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EXTENDED TO NOVEMBER 15, 2019

Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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.

OMB No 1545-0052

2018

Open to Public Inspection

For calendar year 2018 or tax year beginning , and ending

Name of foundation

SPITZER FOUNDATION

A Employer identification number

91-1160605

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

~~14824 NE 95TH STREET~~ 4617 Forest Ave SE

B Telephone number

425-481-9030

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

~~REDMOND, WA 98052~~ Mercer Island, WA 98040

C If exemption application is pending, check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ 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: [X] 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) ▶$ 1,199,515.

J Accounting method: [X] 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))

	Line		(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			N/A	
	2	Check ▶ [X] if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	29,402.	29,402.		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	-25,000.			
	b	Gross sales price for all assets on line 6a				
	7	Capital gain net income (from Part IV, line 2)		0.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss)				
	11	Other income	-1,221.	0.		STATEMENT 1
	12	**Total.** Add lines 1 through 11	3,181.	29,402.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0.	0.		0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees STMT 2	1,170.	0.		0.
	c	Other professional fees				
	17	Interest				
	18	Taxes				
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	13,290.	0.		0.
	22	Printing and publications				
	23	Other expenses STMT 3	1,370.	0.		0.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	15,830.	0.		0.
	25	Contributions, gifts, grants paid	76,674.			76,674.
	26	**Total expenses and disbursements** Add lines 24 and 25	92,504.	0.		76,674.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	-89,323.			
	b	**Net investment income** (if negative, enter -0-)		29,402.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	119,495.	42,543.	42,543.
	2 Savings and temporary cash investments	15,900.	15,900.	15,900.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable STMT 4 ▶ 1,596,175.			
	Less: allowance for doubtful accounts ▶ 0.	1,546,598.	1,596,175.	1,596,175.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 5	50,328.	25,328.	65,888.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 6	-479,737.	-521,718.	-521,718.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 7)	727.	727.	727.
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	1,253,311.	1,158,955.	1,199,515.
Liabilities	17 Accounts payable and accrued expenses	5,033.		
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons	11,205.	11,205.	STATEMENT 8
	21 Mortgages and other notes payable	134,700.	134,700.	
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	150,938.	145,905.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here** ▶ [X] **and complete lines 24 through 26, and lines 30 and 31.**			
	24 Unrestricted	1,102,373.	1,013,050.	
	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			
	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**	1,102,373.	1,013,050.	
	31 **Total liabilities and net assets/fund balances**	1,253,311.	1,158,955.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,102,373.
2	Enter amount from Part I, line 27a	2	-89,323.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	1,013,050.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,013,050.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	508850 SH MICROPLANET		VARIOUS	VARIOUS
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			25,000.	-25,000.
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.

	(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				-25,000.
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 — -25,000.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 — 3 — N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation doesn't qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2017	95,337.	1,185,039.	.080451
2016	77,403.	1,103,981.	.070113
2015	85,525.	1,673,425.	.051108
2014	26,888.	1,580,416.	.017013
2013	100,804.	1,486,897.	.067795

		Line	Amount
2	**Total** of line 1, column (d)	2	.286480
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years	3	.057296
4	Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	1,147,179.
5	Multiply line 4 by line 3	5	65,729.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	294.
7	Add lines 5 and 6	7	66,023.
8	Enter qualifying distributions from Part XII, line 4	8	76,674.

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 ▶ [X] and enter 1% of Part I, line 27b	1	294.
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	294.
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	294.
6 Credits/Payments:		
a 2018 estimated tax payments and 2017 overpayment credited to 2018 — 6a 484.		
b Exempt foreign organizations - tax withheld at source — 6b 0.		
c Tax paid with application for extension of time to file (Form 8868) — 6c 0.		
d Backup withholding erroneously withheld — 6d 0.		
7 Total credits and payments. Add lines 6a through 6d	7	484.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	0.
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	190.
11 Enter the amount of line 10 to be: **Credited to 2019 estimated tax** ▶ 190. **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		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition	1b		X
If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		X
If "Yes," attach a detailed description of the activities.			
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		X
If "Yes," attach the statement required by *General Instruction T*			
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	7	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions. ▶ WA			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G*? If "No," attach explanation	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2018 or the tax year beginning in 2018? See the instructions for Part XIV. If "Yes," complete Part XIV	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
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		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		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ NONE

14 The books are in care of ▶ COLLEEN LAFLAM Telephone no. ▶425-481-9030

Located at ▶14824 NE 95TH STREET, REDMOND, WA ZIP+4 ▶98052

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 2018, 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		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.

			Yes	No
1a	During the year, did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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 N/A	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 2018?	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 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	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 ☐ No			
b	If "Yes," did it have excess business holdings in 2018 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 2018.)	3b		X
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 2018?	4b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

			Yes	No
5a During the year, did the foundation pay or incur any amount to:				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions	N/A	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? N/A	☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53.4945-5(d).				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
If "Yes" to 6b, file Form 8870.				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b		
8 Is the foundation subject to the section 4960 tax on payment(s) of more than $1,000,000 in remuneration or excess parachute payment(s) during the year?	☐ Yes ☒ No			

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

1 List all officers, directors, trustees, and foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 9		0.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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

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

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

Total number of others receiving over $50,000 for professional services ▶ 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 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 NONE	0.
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	65,888.
b	Average of monthly cash balances	1b	81,173.
c	Fair market value of all other assets	1c	1,017,588.
d	**Total** (add lines 1a, b, and c)	1d	1,164,649.
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	1,164,649.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	17,470.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,147,179.
6	**Minimum investment return.** Enter 5% of line 5	6	57,359.

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	57,359.
2a	Tax on investment income for 2018 from Part VI, line 5 — 2a 294.		
b	Income tax for 2018. (This does not include the tax from Part VI.) — 2b		
c	Add lines 2a and 2b	2c	294.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	57,065.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	57,065.
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	57,065.

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	76,674.
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	76,674.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	294.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	76,380.

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 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				57,065.
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only			0.	
b Total for prior years: _____, _____, _____		0.		
3 Excess distributions carryover, if any, to 2018:				
a From 2013 29,013.				
b From 2014				
c From 2015 3,462.				
d From 2016 23,496.				
e From 2017 36,477.				
f **Total** of lines 3a through e	92,448.			
4 Qualifying distributions for 2018 from Part XII, line 4: ▶ $ 76,674.				
a Applied to 2017, 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 2018 distributable amount				57,065.
e Remaining amount distributed out of corpus	19,609.			
5 Excess distributions carryover applied to 2018 (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	112,057.			
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 2017. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2018. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2019				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 2013 not applied on line 5 or line 7	29,013.			
9 **Excess distributions carryover to 2019.** Subtract lines 7 and 8 from line 6a	83,044.			
10 Analysis of line 9:				
a Excess from 2014				
b Excess from 2015 3,462.				
c Excess from 2016 23,496.				
d Excess from 2017 36,477.				
e Excess from 2018 19,609.				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2018, 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	Prior 3 years			
	(a) 2018	(b) 2017	(c) 2016	(d) 2015	(e) Total
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).)

NONE

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

NONE

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

Check here ▶ ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc., 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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
AABGU 1001 AVE OF THE AMERICANS, 19TH FLOOR NEW YORK, NY 10018	NONE	PC: 509(A)(1) OR (2)	FOR GENERAL OPERATIONS	2,000.
AMANDA WASHINGTON 23305 BOTHELL EVERETT HWY BOTHELL, WA 98021	NONE	PC: 509(A)(1) OR (2)	FOR GENERAL OPERATIONS	407.
AMERICAN CIVIL LIBERTIES UNION 901 5TH AVE #630 SEATTLE, WA 98164	NONE	PC: 509(A)(1) OR (2)	FOR GENERAL OPERATIONS	5,000.
ANTI DEFAMATION LEAGUE 605 THIRD AVE NEW YORK, NY 10158-3560	NONE	PC: 509(A)(1) OR (2)	FOR GENERAL OPERATIONS	3,000.
ASPCA 424 E 92ND STREET NEW YORK, NY 10128-6804	NONE	PC: 509(A)(1) OR (2)	FOR GENERAL OPERATIONS	1,200.
Total SEE CONTINUATION SHEET(S)			▶ 3a	76,674.
b Approved for future payment NONE				
Total			▶ 3b	0.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
BBYO 3801 EAST MERCER WAY MERCER ISLAND, WA 98040	NONE	PC: 509(A)(1) OR (2)	FOR GENERAL OPERATIONS	1,350.
BUDGET & POLICY 1402 3RD AVE STE 1215 SEATTLE, WA 98101	NONE	PC: 509(A)(1) OR (2)	FOR GENERAL OPERATIONS	500.
CAMP SOLOMON SCHECHTER 117 E LOUISA STE 110 SEATTLE, WA 98102	NONE	PC: 509(A)(1) OR (2)	FOR GENERAL OPERATIONS	1,000.
CHILDREN'S CENTER 350 S 400 E SALT LAKE CITY, UT 84111	NONE	PC: 509(A)(1) OR (2)	FOR GENERAL OPERATIONS	100.
COLUMBIA LAW 435 W 116TH STREET BOX A-2 NEW YORK, NY 10027	NONE	PC: 509(A)(1) OR (2)	FOR GENERAL OPERATIONS	1,000.
CONGREGATION BETH SHALOM 6800 35TH AVE NE SEATTLE, WA 98115	NONE	PC: 509(A)(1) OR (2)	FOR GENERAL OPERATIONS	5,928.
CROHNS & COLITIS FOUNDATION 386 PARK AVE S, 17TH FLOOR NEW YORK, NY 10016	NONE	PC: 509(A)(1) OR (2)	FOR GENERAL OPERATIONS	100.
DANA FARBER-JIMMY FUND 44 BINNEY STREET BOSTON, MA 02115	NONE	PC: 509(A)(1) OR (2)	FOR GENERAL OPERATIONS	262.
DONATION GIVE 501 ST JUDE PLACE MEMPHIS, TN 38105	NONE	PC: 509(A)(1) OR (2)	FOR GENERAL OPERATIONS	250.
EQUAL JUSTICE AMERICA 13540 EAST BOUNDARY RD, BLDG II MIDLOTHIAN, VA 23112	NONE	PC: 509(A)(1) OR (2)	FOR GENERAL OPERATIONS	200.
Total from continuation sheets				65,067.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
FARESTART 700 VIRGINA STREET SEATTLE, WA 98101	NONE	PC: 509(A)(1) OR (2)	FOR GENERAL OPERATIONS	500.
FOODLINE 1702 NE 150TH STREET SHORELINE, WA 98155	NONE	PC: 509(A)(1) OR (2)	FOR GENERAL OPERATIONS	100.
FRED HUTCHINSON 1100 FAIRVIEW AVE N SEATTLE, WA 98109	NONE	PC. 509(A)(1) OR (2)	FOR GENERAL OPERATIONS	100.
HILLEL INTERNATIONAL 800 8TH ST NW WASHINGTON, DC 20001	NONE	PC: 509(A)(1) OR (2)	FOR GENERAL OPERATIONS	2,680.
HOLOCAUST CENTER 2245 POST STREET SAN FRANCISCO, CA 94115	NONE	PC: 509(A)(1) OR (2)	FOR GENERAL OPERATIONS	250.
INTERNATIONAL FELLOWSHIP OF CHRISTIANS AND JEWS 30 N LASALLE ST STE 4300 CHICAGO, IL 60602	NONE	PC: 509(A)(1) OR (2)	FOR GENERAL OPERATIONS	474.
JEWISH FAMILY SERVICES 1601 6TH AVENUE SEATTLE, WA 98122	NONE	PC: 509(A)(1) OR (2)	FOR GENERAL OPERATIONS	1,500.
JEWISH FEDERATION 2031 THIRD AVENUE SEATTLE, WA 98121	NONE	PC: 509(A)(1) OR (2)	FOR GENERAL OPERATIONS	6,000.
JEWISH NATIONAL FUND 42 EAST 69TH ST NEW YORK, NY 10021	NONE	PC: 509(A)(1) OR (2)	FOR GENERAL OPERATIONS	1,000.
KIDS4PEACE 19141 STONE OAK PARKWAY #804 SAN ANTIONO, TX 78258	NONE	PC: 509(A)(1) OR (2)	FOR GENERAL OPERATIONS	100.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
KING COUNTY LIBRARY FOUNDATION 960 NEWPORT WAY NW ISSAQUAH, WA 98027-2702	NONE	PC: 509(A)(1) OR (2)	FOR GENERAL OPERATIONS	4,824.
KNKX FM 2601 4TH AVE STE 150 SEATTLE, WA 98121	NONE	PC: 509(A)(1) OR (2)	FOR GENERAL OPERATIONS	1,380.
LEGAL FOUNDATION 1325 4TH AVE STE 1335 SEATTLE, WA 98101	NONE	PC: 509(A)(1) OR (2)	FOR GENERAL OPERATIONS	3,500.
LIMMUDESATTLE 4616 25TH AVE NE PMB 216 SEATTLE, WA 98105	NONE	PC: 509(A)(1) OR (2)	FOR GENERAL OPERATIONS	1,000.
MASSACHUSETTS INSTITUTE FOR JUSTICE INC 901 N GLEVE ROAD STE 900 ARLINGTON, VA 22203	NONE	PC: 509(A)(1) OR (2)	FOR GENERAL OPERATIONS	250.
MDA SEATTLE 701 DEXTER AVE N #106 SEATTLE, WA 98109	NONE	PC: 509(A)(1) OR (2)	FOR GENERAL OPERATIONS	108.
MENACHEM MENDEL DAY SCHOOL 8420 DAYTON AVE NORTH SEATTLE, WA 98103	NONE	PC: 509(A)(1) OR (2)	FOR GENERAL OPERATIONS	1,500.
NETWORK FOR GOOD 1140 CONNECTICUT AVENUE NW, SUITE 700 WASHINGTON, DC 20036	NONE	PC: 509(A)(1) OR (2)	FOR GENERAL OPERATIONS	1,050.
PANIM HADASHOT 115 N 85TH ST STE 202 SEATTLE, WA 98101	NONE	PC: 509(A)(1) OR (2)	FOR GENERAL OPERATIONS	2,500.
PLANNED PARENTHOOD 2001 E MADISON STREET SEATTLE, WA 98122	NONE	PC: 509(A)(1) OR (2)	FOR GENERAL OPERATIONS	100.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
PROJECT EXTREME 335 CENTRAL AVENUE LAWRENCE, NY 11559	NONE	PC: 509(A)(1) OR (2)	FOR GENERAL OPERATIONS	525.
RAINIER ATHLETES 17245 SE 29TH CT BELLEVUE, WA 98008	NONE	PC: 509(A)(1) OR (2)	FOR GENERAL OPERATIONS	1,050.
SARAHS CIRCLE 4838 N SHERIDAN RD CHICAGO, IL 60640	NONE	PC: 509(A)(1) OR (2)	FOR GENERAL OPERATIONS	2,500.
SEATTLE ART MUSEUM 1331 118TH AVE SE #400 BELLEVUE, WA 98005	NONE	PC: 509(A)(1) OR (2)	FOR GENERAL OPERATIONS	641.
SEATTLE REPERTORY THEATER 155 MERCER ST SEATTLE, WA 98109	NONE	PC: 509(A)(1) OR (2)	FOR GENERAL OPERATIONS	1,200.
SEATTLE SHAKESPEARE COMPANY 305 W HARRISON ST SEATTLE, WA 98109	NONE	PC: 509(A)(1) OR (2)	FOR GENERAL OPERATIONS	100.
SEATTLE SYMPHONY PO BOX 21906 SEATTLE, WA 98111	NONE	PC: 509(A)(1) OR (2)	FOR GENERAL OPERATIONS	200.
STAND WITH US PO BOX 341069 LOS ANGELES, CA 98118	NONE	PC: 509(A)(1) OR (2)	FOR GENERAL OPERATIONS	500.
STANFORD UNIVERSITY 450 SERRA MALL STANFORD, CA 94305	NONE	PC: 509(A)(1) OR (2)	FOR GENERAL OPERATIONS	2,000.
STANLEY ANN DUNHAM SCHOLARSHIP FUND 7683 SE 27TH ST #102 MERCER ISLAND, WA 98040	NONE	PC: 509(A)(1) OR (2)	FOR GENERAL OPERATIONS	1,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
STAPLES HIGH SCHOOL PO BOX 5159 WESTPOST, CT 06881	NONE	PC: 509(A)(1) OR (2)	FOR GENERAL OPERATIONS	250.
STROUM JEWISH COMMUNITY CENTER 3801 EAST MERCER WAY MERCER ISLAND, WA 98040	NONE	PC: 509(A)(1) OR (2)	FOR GENERAL OPERATIONS	1,800.
SWEDISH MEDICAL 1101 MADISON STREET STE 700 SEATTLE, WA 98104	NONE	PC: 509(A)(1) OR (2)	FOR GENERAL OPERATIONS	100.
THE FRIENDSHIP CIRCLE 2737 77TH AVENUE SE MERCER ISLAND, WA 98040	NONE	PC: 509(A)(1) OR (2)	FOR GENERAL OPERATIONS	1,000.
THE SINO-JUDAIC INSTITUTE 1252 WEST COLLEGE AVENUE JACKSONVILLE, IL 62650	NONE	PC: 509(A)(1) OR (2)	FOR GENERAL OPERATIONS	250.
THE TREVOR PROJECT PO BOX 69232 WEST HOLLYWOOD, CA 90069	NONE	PC: 509(A)(1) OR (2)	FOR GENERAL OPERATIONS	50.
UNITED WAY OF KING COUNTY 720 2ND AVE SEATTLE, WA 98104	NONE	PC: 509(A)(1) OR (2)	FOR GENERAL OPERATIONS	10,000.
UW KUOW FUND 4518 UNIVERSITY WAY NE, SUITE 310 SEATTLE, WA 98105	NONE	PC. 509(A)(1) OR (2)	FOR GENERAL OPERATIONS	1,200.
WASHINGTON APPLE SEED 1111 3RD AVE SEATTLE, WA 98101	NONE	PC: 509(A)(1) OR (2)	FOR GENERAL OPERATIONS	200.
WASHINGTON COUNTY ENVIRONMENTAL CENTER 4039 COTTAGE GROVE DRIVE WOODBURY, MN 55129	NONE	PC: 509(A)(1) OR (2)	FOR GENERAL OPERATIONS	280.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
WASHINGTON WILD 305 N 83RD ST #4217 SEATTLE, WA 98103	NONE	PC: 509(A)(1) OR (2)	FOR GENERAL OPERATIONS	75.
WAYOUT LGBTO 2255 BUSH STREET SAN FRANCISCO, CA 94115	NONE	PC: 509(A)(1) OR (2)	FOR GENERAL OPERATIONS	540.
Total from continuation sheets				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	29,402.	
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	531390	-25,000.			
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a AIRPORT PARKING, LLC	531390	-1,221.			
b ICAHN ENTERPRISES LP	531390	0.			
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		-26,221.		29,402.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) ... 13 3,181.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
	NONE
	NONE

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Signature of officer or trustee: Robert B. Spitzer Date: 11-15-19 Title: PRESIDENT

May the IRS discuss this return with the preparer shown below? See instr ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
DENNIS B. GOLDSTEIN		11/5/19		P00172541

Firm's name ▶ DENNIS B. GOLDSTEIN & ASSOCIATES, PS — Firm's EIN ▶ 91-1051265

Firm's address ▶ 12715 BEL-RED ROAD, SUITE 120, BELLEVUE, WA 98005 — Phone no. 425-455-0430

FORM 990-PF	OTHER INCOME	STATEMENT 1

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
AIRPORT PARKING, LLC	-1,221.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-1,221.	0.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	1,170.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	1,170.	0.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MISCELLANEOUS	1,370.	0.		0.
TO FORM 990-PF, PG 1, LN 23	1,370.	0.		0.

FORM 990-PF OTHER NOTES AND LOANS REPORTED SEPARATELY STATEMENT 4

BORROWER'S NAME	TERMS OF REPAYMENT	INTEREST RATE
SOUTH 200TH STREET STATION LOAN	INTEREST ONLY	6.50%

DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION
08/01/00	07/31/28	606,091.	NONE	0.

SECURITY PROVIDED BY BORROWER	PURPOSE OF LOAN
SECURED BY PURCHASED LAND - DT	TO PURCHASE PARKING LOT

RELATIONSHIP OF BORROWER	BALANCE DUE	DOUBTFUL ACCT ALLOWANCE	FMV OF LOAN
NONE	1,096,175.	0.	0.

BORROWER'S NAME	TERMS OF REPAYMENT	INTEREST RATE
BREMERTON RM, LLC	INTEREST ONLY	6.50%

DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION
08/01/18	07/31/38	500,000.	NONE	0.

SECURITY PROVIDED BY BORROWER	PURPOSE OF LOAN
SECURED BY PURCHASED LAND	REAL ESTATE DEVELOPMENT

RELATIONSHIP OF BORROWER	BALANCE DUE	DOUBTFUL ACCT ALLOWANCE	FMV OF LOAN
NONE	500,000.	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 7	1,596,175.	0.	0.

FORM 990-PF CORPORATE STOCK STATEMENT 5

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
23,000 SHS ELEPHANT TALK COMMUNICATIONS	25,328.	65,888.
TOTAL TO FORM 990-PF, PART II, LINE 10B	25,328.	65,888.

FORM 990-PF OTHER INVESTMENTS STATEMENT 6

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ICAHN ENTERPRISES LP	COST	307.	307.
AIRPORT PARKING LLC	COST	-572,025.	-572,025.
AFFORDABLE HEALTHCARE ORGANIZATION	COST	50,000.	50,000.
TOTAL TO FORM 990-PF, PART II, LINE 13		-521,718.	-521,718.

FORM 990-PF OTHER ASSETS STATEMENT 7

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ICAHN DISTRIBUTION RECEIVABLE	727.	727.	727.
TO FORM 990-PF, PART II, LINE 15	727.	727.	727.

FORM 990-PF LOANS PAYABLE TO OFFICERS, DIRECTORS, ETC. STATEMENT 8

LENDER'S NAME AND TITLE

THE ESTATE OF JACK SPITZER

DATE OF NOTE	MATURITY DATE	INTEREST RATE	TERMS OF REPAYMENT
01/01/02	12/31/02	.00%	REVOLVING

SECURITY PROVIDED BY BORROWER	PURPOSE OF LOAN
NONE	TO FUND OPERATIONS

DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION	ORIGINAL LOAN AMOUNT	BALANCE DUE
NONE	0.	40,000.	6,055.

LENDER'S NAME AND TITLE

ROBERT SPITZER, PRESIDENT

DATE OF NOTE	MATURITY DATE	INTEREST RATE	TERMS OF REPAYMENT
01/01/14	12/31/14	.00%	REVOLVING

SECURITY PROVIDED BY BORROWER	PURPOSE OF LOAN
NONE	TO FUND OPERATIONS

DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION	ORIGINAL LOAN AMOUNT	BALANCE DUE
NONE	0.	5,150.	5,150.

TOTAL TO FORM 990-PF, PART II, LINE 20, COLUMN B	11,205.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 9

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ROBERT SPITZER 14824 NE 95TH STREET REDMOND, WA 98052	PRESIDENT 2.00	0.	0.	0.
KATHLEEN SPITZER 14824 NE 95TH STREET REDMOND, WA 98052	SECRETARY 2.00	0.	0.	0.
SAMARA I SPITZER 14824 NE 95TH STREET REDMOND, WA 98052	DIRECTOR 2.00	0.	0.	0.
PHILIP N SPITZER 14824 NE 95TH STREET REDMOND, WA 98052	DIRECTOR 2.00	0.	0.	0.
HARRY A SPITZER 14824 NE 95TH STREET REDMOND, WA 98052	DIRECTOR 2.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.