

For calendar year 2019, or tax year beginning 01-01-2019, and ending 12-31-2019

Name of foundation RICHARD AND FRANCINE LOEB FAMILY FOUNDATION		A Employer identification number 20-0334683	
% FOUNDATION MANAGEMENT GRP LL			
Number and street (or P.O. box number if mail is not delivered to street address) 1000 SECOND AVENUE 34TH FLOOR	Room/suite	B Telephone number (see instructions) (206) 677-0300	
City or town, state or province, country, and ZIP or foreign postal code SEATTLE, WA 981041022		C If exemption application is pending, check here ▶ <input type="checkbox"/>	
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here..... ▶ <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ... ▶ <input type="checkbox"/>	
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 10,664,139	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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 ▶ <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	762,407			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	4	4	0	
	4 Dividends and interest from securities . . .	224,680	224,680	0	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	197,884			
	b Gross sales price for all assets on line 6a 819,317				
	7 Capital gain net income (from Part IV, line 2) . . .		197,884		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less: Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	1,184,975	422,568	0	
	13 Compensation of officers, directors, trustees, etc.	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	1,440	0	0	1,440
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	39,255	35,255	0	4,000
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	3,873			
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	55	0	0	55
	24 Total operating and administrative expenses. Add lines 13 through 23	44,623	35,255	0	5,495
	25 Contributions, gifts, grants paid	623,199			424,199
	26 Total expenses and disbursements. Add lines 24 and 25	667,822	35,255	0	429,694
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	517,153			
	b Net investment income (if negative, enter -0-)		387,313		
				0	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	180,538	129,094	129,094
	3 Accounts receivable ▶ _____ Less: allowance for doubtful accounts ▶ _____			
	4 Pledges receivable ▶ _____ Less: allowance for doubtful accounts ▶ _____			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ _____ Less: allowance for doubtful accounts ▶ _____			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	4,562	2,080	2,080
	10a Investments—U.S. and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	5,543,623	8,148,724	8,148,724
	c Investments—corporate bonds (attach schedule)	948,098	1,470,104	1,470,104
	11 Investments—land, buildings, and equipment: basis ▶ _____ Less: accumulated depreciation (attach schedule) ▶ _____			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	1,356,054	914,137	914,137
	14 Land, buildings, and equipment: basis ▶ _____ Less: accumulated depreciation (attach schedule) ▶ _____			
15 Other assets (describe ▶ _____)	0	0	0	
16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	8,032,875	10,664,139	10,664,139	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable		199,000	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶ _____)		3,873	
	23 Total liabilities (add lines 17 through 22)	0	202,873	
Net Assets or Fund Balances	Foundations that follow FASB ASC 958, check here ▶ <input type="checkbox"/> and complete lines 24, 25, 29 and 30.			
	24 Net assets without donor restrictions			
	25 Net assets with donor restrictions			
	Foundations that do not follow FASB ASC 958, check here ▶ <input checked="" type="checkbox"/> and complete lines 26 through 30.			
	26 Capital stock, trust principal, or current funds			
	27 Paid-in or capital surplus, or land, bldg., and equipment fund			
	28 Retained earnings, accumulated income, endowment, or other funds	8,032,875	10,461,266	
	29 Total net assets or fund balances (see instructions)	8,032,875	10,461,266	
30 Total liabilities and net assets/fund balances (see instructions) .	8,032,875	10,664,139		

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 29 (must agree with end-of-year figure reported on prior year's return)	1	8,032,875
2 Enter amount from Part I, line 27a	2	517,153
3 Other increases not included in line 2 (itemize) ▶ _____	3	1,911,238
4 Add lines 1, 2, and 3	4	10,461,266
5 Decreases not included in line 2 (itemize) ▶ _____	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 29 .	6	10,461,266

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1 a PUBLICLY TRADED SECURITIES LONG TERM SALES	P		
b PUBLICLY TRADED SECURITIES SHORT TERM SALES	P		
c PUBLICLY TRADED SECURITIES LONG TERM SALES	P		
d CAPITAL GAIN DIVIDENDS	P		
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 290,601		184,483	106,118
b 22,821		22,069	752
c 481,317		414,881	66,436
d			24,578
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col.(h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			106,118
b			752
c			66,436
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	197,884
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	{		}	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐

Yes

☒

No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2018	308,992	8,078,119	0.03825
2017	209,300	7,162,811	0.02922
2016	164,568	5,739,968	0.028671
2015	292,877	5,936,602	0.049334
2014	233,025	6,077,745	0.038341




2 Total of line 1, column (d)	2	0.183816
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	0.036763
4 Enter the net value of noncharitable-use assets for 2019 from Part X, line 5	4	9,331,456
5 Multiply line 4 by line 3	5	343,052
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,873
7 Add lines 5 and 6	7	346,925
8 Enter qualifying distributions from Part XII, line 4	8	429,694

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 <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	3,873
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	
3	Add lines 1 and 2.	3	3,873
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	3,873
6	Credits/Payments:		
a	2019 estimated tax payments and 2018 overpayment credited to 2019	6a	2,080
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	6,000
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d.	7	8,080
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached.	8	
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	4,207
11	Enter the amount of line 10 to be: Credited to 2020 estimated tax ▶ 3,880 Refunded ▶	11	327

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? 	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? (see Instructions for definition). <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ _____ (2) On foundation managers. ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2	No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i> 	3	Yes
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i> 	5	No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ WA _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation .</i>	8b	Yes
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2019 or the taxable year beginning in 2019? See the instructions for Part XIV. <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10	No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions.	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	Yes	
14	The books are in care of ► <u>FOUNDATION MANAGEMENT GRP LLC</u> Telephone no. ► <u>(206) 667-0300</u>			

Located at ► 1000 SECOND AVENUE 34TH FLOOR SEATTLE WAZIP+4 ► 98104

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —check here ► <input type="checkbox"/>			
	and enter the amount of tax-exempt interest received or accrued during the year ► 15			
16	At any time during calendar year 2019, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 <input type="checkbox"/>	1b	
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 2019?	1c	No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2019, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2019? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.)	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2019 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 2019.)	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2019?	4b	No

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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2)	Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions.	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5)	Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions		5b
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? If "Yes," attach the statement required by Regulations section 53.4945–5(d).	<input type="checkbox"/> Yes <input type="checkbox"/> No	
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870.		6b No
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes", did the foundation receive any proceeds or have any net income attributable to the transaction?		7b
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 during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

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

1 List all officers, directors, trustees, foundation managers and their compensation. See instructions				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
RICHARD LOEB 1000 SECOND AVENUE 34TH FLOOR SEATTLE, WA 981041022	PRESIDENT/TREASURER 2.0	0	0	0
FRANCINE LOEB 1000 SECOND AVENUE 34TH FLOOR SEATTLE, WA 981041022	VICE PRESIDENT 2.0	0	0	0
DANIEL ASHER 1000 SECOND AVENUE 34TH FLOOR SEATTLE, WA 981041022	SECRETARY 2.0	0	0	0
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Total number of other employees paid over \$50,000.				

Part VIII

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Total number of others receiving over \$50,000 for professional services.		

Part IX-A
Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 NONE	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities.	1a	9,225,228
b	Average of monthly cash balances.	1b	248,331
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	9,473,559
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	9,473,559
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	142,103
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,331,456
6	Minimum investment return. Enter 5% of line 5.	6	466,573

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	466,573
2a	Tax on investment income for 2019 from Part VI, line 5.	2a	3,873
b	Income tax for 2019. (This does not include the tax from Part VI.).	2b	
c	Add lines 2a and 2b.	2c	3,873
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	462,700
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	462,700
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	462,700

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	429,694
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	0
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	429,694
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b. See instructions.	5	3,873
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	425,821

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 2018	(c) 2018	(d) 2019
1 Distributable amount for 2019 from Part XI, line 7				462,700
2 Undistributed income, if any, as of the end of 2019:				
a Enter amount for 2018 only.			352,910	
b Total for prior years: 2017, 2016, 2015		0		
3 Excess distributions carryover, if any, to 2019:				
a From 2014.				
b From 2015.				
c From 2016.				
d From 2017.				
e From 2018.				0
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2019 from Part XII, line 4: ▶ \$ 429,694				
a Applied to 2018, but not more than line 2a			352,910	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2019 distributable amount.				76,784
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2019. (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:	0			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b. Taxable amount—see instructions.		0		
e Undistributed income for 2018. Subtract line 4a from line 2a. Taxable amount—see instructions.				
f Undistributed income for 2019. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2020.				385,916
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).				
8 Excess distributions carryover from 2014 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2020. Subtract lines 7 and 8 from line 6a.	0			
10 Analysis of line 9:				
a Excess from 2015.				
b Excess from 2016.				
c Excess from 2017.				
d Excess from 2018.				
e Excess from 2019.	0			

Part XIV

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2019, enter the date of the ruling.

b Check box to indicate whether the organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
		(a) 2019	(b) 2018	(c) 2017	(d) 2016	
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

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).)
 RICHARD AND FRANCINE LOEB

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. See instructions

a The name, address, and telephone number or email address of the person to whom applications should be addressed:

b The form in which applications should be submitted and information and materials they should include:

c Any submission deadlines:

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

Part XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient 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 <i>Paid during the year</i> See Additional Data Table				
Total ▶ 3a				424,199
b <i>Approved for future payment</i> HWZOA 140 Lakeside Ave A36 SEATTLE, WA 98122	NONE	PC	To provide support to the Hadassah hospital Ein Kerem	24,000
Seattle Children's Hospital & Research M/S S-200 PO Box 5371 SEATTLE, WA 98145	NONE	PC	To provide support to Childhood Communications Center	175,000
Total ▶ 3b				199,000

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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	4	
4 Dividends and interest from securities. . . .			14	224,680	
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	197,884	
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). . .				422,568	
13 Total. Add line 12, columns (b), (d), and (e). (See worksheet in line 13 instructions to verify calculations.)			13		422,568

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

[illegible]

Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of:				
(1) Cash.		1a(1)		No
(2) Other assets.		1a(2)		No
b Other transactions:				
(1) Sales of assets to a noncharitable exempt organization.		1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.		1b(2)		No
(3) Rental of facilities, equipment, or other assets.		1b(3)		No
(4) Reimbursement arrangements.		1b(4)		No
(5) Loans or loan guarantees.		1b(5)		No
(6) Performance of services or membership or fundraising solicitations.		1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.		1c		No
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.				

[illegible]

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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.		
	*****	2020-10-23	*****
	_____ Signature of officer or trustee	_____ Date	_____ Title


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 <input type="checkbox"/>	PTIN
	MADALINA DOBRA		2020-10-20		P01327561
	Firm's name ▶ FOUNDATION MANAGEMENT GROUP LLC				Firm's EIN ▶
	Firm's address ▶ 1000 2ND AVE 34TH FLOOR SEATTLE, WA 981041022				Phone no. (206) 667-0300

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Seattle Times School Supply Drive PO BOX C-11025 SEATTLE, WA 98111	NONE	PC	TO SUPPORT THE SCHOOL SUPPLY DRIVE	1,000
Seattle Children's Hospital & Research M/S S-200 PO Box 5371 SEATTLE, WA 98145	NONE	PC	To provide support to Childhood Communications Center	175,000
Pike Place Market Foundation 93 Pike Street 310 SEATTLE, WA 98101	NONE	PC	To provide support to the Kids Playground Renovation	25,000
Total ► 3a				424,199

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
MENTOR KIDS USA 15300 N 90TH ST 200 SCOTTSDALE, AZ 85260	NONE	PC	TO PROVIDE SUPPORT TO THE MENTOR KIDS SUMMER ENRICHMENT PROGRAM	1,000
Temple De Hirsch Sinai1511 Pike Street SEATTLE, WA 981224199	NONE	PC	To provide support to Loeb Seattle Campus Planning Account	160,199
St Mary's Food Bank2831 N 31st Ave PHOENIX, AZ 85009	NONE	PC	To provide support to the Cartwright School	50,000
Total ▶ 3a				424,199

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
HWZOA140 Lakeside Ave A36 SEATTLE, WA 98122	NONE	PC	To provide support to the Hadassah hospital Ein Kerem	12,000
Total  3a				424,199

TY 2019 All Other Program Related Investments Schedule

Name: RICHARD AND FRANCINE LOEB FAMILY FOUNDATION
EIN: 20-0334683

Category	Amount
NONE	

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2019 Depreciation Schedule

Name: RICHARD AND FRANCINE LOEB FAMILY FOUNDATION

EIN: 20-0334683

TY 2019 Investments Corporate Bonds Schedule

Name: RICHARD AND FRANCINE LOEB FAMILY FOUNDATION

EIN: 20-0334683

Investments Corporate Bonds Schedule

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CORPORATE BONDS SEE ATTACHMENT	1,470,104	1,470,104

TY 2019 Investments Corporate Stock Schedule**Name:** RICHARD AND FRANCINE LOEB FAMILY FOUNDATION**EIN:** 20-0334683**Investments Corporation Stock Schedule**

Name of Stock	End of Year Book Value	End of Year Fair Market Value
EQUITIES SEE ATTACHMENT	8,148,724	8,148,724

TY 2019 Investments - Other Schedule

Name: RICHARD AND FRANCINE LOEB FAMILY FOUNDATION

EIN: 20-0334683

Investments Other Schedule 2

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
ALKEON GROWTH OFFSHORE FUND	FMV	755,990	755,990
J.P. MORGAN MUTUAL FUNDS	FMV	158,147	158,147

TY 2019 Legal Fees Schedule

Name: RICHARD AND FRANCINE LOEB FAMILY FOUNDATION

EIN: 20-0334683

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
AMICUS LAW GROUP	1,440	0	0	1,440

TY 2019 Other Assets Schedule**Name:** RICHARD AND FRANCINE LOEB FAMILY FOUNDATION**EIN:** 20-0334683**Other Assets Schedule**

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ORGANIZATIONAL COSTS	1,250	1,250	1,250
ACCUMULATED AMORTIZATION	-1,250	-1,250	-1,250

TY 2019 Other Expenses Schedule

Name: RICHARD AND FRANCINE LOEB FAMILY FOUNDATION

EIN: 20-0334683

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LICENSES	25	0	0	25
BANK CHARGES	30	0	0	30

TY 2019 Other Increases Schedule

Name: RICHARD AND FRANCINE LOEB FAMILY FOUNDATION

EIN: 20-0334683

Description	Amount
UNREALIZED GAIN ON INVESTMENTS	1,911,238

TY 2019 Other Liabilities Schedule**Name:** RICHARD AND FRANCINE LOEB FAMILY FOUNDATION**EIN:** 20-0334683

Description	Beginning of Year - Book Value	End of Year - Book Value
FEDERAL EXCISE TAX		3,873

TY 2019 Other Professional Fees Schedule

Name: RICHARD AND FRANCINE LOEB FAMILY FOUNDATION

EIN: 20-0334683

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MGMT FEES PAID TO FMG LLC	5,000	1,000	0	4,000
BROKER FEES TO J.P. MORGAN	34,255	34,255	0	0

TY 2019 Taxes Schedule**Name:** RICHARD AND FRANCINE LOEB FAMILY FOUNDATION**EIN:** 20-0334683

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAX	3,873			

Schedule B (Form 990, 990-EZ, or 990-PF) <small>Department of the Treasury Internal Revenue Service</small>	Schedule of Contributors ▶ Attach to Form 990, 990-EZ, or 990-PF. ▶ Go to <u>www.irs.gov/Form990</u> for the latest information.	OMB No. 1545-0047 2019
	Name of the organization RICHARD AND FRANCINE LOEB FAMILY FOUNDATION	Employer identification number 20-0334683

Organization type (check one):

Filers of:	Section:
Form 990 or 990-EZ	<input type="checkbox"/> 501(c)() (enter number) organization
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation
	<input type="checkbox"/> 527 political organization
Form 990-PF	<input checked="" type="checkbox"/> 501(c)(3) exempt private foundation
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation
	<input type="checkbox"/> 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.
Note: Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or other property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year ▶ \$ _____

Caution: An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization
RICHARD AND FRANCINE LOEB FAMILY FOUNDATIONEmployer identification number
20-0334683**Part I****Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	RICHARD LOEB 1000 SECOND AVENUE 34TH FLOOR SEATTLE, WA 981041022	\$ 762,407	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II for noncash contributions.)

Name of organization RICHARD AND FRANCINE LOEB FAMILY FOUNDATION	Employer identification number 20-0334683
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Part II Noncash Property			
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
<u>1</u>	150 SHARES AMAZON.COM INC.	\$ 260,365	2019-10-07
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
<u>1</u>	1,000 SHARES MICROSOFT CORP.	\$ 137,600	2019-10-07
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
<u>1</u>	750 SHARES SELECT SECTOR SPDR FUND	\$ 60,386	2019-10-07
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
<u>1</u>	1,740 SHARES VISA INC.	\$ 304,056	2019-10-07
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
-		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
-		\$	

Name of organization RICHARD AND FRANCINE LOEB FAMILY FOUNDATION	Employer identification number 20-0334683
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Part III

Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less for the year. (Enter this information once. See instructions.) ▶ \$ _____**

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
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(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
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	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
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(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
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RICHARD AND FRANCINE LOEB FAMILY FOUNDATION
EIN: 20-0334683
2019 FORM 990-PF, PART VII-A, LINE 3 DETAIL

AMENDED AND RESTATED BYLAWS
OF
RICHARD AND FRANCINE LOEB FAMILY FOUNDATION

RICHARD AND FRANCINE LOEB FAMILY FOUNDATION
EIN: 20-0334683
2019 FORM 990-PF, PART VII-A, LINE 3 DETAIL

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AMENDED AND RESTATED BYLAWS OF
RICHARD AND FRANCINE LOEB FAMILY FOUNDATION

These Amended and Restated Bylaws of the Richard and Francine Loeb Family Foundation, a Washington Nonprofit Corporation, are effective on September 16, 2019, and shall amend, restate and supersede any and all Bylaws previously adopted by the Company.

ARTICLE 1. OFFICES

The principal office and place of business of the corporation in the State of Washington shall be located at 1000 2nd Ave, Fl. 34, Seattle, Washington 98104.

ARTICLE 2. BOARD OF DIRECTORS

2.1 General Powers. The business and affairs of the corporation shall be managed by its Board of Directors. In addition to its other powers and authority, the Board shall have the full power, except as prohibited by the terms of any gift, devise, bequest or other transfer, in its sole discretion, to change the form of any investment and, for that or other purposes of the corporation, to dispose of any property held by the corporation. Directors need not be residents of the State of Washington.

2.2 Number of Directors. The Board of Directors of this corporation shall consist of not less than one (1) and not more than four (4). Upon execution of these amended and restated Bylaws, the number of directors shall be two (2): Richard Loeb and Francine Loeb. The number of directors may be increased or decreased from time to time by amendment to or in the manner provided in these Bylaws. No decrease, however, shall have the effect of shortening the term of any incumbent director unless such director resigns or is removed in accordance with the provisions of these Bylaws. The corporation shall have no members.

2.3 Tenure. Richard Loeb and Francine Loeb shall each hold office until such director dies, becomes incapacitated, or resigns. Any other director shall serve for such term as shall be established by the Board of Directors or until such director resigns or is removed in accordance with these Bylaws.

2.4 Death or Incapacity of Directors. When Richard Loeb and Francine Loeb are no longer living, the Richard and Francine Loeb Family Foundation shall be dissolved, and after paying or making adequate provision for payment of all of the liabilities its assets will be distributed as follows:

- a) If the Loeb Charitable Foundation is still in existence and still qualifies for tax exempt status under Section 501(c)(3) of the Code, all assets will be distributed to this Foundation.
- b) If the Loeb Charitable Foundation is not in existence or is no longer tax-exempt, one-half of the assets will be distributed to the Stephen and Dianne Loeb Family Foundation, and the other half will be distributed to the Loeb/Shulman Legacy Foundation or another Foundation headed by Donald K. Loeb. If any Foundation named in this paragraph is no longer in existence or no longer tax-exempt under Section 501(c)(3) of the Code, such share of the assets shall be distributed to Temple de Hirsch Sinai or to another qualified charity or charities as specified in the minutes of the Richard and Francine Loeb Family Foundation.

RICHARD AND FRANCINE LOEB FAMILY FOUNDATION
EIN: 20-0334683
2019 FORM 990-PF, PART VII-A, LINE 3 DETAIL

- c) No director, trustee or officer of the corporation, nor any private individual, shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation or the winding up of its affairs. Upon the failure of any of the above distributions for any reason, such share of the Foundation's assets shall be distributed by the board of directors to a nonprofit fund, foundation, or corporation which is organized and duly operated exclusively for charitable, educational, religious, scientific or literary purposes, and which at that time qualifies for tax exempt status under Section 501(c)(3) of the Code. Any assets not so disposed of shall be disposed of by the Superior Court of King County, Washington, for the purposes set forth in Article 3 of these Articles of Incorporation or to such organization or organizations as the Superior Court of King County shall determine to be organized and operated for similar purposes.

2.5 Annual and Other Regular Meetings. The annual meeting shall be held during the month of August at such time as may be determined by the Board of Directors, for the purpose of the transaction of such business as may come before the meeting. The annual meeting of the Board of Directors shall be held without other notice than this bylaw. The Board of Directors may specify by resolution the time and place, either within or without the State of Washington, for holding any other regular meetings of the Board of Directors.

2.6 Special Meetings. Special meetings of the Board of Directors may be called by the Board of Directors, the Chairman of the Board (if any), the President, the Secretary or any director. Notice of special meetings of the Board of Directors stating the date, time and place thereof shall be given at least ten (10) days prior to the date set for such meeting by the person or persons authorized to call such meeting, or by the Secretary at the direction of the person or persons authorized to call such meeting. The notice may be oral or written. Written notice is effective upon dispatch if such notice is sent to the director's address, telephone number, or other number appearing on the records of the corporation. If no place for such meeting is designated in the notice thereof, the meeting shall be held at the principal office of the corporation.

2.7 Waiver of Notice of Special Meeting. Whenever any notice is required to be given to any director of the corporation pursuant to applicable law, a waiver thereof in writing signed by the director, entitled to notice, shall be deemed equivalent to the giving of notice. Any director may waive notice of any meeting at any time. The attendance of a director at a meeting shall constitute a waiver of notice of the meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully convened. Unless otherwise required by law, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

2.8 Quorum. A majority of the number of directors specified in or fixed in accordance with these Bylaws shall constitute a quorum for the transaction of any business at any meeting of directors.

2.9 Manner of Acting. If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present is the act of the Board of Directors, unless the question is one upon which a different vote is required by express provision of law of the State of Washington or of the Articles of Incorporation or of these Bylaws.

2.10 Participation by Conference Telephone. Directors may participate in a regular or special meeting of the Board by, or conduct the meeting through the use of, any means of communication by which all directors participating can hear each other during the meeting and participation by such means shall constitute presence in person at the meeting.

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2.11 Presumption of Assent. A director who is present at a meeting of the Board of Directors at which action is taken shall be presumed to have assented to the action taken unless such director's dissent shall be entered in the minutes of the meeting or unless such director shall file his written dissent to such action with the person acting as Secretary of the meeting before the adjournment thereof or within a reasonable time thereafter. Such right to dissent shall not apply to a director who voted in favor of such action.

2.12 Action by Board Without a Meeting. Any action permitted or required to be taken at a meeting of the Board of Directors may be taken without a meeting if one or more written consents setting forth the action so taken, shall be signed, either before or after the action taken, by all the directors of the corporation. Action taken by written consent is effective when the last director signs the consent, unless the consent specifies a later effective date.

2.13 Board Committees. The Board of Directors may by resolution designate from among its members an executive committee or other committees, each of which must have one (1) or more members and shall be governed by the same rules regarding meetings, action without meetings, notice, waiver of notice, and quorum and voting requirements as applied to the Board of Directors. To the extent provided in such resolutions, each such committee shall have and may exercise the authority of the Board of Directors, except as limited by applicable law. The designation of any such committee and the delegation thereto of authority shall not relieve the Board of Directors, or any members thereof, of any responsibility imposed by law.

2.14 Committee Types. Committees of the Board of Directors may consist of, but are not limited to, (i) a finance committee charged with receiving, holding, administering, investing, disposing and disbursing all funds and properties of the corporation; (ii) a nominating committee charged with nominating potential directors; (iii) an investment committee charged with overseeing the corporation's investment decisions; and (iv) an executive committee charged with acting on behalf of the Board between Board meetings.

2.15 Resignation; Removal. Any director may resign at any time by delivering written notice to the Chairman of the Board, the President, the Vice-President, the Secretary, or the Board of Directors of the corporation, or by giving oral notice at any meeting of the directors. Except as provided in Paragraph 2.3 of these Bylaws, a director may be removed by a majority vote of all directors.

2.16 Vacancies. Except as otherwise provided in Paragraph 2.4, any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

2.17 Compensation. The directors may be paid reasonable compensation. Also, the directors shall be reimbursed actual expenses, if any, for attendance at meetings of the Board of Directors or committee thereof, provided that the expenses are reasonable.

ARTICLE 3. OFFICERS

3.1 Number. The corporation shall have a President, such number of Vice-Presidents, as the Board of Directors shall determine from time to time, a Secretary and a Treasurer, each of whom shall be appointed by the Board of Directors. Such other officers and assistant officers, including a Chairman of the Board, as may be deemed necessary or appropriate may be appointed by the Board of Directors. By resolution, the Board of Directors may designate any officer as chief executive officer, chief

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operating officer, chief financial officer, or any similar designation. Any two or more offices with the exception of President and Secretary may be held by the same person.

3.2 Appointment and Term of Office. The officers of the corporation shall be appointed by the Board of Directors for such term as the Board may deem advisable or may be appointed to serve for an indefinite term at the pleasure of the Board. Each officer shall hold office until a successor shall have been appointed regardless of such officer's term of office, except in the event of such officer's termination of an indefinite term at the pleasure of the Board or such officer's removal in the manner herein provided.

3.3 Resignation. Any officer may resign at any time by delivering written notice to the Chairman of the Board, the President, Vice-President, Secretary or the Board of Directors, or by giving oral notice at any meeting of the Board. Any such resignation shall take effect at any subsequent time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

3.4 Removal. Any officer appointed by the Board of Directors may be removed by the Board of Directors with or without cause. The removal shall be without prejudice to the contract rights, if any, of the person so removed. Appointment of an officer or agent shall not of itself create contract rights.

3.5 Chairman of the Board. The Chairman of the Board, if there be such an office, shall, if present, preside at all meetings of the Board of Directors, and exercise and perform such other powers and duties as may be determined from time to time by resolution of the Board of Directors.

3.6 President. The President shall be the principal executive officer of the corporation and, subject to the control of the Board of Directors, shall generally supervise and control the business and affairs of the corporation. In the absence of the Chairman of the Board, or if there be none, the President shall preside at all meetings of the Board of Directors. The President may sign deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the corporation or shall be required by law to be otherwise signed or executed. In general, the President shall perform all duties incident to office of President and such other duties as may be prescribed by resolution of the Board of Directors. The President shall also be known as the Executive Director.

3.7 Vice-Presidents. If there shall be one or more Vice-Presidents elected and acting, in the absence of the President or in the event of his death, disability or refusal to act, the Vice-President, or in the event there shall be more than one Vice-President, the Vice-Presidents in the order designated at the time of their election, or in the absence of any designation then in the order of their election, shall perform the duties of the President. When so acting the Vice-President shall have all the powers of and be subject to all the restrictions upon the President and shall perform such other duties as from time to time may be assigned to the Vice-President by resolution of the Board of Directors.

3.8 Secretary. The Secretary shall keep the minutes of the proceedings of the Board of Directors, shall give notices in accordance with the provisions of these Bylaws and as required by law, shall be custodian of the corporate records of the corporation, may sign with the President, or a Vice-President, deeds, mortgages, bonds, contracts, or other instruments which shall have been authorized by resolution of the Board of Directors, and in general shall perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by resolution of the Board of Directors.

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3.9 Treasurer. The Treasurer shall have charge and custody of and be responsible for keeping correct and complete books and records of account, for all funds and securities of the corporation, receive and give receipts for moneys due and payable to the corporation from any source whatsoever, deposit all such moneys in the name of the corporation in the banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws, and in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by resolution of the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties, in such sum and with such surety or sureties as the Board of Directors shall determine.

3.10 Assistant Officers. The assistant officers in general shall perform such duties as are customary or as shall be assigned to them by resolution of the Board of Directors. If required by the Board of Directors, the assistant Treasurers shall respectively give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine.

ARTICLE 4. CONTRACTS, DEEDS AND TRANSFERS

4.1 Execution of Contracts and Deeds. Except as otherwise provided by resolution of the Board of Directors authorizing the execution thereof, all contracts, deeds, notes, mortgages, pledges, transfers, and other written instruments binding upon the corporation shall be executed on behalf of the corporation by the President or the Secretary of the corporation.

4.2 Voting Securities Owned by the Corporation. Unless otherwise provided by resolution of the Board of Directors, each of the President or Secretary shall have full authority on behalf of the corporation to attend, to act and to vote at any meetings of the stockholders, bondholders, or other security holders of any corporation, trust or association in which the corporation may hold securities. At any such meeting such person shall possess all of the rights and powers incident to the ownership of such securities that the corporation possesses, including the authority to delegate such authority by proxy. The Board of Directors may, by resolution, confer like authority upon any other person or persons.

ARTICLE 5. FINANCES

5.1 Loans. No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. No loans shall be made by the corporation to any officer or to any director.

5.2 Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by officers or agents of the corporation and in the manner as shall from time to time be prescribed by resolution of the Board of Directors. In the absence of such provision by the Board of Directors such instrument shall be signed by any two officers of the corporation, one of whom shall be the Treasurer or Assistant Treasurer.

5.3 Use of Income. All unrestricted gifts to the corporation and income not otherwise designated by the donor for endowment or restricted purposes shall go into the general fund of the corporation and shall be used in accordance with the general purposes of the corporation.

5.4 Contributions and Disbursements. All contributions and other funds received by the corporation shall be deposited in a special account or accounts in such banks, trust companies or

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other depositories as the Board of Directors may select. All disbursements shall be made under proper authority of the Board of Directors. All contributions, income to and disbursements of the corporation shall be recorded by the Treasurer, Assistant Treasurer or Treasurer's designee in appropriate books and records and such records shall be subject to examination at any reasonable time, upon request by any director.

5.5 Budget. If requested by the Board of Directors, a statement of proposed receipts, operating income and expenditures for the following year shall be prepared by the President and Treasurer and submitted to the Board of Directors at least annually. When approved by the directors, such budget shall be the authorization for expenditures and operating expenses of the corporation, subject to subsequent changes in such budget made by the Board of Directors.

ARTICLE 6. RULES OF PROCEDURE

The rules of procedure at meetings of the Board shall be the rules contained in Roberts' Rules of Order on Parliamentary Procedure, as amended, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation, or any resolution of the Board.

ARTICLE 7. SEAL

This corporation need not have a corporate seal. If the directors adopt a corporate seal, the seal of the corporation shall be circular in form and consist of the name of the corporation, the state and year of incorporation, and the words "Corporate Seal".

ARTICLE 8. BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account, minutes of the proceedings of the Board of Directors and any committees designated by the Board of Directors, and such other records as may be necessary or advisable.

ARTICLE 9. FISCAL YEAR

The fiscal year of the corporation shall be determined by resolution adopted by the Board of Directors. In the absence of such a resolution, the fiscal year shall be the calendar year.

ARTICLE 10. COPIES OF RESOLUTIONS

Any person dealing with the corporation may rely upon a copy of any of the records of the proceedings, resolutions or votes of the Board when such records are certified by the President or Secretary.

ARTICLE 11. LIMITATION ON DISTRIBUTION OF FUNDS

Subject to the applicable law, the funds of the corporation may be distributed only for the purposes of the corporation as described in the Articles of Incorporation and to make grants to other organizations which are organized exclusively for educational, charitable or scientific purposes within the meaning of Section 501(c)(3) of the Code and which have received a determination or ruling of tax-exempt status under Section 501(a) of the Code, or any similar provision of the Code, from the Internal Revenue Service.

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ARTICLE 12. AMENDMENTS TO BYLAWS

These Bylaws may be altered, amended or repealed, and new bylaws may be adopted, by the majority vote of the Board of Directors.

The undersigned, being the Secretary of the corporation, hereby certifies that these Amended and Restated Bylaws of RICHARD AND FRANCINE LOEB FAMILY FOUNDATION were adopted by resolution of the directors on OCTOBER 1, 2019.

DATED this 15TH day of OCTOBER, 2019.

A handwritten signature in dark ink, appearing to be 'DM', written over a horizontal line.

Daniel M. Asher, Secretary

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**ARTICLES OF AMENDMENT OF
THE ARTICLES OF INCORPORATION OF
RICHARD AND FRANCINE LOEB FAMILY FOUNDATION**

Pursuant to the Section 24.03.165 and 24.03.170 of the Revised Code of Washington, Richard and Francine Loeb Family Foundation, a Washington Nonprofit Corporation, hereby submits for filing these Articles of Amendment (the "Amendment") to the Articles of Incorporation, to be effective on September 16, 2019.

1. The name of the corporation is Richard and Francine Loeb Family Foundation.
2. The following shall be inserted as Article 6, replacing the former Article 6:

ARTICLE 6. DISTRIBUTIONS UPON DISSOLUTION

When Richard Loeb and Francine Loeb are no longer living, the Richard and Francine Loeb Family Foundation shall be dissolved, and after paying or making adequate provision for payment of all of the liabilities its assets will be distributed as follows:

- a) If the Loeb Charitable Foundation is still in existence and still qualifies for tax exempt status under Section 501(c)(3) of the Code, all assets will be distributed to this Foundation.
- b) If the Loeb Charitable Foundation is not in existence or is no longer tax-exempt, one-half of the assets will be distributed to the Stephen and Dianne Loeb Family Foundation, and the other half will be distributed to the Loeb/Shulman Legacy Foundation or another Foundation headed by Donald K. Loeb. If any Foundation named in this paragraph is no longer in existence or no longer tax-exempt under Section 501(c)(3) of the Code, such share of the assets shall be distributed to Temple de Hirsch Sinai or to another qualified charity or charities as specified in the minutes of the Richard and Francine Loeb Family Foundation.
- c) No director, trustee or officer of the corporation, nor any private individual, shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation or the winding up of its affairs. Upon the failure of any of the above distributions for any reason, such share of the Foundation's assets shall be distributed by the board of directors to a nonprofit fund, foundation, or corporation which is organized and duly operated exclusively for charitable, educational, religious, scientific or literary purposes, and which at that time qualifies for tax exempt status under Section 501(c)(3) of the Code. Any assets not so disposed of shall be disposed of by the Superior Court of King County, Washington, for the purposes set forth in Article 3 of these Articles of Incorporation or to such organization or organizations as the Superior Court of King County shall determine to be organized and operated for similar purposes.

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3. The following shall be inserted as Article 7, replacing the former Article 7:

ARTICLE 7. REGISTERED AGENT

The address of the registered office of the corporation is 1000 2nd Ave, Fl 34, Seattle, Washington 98104. The name of its registered agent at such address is Daniel Asher.

4. The following shall be inserted as Article 8, replacing the former Article 8:

ARTICLE 8. INITIAL DIRECTORS

The initial board of directors shall consist of not less than one (1) but not more than four (4) directors. The names and addresses of the persons who are to serve as directors under these Articles of Incorporation as amended are:

Richard Loeb
1000 2nd Ave, Fl 34
Seattle, WA 98108

Francine Loeb
1000 2nd Ave, Fl 34
Seattle, WA 98108

5. The Amendments were unanimously adopted by the corporation's directors pursuant to section 24.03.165 on OCTOBER 1, 2019, at a meeting at which all directors were present. The corporation has no members.

DATED: OCTOBER 1, 2019

RICHARD AND FRANCINE LOEB FAMILY FOUNDATION



By: Daniel Asher

Its: Secretary

RICHARD AND FRANCINE LOEB FAMILY FOUNDATION

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FILED
SECRETARY OF STATE

ARTICLES OF INCORPORATION

MAR 27 2003

STATE OF WASHINGTON

OF

RICHARD AND FRANCINE LOEB FAMILY FOUNDATION

The undersigned, acting as the incorporator of a nonprofit corporation under the provisions of the Washington Nonprofit Corporation Act (RCW 24.03) adopts the following Articles of Incorporation:

ARTICLE 1. NAME

.....

The name of this corporation is: RICHARD AND FRANCINE LOEB FAMILY FOUNDATION.

ARTICLE 2. DURATION

The duration of the corporation is perpetual.

ARTICLE 3. PURPOSES

The corporation is organized exclusively for educational, charitable, religious, scientific and/or literary purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as may be amended from time to time (the "Code"), including, but not limited to, making grants to qualified organizations.

ARTICLE 4. PROHIBITED ACTIVITY

Notwithstanding any of the provisions of these Articles of Incorporation, the corporation shall not conduct or carry on activities not permitted to be conducted or carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Code or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to any director, officer or private individual, except that the corporation is authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 3. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. The corporation shall not have or issue shares of stock and shall not make any disbursement of income or any loans to its directors or officers.

The corporation is prohibited from engaging in any act of self-dealing as defined in Section 4941(d) of the Code, from retaining any excess business holding as defined in Section 4943(c) of

RICHARD AND FRANCINE LOEB FAMILY FOUNDATION

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the Code which would subject the corporation to tax under Section 4943 of the Code, from making any investments which would subject the corporation to tax under Section 4944 of the Code, and from making any taxable expenditures as defined in Section 4945(d) of the Code. If Section 4942 of the Code is applicable to the corporation, the corporation shall make distributions at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Code.

ARTICLE 5. BYLAWS

Provisions for the regulation of the internal affairs of the corporation shall be set forth in the Bylaws of the corporation.

.....

ARTICLE 6. DISTRIBUTIONS UPON DISSOLUTION

No director, trustee or officer of the corporation, nor any private individual, shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation or the winding up of its affairs. Upon dissolution or winding up of the corporation, after paying or making adequate provision for payment of all of the liabilities, all remaining assets of the corporation shall be distributed by the board of directors to a nonprofit fund, foundation, or corporation which is organized and duly operated exclusively for charitable, educational, religious, scientific or literary purposes, and which at that time qualifies for tax exempt status under Section 501(c)(3) of the Code. Any assets not so disposed of shall be disposed of by the Superior Court of King County, Washington, for the purposes set forth in Article 3 of these Articles of Incorporation or to such organization or organizations as the Superior Court of King County shall determine to be organized and operated for similar purposes.

ARTICLE 7. REGISTERED AGENT

The address of the initial registered office of the corporation is 1420 Fifth Avenue, Suite 3400, Seattle, Washington 98101. The name of its initial registered agent at such address is DL Services, Inc.

ARTICLE 8. INITIAL DIRECTORS

The initial board of directors shall consist of one (1) director. The name and address of the person who is to serve as initial director is:

Richard Loeb
4201 Sixth Avenue South
Seattle, WA 98108

RICHARD AND FRANCINE LOEB FAMILY FOUNDATION

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ARTICLE 9. LIMITATION OF DIRECTOR LIABILITY

Except to the extent otherwise required by applicable law (as it exists on the date of the adoption of this Article 9 or may be amended from time to time), a director of the corporation shall not be personally liable to the corporation for monetary damages for conduct as a director, except for liability of the director (i) for acts or omissions which involve intentional misconduct by the director or a knowing violation of law by the director, or (ii) for any transaction from which the director personally receives a benefit in money, property or services to which the director is not legally entitled.

No amendment to or repeal of this Article 9 shall adversely affect any right of protection of any director of the corporation occurring after the date of the adoption of this Article 9 and prior to such amendment or repeal.

ARTICLE 10. INDEMNIFICATION

The corporation shall indemnify any director or officer of the corporation who is involved in any capacity in a proceeding (as defined in RCW 23B.08.500, as presently in effect and as hereafter amended) by reason of the position held by such person or entity in the corporation, to the full extent allowed by applicable law, as presently in effect and as hereafter amended; provided, however, that the corporation shall only indemnify a director or officer seeking indemnification in connection with a proceeding initiated by such person if such proceeding or part of a proceeding was authorized by the Board of Directors or if such proceeding was brought by a director or officer to enforce a claim for indemnification under this Article 10 and a court or an arbitrator determines that the director or officer is entitled to all of the relief claimed.

By means of a resolution or of a contract specifically approved by the Board of Directors, the corporation may indemnify an employee or agent to such degree as the Board of Directors determines to be reasonable, appropriate, and consistent with applicable law and to be in the best interests of the corporation

The Board of Directors of the corporation shall have the right to designate the counsel who shall defend any person or entity who may be entitled to indemnification, to approve any settlement, and to approve in advance any expense.

Reasonable expenses incurred by a director or officer, who is involved in any capacity in a proceeding by reason of the position held in the corporation, shall be advanced by the corporation to the full extent allowed by applicable law, as presently in effect and as hereafter amended. Reasonable expenses incurred by an employee or agent who is involved in any capacity in a proceeding by reason of the position held by such person or entity in the corporation may be, but is not required to be, advanced by the corporation prior to the final disposition of such proceeding to the full extent allowed by applicable law, as presently in effect and as hereafter amended. Expenses shall not be advanced to any director, officer, employee or agent unless that person first promises in a writing delivered to the corporation to repay all amounts advanced by the corporation in the event that it is later determined that such person is not entitled to be so indemnified.

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The corporation may purchase and maintain insurance on behalf of any person who is a director, officer, employee, or agent of the corporation or is serving at the request or consent of the corporation as an officer, employee, or agent of another corporation, partnership, joint venture, trust, other enterprise, or employee benefit plan against any liability incurred by such person because of such person's status, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of this Article. In addition, the corporation may enter into contracts with any director or officer of the corporation in furtherance of the provisions of this Article and may create a trust fund, grant a security interest, or use other means (including without limitation a letter of credit) to ensure the payment of such amounts as may be necessary or desirable to effect the indemnification and advances contemplated in this Article.

The right to indemnification conferred by this Article 10 shall be interpreted to conform with, and shall not create any right that is inconsistent with, applicable law, as presently in effect and as hereafter amended. To the full extent allowed by applicable law (as presently in effect and as hereafter amended), the right to indemnification conferred by this Article 10 shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors, and administrators of such a person. The rights conferred in this Article 10 shall not be exclusive of any other rights which any person may have or acquire under any applicable law (as presently in effect and as hereafter amended), these Articles of Incorporation, the Bylaws of the corporation, a vote of the Board of Directors of the corporation, or otherwise.

If the Washington Nonprofit Corporation Act is amended to expand or increase the power of the corporation to indemnify, to pay expenses in advance of final disposition, to enter into contracts, or to expand or increase any similar or related power, then, without any further requirement of action by the directors of this corporation, the powers described in this Article shall be expanded and increased to the fullest extent permitted by law.

Notwithstanding any other provision of this Article 10, no indemnification shall be provided to any person if in the opinion of counsel payment of such indemnification would cause the corporation to lose its tax exempt status, if any, from federal income taxation.

No amendment to or repeal of this Article 10 shall adversely affect any right of protection of any director, officer, employee or agent for events occurring after the date of the adoption of this Article and prior to such amendment or repeal.

RICHARD AND FRANCINE LOEB FAMILY FOUNDATION

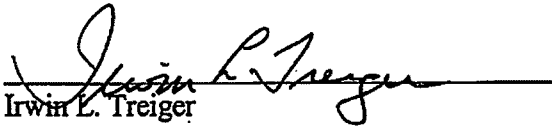
EIN: 20-0334683

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ARTICLE 11. INCORPORATOR

The incorporator is Irwin L. Treiger and his address is 1420 Fifth Avenue, Suite 3400, Seattle, Washington 98101.

DATED 03/25/03.


Irwin L. Treiger

.....

RICHARD AND FRANCINE LOEB FAMILY FOUNDATION
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CONSENT TO SERVE AS REGISTERED AGENT

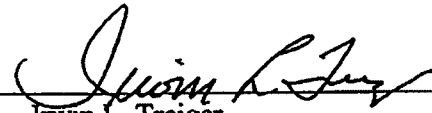
DL Services, Inc. hereby consents to serve as Registered Agent in the State of Washington for RICHARD AND FRANCINE LOEB FAMILY FOUNDATION (the "Foundation"). DL Services, Inc. understands that as agent for the Foundation, it will be its responsibility to receive service of process in the name of the Foundation; to forward all mail to the Foundation; and to immediately notify the office of the Secretary of State in the event of its resignation, or of any changes in the registered office address of the Foundation for which DL Services, Inc. is agent.

DL Services, Inc.

Dated

03/25/09

By:


Irwin L. Treiger

NAME OF REGISTERED AGENT:

DL Services, Inc.

ADDRESS OF REGISTERED AGENT:

1420 Fifth Avenue, Suite 3400
Seattle, Washington 98101

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2019 FORM 990-PF - ATTACHMENT A
BALANCE SHEETS DETAIL

FORM 990-PF, Part II, Line 10b Detail
EQUITIES

Description	Acquisition Date	Quantity	Price	Market Value	Unit Cost	Cost Basis	Unrealized Gain/Loss	Accrued Income Est. Annual Inc.
ARTISAN PARTNERS FDS INC								
INTL VALUE FDI INSTL SHS EST YIELD: 0.74% DIV & CAP	24 Sep 2013	•29,565.622 11,189,041.10	37.02	1,094,519.33 414,216.30	37.25	1,050,934.84 416,771.00	43,584.49 (2,552.70) LT	8,100.98
Market Value vs. Purchases								
Investment Gain/Loss				1,094,519.33 308,354.61		786,164.72		
ISHARES RUSSELL 1000								
GROWTH ETF EST YIELD: 0.99%		5,580	175.92	981,633.60	59.06	329,570.24	652,063.36	9,742.68
Symbol: IWF	07 Jan 2011 N 13 Jan 2011 N 29 Sep 2013	2,568 2,773 239		451,762.56 487,826.16 42,044.88	57.68 58.58 79.5	148,128.14 162,442.34 18,999.76	303,634.42 LT 325,383.82 LT 23,045.12 LT	
ISHARES RUSSELL 1000		7,127	136.48	972,692.96	75	534,506.44	438,186.52	22,079.45
VALUE ETF EST YIELD: 2.27%								
Symbol: IWD	07 Jan 2011 N 13 Jan 2011 N 21 Nov 2017 15 Aug 2019	3,105 2,828 669 525		423,770.40 385,965.44 91,305.12 71,652.00	65.35 66.31 119.92 121.62	202,903.99 187,524.68 80,226.48 63,851.29	220,866.41 LT 198,440.76 LT 11,078.64 LT 7,600.71 ST	
ISHARES RUSSELL 2000		1,265	214.22	270,988.30	88.86	112,409.99	158,578.31	1,921.54
GROWTH ETF EST YIELD: 0.71%								
Symbol: IWO	07 Jan 2011 N 13 Jan 2011	429 836		91,900.38 179,087.92	87.29 89.67	37,445.87 74,964.12	54,454.51 LT 104,123.80 LT	
ISHARES RUSSELL 2000		2,165	128.58	278,375.70	104	225,168.87	53,206.83	5,349.72
VALUE ETF EST YIELD: 1.92%								
Symbol: IWN	02 Jun 2016 21 Nov 2017 15 Aug 2019	1,538 403 224		197,756.04 51,617.74 26,601.92	97.37 124.94 111.89	149,754.91 50,350.82 25,062.14	46,001.13 LT 1,466.92 LT 3,739.78 ST	
ISHARES RUSSELL MID CAP		1,690	152.58	257,860.20	57.56	97,271.18	160,589.02	1,534.52
GROWTH ETF EST YIELD: 0.60%								
Symbol: IWP	07 Jan 2011 N 13 Jan 2011	611 1,079		93,226.38 164,633.82	56.83 57.97	34,721.55 62,549.63	58,504.83 LT 102,084.19 LT	

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EQUITIES (continued)

Description	Acquisition Date	Quantity	Price	Market Value	Unit Cost	Cost Basis	Unrealized Gain/Loss	Accrued Income Est. Annual Inc.
ISHARES RUSSELL MID CAP VALUE ETF EST YIELD: 1.96% Symbol: IWS	02 Jun 2016 21 Nov 2017 15 Aug 2019	2,796 2,033 463 300	94.77	264,976.92	77.04	215,408.61	49,568.31	5,206.15
				192,667.41	73.76	149,948.13	42,719.23	LT
				43,878.51	86.62	40,105.06	3,773.45	LT
				29,431.00	84.52	25,355.37	3,075.63	ST
ISHARES S&P 100 ETF EST YIELD: 1.87% Symbol: OEF	27 Mar 2014	2,193	144.09	315,989.37	81.97	179,768.32	136,221.05	5,905.75
SELECT SECTOR SPDR TRUST THE HEALTH CARE SELECT SECTOR SPDR FUND EST YIELD: 1.51% Symbol: XLV	13 Jan 2017	2,822	101.86	287,448.92	71.14	200,752.85	86,696.07	4,348.70
TOTAL EQUITIES				\$4,724,485.30		\$2,945,791.34	\$1,778,693.96	\$64,189.48

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EQUITIES

Description	Acquisition Date	Quantity	Price	Market Value	Unit Cost	Cost Basis	Unrealized Gain/Loss	Accrued Income Est. Annual Inc.
APPLE INC EST YIELD: 1.05% Symbol: AAPL		2,650	293.65	778,172.50	61.8	163,761.00	614,411.50	8,162.00
	07 Jun 2011	600		176,190.00	47.79	28,672.47	147,517.53	LT
	20 Dec 2011	650		190,872.50	56.52	36,736.75	154,135.75	LT
	06 Nov 2012	700		205,565.00	83.89	58,724.30	146,830.70	LT
	19 Apr 2013	700		205,555.00	56.81	39,627.48	165,927.52	LT
BOEING CO EST YIELD: 2.52% Symbol: BA	13 Sep 2010	500	325.76	162,880.00	64.71	32,354.50	130,525.50	LT
								4,110.00
CHEVRON CORPORATION EST YIELD: 3.95% Symbol: CVX	03 Feb 1999	654	120.51	78,813.54	31.74	20,760.91	58,052.63	LT
								3,113.04
FEDEX CORP EST YIELD: 1.72% Symbol: FDX	22 Dec 2009	900	151.21	136,089.00	83.5	75,150.00	60,939.00	
	22 Dec 2009	600		90,726.00	83.5	50,100.00	40,626.00	LT
		300		45,363.00	83.5	25,050.00	20,313.00	LT
								2,340.00
JOHNSON & JOHNSON EST YIELD: 2.61% Symbol: JNJ	04 Jan 2005	250	145.87	36,467.50	63.22	15,805.00	20,662.50	LT
								950.00
MICROSOFT CORP EST YIELD: 1.29% Symbol: MSFT		3,295	157.7	519,621.50	23.25	76,602.72	443,018.78	
	20 Dec 2000	1,295		204,221.50	21.65	28,039.21	176,182.29	LT
	23 Mar 2004	1,000		157,700.00	24.28	24,281.75	133,418.25	LT
	23 Mar 2004	1,000		157,700.00	24.28	24,281.76	133,418.24	LT
								6,721.80
PEPSICO INC COMMON STOCK EST YIELD: 2.80% Symbol: PEP		1,247	136.67	170,427.49	50.47	62,936.96	107,490.53	
	28 Jan 2004	747		102,092.49	45.85	34,994.46	67,098.03	LT
	14 Jul 2005	500		68,335.00	55.89	27,942.50	40,392.50	LT
								4,763.54
SELECT SECTOR SPDR TRUST THE TECHNOLOGY SELECT SECTOR SPDR FUND EST		3,300	91.67	302,511.00	25.64	84,619.62	217,891.38	
	11 Jan 2006	750		68,752.50	22.29	16,717.92	52,034.58	LT
								3,494.70
AMAZON.COM INC Symbol: AMZN		200	1,847.84	369,568.00	711.02	142,204.00	227,364.00	
	29 May 2016	50		92,392.00	711.02	35,551.00	56,841.00	LT
	29 May 2016	277		277,76.00	711.02	106,653.00	170,553.00	LT

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EQUITIES (continued)

Description	Acquisition Date	Quantity	Price	Market Value	Unit Cost	Cost Basis	Unrealized Gain/Loss	Accrued Income Est. Annual Inc.
SELECT SECTOR SPDR TRUST YIELD: 1.16% Symbol: XLK	11 Jan 2006 N 11 Jan 2006 N 13 Jan 2017	1,400 750 400		128,338.00 66,752.50 36,668.00	22.29 22.29 49.94	31,206.78 16,717.92 19,977.00	97,131.22 LT 52,034.58 LT 16,691.00 LT	
STANDARD & POORS MIDCAP 400 SPDR S&P MIDCAP 400 ETF EST YIELD: 1.34% Symbol: MDY	22 Dec 2009 N	400	375.38	150,152.00	132.99	53,196.00	96,956.00 LT	2,016.80
UNITEDHEALTH GROUP INC EST YIELD: 1.47% Symbol: UNH	19 Aug 2019	500	293.98	146,990.00	246.07	123,033.95	23,956.05 ST	2,160.00
VERIZON COMMUNICATIONS EST YIELD: 4.01% Symbol: VZ	02 Jun 2016 19 Aug 2019	4,000 2,000 2,000	61.4	245,600.00 122,800.00 122,800.00	54.05 50.84 57.26	216,196.00 101,664.80 114,511.20	29,404.00 21,115.20 LT \$ 568.80 ST	9,840.00
VISA INC CL A COMMON STOCK EST YIELD: 0.64% Symbol: V	07 Apr 2016	1,740	187.9	326,946.00	77.83	135,424.03	191,521.97 LT	2,088.00
TOTAL EQUITIES				\$3,424,238.53 \$8,148,723.83		\$1,202,044.69	\$2,222,193.84	\$49,759.88

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FIXED INCOME

Description	Acquisition Date	Quantity	Price	Market Value	Unit Cost	Cost Basis	Unrealized Gain/Loss	Accrued Income Est. Annual Inc.
BANK OF AMERICA CORP PAR CALL 09/05/2024 DUE 09/29/2049 6.25000% MS 05 EST YIELD: 5.62% RATING: MOODY BAA3 S&P BBB- CUSIP: 060505EH3	02 Jun 2016	100,000		111,125.00	105.23	105,237.22	5,887.78 LT	
CITIGROUP INC DATED DATE 04/24/2015 BOOK ENTRY ONLY PAR CALL 05/15/2025 DUE 12/31/2049 5.95000% MN 15 EST YIELD: 5.45% RATING: MOODY BA1 S&P BB+ CUSIP: 172967JM4	02 Jun 2016	100,000	109.125	109,125.00	100.87	100,868.61	8,256.39 LT	760.28 5,950.00
CITIGROUP INC DATED DATE 11/13/2015 BOOK ENTRY ONLY PAR CALL 11/15/2020 DUE 12/29/2049 6.12500% MN 15 EST YIELD: 5.93% RATING: MOODY BA1 S&P N/A CUSIP: 172967KD2	10 Nov 2015	100,000	103.25	103,250.00	101.36	101,356.04	1,893.96 LT	782.64 6,125.00
DOUBLELINE INCOME SOLUTIONS FD COM EST YIELD: 9.11% Symbol: DSL	17 Jun 2015 18 Jun 2015	11,000 3,500 7,500	19.76	217,360.00 69,160.00 148,200.00	20.09 20.02 20.12	220,980.90 70,072.90 150,908.00	(3,620.90) (912.90) 12,708.00 LT	19,800.00
J P MORGAN CHASE & CO DEP SHS REPRESENTING 1/10TH INTEREST FIXED TO FLOATING PFD SER U DATED DATE 03/10/2014 BOOK ENTRY ONLY PAR CALL 04/30/2024 DUE	02 Jun 2016	100,000	109.25	109,250.00	106.09	106,084.51	3,165.49 LT	1,020.83 6,125.00
BANK OF AMERICA CORP SR NOTES DATED DATE 09/05/2014 BOOK ENTRY ONLY	10 Nov 2015	200,000 100,000	111.125	222,250.00 111,125.00	104.42 103.61	208,839.86 103,612.64	13,410.14 7,512.36 LT	4,027.78 12,500.00

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FIXED INCOME (continued)

Description	Acquisition Date	Quantity	Price	Market Value	Unit Cost	Cost Basis	Unrealized Gain/Loss	Accrued Income Est. Annual Inc.
J P MORGAN CHASE & CO 12/29/2049 6.12500% AO 30 EST YIELD: 5.61% RATING: MOODY BAA2 S&P BBB- CUSIP: 46625HJW1	31 Dec 2019	N		227,357.86		227,357.86	0.00 ST	3,399.00
JPMORGAN 100% U S TREASURY SECURITIES MONEY MKT FD - INST SH CL EST YIELD: 1.50% Symbol: JTSXX		227,357.86						
PIMCO DYNAMIC CREDIT AND MORTGAGE INCOME FUND COM SHS EST YIELD: 8.29% Symbol: PCI	29 Jan 2013	8,000	25.2	201,600.00	25.07	200,525.00	1,075.00 LT	16,704.00
TOTAL FIXED INCOME				\$1,190,192.86		\$1,166,012.78	\$24,180.08	\$6,591.53 \$70,603.00

Description	Acquisition Date	Quantity	Price	Market Value	Unit Cost	Cost Basis	Unrealized Gain/Loss	Accrued Income Est. Annual Inc.
METROPOLITAN WEST FDS TOTAL RETURN BD FD PLAN CL SHS EST YIELD: 2.86% DIV & CAP GAIN REINVEST Symbol: MWTSX	08 Oct 2014 LT REINVEST ST REINVEST	*27,202.284 23,354.85776 2,835.77324 1,011.653	10.29	279,911.50	10.21	277,745.47	2,166.03	7,997.47
Market Value vs. Purchases Investment Gain/Loss				40,854.50		239,057.00		
TOTAL FIXED INCOME				\$279,911.50		\$277,745.47	\$2,166.03	\$7,997.47
				\$1,470,104.36				

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MUTUAL FUNDS

Description	Acquisition Date	Quantity	Price	Market Value	Unit Cost	Cost Basis	Unrealized Gain/Loss	Accrued Income Est. Annual Inc.
PIMCO INCOME FUND CLASS A	07 Aug 2014	13,135.146	12.04	158,147.16	12.58	165,174.68	(7,027.52)	LT 8,117.52
EST YIELD: 5.13%								
Symbol: PONAX								
Market Value vs. Purchases				158,147.16		165,174.68		
Cumulative Cash Distributions				7,887.12				
Investment Gain/Loss				859.60				