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EXTENDED TO NOVEMBER 16, 2020

Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ Do not enter social security numbers on this form as it may be made public.

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

OMB No 1545-0047

2019

Open to Public Inspection

For calendar year 2019 or tax year beginning , and ending

Name of foundation: KELLY FOUNDATION OF WASHINGTON

A Employer identification number: 91-1620836

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

B Telephone number: (253) 381-1311

City or town, state or province, country, and ZIP or foreign postal code: PORT ORCHARD, WA 98366

C If exemption application is pending, check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization: [X] Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

04

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 4,595,971.

J Accounting method: ☐ Cash [X] Accrual ☐ Other (specify) (Part I, column (d), must be on cash basis)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	362.	362.		STATEMENT 1
	4 Dividends and interest from securities	159,675.	159,675.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	18,201.			
	b Gross sales price for all assets on line 6a 888,287.				
	7 Capital gain net income (from Part IV, line 2)		18,201.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 **Total** Add lines 1 through 11	178,238.	178,238.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages	27,087.	0.		27,087.
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 3	8,775.	0.		8,775.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 4	5,356.	1,111.		2,426.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 5	7,137.	233.		6,904.
	24 **Total operating and administrative expenses** Add lines 13 through 23	48,355.	1,344.		45,192.
	25 Contributions, gifts, grants paid	170,500.			170,500.
	26 **Total expenses and disbursements** Add lines 24 and 25	218,855.	1,344.		215,692.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-40,617.			
	b **Net investment income** (if negative, enter -0-)		176,894.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	43,672.	18,664.	18,664.
	2 Savings and temporary cash investments	87,170.	89,783.	89,783.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations			
	b Investments - corporate stock STMT 6	2,397,164.	2,592,117.	4,208,618.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 7	435,620.	228,403.	278,906.
	14 Land, buildings, and equipment, basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 8)	2,461.	0.	0.
	16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	2,966,087.	2,928,967.	4,595,971.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 9)	170.	1,211.	
	23 Total liabilities (add lines 17 through 22)	170.	1,211.	
Net Assets or Fund Balances	Foundations that follow FASB ASC 958, check here ▶ ☐ 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 ▶ [X] and complete lines 26 through 30			
	26 Capital stock, trust principal, or current funds	0.	0.	
	27 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	28 Retained earnings, accumulated income, endowment, or other funds	2,965,917.	2,927,756.	
	29 Total net assets or fund balances	2,965,917.	2,927,756.	
	30 Total liabilities and net assets/fund balances	2,966,087.	2,928,967.	

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	2,965,917.
2	Enter amount from Part I, line 27a	2	-40,617.
3	Other increases not included in line 2 (itemize) ▶ ADJUSTMENT TO BASIS OF SECURITIES	3	2,456.
4	Add lines 1, 2, and 3	4	2,927,756.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 29	6	2,927,756.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	RBC WEALTH MANAGEMENT	P		12/31/19
b	RBC WEALTH MANAGEMENT	P		12/31/19
c	CAPITAL GAINS DIVIDENDS			
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))
a	171,580.		132,477.	39,103.
b	714,839.		737,609.	-22,770.
c	1,868.			1,868.
d				
e				

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

	(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				39,103.
b				-22,770.
c				1,868.
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	18,201.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2018	187,141.	4,221,510.	.044330
2017	173,313.	3,876,352.	.044710
2016	177,171.	3,451,629.	.051330
2015	195,354.	3,649,259.	.053533
2014	180,606.	3,981,362.	.045363

2 Total of line 1, column (d)	2	.239266
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	.047853
4 Enter the net value of noncharitable-use assets for 2019 from Part X, line 5	4	4,264,572.
5 Multiply line 4 by line 3	5	204,073.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,769.
7 Add lines 5 and 6	7	205,842.
8 Enter qualifying distributions from Part XII, line 4	8	215,692.

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.

3

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b			1	1,769.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations, enter 4% of Part I, line 12, col. (b)				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)			2	0.
3 Add lines 1 and 2			3	1,769.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)			4	0.
5 **Tax based on investment income** Subtract line 4 from line 3 If zero or less, enter -0-			5	1,769.
6 Credits/Payments:				
a 2019 estimated tax payments and 2018 overpayment credited to 2019	6a	773.		
b Exempt foreign organizations - tax withheld at source	6b	0.		
c Tax paid with application for extension of time to file (Form 8868)	6c	0.		
d Backup withholding erroneously withheld	6d	0.		
7 Total credits and payments. Add lines 6a through 6d			7	773.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	29.
9 **Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	1,025.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11 Enter the amount of line 10 to be: **Credited to 2020 estimated tax** ▶		Refunded ▶	11	

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition	1b		X
If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by *General Instruction T*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	7	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions ▶ WA			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G*? If "No," attach explanation	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2019 or the tax year beginning in 2019? See the instructions for Part XIV. If "Yes," complete Part XIV	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

2

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

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

Located at ▶ 1311 COLCHESTER DR SE, PORT ORCHARD, WA ZIP+4 ▶ 98366

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 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		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶			

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

			Yes	No
1a	During the year, did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions N/A	1b		
	Organizations relying on a current notice regarding disaster assistance, check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2019?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2019, did the foundation have any undistributed income (Part XIII, lines 6d and 6e) for tax year(s) beginning before 2019? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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 Form 4720, Schedule C, to determine if the foundation had excess business holdings in 2019.) N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2019?	4b		X

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 10		0.	0.	0.

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total *number of others receiving over $50,000 for professional services* ▶		0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3 ▶	0.

Form **990-PF** (2019)

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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	4,137,646.
b	Average of monthly cash balances		1b	191,869.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	4,329,515.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.		
2	Acquisition indebtedness applicable to line 1 assets		2	0.
3	Subtract line 2 from line 1d		3	4,329,515.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	64,943.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	4,264,572.
6	**Minimum investment return** Enter 5% of line 5		6	213,229.

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	213,229.
2a	Tax on investment income for 2019 from Part VI, line 5	2a 1,769.		
b	Income tax for 2019. (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	1,769.
3	Distributable amount before adjustments Subtract line 2c from line 1		3	211,460.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	211,460.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	211,460.

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	215,692.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions** Add lines 1a through 3b. Enter here and on Part V, line 8; and Part XIII, line 4	4	215,692.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	1,769.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	213,923.

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				211,460.
2 Undistributed income, if any, as of the end of 2019				
a Enter amount for 2018 only			167,053.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2019.				
a From 2014				
b From 2015				
c From 2016				
d From 2017				
e From 2018				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2019 from Part XII, line 4: ▶ $ 215,692.				
a Applied to 2018, but not more than line 2a			167,053.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2019 distributable amount				48,639.
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:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2018. Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2019. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2020				162,821.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2014 not applied on line 5 or line 7	0.			
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				

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

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

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

	Tax year	Prior 3 years			
	(a) 2019	(b) 2018	(c) 2017	(d) 2016	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4, for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6, for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see instructions.)

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2))

NONE

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

NONE

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

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc., to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

SEE STATEMENT 11

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

c Any submission deadlines:

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

Part XV Supplementary Information *(continued)*

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution **	Amount
a Paid during the year				
AUSTEN EVERETT FOUNDATION 500 YALE AVENUE N #240 SEATTLE, WA 98109	NONE	PUBLIC CHARITIES	WITH AEF'S HONORARY TEAM CAPTAIN EVENTS.	4,500.
BELLEVUE YOUTH SYMPHONY ORCHESTRA 11011 NE 15TH STREET BELLEVUE, WA 98004	NONE	PUBLIC CHARITIES	EVENTS IN THE SEATTLE COMMUNITY FOR YOUNG CHILDREN BATTLING CANCER AND THEIR FAMILIES AND AWARD	4,000.
FOUNDATION FOR EDMONDS SCHOOL DISTRICT PO BOX 390 LYNNWOOD, WA 98046	NONE	PUBLIC CHARITIES	BY SUPPORTING 7 LOW-INCOME STUDENTS AND THEIR FAMILIES IN THE EDMONDS SCHOOL	4,000.
GIRLS ON THE RUN OF PUGET SOUND 414 NE RAVENNA BLVD, STE A #1242 SEATTLE, WA 98115	NONE	PUBLIC CHARITIES	AWARD THIS MONEY TO HELP DEFRAY COSTS ASSOCIATED WITH NECESSARY BACKGROUND CHECKS	7,000.
HUNGER INTERVENTION PROGRAM (HIP) 3841 NE 123RD STREET SEATTLE, WA 98125	NONE	PUBLIC CHARITIES	WITH YOUR HEALTHY HIP PACKS PROGRAM FOR THE 2018 - 19 SCHOOL YEAR. THESE PACKS PROVIDE NUTRITIOUS MEALS TO	15,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	170,500.
b Approved for future payment NONE				
Total			▶ 3b	0.

923611 12-17-19 ** SEE PURPOSE OF GRANT CONTINUATIONS

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
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	362.	
4 Dividends and interest from securities			14	159,675.	
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	18,201.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		178,238.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	178,238.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes)
	PROVIDING FUNDS FOR THE ACCOMPLISHMENT OF THE FOUNDATION'S PURPOSES

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee: [signature] Date: 11-3-20 Title: SECRETARY/TREASURER

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
GWYNNE GLAVICIC, CPA	[signature]	10/29/20		P00170831

Firm's name ▶ FROST & COMPANY, PLLC — Firm's EIN ▶ 27-5137616

Firm's address ▶ 2412 NORTH 30TH ST. SUITE 201 TACOMA, WA 98407 — Phone no. (253) 272-1555

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
LITTLE BIT THERAPEUTIC RIDING CENTER 18675 NE 106TH ST REDMOND, WA 98052	NONE	PUBLIC CHARITIES	BY HELPING CHILDREN AND ADULTS WITH DISABILITIES THROUGH EQUINE-ASSISTED.	7,000.
MILL CREEK COOPERATIVE PRESCHOOL 12810 35TH AVENUE SE EVERETT, WA 98208	NONE	PUBLIC CHARITIES	"WITH YOU CO-OP'S PLAYGROUND FACILITY. THESE FUNDS WILL BE USED TO IMPROVE THIS FACILITY	2,500.
MOTHER MENTORS OF WHIDBEY ISLAND P O BOX 92 LANGLEY, WA 98260	NONE	PUBLIC CHARITIES	"TO PROVIDE ON GOING SUPPORT FOR THE OPERATION OF PLAYSCAPE, A FREE, DROP-IN PLAY AND LEARN	3,000.
PACIFIC NORTHWEST BALLET -DANCECHANCE 301 MERCER STREET SEATTLE, WA 98109	NONE	PUBLIC CHARITIES	"WITH YOUR DANCECHANCE PROGRAM, PROVIDING ACCESS FOR LOW-INCOME STUDENTS, STUDENTS OF COLOR AND STUDENTS	4,000.
QUEEN ANNE HELPLINE 311 W MCGRAW ST SEATTLE, WA 98119	NONE	PUBLIC CHARITIES	"WITH YOUR MISSION TO PREVENT HOMELESSNESS AND STABILIZE THE LIVES OF NEIGHBORS IN NEED."	4,000.
SAFE CROSSINGS FOUNDATION 1402 3RD AVE, SUITE 1322 SEATTLE, WA 98101	NONE	PUBLIC CHARITIES	"THROUGH CAMP ERIN AND IT'S OVERNIGHT WEEKEND CAMPING EXPERIENCE FOR CHILDREN	4,500.
SEATTLE MILK FUND 1631 15TH AVENUE W #116 SEATTLE, WA 98119	NONE	PUBLIC CHARITIES	"WITH YOUR FAMILY CONNECTION PROGRAM, WHICH MAKES IT POSSIBLE FOR LOW-INCOME CHILDREN TO	5,000.
SEATTLE YOUTH SYMPHONY ORCHESTRA 11065 FIFTH AVE NE, SUITE A SEATTLE, WA 98125	NONE	PUBLIC CHARITIES	"WITH YOUR SCHOOL-BASED ARTS EDUCATION PROGRAMS THROUGH YOUR RAINIER ARTS CENTER."	2,500.
SOUTHEAST EFFECTIVE DEVELOPMENT 5117 RAINIER AVE SOUTH SEATTLE, WA 98118	NONE	PUBLIC CHARITIES	"THIS MONEY WILL SUPPORT FACILITIES IMPROVEMENTS AND HELP OBTAIN EQUIPMENT."	15,000.
SYMPHONY TACOMA 901 BROADWAY #600 TACOMA, WA 98402	NONE	PUBLIC CHARITIES	"WITH YOUR MINI MAESTROS 4-CONCERT PUBLIC SERIES, MAKING THEM ACCESSIBLE TO	2,500.
Total from continuation sheets				136,000.

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
TEYTUM'S GIFT 6607 OLIVER DRIVE YAKIMA, WA 98901	NONE	PUBLIC CHARITIES	"BY PROVIDING BACKPACKS TO FOSTER CHILDREN THAT HELP THEM COPE WITH THE ANXIETY AND	4,000.
VINE MAPLE PLACE 21730 DORRE DON WAY SE MAPLE VALLEY, WA 98038	NONE	PUBLIC CHARITIES	"WITH YOUR COMPREHENSIVE, TRAUMA-INFORMED CHILD & YOUTH PROGRAM THAT AIMS TO CHANGE	4,000.
WENATCHEE VALEY MUSEUM & CULTURAL CENTER 127 SOUTH MISSION ST WENATCHEE, WA 98801	NONE	PUBLIC CHARITIES	"BY CONSERVING AND PRESERVING THE PAINTING ""SUNSET AND MOONRISE ON THE GREAT CHIEF, OR	500.
SHELBY ALLISON 665 COMMERCIAL AVE DARRINGTON, WA 98241	NONE	INDIVIDUAL	SCHOLARSHIP	2,500.
SARAHI BASAVE SANJUAN 20340 SANCHEZ LN #G126 BURLINGTON, WA 87233	NONE	INDIVIDUAL	SCHOLARSHIP	2,500.
ERIN BEARD 3680 SORENSON RD EVERSON, WA 98247	NONE	INDIVIDUAL	SCHOLARSHIP	2,500.
LILY BERVER 1023 HIGHLAND RD WALLA WALLA, WA 99362	NONE	INDIVIDUAL	SCHOLARSHIP	2,500.
BROOKE BOGDANOVICH 500 W MARKET ABERDEEN, WA 98520	NONE	INDIVIDUAL	SCHOLARSHIP	2,500.
OSCAR CARDENAS 1108 S 18TH AVE #A YAKIMA, WA 98902	NONE	INDIVIDUAL	SCHOLARSHIP	2,500.
LEEVAUGHN CLENDENNEN 735 OAK STREET KETTLE FALLS, WA 99141	NONE	INDIVIDUAL	SCHOLARSHIP	2,500.
Total from continuation sheets				

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MEGAN CREEK 1530 WESTWOOD AVE WENATCHEE, WA 98801	NONE	INDIVIDUAL	SCHOLARSHIP	2,500.
ANAIIS DUNBAR 3263 SOUTH 376TH PLACE AUBURN, WA 98001	NONE	INDIVIDUAL	SCHOLARSHIP	2,500.
TAWNYA ELLIOT 704 WEST ACORD BENTON CITY, WA 99320	NONE	INDIVIDUAL	SCHOLARSHIP	2,500.
LAURA ESCATEL P O BOX 824 TONASKET, WA 98855	NONE	INDIVIDUAL	SCHOLARSHIP	2,500.
SAVILLE FEIST 5052 LAKE ERIE WAY ANACORTES, WA 98221	NONE	INDIVIDUAL	SCHOLARSHIP	2,500.
NATALIA GUILLEN 1325 MAPLE ST #C 307 WENATCHEE, WA 98801	NONE	INDIVIDUAL	SCHOLARSHIP	2,500.
REGHAN KROUT 9591 W 34TH CREST BLAINE, WA 98230	NONE	INDIVIDUAL	SCHOLARSHIP	2,500.
MICKEY LIZARRAGA 1710 ABERDEEN AVE ABERDEEN, WA 98520	NONE	INDIVIDUAL	SCHOLARSHIP	2,500.
NIKOLAS MOFFATT 3838 NE 92ND S SEATTLE, WA 98115	NONE	INDIVIDUAL	SCHOLARSHIP	2,500.
ALYSHA MYERS 13177 ELM AVE NW POULSBO, WA 98370	NONE	INDIVIDUAL	SCHOLARSHIP	2,500.
Total from continuation sheets				

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
HINA RAMZAN 635 S ROCHESTER ST TACOMA, WA 98465	NONE	INDIVIDUAL	SCHOLARSHIP	2,500.
JULIA RANKIN 8005 181ST PL SW EDMONDS, WA 98026	NONE	INDIVIDUAL	SCHOLARSHIP	2,500.
CHLOE REYNOLDS 216 EUCLID AVE SEATTLE, WA 98122	NONE	INDIVIDUAL	SCHOLARSHIP	2,500.
ASHLEY RUBIO 1387 1ST STREET SE EAST WENATCHEE, WA 98802	NONE	INDIVIDUAL	SCHOLARSHIP	2,500.
HEIDI SANCHEZ P O BOX 576 BENTON CITY, WA 99320	NONE	INDIVIDUAL	SCHOLARSHIP	2,500.
TRINITY SCHUMAN 13514 NE 66TH VANCOUVER, WA 98682	NONE	INDIVIDUAL	SCHOLARSHIP	2,500.
MADISON SHERMAN 217 PATON ST CASHMERE, WA 98815	NONE	INDIVIDUAL	SCHOLARSHIP	5,000.
KALISTA STRICKLAND 80 SOUTH IOWA AVE EAST WENATCHEE, WA 98802	NONE	INDIVIDUAL	SCHOLARSHIP	2,500.
BROOKE SUTHERBY 1321 W ANDERSON ST ELMA, WA 98541	NONE	INDIVIDUAL	SCHOLARSHIP	2,500.
ASHLEY THAPA 16651 113TH AVE SE RENTON, WA 98055	NONE	INDIVIDUAL	SCHOLARSHIP	2,500.
Total from continuation sheets				

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
JOHN WERST 5450 HYADA BLVD NE TACOMA, WA 98422	NONE	INDIVIDUAL	SCHOLARSHIP	2,500.
MIRIAM WONDERLY 302 VISTA DR SEKIU, WA 98381	NONE	INDIVIDUAL	SCHOLARSHIP	2,500.
TRINITY YANG 3420 MONTEREY CT NE RENTON, WA 98056	NONE	INDIVIDUAL	SCHOLARSHIP	2,500.
Total from continuation sheets				

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Part XV Supplementary Information

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

NAME OF RECIPIENT - BELLEVUE YOUTH SYMPHONY ORCHESTRA

EVENTS IN THE SEATTLE COMMUNITY FOR YOUNG CHILDREN BATTLING CANCER AND THEIR FAMILIES AND AWARD THIS MONEY FOR THE PURCHASE OF A PROFESSIONAL QUALITY VERTICAL BASS FLUTE AND AN "A" CLARIENT TO IMPROVE THE PERFORMANCE OF ORCHESTRAL AND ENSEMBLE MUSIC.

NAME OF RECIPIENT - FOUNDATION FOR EDMONDS SCHOOL DISTRICT

BY SUPPORTING 7 LOW-INCOME STUDENTS AND THEIR FAMILIES IN THE EDMONDS SCHOOL DISTRICT WITH EMERGENCY FUNDS IN TIMES OF CRISES TO ENSURE THAT FAMILIES CAN STAY IN THEIR JOBS AND HOMES, AND SO THAT CHILDREN ARE ABLE TO ATTEND SCHOOL AND THRIVE.

NAME OF RECIPIENT - GIRLS ON THE RUN OF PUGET SOUND

AWARD THIS MONEY TO HELP DEFRAY COSTS ASSOCIATED WITH NECESSARY BACKGROUND CHECKS FOR COACHES AND VOLUNTEERS.

NAME OF RECIPIENT - HUNGER INTERVENTION PROGRAM (HIP)

WITH YOUR HEALTHY HIP PACKS PROGRAM FOR THE 2018 - 19 SCHOOL YEAR. THESE PACKS PROVIDE NUTRITIOUS MEALS TO CHILDREN FROM STRUGGLING FAMILIES WHEN SCHOOL IS NOT IN SESSION.

NAME OF RECIPIENT - MILL CREEK COOPERATIVE PRESCHOOL

"WITH YOU CO-OP'S PLAYGROUND FACILITY. THESE FUNDS WILL BE USED TO IMPROVE THIS FACILITY TO

Part XV Supplementary Information

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

BETTER ADDRESS DEVELOPMENTAL NEEDS OF YOUR
STUDENTS."

NAME OF RECIPIENT - MOTHER MENTORS OF WHIDBEY ISLAND
"TO PROVIDE ON GOING SUPPORT FOR THE OPERATION
OF PLAYSCAPE, A FREE, DROP-IN PLAY AND LEARN
PROGRAM FOR FAMILIES WITH CHILDREN BIRTH TO 5
ON WHIDBEY ISLAND."

NAME OF RECIPIENT - PACIFIC NORTHWEST BALLET -DANCECHANCE
"WITH YOUR DANCECHANCE PROGRAM, PROVIDING
ACCESS FOR LOW-INCOME STUDENTS, STUDENTS OF
COLOR AND STUDENTS WITH NO PRIOR EXPOSURE TO
THE WORLD OF DANCE."

NAME OF RECIPIENT - SAFE CROSSINGS FOUNDATION
"THROUGH CAMP ERIN AND IT'S OVERNIGHT
WEEKEND CAMPING EXPERIENCE FOR CHILDREN
WHO ARE GRIEVING THE LOSS OF A LOVED ONE."

NAME OF RECIPIENT - SEATTLE MILK FUND
"WITH YOUR FAMILY CONNECTION PROGRAM, WHICH
MAKES IT POSSIBLE FOR LOW-INCOME CHILDREN TO
ATTEND HIGH-QUALITY EARLY EDUCATION PROGRAMS."

NAME OF RECIPIENT - SYMPHONY TACOMA
"WITH YOUR MINI MAESTROS 4-CONCERT PUBLIC
SERIES, MAKING THEM ACCESSIBLE TO DIVERSE."

Part XV Supplementary Information

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

NAME OF RECIPIENT - TEYTUM'S GIFT

"BY PROVIDING BACKPACKS TO FOSTER CHILDREN

THAT HELP THEM COPE WITH THE ANXIETY AND

TRANSITION AS THEY WAIT TO BE PLACED INTO A."

NAME OF RECIPIENT - VINE MAPLE PLACE

"WITH YOUR COMPREHENSIVE, TRAUMA-INFORMED

CHILD & YOUTH PROGRAM THAT AIMS TO CHANGE

THE DEVELOPMENT TRAJECTORY OF CHILDREN WHOSE

FAMILIES ARE FACING HOMELESSNESS."

NAME OF RECIPIENT - WENATCHEE VALEY MUSEUM & CULTURAL CENTER

"BY CONSERVING AND PRESERVING THE PAINTING

""SUNSET AND MOONRISE ON THE GREAT CHIEF, OR

THE RULING SPIRIT OF THE COLUMBIA"" PAINTED IN

1894 BY THE ARTIST JAMES EVERETT STUART."

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
RBC WEALTH MANAGEMENT	362.	362.	
TOTAL TO PART I, LINE 3	362.	362.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
RBC ACCT #X4877	159,675.	0.	159,675.	159,675.	
RBC LT CAPITAL GAIN DISTRIBUTIONS	1,868.	1,868.	0.	0.	
TO PART I, LINE 4	161,543.	1,868.	159,675.	159,675.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	8,775.	0.		8,775.
TO FORM 990-PF, PG 1, LN 16B	8,775.	0.		8,775.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	1,111.	1,111.		0.
PAYROLL TAXES	2,426.	0.		2,426.
FEDERAL EXCISE TAX ON INVESTMENT INCOME	1,819.	0.		0.
TO FORM 990-PF, PG 1, LN 18	5,356.	1,111.		2,426.

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
SCHOLARSHIP EXPENSES	1,711.	0.		1,711.
TELEPHONE	1,195.	0.		1,195.
STORAGE	560.	0.		560.
SUPPLIES	265.	0.		265.
ADVISOR FEES	233.	233.		0.
BOARD INSURANCE	1,755.	0.		1,755.
WEB DESIGN	120.	0.		120.
BUSINESS MEALS	161.	0.		161.
ADMINISTRATIVE	1,137.	0.		1,137.
TO FORM 990-PF, PG 1, LN 23	7,137.	233.		6,904.

FORM 990-PF CORPORATE STOCK STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
RBC - US EQUITIES - SEE ATTACHED	1,465,162.	2,834,090.
RBC - INTERNATIONAL EQUITIES - SEE ATTACHED	1,126,955.	1,374,528.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,592,117.	4,208,618.

FORM 990-PF OTHER INVESTMENTS STATEMENT 7

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
RBC - MIXED ASSETS - SEE ATTACHED	COST	20,287.	28,401.
RBC - OTHER ASSETS- SEE ATTACHED	COST	208,116.	250,505.
TOTAL TO FORM 990-PF, PART II, LINE 13		228,403.	278,906.

FORM 990-PF	OTHER ASSETS		STATEMENT 8
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
CONTRIBUTION REFUND RECEIVABLE	1,667.	0.	0.
PREPAID FEDERAL EXCISE TAX	794.	0.	0.
TO FORM 990-PF, PART II, LINE 15	2,461.	0.	0.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 9
DESCRIPTION	BOY AMOUNT	EOY AMOUNT
PAYROLL TAXES PAYABLE	170.	186.
FEDERAL TAXES PAYABLE	0.	1,025.
TOTAL TO FORM 990-PF, PART II, LINE 22	170.	1,211.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 10

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
CHRISTOPHER R. KELLY 1311 COLCHESTER DR. S.E. PORT ORCHARD, WA 98366	PRESIDENT 1.00	0.	0.	0.
ROGER C. OTTENBACH 1311 COLCHESTER DR. S.E. PORT ORCHARD, WA 98366	FIRST VP/SECRETARY/TREASUR 1.00	0.	0.	0.
GREG OBATA 1311 COLCHESTER DR. S.E. PORT ORCHARD, WA 98366	TRUSTEE 1.00	0.	0.	0.
MIKA VENTRELLA 1311 COLCHESTER DR. S.E. PORT ORCHARD, WA 98366	TRUSTEE 1.00	0.	0.	0.
VINCENT DRIANO 1311 COLCHESTER DR. S.E. PORT ORCHARD, WA 98366	TRUSTEE 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 11
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

MARY LOW
PO BOX 19208
SEATTLE, WA 98109

TELEPHONE NUMBER	NAME OF GRANT PROGRAM
206-706-8486	EWING C. KELLY SCHOLARSHIP

EMAIL ADDRESS

MARYCLARELOW@HOTMAIL.COM

FORM AND CONTENT OF APPLICATIONS

SUBMIT ALL APPLICATIONS WITH OFFICIAL HIGH SCHOOL TRANSCTIPT, ACT AND/OR SAT SCORES, FINANCIAL ASSESSMENT FORM, PERSONAL STATEMENT AND THREE LETTERS OF REFERENCE, BY MAIL.

ANY SUBMISSION DEADLINES

MARCH 10

RESTRICTIONS AND LIMITATIONS ON AWARDS

MUST BE ACCEPTED OR HAVE AN APPLICATION PENDING AT AN ACCREDITED INSTITUTION OF HIGHER LEARNING, PUBLIC OR PRIVATE, INCLUDING COMMUNITY COLLEGES AND MUST BE A SENIOR LEVEL STUDENT AT A PUBLIC OR PRIVATE HIGH SCHOOL; SENIOR LEVEL IN HIGH SCHOOL; ACT SCORE OF 20 AND/OR SAT SCORE OF 1030; MUST BE A U.S. CITIZEN OR HAVE A GREEN CARD.

KELLY FOUNDATION OF WASHINGTON
ATTN PATTI MILLER

ASSET DETAIL

The Estimated Annualized Income ("EAI") for certain securities could include a return of principal or capital gains, in which case EAI depicted on this account statement would be overstated. EAI is only an estimate of income generated by the investment and the actual income may be higher or lower. In the event the investment matures, is sold or called, the full EAI may not be realized

** The Unrealized Gain/Loss may not reflect your investments' total return. Specifically the net cost may include dividend and capital gains distributions which have been reinvested. Additionally, the information that appears in these columns may be based on information provided by you or at your direction. RBC has not verified such data. Please see "About Your Statement" on page 2 for further information.*

Your Financial Advisor has elected to display Asset Detail with the following options: asset purchases (tax lots) consolidated.

RBC INSURED DEPOSITS

Deposits in the RBC Insured Deposits, with the exception of amounts classified as "Pending Deposits," are held by the Program Banks, not RBC Capital Markets. They are not covered by SIPC. Balances classified as "Pending Deposits" are scheduled to be deposited in the Program Banks on the business day following the statement date, and thus, these deposits are covered by SIPC until such time as they are deposited in the Program Banks. Deposits are insured by the Federal Deposit Insurance Corporation (FDIC) up to $250,000 per depositor at each bank subject to certain limitations ***This means that your funds in excess of $250,000 in the same insurable capacity at any single Program Bank are not insured.*** *FDIC insurance coverage amounts are subject to the combined total of all deposits at a specific Program Bank including deposits held by the Program Bank outside of this account. Please refer to the RBC Insured Deposits Disclosure Statement and our website at www.rbcwmconnect.com for more details, including the current aggregate FDIC deposit insurance amount available through the Program. For questions concerning bank balances, please contact your Financial Advisor*

DESCRIPTION		BANK BALANCE	CURRENT BALANCE	PREVIOUS YEAR-END STATEMENT BALANCE	YTD INCOME
RBC INSURED DEPOSITS NOT SIPC COVERED			$87,444 81	$85,644 37	$361.43
DEPOSITS ARE HELD AT					
Wells Fargo Bank NA	Sioux Falls, SD	$44,393.57			
City National Bank	Los Angeles, CA	$42,416 41			
RBC Bank (Georgia) NA	Raleigh, NC	$634.83			
TOTAL RBC INSURED DEPOSITS			**$87,444.81** TS		**$361.43**

CASH AND MONEY MARKET

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	CURRENT MARKET VALUE	PREVIOUS YEAR-END STATEMENT MARKET VALUE
CASH				$812 50	
TOTAL CASH AND MONEY MARKET				**$812.50** TS	TS 88,257 31 B-2000 1

US EQUITIES

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
ABBOTT LABORATORIES	ABT	3,000.000	$86 860	$260,580.00	$64,832.59	$195,747.41	$4,320.00
ABBVIE INC	ABBV	3,000.000	$88 540	$265,620 00	$70,305.41	$195,314 59	$14,160 00
AMAZON COM INC	AMZN	50 000	$1,847.840	$92,392 00	$89,913.04	$2,478 96	
APPLE INC	AAPL	1,000 000	$293.650	$293,650.00	$109,120.99	$184,529 01	$3,080 00
AT&T INC	T	6,500 000	$39 080	$254,020 00	$198,394 50	$55,625.50	$13,520 00

Attachment - Part II, Lines 10b and 13

KELLY FOUNDATION OF WASHINGTON
ATTN PATTI MILLER

ACCOUNT STATEMENT
2019 ANNUAL STATEMENT

INTERNATIONAL EQUITIES
(continued)

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE		NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
HSBC HOLDINGS PLC SPONSORED ADR	HSBC	3,000 000	$39.090	$117,270 00		$94,311.49	$22,958 51	$7,635 00
ISHARES TRUST ISHARES MSCI NEW ZEALAND ETF	ENZL	1,500 000	$57 750	$86,625.00		$52,591 15	$34,033 85	$2,905 50
ROYAL BANK OF CANADA	RY	1,000.000	$79 200	$79,200 00		$24,606 00	$54,594.00	$3,159 00
TOTAL INTERNATIONAL EQUITIES				**$1,374,528.06** T/R		**$1,126,954.97** TI T/R	**$247,573.09**	**$51,081.71**

MIXED ASSETS

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE		NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
CALAMOS GLOBAL DYNAMIC INCOME FUND	CHW	96 223	$8.690	$836 18	Reinvest	$1,320 13	-$483.95	$80 83
CALAMOS STRATEGIC TOTAL RETURN FUND	CSQ	132 686	$13.600	$1,804 52	Reinvest	$1,872 43	-$67.91	$131.36
INCOME FUND OF AMERICA INC CLASS A	AMECX	1,108 427	$23.240	$25,759.84		$17,094.38	$8,665 46	$731 56
					Purchase	*$14,750 00*	*$8,490.00*	
					Reinvest	*$2,344 38*	*$175 46*	
TOTAL MIXED ASSETS				**$28,400.54** T/R		**$20,286.94** TI T/R	**$8,113.60**	**$943.75**

OTHER ASSETS

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE		NET COST *	UNREALIZED GAIN/LOSS *
CROWN CASTLE INTERNATIONAL CORP	CCI	700 000	$142 150	$99,505 00		$97,460.82	$2,044.18
WEYERHAEUSER CO	WY	5,000 000	$30 200	$151,000.00		$110,655 59	$40,344 41
TOTAL OTHER ASSETS				**$250,505.00** T/R		**$208,116.41** TI T/R	**$42,388.59**

B-3001 TI 2,820,519.97 B-2000 1

Attachment - Part II, Lines 10b and 13