR	5,000.0000	99.5377	4,976.89	5,023.50
1.912%20				
DUE 03/06/20			5,034.95	
CALLABLE 02/06/20 AT				
100.00000				
CUSIP: 30231GAG7				
MOODY'S: Aaa S&P: AA+				

THE POLACK FOUNDATION
 EIN 90-0850767
 2017 FORM 990-PF
 ATTACHMENT A

BALANCE SHEETS DETAIL

Investment Detail - Fixed Income (continued)

Corporate Bonds (continued)	Par	Market Price	Market Value Cost Basis	Adjusted Cost Basis
PRECISION CASTPA 2.25%20 DUE 06/15/20 CALLABLE 05/15/20 AT 100.00000 CUSIP: 740189AL9 MOODY'S: A2 S&P: AA-	5,000.0000	100.1681	5,008.41 5,020.40	5,020.22
WAL-MART STORES 3.625%20 DUE 07/08/20 CUSIP: 931142CU5 MOODY'S: Aa2 S&P: AA	10,000.0000	103.6430	10,364.30 10,863.90	10,500.72
BERKSHIRE HTHAWAY 2.9%20 DUE 10/15/20 CUSIP: 084664BZ3 MOODY'S: Aa2 S&P: AA	10,000.0000	101.6638	10,166.38 10,344.10	10,266.56
CR BARD INCORPOR 4.4%21 DUE 01/15/21 CALLABLE 10/15/20 AT 100.00000 CUSIP: 067383AC3 MOODY'S Baa1 S&P: A	5,000.0000	104.1631	5,208.16 5,316.75	5,223.67

THE POLACK FOUNDATION
 EIN 90-0850767
 2017 FORM 990-PF
 ATTACHMENT A

BALANCE SHEETS DETAIL

Investment Detail - Fixed Income (continued)

Corporate Bonds (continued)	Par	Market Price	Market Value Cost Basis	Adjusted Cost Basis
APPLE INC 2.85%21 DUE 05/06/21 CUSIP: 037833AR1 MOODY'S: Aa1 S&P: AA+	5,000.0000	101.6456	5,082.28 5,226.40	5,162.37
ORACLE CORPORATIO 1.9%21 DUE 09/15/21 CALLABLE 08/15/21 AT 100.00000 CUSIP: 68389XBK0 MOODY'S: A1 S&P: AA-	10,000.0000	98.3617	9,836.17 10,047.00	10,037.16
BURLINGTON RES 9.125%21 DUE 10/01/21 CUSIP: 122014AE3 MOODY'S: Baa1 S&P: A-	5,000.0000	120.9610	6,048.05 6,843.25	6,180.48
SOUTHWESTRN ELEC 3.55%22 DUE 02/15/22 CALLABLE 11/15/21 AT 100.00000 CUSIP: 845437BM3 MOODY'S: Baa2 S&P: A-	5,000.0000	102.6804	5,134.02 5,195.35	5,195.35

Investment Detail - Fixed Income (continued)

	Par	Market Price	Market Value	Adjusted Cost Basis
Corporate Bonds (continued)				
MARRIOTT INTL IN 3.25% 22 DUE 09/15/22 CALLABLE 06/15/22 AT 100.00000 CUSIP: 571903AK9 MOODY'S: Baa2 S&P: BBB	5,000.0000	101.4601	5,073.01 5,145.30	5,143.22
STANLEY BLACK & D 2.9% 22 DUE 11/01/22 CUSIP: 854502AD3 MOODY'S: Baa1 S&P: A	10,000.0000	100.4253	10,042.53 10,096.00	10,096.00
Corporate Bonds				
ZIMMER BIOMET HLDGS 2% 18 DUE 04/01/18 CUSIP: 98956PAE2 MOODY'S: Baa3 S&P: BBB	10,000.0000	99.9674	9,996.74 10,023.00	10,018.48
BANK OF NOVA SC 2.05% 18F DUE 10/30/18 CUSIP 064159CU8 MOODY'S: A1 S&P: A+	10,000.0000	100.0942	10,009.42 10,075.60	10,050.14
Total Corporate Bonds	130,000.0000	TOTAL FMV	133,146.52	134,232.03
				Total Cost Basis:
				137,231.25

BALANCE SHEETS DETAIL

Investment Detail - Equities

Equities	Quantity	Market Price	Market Value <i>Cost Basis</i>
A T & T INC SYMBOL: T	450.0000	38.8800	17,496.00 18,898.30
ABBVIE INC SYMBOL: ABBV	225.0000	96.7100	21,759.75 14,148.56
ACCENTURE PLC F CLASS A SYMBOL: ACN	150.0000	153.0900	22,963.50 12,616.12
AES CORP SYMBOL: AES	2,500.0000	10.8300	27,075.00 27,479.55
ALPHABET INC. CLASS A SYMBOL: GOOGL	20.0000	1,053.4000	21,068.00 16,036.38
AMERICAN EXPRESS CO SYMBOL: AXP	225.0000	99.3100	22,344.75 16,121.87
AMGEN INC. SYMBOL: AMGN	125.0000	173.9000	21,737.50 19,020.60
APPLE INC SYMBOL: AAPL	125.0000	169.2300	21,153.75 15,086.04
AVALONBAY CMINTYS INC SYMBOL: AVB	50.0000	178.4100	8,920.50 7,237.97
BOEING CO SYMBOL: BA	75.0000	294.9100	22,118.25 10,901.25

Investment Detail - Equities (continued)

Equities (continued)	Quantity	Market Price	Market Value
			Cost Basis
BROADCOM LTD F SYMBOL: AVGO	75.0000	256.9000	19,267.50 9,689.09
CARNIVAL CORP F SYMBOL: CCL	300.0000	66.3700	19,911.00 18,446.52
CISCO SYSTEMS INC SYMBOL: CSCO	600.0000	38.3000	22,980.00 14,907.52
COMCAST CORPORATION CLASS A SYMBOL: CMCSA	600.0000	40.0500	24,030.00 18,048.61
DIGITAL REALTY TRUST SYMBOL: DLR	50.0000	113.9000	5,695.00 2,304.60
DISCOVER FINANCIAL S SYMBOL: DFS	250.0000	76.9200	19,230.00 16,363.15
GILEAD SCIENCES INC SYMBOL: GILD	250.0000	71.6400	17,910.00 20,256.20
HARLEY DAVIDSON INC SYMBOL: HOG	400.0000	50.8800	20,352.00 18,935.32
HCA HEALTHCARE INC SYMBOL: HCA	225.0000	87.8400	19,764.00 17,497.32
HOME DEPOT INC SYMBOL: HD	125.0000	189.5300	23,691.25 17,870.82

Investment Detail - Equities (continued)

Equities (continued)	Quantity	Market Price	Market Value
			<i>Cost Basis</i>
ILLINOIS TOOL WORKS SYMBOL: ITW	125.0000	166.8500	20,856.25 10,164.58
JOHNSON & JOHNSON SYMBOL: JNJ	150.0000	139.7200	20,958.00 14,722.58
JPMORGAN CHASE & CO SYMBOL: JPM	200.0000	106.9400	21,388.00 17,270.91
LAM RESEARCH CORP SYMBOL: LRCX	75.0000	184.0700	13,805.25 6,661.77
LAS VEGAS SANDS CORP SYMBOL: LVS	300.0000	69.4900	20,847.00 18,555.88
LYONDELLBASELL INDS F CLASS A SYMBOL: LYB	225.0000	110.3200	24,822.00 20,325.59
MICROSOFT CORP SYMBOL: MSFT	250.0000	85.5400	21,385.00 7,212.25
PEPSICO INCORPORATED SYMBOL: PEP	225.0000	119.9200	26,982.00 22,690.24
PUBLIC STORAGE SYMBOL: PSA	35.0000	209.0000	7,315.00 6,363.18
ROBERT HALF INTL SYMBOL: RHI	375.0000	55.5400	20,827.50 14,971.28

THE POLACK FOUNDATION
 EIN 90-0850767
 2017 FORM 990-PF
 ATTACHMENT A

BALANCE SHEETS DETAIL

Investment Detail - Equities (continued)

Equities (continued)	Quantity	Market Price	Market Value Cost Basis
SYSCO CORPORATION SYMBOL: SY Y	400.0000	60.7300	24,292.00 21,130.81
TAIWAN SEMICONDUCTR F SPONSORED ADR 1 ADR REPS 5 ORD SHS SYMBOL: TSM	600.0000	39.6500	23,790.00 17,169.13
TEXAS INSTRUMENTS SYMBOL: TXN	225.0000	104.4400	23,499.00 13,768.30
TOTAL S A F SPONSORED ADR 1 ADR REPS 1 ORD SHS SYMBOL TOT	425.0000	55.2800	23,494.00 21,901.66
UNITEDHEALTH GRP INC SYMBOL: UNH	125.0000	220.4600	27,557.50 12,989.88
VALERO ENERGY CORP SYMBOL: VLO	325.0000	91.9100	29,870.75 21,997.66
WALGREENS BOOTS ALLI SYMBOL: WBA	300.0000	72.6200	21,786.00 21,826.08
WELLS FARGO BK N A SYMBOL: WFC	375.0000	60.6700	22,751.25 17,288.90
WESTERN DIGITAL CORP SYMBOL: WDC	275.0000	79.5300	21,870.75 17,593.10

Investment Detail - Equities (continued)

Equities (continued)	Quantity	Market Price	Market Value Cost Basis
3M COMPANY SYMBOL: MMM	100.0000	235.3700	23,537.00 13,807.05
Total Equities	11,930.0000		841,102.00
			Total Cost Basis: 630,276.62

Exchange Traded Funds	Quantity	Market Price	Market Value Cost Basis
ISHARES EMERGING MARKETS DIV ETF SYMBOL: DVYE	425.0000	41.8300	17,777.75 18,270.65
ISHARES EUROPE ETF SYMBOL: IEV	800.0000	47.2600	37,808.00 32,492.60
ISHARES LATIN AMERICA 40 ETF SYMBOL: ILF	525.0000	34.1700	17,939.25 18,822.43

BALANCE SHEETS DETAIL

Investment Detail - Exchange Traded Funds (continued)

Exchange Traded Funds	Quantity	Market Price	Market Value Cost Basis
ISHARES MSCI EMERGING MARKETS ETF SYMBOL: EEM	750.0000	47.1200	35,340.00 26,681.69
ISHARES MSCI JAPAN ETF NEW SYMBOL: EWJ	625.0000	59.9300	37,456.25 32,306.18
ISHARES U.S. PREFERRED STOCK ETF IV SYMBOL: PFF	950.0000	38.0700	36,166.50 36,669.75
POWERSHARES VARIABLE RATE PRF ETF SYMBOL: VRP	1,400.0000	25.6600	35,924.00 36,416.57
SPDR GOLD SHARES ETF SYMBOL: GLD	600.0000	123.6500	74,190.00 72,258.83
Total Exchange Traded Funds	6,075.0000		292,601.75
			Total Cost Basis: 273,918.70
TOTAL FMV EQUITIES AND ETFs			\$1,133,703.75

BALANCE SHEETS DETAIL

Investment Detail - Other Assets

	Quantity	Market Price	Market Value
Other Assets			<i>Cost Basis</i>
AMERICAN TOWER CORP REIT	175.0000	142.6700	24,967.25 23,349.39
SYMBOL: AMT			
BLACKSTONE GROUP LP LP SYMBOL: BX	700.0000	32.0200	22,414.00 21,771.39
ENERGY TRANSFER PART LP SYMBOL: ETP	425.0000	17.9200	7,616.00 12,572.18
ENERGY TRNFR EQUITY LP SYMBOL: ETE	400.0000	17.2600	6,904.00 5,187.40
ENTERPRISE PRODUCTS LP SYMBOL: EPD	325.0000	26.5100	8,615.75 9,304.94
ENVIVA PARTNERS LP LP SYMBOL: EVA	250.0000	27.6500	6,912.50 6,921.83
HOLLY ENERGY PARTNER LP SYMBOL: HEP	250.0000	32.4900	8,122.50 8,266.01
HUDSON PACIFIC PPTY REIT	200.0000	34.2500	6,850.00 5,603.88
SYMBOL: HPP			
KKR & CO LP LP SYMBOL: KKR	1,000.0000	21.0600	21,060.00 18,627.42
MAGELLAN MIDSTREAM P LP SYMBOL: MMP	100.0000	70.9400	7,094.00 5,810.25
MPLX LP LP SYMBOL: MPLX	225.0000	35.4700	7,980.75 7,201.83
POPE RESOURCES DEP LP SYMBOL: POPE	100.0000	69.7380	6,973.80 7,105.00

THE POLACK FOUNDATION
 EIN 90-0850767
 2017 FORM 990-PF
 ATTACHMENT A

BALANCE SHEETS DETAIL

Investment Detail - Other Assets (continued)

Other Assets (continued)	Quantity	Market Price	Market Value Cost Basis
PROLOGIS INC. REIT SYMBOL: PLD	100.0000	64.5100	6,451.00 4,029.25
RYMAN HOSPITALITY PR REIT SYMBOL: RHP	100.0000	69.0200	6,902.00 5,294.84
SIMON PPTY GROUP REIT SYMBOL: SPG	50.0000	171.7400	8,587.00 7,743.68
SPECTRA ENERGY PARTN LP SYMBOL: SEP	200.0000	39.5400	7,908.00 8,873.94
STORE CAPITAL CORP REIT SYMBOL: STOR	300.0000	26.0400	7,812.00 7,298.61
VENTAS INC REIT SYMBOL: VTR	175.0000	60.0100	10,501.75 9,980.99
W.P. CAREY INC. REIT SYMBOL: WPC	100.0000	68.9000	6,890.00 6,188.29
WSTN GAS PARTNERS LP LP SYMBOL: WES	175.0000	48.0900	8,415.75 8,719.72
Total Other Assets	5,350.0000	TOTAL FMV	198,978.05 Total Cost Basis: 189,850.84