Extended to November 15, 2019 29491327100049

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: Kelly Foundation of Washington

A Employer identification number: 91-1620836

Number and street (or P O box number if mail is not delivered to street address): 1311 Colchester Dr SE | Room/suite

B Telephone number: (253) 381-1311

City or town, state or province, country, and ZIP or foreign postal code: Port Orchard, WA 98366

C If exemption application is pending, check here ▶ ☐ 6

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 04

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) ▶$ 3,880,958.

J Accounting method: ☐ Cash [X] 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).)

3/4

		(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	1,432.	1,432.		Statement 1
	4 Dividends and interest from securities	139,943.	139,943.		Statement 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	19,972.			
	b Gross sales price for all assets on line 6a 132,056.				
	7 Capital gain net income (from Part IV, line 2)		19,972.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 Total. Add lines 1 through 11	161,347.	161,347.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages	25,541.	0.		25,541.
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees Stmt 3	8,175.	0.		8,175.
	c Other professional fees				
	17 Interest				
	18 Taxes Stmt 4	6,330.	872.		2,207.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses Stmt 5	6,894.	176.		6,718.
	24 Total operating and administrative expenses Add lines 13 through 23	46,940.	1,048.		42,641.
	25 Contributions, gifts, grants paid	144,500.			144,500.
	26 Total expenses and disbursements Add lines 24 and 25	191,440.	1,048.		187,141.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<30,093.>			
	b Net investment income (if negative, enter -0-)		160,299.		
	c Adjusted net income (if negative, enter -0-)			N/A	

RECEIVED NOV 21 2019 OGDEN, UT 0328 IRS-OSC

823501 12-11-18 LHA For Paperwork Reduction Act Notice, see instructions Form **990-PF** (2018)

14211101 758743 FCOK0735 2018.04030 Kelly Foundation of Washing FCOK0731 928

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	36,860.	43,672.	43,672.
	2 Savings and temporary cash investments	452,377.	87,170.	87,170.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S. and state government obligations			
	b Investments - corporate stock Stmt 6	2,211,589.	2,397,164.	3,327,600.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other Stmt 7	295,959.	435,620.	420,055.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ Statement 8)	1,667.	2,461.	2,461.
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	2,998,452.	2,966,087.	3,880,958.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ Statement 9)	2,170.	170.	
	23 **Total liabilities** (add lines 17 through 22)	2,170.	170.	
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	2,996,282.	2,965,917.	
	30 **Total net assets or fund balances**	2,996,282.	2,965,917.	
	31 **Total liabilities and net assets/fund balances**	2,998,452.	2,966,087.	

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	2,996,282.
2 Enter amount from Part I, line 27a	2	<30,093.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	2,966,189.
5 Decreases not included in line 2 (itemize) ▶ Adjustment to basis of securities	5	272.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,965,917.

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	RBC Wealth Management	P		12/31/18
b	Capital Gains Dividends			
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	113,341.		112,084.	1,257.
b	18,715.			18,715.
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				1,257.
b				18,715.
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** 19,972.

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	173,313.	3,876,352.	.044710
2016	177,171.	3,451,629.	.051330
2015	195,354.	3,649,259.	.053533
2014	180,606.	3,981,362.	.045363
2013	146,238.	3,679,007.	.039749

2	**Total** of line 1, column (d)	2	.234685
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	.046937
4	Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	4,221,510.
5	Multiply line 4 by line 3	5	198,145.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,603.
7	Add lines 5 and 6	7	199,748.
8	Enter qualifying distributions from Part XII, line 4	8	187,141.

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	3,206.
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	3,206.
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	3,206.
6 Credits/Payments:		
a 2018 estimated tax payments and 2017 overpayment credited to 2018 — 6a: 4,000.		
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	4,000.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	21.
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	773.
11 Enter the amount of line 10 to be: **Credited to 2019 estimated tax** ▶ 773. **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? If "Yes," attach a detailed description of the activities.	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	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? If "Yes," attach the statement required by *General Instruction T*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	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

2

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 ▶ N/A

14 The books are in care of ▶ Roger Ottenbach Telephone no. ▶ (253) 381-1311

Located at ▶ 1311 Colchester Dr SE, Port Orchard, WA ZIP+4 ▶ 98366

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.)	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 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		5b		X
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 10		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 N/A	
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	3,756,724.
b	Average of monthly cash balances		1b	529,073.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	4,285,797.
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	4,285,797.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	64,287.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	4,221,510.
6	**Minimum investment return** Enter 5% of line 5		6	211,076.

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	211,076.
2a	Tax on investment income for 2018 from Part VI, line 5	2a 3,206.		
b	Income tax for 2018. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	3,206.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	207,870.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	207,870.
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	207,870.

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	187,141.
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	187,141.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions**. Subtract line 5 from line 4	6	187,141.

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				207,870.
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only			146,324.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2018:				
a From 2013				
b From 2014				
c From 2015				
d From 2016				
e From 2017				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2018 from Part XII, line 4. ▶ $ 187,141.				
a Applied to 2017, but not more than line 2a			146,324.	
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				40,817.
e Remaining amount distributed out of corpus	0.			
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	0.			
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				167,053.
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	0.			
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2014				
b Excess from 2015				
c Excess from 2016				
d Excess from 2017				
e Excess from 2018				

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:

See Statement 11

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*				
Olivia Benner 3637 Woodlake Road Bellingham, WA 98226	None	Individual	Scholarship	2,500.
Destiny Cannady 17807 2nd Avenue Ct E Spanaway, WA 98387	None	Individual	Scholarship	2,500.
Kiara Dailer 15433 75th Place W Edmonds, WA 98026	None	Individual	Scholarship	2,500.
Dawson Dang 3375 Ocean Beach Highway Longview, WA 98632	None	Individual	Scholarship	2,500.
Elise Dibble 162 Foster Lane Selah, WA 98942	None	Individual	Scholarship	2,500.
Total See continuation sheet(s)			▶ 3a	144,500.
b *Approved for future payment* None				
Total			▶ 3b	0.

823611 12-11-18 ** See Purpose of Grant continuations

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
Thong Dinh 411 164th Ave SE Bellevue, WA 98008	None	Individual	Scholarship	2,500.
Morgan Greene 5520 N 43rd Street Tacoma, WA 98407	None	Individual	Scholarship	2,500.
Lucas Gueller 116 Vineyard Lane Chelan, WA 98816	None	Individual	Scholarship	2,500.
Willem Hoogendam 23798 Copper River court Mount Vernon, WA 98274	None	Individual	Scholarship	2,500.
Sang Woo Whang 12601 SE 30th St #3 Bellevue, WA 98005	None	Individual	Scholarship	2,500.
Tyler Kert 62 Mountainside Drive Cashmere, WA 98815	None	Individual	Scholarship	2,500.
Veenadhar I Kollipara 1930 154th Ave NE #B-214 Bellevue, WA 98007	none	individual	Scholarship	2,500.
Hannah Lee 230 Thors Road Joyce, WA 98343	None	Individual	Scholarship	2,500.
Bryan Lopez 406 S 81st Avenue #2 Yakima, WA 98908	None	Individual	Scholarship	2,500.
Rayan Mousa 940 N Heatherwood W Tacoma, WA 98406	None	Individual	Scholarship	2,500.
Total from continuation sheets				132,000.

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
Alex Nelson 17164 Zoya Dr Mount Vernon, WA 98274	None	Individual	Scholarship	2,500.
Mikhaela Nelson 418 N 10th Street Elma, WA 98541	None	Individual	Scholarship	2,500.
Nathan Ness 4931 9th Avenue W Everett, WA 98203	None	Individual	Scholarship	2,500.
Nghia Nguyen 1311 S 239th Place Des Moines, WA 98198	None	Individual	Scholarship	2,500.
Kevin Nolasco 5160 Hazel Lane Blaine, WA 98230	None	Individual	Scholarship	2,500.
Lina Park 12027 122nd Ave E Puyallup, WA 98374	None	Individual	Scholarship	2,500.
Liam Patrick 2113 Meadows Lane Anacortes, WA 98221	None	Individual	Scholarship	2,500.
Ryen Rosas 348 E Dewberry Ave Omak, WA 98841	None	Individual	Scholarship	2,500.
Reilly Schoening 6223 Pine Flats Loop Cashmere, WA 98815	None	Individual	Scholarship	2,500.
Gretchen Schowalter 3928 N 30th Street Tacoma, WA 98407	None	Individual	Scholarship	2,500.
Total from continuation sheets				

823631
04-01-18

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
Madison Senger 862 Harrison Ave Blaine, WA 98230	None	Individual	Scholarship	2,500.
Madeline Sloan 2714 Lakeridge Lane Bellingham, WA 98226	None	Individual	Scholarship	2,500.
Madalyn Stewart 2737 53rd Ave SW Seattle, WA 98116	None	Individual	Scholarship	2,500.
Joseph Strecker 220 Loop Avenue Manson, WA 98831	None	Individual	Scholarship	2,500.
Melissa Tran 3028 Field Street Longview, WA 98632	None	Individual	Scholarship	2,500.
Arianna Tunstall-McKinney 8035 East C Street Tacoma, WA 98404	None	Individual	Scholarship	2,500.
Hannah Waterman 6726 La Bello Drive Lynden, WA 98264	None	Individual	Scholarship	2,500.
Nebee Yohannes 902 151st Street SW Lynnwood, WA 98087	None	Individual	Scholarship	2,500.
Austen Everett Foundation 500 Yale Avenue N Seattle, WA 98109	None	Public charities	f Events in the Seattle community for young children battling cancer and their	5,000.
Girls on the Run of Puget Sound 1404 E Yesler Way #201 Seattle, WA 98122	None	Public charities	Support new site relationships and scholarships at three Title 1 host schools in South King County,	4,000.
Total from continuation sheets				

823631
04-01-18

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
Hunger Intervention Program 3841 NE 123rd Street Seattle, WA 98125	None	Public charities	Healthy HIP Packs Program for the 2018-19 school year. These Packs provide nutritious meals to	15,000.
King Co Sheriff's Office Foundation - PAL Boxing 5020 142nd Street SW Edmonds, WA 98026	None	Public charities	White Center PAL Boxing program, working with at-risk, low income youth. Grant money will help	5,000.
Mary Bridge Children's Foundation P O Box 5296 Tacoma, WA 98415	None	Public charities	Healthcare Careers Academy, providing equitable access to medical careers for Tacoma students.	5,000.
Mother Mentors of Whidbey Island P O Box 92 Langley, WA 98125	None	Public charities	Playscape Play and Learn program at three locations on Whidbey Island.	4,000.
North Helpline 12736 33rd Avenue NE Seattle, WA 98125	None	Public charities	Emergency Services program, working to assist neighbors in need of money to keep their housing, keep	10,000.
Olympia Symphony Orchestra 3400 Capitol Blvd SE #203 Olympia, WA 98501	None	Public charities	5 subscription concerts and 1 free concert for the South Sound.	2,000.
Pacific Northwest Ballet - DanceChance 3400 Capitol Blvd SE Seattle, WA 98109	None	Public charities	Dance Chance Program, providing access for low-income students, students of color and students with no prior	2,000.
Puget Sound Maritime Historical Society P O Box 81142 Seattle, WA 98108	None	Public charities	By providing broad public access to the martime heritage digitized collections. Grant money would fund	5,000.
Symphony Tacoma 901 Broadway #600 Tacoma, WA 98402	None	Public charities	Mini Maestros 4-concert public series, making them accessible to diverse crowds.	5,000.
Total from continuation sheets				

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

Name of Recipient - Austen Everett Foundation

f

Events in the Seattle community for young children battling cancer and their families.

Name of Recipient - Girls on the Run of Puget Sound

Support new site relationships and scholarships at three Title 1 host schools in South King County, in order to ensure quality programming and accessibility for all girls in the program.

Name of Recipient - Hunger Intervention Program

Healthy HIP Packs Program for the 2018-19 school year. These Packs provide nutritious meals to children from struggling families when school is not in session.

Name of Recipient - King Co Sheriff's Office Foundation - PAL Boxing

White Center PAL Boxing program, working with at-risk, low income youth. Grant money will help with costs associated with boxing matches and tournaments.

Name of Recipient - North Helpline

Emergency Services program, working to assist neighbors in need of money to keep their housing, keep utilities on and other basic household items.

Name of Recipient - Pacific Northwest Ballet - DanceChance

Dance Chance Program, providing access for low-income students, students of color and students with no prior exposure to the world of

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

dance.

Name of Recipient - Puget Sound Maritime Historical Society

By providing broad public access to the martime heritage digitized collections. Grant money would fund a project-specific staff position for Phase 1 of the digitizing project.

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			14	1,432.	
4 Dividends and interest from securities			14	139,943.	
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	19,972.	
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.		161,347.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 161,347.

(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).
	Providing funds for the accomplishment of the foundation's purposes

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: [signature] Date: 11-5-2019 Title: Secretary/Treasurer

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
Gwynne Glavicic, CPA	[signature]	11/01/19		P00170831

Firm's name ▶ Frost & Company, PLLC — Firm's EIN ▶ 27-5137616

Firm's address ▶ 2412 North 30th St. Suite 201, Tacoma, WA 98407 — Phone no. (253) 272-1555

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

Source	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
RBC Wealth Management	1,432.	1,432.	
Total to Part I, line 3	1,432.	1,432.	

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
RBC JP Morgan China	10,540.	10,540.	0.	0.	
RBC LT capital gain distributions	8,175.	8,175.	0.	0.	
RBC ST capital gain distributions	1,771.	0.	1,771.	1,771.	
RBC Wealth Management	138,172.	0.	138,172.	138,172.	
To Part I, line 4	158,658.	18,715.	139,943.	139,943.	

Form 990-PF Accounting Fees Statement 3

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Accounting fees	8,175.	0.		8,175.
To Form 990-PF, Pg 1, ln 16b	8,175.	0.		8,175.

Form 990-PF	Taxes	Statement 4

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Foreign taxes	872.	872.		0.
Payroll taxes	2,207.	0.		2,207.
Federal excise tax on investment income	3,251.	0.		0.
To Form 990-PF, Pg 1, ln 18	6,330.	872.		2,207.

Form 990-PF	Other Expenses	Statement 5

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Scholarship Expenses	1,160.	0.		1,160.
Telephone	1,131.	0.		1,131.
Storage	560.	0.		560.
Supplies	107.	0.		107.
Advisor fees	176.	176.		0.
Board Insurance	3,510.	0.		3,510.
Web Design	250.	0.		250.
To Form 990-PF, Pg 1, ln 23	6,894.	176.		6,718.

Form 990-PF	Corporate Stock	Statement 6

Description	Book Value	Fair Market Value
RBC - US Equities - see attached	1,602,291.	2,462,201.
RBC - International Equities - see attached	794,873.	865,399.
Total to Form 990-PF, Part II, line 10b	2,397,164.	3,327,600.

Form 990-PF	Other Investments		Statement 7
Description	Valuation Method	Book Value	Fair Market Value
RBC - Mixed Assets - see attached	COST	324,964.	310,755.
RBC - Other Assets	COST	110,656.	109,300.
Total to Form 990-PF, Part II, line 13		435,620.	420,055.

Form 990-PF	Other Assets		Statement 8
Description	Beginning of Yr Book Value	End of Year Book Value	Fair Market Value
Contribution Refund Receivable	1,667.	1,667.	1,667.
Prepaid Federal Excise Tax	0.	794.	794.
To Form 990-PF, Part II, line 15	1,667.	2,461.	2,461.

Form 990-PF	Other Liabilities	Statement 9
Description	BOY Amount	EOY Amount
Payroll taxes payable	211.	170.
Federal Taxes Payable	1,959.	0.
Total to Form 990-PF, Part II, line 22	2,170.	170.

Form 990-PF Part VIII - List of Officers, Directors Trustees and Foundation Managers Statement 10

Name and Address	Title and Avrg Hrs/Wk	Compen-sation	Employee Ben Plan Contrib	Expense Account
Christopher R. Kelly 1311 Colchester Dr. S.E. Port Orchard, WA 98366	President 1.00	0.	0.	0.
Roger C. Ottenbach 1311 Colchester Dr. S.E. Port Orchard, WA 98366	First VP/Secretary/Treasur 1.00	0.	0.	0.
Greg Obata 1311 Colchester Dr. S.E. Port Orchard, WA 98366	Trustee 1.00	0.	0.	0.
Mika Ventrella 1311 Colchester Dr. S.E. Port Orchard, WA 98366	Trustee 1.00	0.	0.	0.
Vincent Driano 1311 Colchester Dr. S.E. Port Orchard, WA 98366	Trustee 1.00	0.	0.	0.
Totals included on 990-PF, Page 6, Part VIII		0.	0.	0.

Form 990-PF Grant Application Submission Information Statement 11
Part XV, Lines 2a through 2d

Name and Address of Person to Whom Applications Should be Submitted

Mary Low
PO Box 19208
Seattle, WA 98109

Telephone Number	Name of Grant Program
206-706-8486	Ewing C. Kelly Scholarship

Email Address

maryclarelow@hotmail.com

Form and Content of Applications

Submit all applications with official high school transctipt, ACT and/or SAT scores, financial assessment form, personal statement and three letters of reference, by mail.

Any Submission Deadlines

March 10

Restrictions and Limitations on Awards

Must be accepted or have an application pending at an accredited institution of higher learning, public or private, including community colleges and must be a senior level student at a public or private high school; senior level in high school; ACT score of 20 and/or SAT score of 1030; must be a U.S. citizen or have a green card.