

For calendar year 2017, or tax year beginning 01-01-2017, and ending 12-31-2017

Name of foundation RIVERSTYX FOUNDATION		A Employer identification number 94-3373712	
Number and street (or P O box number if mail is not delivered to street address) C/O VWC 10510 NORTHUP WAY NO 300		Room/suite	B Telephone number (see instructions) (425) 250-0051
City or town, state or province, country, and ZIP or foreign postal code KIRKLAND, WA 98033		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) \$ 35,010,769	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (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)	745,468			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	1,319	1,319		
	4 Dividends and interest from securities	701,761	701,761		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,013,733			
	b Gross sales price for all assets on line 6a 6,953,666				
	7 Capital gain net income (from Part IV, line 2)		1,013,733		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	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	2,462,281	1,716,813		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	54,540	40,905		13,635
	c Other professional fees (attach schedule)	331,802	271,998		59,804
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	17,371	17,371		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	764	0		366
	24 Total operating and administrative expenses. Add lines 13 through 23	404,477	330,274		73,805
	25 Contributions, gifts, grants paid	1,747,066			1,747,066
	26 Total expenses and disbursements. Add lines 24 and 25	2,151,543	330,274		1,820,871
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	310,738			
	b Net investment income (if negative, enter -0-)		1,386,539		
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 (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	2,942,293	3,141,779	3,141,779
	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) ▶ _____ 360,000 Less allowance for doubtful accounts ▶ _____ 0	360,000	360,000	360,000
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)	1,867,867	1,677,498	1,723,564
	b	Investments—corporate stock (attach schedule)	8,557,384	7,823,515	15,771,843
	c	Investments—corporate bonds (attach schedule)	12,866,356	13,901,846	14,013,583
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	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)	26,593,900	26,904,638	35,010,769	
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)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	0	0	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	26,593,900	26,904,638	
	30	Total net assets or fund balances (see instructions)	26,593,900	26,904,638	
31	Total liabilities and net assets/fund balances (see instructions) .	26,593,900	26,904,638		

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	26,593,900
2	Enter amount from Part I, line 27a	2	310,738
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	26,904,638
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	26,904,638

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 - S/T			
b PUBLICLY TRADED SECURITIES - L/T			
c CAPITAL GAIN DISTRIBUTION			
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 840,283		842,837	-2,554
b 6,112,197		5,097,096	1,015,101
c 1,186			1,186
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			-2,554
b			1,015,101
c			1,186
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	1,013,733
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 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	1,772,597	31,696,301	0 055924
2015	1,826,054	32,469,141	0 056240
2014	1,254,797	32,236,804	0 038924
2013	1,520,849	30,606,329	0 049691
2012	1,731,745	28,802,086	0 060126

2 Total of line 1, column (d)	2	0 260905
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 052181
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	33,163,050
5 Multiply line 4 by line 3	5	1,730,481
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	13,865
7 Add lines 5 and 6	7	1,744,346
8 Enter qualifying distributions from Part XII, line 4	8	1,820,871

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	1	13,865
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	13,865
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	13,865
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	19,447
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	0
7	Total credits and payments. Add lines 6a through 6d.	7	29,447
8	Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	9
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed ▶	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ▶	10	15,573
11	Enter the amount of line 10 to be Credited to 2018 estimated tax ▶ 15,573 Refunded ▶	11	0

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?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? <i>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</i>	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ \$ _____ 0 (2) On foundation managers ▶ \$ _____ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ _____ 0		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	2	No
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? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	5	No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes
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? <i>If "No," attach explanation</i> .	8b	Yes
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 taxable year beginning in 2017 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	Yes

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		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address WWW.RIVERSTYXFOUNDATION.ORG	13	Yes	
14	The books are in care of VVC PS Telephone no (425) 250-0051			

Located at **10510 NORTHUP WAY SUITE 300 KIRKLAND WA**ZIP+4 **98033**

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			
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? See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). If "Yes," enter the name of the foreign country ▶	16	Yes	No

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? ☐ Organizations relying on a current notice regarding disaster assistance check here. ☐	1b		No
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		No
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 ▶ 20____, 20____, 20____, 20____			
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 ▶ 20____, 20____, 20____, 20____			
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). ☐	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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)?	5b			
	Organizations relying on a current notice regarding disaster assistance check here.				
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?				
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>	☐ Yes	☐ No		
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?	6b		No	
	<i>If "Yes" to 6b, file Form 8870</i>				
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?	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	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
JAMES L SWIFT 10510 NORTHUP WAY STE 300 KIRKLAND, WA 98033	PRESIDENT 1 00	0	0	0
STEVE BRINN 10510 NORTHUP WAY STE 300 KIRKLAND, WA 98033	SECRETARY 5 00	0	0	0
T CODY SWIFT 10510 NORTHUP WAY STE 300 KIRKLAND, WA 98033	VICE PRESIDENT 15 00	0	0	0
DON R CARLIN 10510 NORTHUP WAY STE 300 KIRKLAND, WA 98033	TREASURER 1 00	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	Title, and average hours per week (b) devoted to position	(c) Compensation	Contributions to employee benefit plans and deferred compensation (d)	Expense account, (e) other allowances
NONE				

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

0

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
BADGLEY PHELPS INVESTMENT MANAGERS 1420 FIFTH AVE STE 3200 SEATTLE, WA 98101	INVESTMENT	216,141
FIDUCIA LLC 3825 INTERLAKE AVENUE N SUITE A SEATTLE, WA 98103	INVESTMENT	55,701
VWC PS 10510 NORTHUP WAY SUITE 300 KIRKLAND, WA 98033	ACCOUNTING	54,540

Total number of others receiving over \$50,000 for professional services.

0

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 TO SUPPORT OTHER QUALIFIED CHARITIES DEEMED APPROPRIATE BY THE BOARD OF TRUSTEES THE BOARD MADE CHARITABLE CONTRIBUTIONS TO 56 DIFFERENT CHARITIES DURING 2017	73,804
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	
2	
All other program-related investments See instructions	
3	

Total. Add lines 1 through 3

0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities.	1a	31,123,695
b	Average of monthly cash balances.	1b	2,184,376
c	Fair market value of all other assets (see instructions).	1c	360,000
d	Total (add lines 1a, b, and c).	1d	33,668,071
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	33,668,071
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	505,021
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	33,163,050
6	Minimum investment return. Enter 5% of line 5.	6	1,658,153

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	1,658,153
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	13,865
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	13,865
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	1,644,288
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	1,644,288
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	1,644,288

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	1,820,871
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	1,820,871
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	13,865
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,807,006

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				1,644,288
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2017				
a From 2012. 300,259				
b From 2013. 7,051				
c From 2014.				
d From 2015. 228,095				
e From 2016. 204,500				
f Total of lines 3a through e.	739,905			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ <u>1,820,871</u>				
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.				1,644,288
e Remaining amount distributed out of corpus	176,583			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	916,488			
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 instructions			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 (see instructions).	300,259			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	616,229			
10 Analysis of line 9				
a Excess from 2013. 7,051				
b Excess from 2014.				
c Excess from 2015. 228,095				
d Excess from 2016. 204,500				
e Excess from 2017. 176,583				

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

1a 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 organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)					
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	
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 organization 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)) JAMES L SWIFT	
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	
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 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)				
a <i>Paid during the year</i> See Additional Data Table				
Total			3a	1,747,066
b <i>Approved for future payment</i>				
Total			3b	0

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	
Enter gross amounts unless otherwise indicated				
1 Program service revenue				
a _____				
b _____				
c _____				
d _____				
e _____				
f _____				
g Fees and contracts from government agencies				
2 Membership dues and assessments. . . .				
3 Interest on savings and temporary cash investments				
		14	1,319	
4 Dividends and interest from securities. . . .				
		14	701,761	
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	1,013,733	
9 Net income or (loss) from special events				
10 Gross profit or (loss) from sales of inventory				
11 Other revenue a _____				
b _____				
c _____				
d _____				
e _____				
12 Subtotal Add columns (b), (d), and (e). .				
	0		1,716,813	0
13 Total. Add line 12, columns (b), (d), and (e).				
		13	1,716,813	1,716,813

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes[illegible]

Part XVII

- | | | | |
|---|----|--|----|
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees. | 1c | | No |
|---|----|--|----|

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
-------------	---------------------	---	--

- 2d Is the foundation an entity or individual, animated (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

[illegible]

Signature of officer or trustee _____ Date _____ Title _____

May the IRS discuss this return

**Paid
Preparer
Use Only**

Print/Type preparer's name	Preparer's Signature	Date	DTIN
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Form 990PF Part XV Line 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)				
a Paid during the year				
ACLU OF WASHINGTON FOUNDATION 901 5TH AVE STE 630 SEATTLE, WA 98164	NONE	PUBLIC CHARITY	DONATION	10,000
ACME ELEMENTARY PTA 5200 TURKINGTON RD ACME, WA 98220	NONE	PUBLIC CHARITY	DONATION	5,000
BELLINGHAM FESTIVAL OF MUSIC 5398 NIGHT HERON DR BLAINE, WA 98230	NONE	PUBLIC CHARITY	DONATION	5,000
Total ▶ 3a				1,747,066

Form 990PF Part XV Line 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)				
a <i>Paid during the year</i>				
BELLINGHAM WHATCOM FIREFIGHTERS BENEVOLENT FUND PO BOX 5401 BELLINGHAM, WA 98227	NONE	PUBLIC CHARITY	DONATION	5,000
BOOKS TO PRISONERS 8525 13TH AVE NW SEATTLE, WA 98117	NONE	PUBLIC CHARITY	DONATION	2,000
CHUCKANUT HEALTH FOUNDATION 1500 CORNWALL AVE 201 BELLINGHAM, WA 98225	NONE	PUBLIC CHARITY	DONATION	5,750
Total ► 3a				1,747,066

Form 990PF Part XV Line 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)				
a <i>Paid during the year</i>				
COMMON THREADS516 E NORTH ST BELLINGHAM, WA 98225	NONE	PUBLIC CHARITY	DONATION	30,000
CONSERVATION NORTHWEST 1208 BAY ST STE 201 BELLINGHAM, WA 98225	NONE	PUBLIC CHARITY	DONATION	75,000
COSTIGAN FOUNDATIONPO BOX 17559 SEATTLE, WA 98127	NONE	PUBLIC CHARITY	DONATION	4,500
Total ▶ 3a				1,747,066

Form 990PF Part XV Line 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)				
a Paid during the year				
CREATIVE THOUGHT & ACTION PO BOX 305 ASHFIELD, MA 01330	NONE	PUBLIC CHARITY	DONATION	8,000
DRUG POLICY ALLIANCE 70 WEST 36TH ST NEW YORK, NY 10018	NONE	PUBLIC CHARITY	DONATION	75,000
ECONOMIC OPPORTUNITY INSTITUTE 1900 N NORTHLAKE WAY STE 237 SEATTLE, WA 98103	NONE	PUBLIC CHARITY	DONATION	20,000
Total ▶ 3a				1,747,066

Form 990PF Part XV Line 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)				
a <i>Paid during the year</i>				
ERIE ENTHEOGENIC RESEARCH 2261 MARKET ST 2688 SAN FRANCISCO, CA 94114	NONE	PUBLIC CHARITY	DONATION	500
EROWID CENTER 4041 GRASS VALLEY HWY UNIT L AUBURN, WA 95602	NONE	PUBLIC CHARITY	DONATION	5,000
FAMILIES AGAINST MANDATORY MINIMUMS 1100 H ST NW SUITE 1000 WASHINGTON DC, DC 20005	NONE	PUBLIC CHARITY	DONATION	20,000
Total ► 3a				1,747,066

Form 990PF Part XV Line 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)				
a <i>Paid during the year</i>				
FERNDALE COMMUNITY SERVICE COOPERATIVE 5694 2ND AVE FERNDALE, WA 98248	NONE	PUBLIC CHARITY	DONATION	5,000
FINAL EXIT NETWORKPO BOX 10071 TALLAHASSEE, FL 32302	NONE	PUBLIC CHARITY	DONATION	20,000
FUSE WASHINGTON 1402 3RD AVE STE 406 SEATTLE, WA 98101	NONE	PUBLIC CHARITY	DONATION	100,000
Total ▶ 3a				1,747,066

Form 990PF Part XV Line 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)				
a <i>Paid during the year</i>				
HEFFTER RESEARCH INSTITUTE 369 MONTEZUMA AVE SANTA FE, NM 87501	NONE	PUBLIC CHARITY	DONATION	215,000
HELPING HANDS FOODBANK 9386 FRUITDALE RD SEDRO WOOLLEY, WA 98284	NONE	PUBLIC CHARITY	DONATION	5,000
INNOCENCE PROJECT NORTHWEST (UW FOUNDATION) BOX 353020 SEATTLE, WA 98195	NONE	PUBLIC CHARITY	DONATION	50,000
Total ▶ 3a				1,747,066

Form 990PF Part XV Line 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)				
a <i>Paid during the year</i>				
INSTITUTE OF ECOTECHNICS 1 BLUEBIRD COURT SANTA FE, NM 87505	NONE	PUBLIC CHARITY	DONATION	5,000
KULSHAN AIKIKAI13 PROSPECT ST 100 BELLINGHAM, WA 98225	NONE	PUBLIC CHARITY	DONATION	2,000
LEAGUE OF WOMEN VOTERS PO BOX 4041 BELLINGHAM, WA 98227	NONE	PUBLIC CHARITY	DONATION	1,500
Total ▶ 3a				1,747,066

Form 990PF Part XV Line 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)				
a <i>Paid during the year</i>				
LIGHTHOUSE MISSION910 W HOLLY ST BELLINGHAM, WA 98225	NONE	PUBLIC CHARITY	DONATION	12,000
MULTIDISCIPLINARY ASSOCIATION FOR PSYCHEDELIC STUDIES (MAPS) 4525 SCOTTS VALLEY DR SCOTTS VALLEY, CA 95066	NONE	PUBLIC CHARITY	DONATION	220,590
MINDS INCORPORATED 4700 CONNECTICUT AVE NW 408 WASHINGTON, DC 20008	NONE	PUBLIC CHARITY	DONATION	5,000
Total 				1,747,066
3a				

Form 990PF Part XV Line 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)				
a <i>Paid during the year</i>				
NATIVE AMERICAN CHURCH NA - SOUTH DAKOTA CHAPTER ALLEN HOUSING LOOP 376 ALLEN, SD 57714	NONE	PUBLIC CHARITY	DONATION	7,000
NATIVE AMERICAN RIGHTS FUND (NARF) 1242 PEARL ST BOULDER, CO 80302	NONE	PUBLIC CHARITY	DONATION	58,276
NORTHWEST INDIAN COLLEGE 2522 KWINA RD BELLINGHAM, WA 98226	NONE	PUBLIC CHARITY	DONATION	2,500
Total ▶ 3a				1,747,066

Form 990PF Part XV Line 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)				
a <i>Paid during the year</i>				
NORTHWEST YOUTH SERVICES 1020 N STATE ST BELLINGHAM, WA 98225	NONE	PUBLIC CHARITY	DONATION	50,000
OPPORTUNITY COUNCIL 1111 CORNWALL AVE BELLINGHAM, WA 98225	NONE	PUBLIC CHARITY	DONATION	33,000
OUR TREEHOUSE1212 INDIAN ST BELLINGHAM, WA 98227	NONE	PUBLIC CHARITY	DONATION	7,500
Total ▶ 3a				1,747,066

Form 990PF Part XV Line 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)				
a <i>Paid during the year</i>				
PLANNED PARENTHOOD1530 ELLIS ST BELLINGHAM, WA 98225	NONE	PUBLIC CHARITY	DONATION	12,000
PORT OF SKAGIT15400 AIRPORT DR BURLINGTON, WA 98233	NONE	PUBLIC CHARITY	DONATION	50,000
PUBLIC DEFENDER ASSOCIATION 110 PREFONTAINE PL S SUITE 502 SEATTLE, WA 98104	NONE	PUBLIC CHARITY	DONATION	75,000
Total ▶ 3a				1,747,066

Form 990PF Part XV Line 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)				
a <i>Paid during the year</i>				
RESOURCES2309 MERIDIAN BELLINGHAM, WA 98225	NONE	PUBLIC CHARITY	DONATION	600
RUBICON FOUNDATION 513 FEDERAL AVE E SEATTLE, WA 98102	NONE	PUBLIC CHARITY	DONATION	5,000
SEATTLE UNIVERSITY900 BROADWAY SEATTLE, WA 98104	NONE	PUBLIC CHARITY	DONATION	10,000
Total ▶ 3a				1,747,066

Form 990PF Part XV Line 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)				
a <i>Paid during the year</i>				
SIGHTLINE INSTITUTE 1402 THIRD AVE STE 500 SEATTLE, WA 98101	NONE	PUBLIC CHARITY	DONATION	30,000
SKAGIT VALLEY COLLEGE 2405 E COLLEGE WAY MT VERNON, WA 98273	NONE	PUBLIC CHARITY	DONATION	25,000
SKAGIT VALLEY FAMILY YMCA 215 E FULTON ST MT VERNON, WA 98273	NONE	PUBLIC CHARITY	DONATION	5,000
Total ▶ 3a				1,747,066

Form 990PF Part XV Line 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)				
a <i>Paid during the year</i>				
SOCIAL JUSTICE FUND NORTHWEST 603 STEWART ST STE 1007 SEATTLE, WA 98101	NONE	PUBLIC CHARITY	DONATION	80,000
SOIL124 CHURCH ROAD SHERBURNE, NY 13460	NONE	PUBLIC CHARITY	DONATION	13,000
STAND EARTH1 HAIGHT ST SAN FRANCISCO, CA 94102	NONE	PUBLIC CHARITY	DONATION	50,000
Total ▶ 3a				1,747,066

Form 990PF Part XV Line 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)				
a <i>Paid during the year</i>				
STUDENTS FOR SENSIBLE DRUG POLICY 1010 O ST NW 1 WASHINGTON, DC 20001	NONE	PUBLIC CHARITY	DONATION	5,000
SUSTAINABLE CONNECTIONS 1701 ELLIS ST 221 BELLINGHAM, WA 98225	NONE	PUBLIC CHARITY	DONATION	6,250
THRESHOLD FOUNDATION PO BOX 29903 SAN FRANCISCO, CA 94129	NONE	PUBLIC CHARITY	DONATION	1,600
Total ▶ 3a				1,747,066

Form 990PF Part XV Line 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)				
a <i>Paid during the year</i>				
UNITY CARE NORTHWEST 1616 CORNWALL AVE STE 205 BELLINGHAM, WA 98225	NONE	PUBLIC CHARITY	DONATION	5,000
WASHINGTON STATE UNIVERSITY FOUNDATION 255 E MAIN ST STE 201 PULLMAN, WA 99163	NONE	PUBLIC CHARITY	DONATION	75,000
WESTERN WASHINGTON UNIVERSITY ALUMNI ASSOCIATION 516 HIGH ST BELLINGHAM, WA 98225	NONE	PUBLIC CHARITY	DONATION	2,500
Total 				1,747,066
3a				

Form 990PF Part XV Line 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)				
a <i>Paid during the year</i>				
WESTERN WASHINGTON UNIV FOUNDATION 516 HIGH STREET BELLINGHAM, WA 98225	NONE	PUBLIC CHARITY	DONATION	30,000
WHATCOM ALLIANCE FOR HEALTH ADVANCEMENT 800 E CHESTNUT STE 2 BELLINGHAM, WA 98225	NONE	PUBLIC CHARITY	DONATION	8,000
WHATCOM COUNCIL ON AGING 315 HALLECK ST BELLINGHAM, WA 98225	NONE	PUBLIC CHARITY	DONATION	3,000
Total ► 3a				1,747,066

Form 990PF Part XV Line 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)				
a <i>Paid during the year</i>				
WHATCOM DISPUTE RESOLUTION CENTER 13 PROSPECT ST STE 201 BELLINGHAM, WA 98225	NONE	PUBLIC CHARITY	DONATION	20,000
WHATCOM LAND TRUST 412 N COMMERCIAL ST BELLINGHAM, WA 98225	NONE	PUBLIC CHARITY	DONATION	7,500
WITNESS TO INNOCENCE 1501 CHERRY ST PHILADELPHIA, PA 19102	NONE	PUBLIC CHARITY	DONATION	5,000
Total ► 3a				1,747,066

Form 990PF Part XV Line 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)				
a Paid during the year				
WHATCOM ROWING ASSOCIATION 2202 ELECTRIC AVE BELLINGHAM, WA 98229	NONE	PUBLIC CHARITY	DONATION	2,500
WOLF HAVEN INTERNATIONAL 3111 OFFUT LAKE RD SE TENINO, WA 98589	NONE	PUBLIC CHARITY	DONATION	75,000
WOMEN'S VISIONARY CONGRESS PO BOX 5035 BERKELEY, CA 94705	NONE	PUBLIC CHARITY	DONATION	5,000
Total ▶ 3a				1,747,066

Form 990PF Part XV Line 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)				
a <i>Paid during the year</i>				
YOGA BEHIND BARSPO BOX 8494 SEATTLE, WA 98124	NONE	PUBLIC CHARITY	DONATION	70,000
Total ▶ 3a				1,747,066

TY 2017 Accounting Fees Schedule**Name:** RIVERSTYX FOUNDATION**EIN:** 94-3373712**Accounting Fees Schedule**

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	54,540	40,905		13,635

TY 2017 Investments Corporate Bonds Schedule

Name: RIVERSTYX FOUNDATION

EIN: 94-3373712

Investments Corporate Bonds Schedule

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CORPORATE BONDS - SEE ATTACHED	13,901,846	14,013,583

TY 2017 Investments Corporate Stock Schedule

Name: RIVERSTYX FOUNDATION

EIN: 94-3373712

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CORPORATE STOCKS - SEE ATTACHED	7,823,515	15,771,843

TY 2017 Investments Government Obligations Schedule**Name:** RIVERSTYX FOUNDATION**EIN:** 94-3373712**US Government Securities - End
of Year Book Value:**

1,677,498

**US Government Securities - End
of Year Fair Market Value:**

1,723,564

**State & Local Government
Securities - End of Year Book
Value:**

0

**State & Local Government
Securities - End of Year Fair
Market Value:**

0

TY 2017 Other Expenses Schedule**Name:** RIVERSTYX FOUNDATION**EIN:** 94-3373712**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK FEES	366	0		366
NON-DEDUCTIBLE GRANTS	398	0		0

TY 2017 Other Professional Fees Schedule**Name:** RIVERSTYX FOUNDATION**EIN:** 94-3373712

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BUSINESS FEES	28,169	0		28,169
CONSULTING FEES	31,635	0		31,635
INVESTMENT MANAGEMENT FEES	271,998	271,998		0

**TY 2017 Substantial Contributors
Schedule****Name:** RIVERSTYX FOUNDATION**EIN:** 94-3373712**Name****Address**

MST CHARITABLE LEAD TRUST

10510 NORTHUP WAY SUITE 300
KIRKLAND, WA 98033

TY 2017 Taxes Schedule**Name:** RIVERSTYX FOUNDATION**EIN:** 94-3373712

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN INCOME TAXES	7,371	7,371		0
FEDERAL TAXES	10,000	10,000		0

Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service	Schedule of Contributors ▶ Attach to Form 990, 990-EZ, or 990-PF ▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at <u>www.irs.gov/form990</u>	OMB No 1545-0047 2017
	Name of the organization RIVERSTYX FOUNDATION	Employer identification number 94-3373712

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 foundation

Check 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 other 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 33¹/₃% 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 990PF, 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 RIVERSTYX FOUNDATION	Employer identification number 94-3373712
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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	JLS CHARITABLE LEAD ANNUITY TRUST 10510 NORTHUP WAY SUITE 300 KIRKLAND, WA98033	\$ 206,250	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
2	MST 2020 CHARITABLE LEAD ANNUITY TRUST 10510 NORTHUP WAY SUITE 300 KIRKLAND, WA98033	\$ 539,218	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

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

Schedule B (Form 990, 990-EZ, or 990-PF) (2017)

Name of organization RIVERSTYX FOUNDATION	Employer identification number 94-3373712
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Part III	Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ► \$ _____ Use duplicate copies of Part III if additional space is needed
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(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee