

Form 990-PF

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

OMB No. 1545-0052

2015

Department of the Treasury Internal Revenue Service

Do not enter social security numbers on this form as it may be made public. Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

Open to Public Inspection

For calendar year 2015 or tax year beginning, and ending

Name of foundation: THE RUSSELL FAMILY FOUNDATION
Employer identification number: 91-1663336
Telephone number: 253-858-5050
City or town, state or province, country, and ZIP or foreign postal code: GIG HARBOR, WA 98335
Check type of organization: Section 501(c)(3) exempt private foundation
Fair market value of all assets at end of year: \$131,991,186
Accounting method: Accrual

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (Total: 8,941,313) and Operating and Administrative Expenses (Total: 8,875,014).

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	469,782.	1,004,121.	1,004,121.
	2 Savings and temporary cash investments	9,116,546.	7,802,027.	7,802,027.
	3 Accounts receivable	702.		
	Less: allowance for doubtful accounts		702.	702.
	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	625.		
	10a Investments - U.S. and state government obligations	0.	4,257,432.	4,257,432.
	b Investments - corporate stock	58,081,578.	53,898,732.	53,898,732.
	c Investments - corporate bonds	23,778,497.	13,723,475.	13,723,475.
	11 Investments - land, buildings, and equipment: basis			
Less: accumulated depreciation				
12 Investments - mortgage loans				
13 Investments - other	51,538,929.	51,193,229.	51,193,229.	
14 Land, buildings, and equipment: basis	323,243.			
Less: accumulated depreciation	316,623.	17,772.	6,620.	
15 Other assets (describe)	SEE STATEMENT 13	137,479.	104,848.	104,848.
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		143,141,208.	131,991,186.	131,991,186.
Liabilities	17 Accounts payable and accrued expenses	212,781.	194,439.	
	18 Grants payable	2,270,235.	1,283,500.	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe)			
23 Total liabilities (add lines 17 through 22)		2,483,016.	1,477,939.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here	<input checked="" type="checkbox"/>		
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	140,658,192.	130,513,247.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here	<input type="checkbox"/>		
	and complete lines 27 through 31.			
27 Capital stock, trust principal, or current funds				
28 Paid-in or capital surplus, or land, bldg., and equipment fund				
29 Retained earnings, accumulated income, endowment, or other funds				
30 Total net assets or fund balances		140,658,192.	130,513,247.	
31 Total liabilities and net assets/fund balances		143,141,208.	131,991,186.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	140,658,192.
2 Enter amount from Part I, line 27a	2	66,299.
3 Other increases not included in line 2 (itemize)	3	0.
4 Add lines 1, 2, and 3	4	140,724,491.
5 Decreases not included in line 2 (itemize) UNREALIZED LOSS ON SECURITIES	5	10,211,244.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	130,513,247.

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.)
1a PUBLICLY TRADED SECURITIES	P		
b EQUITY PARTNERSHIP INVESTMENTS	P		
c SALE OF PTP INTEREST IN LAZARD, LTD	P		
d SALE OF PTP INTEREST IN SUNOCO LOGISTICS PARTNERS L.P.	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 59,827,730.		55,833,179.	3,994,551.
b 1,584,553.			1,584,553.
c 45,502.		47,030.	-1,528.
d 25,208.		27,306.	-2,098.
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			3,994,551.
b			1,584,553.
c			-1,528.
d			-2,098.
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	5,575,478.
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 does not 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))
2014	10,040,013.	140,905,858.	.071253
2013	6,224,262.	140,371,913.	.044341
2012	7,130,682.	130,786,189.	.054522
2011	7,359,356.	128,523,572.	.057261
2010	9,864,799.	126,526,379.	.077966

2 Total of line 1, column (d)	2	.305343
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.061069
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	136,477,405.
5 Multiply line 4 by line 3	5	8,334,539.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	76,824.
7 Add lines 5 and 6	7	8,411,363.
8 Enter qualifying distributions from Part XII, line 4	8	8,394,414.

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 type="checkbox"/> and enter 1% of Part I, line 27b		1	153,648.
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	153,648.
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	153,648.
6 Credits/Payments:			
a 2015 estimated tax payments and 2014 overpayment credited to 2015	6a	218,130.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	218,130.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" 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	64,482.	
11 Enter the amount of line 10 to be: Credited to 2016 estimated tax <input type="checkbox"/> 64,482. Refunded <input checked="" type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the 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>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
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>		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?	X	
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>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> WA, CA		
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>	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 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

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)
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)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
Website address WWW.TRFF.ORG
14 The books are in care of KATHLEEN SIMPSON Telephone no. 253-858-5050
Located at P.O. BOX 2567, GIG HARBOR, WA ZIP+4 98335
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
16 At any time during calendar year 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See 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.

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?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(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.)
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here
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 2015?
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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? 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.)
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?
b If "Yes," did it have excess business holdings in 2015 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 2015.)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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 2015?

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

5a During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions) Yes No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **5b** 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? Yes No **SEE STATEMENT 15**
 If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No **6b** X
 If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No N/A **7b**

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

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

(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 14		288,816.	22,489.	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
HENRY IZUMIZAKI	DIRECTOR OF PROGRAMS			
P.O. BOX 2567, GIG HARBOR, WA 98335	40.00	197,852.	17,316.	0.
HOLLY POWERS	SR. PROGRAM OFFICER			
P.O. BOX 2567, GIG HARBOR, WA 98335	40.00	108,693.	15,866.	0.
SETH WALKER	DIRECTOR OF MARKETING			
P.O. BOX 2567, GIG HARBOR, WA 98335	40.00	115,458.	7,583.	0.
FABIOLA GREENAWALT	PROGRAM OFFICER			
P.O. BOX 2567, GIG HARBOR, WA 98335	40.00	94,984.	22,474.	0.
SUSAN DOBKINS	PROGRAM OFFICER			
P.O. BOX 2567, GIG HARBOR, WA 98335	40.00	91,656.	22,056.	0.

Total number of other employees paid over \$50,000 **2**

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
THRESHOLD GROUP P.O. BOX 2358, GIG HARBOR, WA 98335	ACCOUNTING / INVESTMENT ADVICE	523,625.
PARAMETRIC 1151 FAIRVIEW AVENUE N, SEATTLE, WA 98109	INVESTMENT ADVICE	180,465.
COMMUNITY AT WORK 1 TUBBS STREET, SAN FRANCISCO, CA 94107	CONSULTING	140,696.
WESTWOOD GLOBAL INVESTMENTS, LLC - 99 SUMMER STREET, SUITE 1130, BOSTON, MA 02110	INVESTMENT ADVICE	128,583.
FRIHET GROUP, LLC 708 BROADWAY, SUITE 320, TACOMA, WA 98402	CONSULTING	121,897.
Total number of others receiving over \$50,000 for professional services		7

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 SEE STATEMENT 16	451,735.
2 SEE STATEMENT 17	1,736,054.
3	
4	

Part IX-B Summary of Program-Related Investments

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

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities	1a	78,565,890.
b	Average of monthly cash balances	1b	8,707,119.
c	Fair market value of all other assets	1c	51,282,732.
d	Total (add lines 1a, b, and c)	1d	138,555,741.
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	138,555,741.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	2,078,336.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	136,477,405.
6	Minimum investment return. Enter 5% of line 5	6	6,823,870.

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	6,823,870.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	153,648.
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	153,648.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	6,670,222.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	6,670,222.
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	6,670,222.

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	8,394,414.
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	8,394,414.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	8,394,414.

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				6,670,222.
2 Undistributed income, if any, as of the end of 2015:				
a Enter amount for 2014 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2015:				
a From 2010	3,459,588.			
b From 2011	1,085,463.			
c From 2012				
d From 2013				
e From 2014	3,223,323.			
f Total of lines 3a through e	7,768,374.			
4 Qualifying distributions for 2015 from Part XII, line 4: ▶ \$ 8,394,414.				
a Applied to 2014, but not more than line 2a ...			0.	
b Applied to undistributed income of prior years (Election required - see instructions) ...		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2015 distributable amount				6,670,222.
e Remaining amount distributed out of corpus	1,724,192.			
5 Excess distributions carryover applied to 2015 (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	9,492,566.			
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 2014. Subtract line 4a from line 2a. Taxable amount - see instr. ...			0.	
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2010 not applied on line 5 or line 7	3,459,588.			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	6,032,978.			
10 Analysis of line 9:				
a Excess from 2011 ...	1,085,463.			
b Excess from 2012 ...				
c Excess from 2013 ...				
d Excess from 2014 ...	3,223,323.			
e Excess from 2015 ...	1,724,192.			

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 2015, 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)

Table with 5 columns: (a) 2015, (b) 2014, (c) 2013, (d) 2012, (e) Total. Rows include: 2 a Enter the lesser of the adjusted net income...; 2 b 85% of line 2a; 2 c Qualifying distributions from Part XII...; 2 d Amounts included in line 2c not used directly for active conduct of exempt activities; 2 e Qualifying distributions made directly for active conduct of exempt activities; 3 Complete 3a, b, or c for the alternative test relied upon; 3 a "Assets" alternative test; 3 b "Endowment" alternative test; 3 c "Support" alternative test.

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. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

SEE STATEMENT 18

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
AARON GOODGE 3906 N 34TH ST TACOMA, WA 98407	NONE	I: INDIVIDUAL	CLASS 6 FELLOWSHIP	3,000.
AGUEDA FERNANDEZ-WEBSTER PO BOX 39368 LAKEWOOD, WA 98496	NONE	I: INDIVIDUAL	CLASS 6 FELLOWSHIP	3,000.
AIDS HOUSING ASSOCIATION OF TACOMA 301 N "L" STREET TACOMA, WA 98403	NONE	PC: 509(A)(1)	GENERAL OPERATING SUPPORT	5,000.
ALCHEMY SKATEBOARDING & EDUCATION PO BOX 569 TACOMA, WA 98401	NONE	PC: 509(A)(1)	GO-SKATE-TACOMA	1,000.
AMERICAN CANCER SOCIETY 250 WILLIAMS STREET ATLANTA, GA 30303	NONE	PC: 509(A)(1)	2015 EMPLOYEE MATCHING GIFT	50.
Total	SEE CONTINUATION SHEET(S) ▶ 3a			5,541,968.
b Approved for future payment				
AARON GOODGE 3906 N 34TH ST TACOMA, WA 98407	NONE	I: INDIVIDUAL	CLASS 6 FELLOWSHIP	3,000.
AGUEDA FERNANDEZ-WEBSTER PO BOX 39368 LAKEWOOD, WA 98496	NONE	I: INDIVIDUAL	CLASS 6 FELLOWSHIP	3,000.
BIANCA 'BROGAN' SHELL 5421 S BIRMINGHAM ST TACOMA, WA 98409	NONE	I: INDIVIDUAL	CLASS 6 FELLOWSHIP	3,000.
Total	SEE CONTINUATION SHEET(S) ▶ 3b			243,500.

Part XV Supplementary Information (continued)

3a Grants and Contributions Paid During the Year

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
AMERICAN LEADERSHIP FORUM 738 BROADWAY, SUITE #301 TACOMA, WA 98402	NONE	PC: 509(A)(2)	2015 VOLUNTEER MATCH	1,000.
AMERICAN RIVERS 1101 14TH STREET NW, SUITE 1400 WASHINGTON, DC 20005	NONE	PC: 509(A)(1)	PUGET SOUND RIVERS CAMPAIGN: REFORMING FEDERAL POLICY TO PROTECT AND RESTORE RIVERS AND FLOODPLAINS	40,000.
ANTIOCH UNIVERSITY SEATTLE CAMPUS; 2326 6TH AVE SEATTLE, WA 98121	NONE	PC: 509(A)(1)	ROADSIDE RAIN GARDENS - COMMUNITIES FOR CLEAN WATER	9,838.
ASSOCIATION FOR CULTURAL EQUITY 425 EAST 25TH STREET, ROOM 1000 NEW YORK, NY 10010	NONE	PC: 509(A)(1)	GENERAL OPERATING SUPPORT	10,000.
BIANCA 'BROGAN' SHELL 5421 S BIRMINGHAM ST TACOMA, WA 98409	NONE	I: INDIVIDUAL	CLASS 6 FELLOWSHIP	3,000.
BIG HOMIE MINISTRIES INTERNATIONAL 6225 LAKEWOOD DR. W. APT 178 UNIVERSITY PLACE, WA 98467	NONE	NC	YOUTH ENHANCEMENT PROJECT (YEP)	20,000.
BLUFF LAKE NATURE CENTER 4755 PARIS ST. #190 DENVER, CO 80239	NONE	PC: 509(A)(1)	BLUFF LAKE NATURE CENTER LAKE AND HABITAT IMPROVEMENTS	5,000.
Total from continuation sheets				5,529,918.

Part XV Supplementary Information (continued)

3a Grants and Contributions Paid During the Year

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
BLUFF LAKE NATURE CENTER 4755 PARIS ST. #190 DENVER, CO 80239	NONE	PC: 509(A)(1)	GENERAL OPERATING SUPPORT	5,000.
CASA CORNELIA LAW CENTER 2760 FIFTH AVE, STE 200 SAN DIEGO, CA 92103	NONE	PC: 509(A)(1)	GENERAL OPERATING SUPPORT AND CHILDREN'S PROGRAM	10,000.
CASA LATINA 317 17TH AVE S SEATTLE, WA 98144	NONE	PC: 509(A)(1)	GENERAL OPERATING SUPPORT	4,000.
CASCADE BICYCLE CLUB EDUCATION FOUNDATION 7787 62ND AVE NE SEATTLE, WA 98115	NONE	SO I	MAJOR TAYLOR PROJECT IN PIERCE COUNTY	8,000.
CASEY BRUINSMA 1225 121ST ST S TACOMA, WA 98444	NONE	I: INDIVIDUAL	CLASS 6 FELLOWSHIP	3,000.
CATHERINE PLACE 923 S. 8TH STREET TACOMA, WA 98405	NONE	PC: 509(A)(1)	2015 EMPLOYEE MATCHING GIFT	120.
CATHOLIC COMMUNITY SERVICES OF WESTERN WASHINGTON 1323 SOUTH YAKIMA AVENUE TACOMA, WA 98405	NONE	PC: 509(A)(1)	NATIVITY HOUSE HOMELESS ADULT SERVICES	5,000.
Total from continuation sheets				

Part XV Supplementary Information (continued)

3a Grants and Contributions Paid During the Year

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
CATHOLIC COMMUNITY SERVICES OF WESTERN WASHINGTON 1323 SOUTH YAKIMA AVENUE TACOMA, WA 98405	NONE	PC: 509(A)(1)	NATIVITY HOUSE CAPITAL CAMPAIGN	250,000.
CENTRAL KITSAP FOOD BANK 3537 NW ANDERSON HILL RD SILVERDALE, WA 98383	NONE	PC: 509(A)(1)	2015 EMPLOYEE MATCHING GIFT	200.
CERES 99 CHAUNCY STREET, 6TH FLOOR BOSTON, MA 02111	NONE	PC: 509(A)(1)	2015 INCR MEMBERSHIP DUES	1,000.
CHILDREN'S MUSEUM OF TACOMA 1501 PACIFIC, STE 202 TACOMA, WA 98402	NONE	PC: 509(A)(1)	GENERAL OPERATING SUPPORT	5,000.
CHINESE RECONCILIATION PROJECT FOUNDATION PO BOX 7024 TACOMA, WA 98406	NONE	PC: 509(A)(2)	CHINESE RECONCILIATION PROJECT FOUNDATION FOR COMMUNICATION AND DOCUMENTARY PROJECT	5,000.
CHRIST EPISCOPAL CHURCH 310 NORTH K STREET TACOMA, WA 98403	NONE	PC: 170(B)(1)(A)(I)	RECTOR'S DISCRETIONARY FUND	5,000.
CHRIST EPISCOPAL CHURCH 310 NORTH K STREET TACOMA, WA 98403	NONE	PC: 170(B)(1)(A)(I)	GENERAL OPERATING SUPPORT FOR DAHL MUSIC FUND	5,000.
Total from continuation sheets				

Part XV Supplementary Information (continued)

3a Grants and Contributions Paid During the Year

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
CITIZENS FOR A HEALTHY BAY 535 DOCK STR, STE 213 TACOMA, WA 98402	NONE	PC: 509(A)(1)	WATER POLLUTION PREVENTION, ENFORCEMENT AND EDUCATION	40,000.
CITY OF SEATTLE, OFFICE OF SUSTAINABILITY & ENVIRONMENT PO BOX 94729 SEATTLE, WA 98124	NONE	GOV: GOVT ENTITY	EQUITY & ENVIRONMENT INITIATIVE	10,000.
COLLEGE SUCCESS FOUNDATION 950 PACIFIC AVE, SUITE 1250 TACOMA, WA 98402	NONE	PC: 509(A)(1)	COLLEGE SELECTION PLANNING	25,000.
COMMUNITIES IN SCHOOLS OF PENINSULA P.O. BOX 684 VAUGHN, WA 98394	NONE	PC: 509(A)(1)	HOLIDAY HELP/ASSEMBLIES/GIFT CARDS	20,000.
COMMUNITIES IN SCHOOLS OF PENINSULA P.O. BOX 684 VAUGHN, WA 98394	NONE	PC: 509(A)(1)	OPERATIONAL SUPPORT	10,000.
COMMUNITY BOAT PROJECT AT THE NORTHWEST SCHOOL OF WOODEN BOATBUILDING 42 N WATER ST. PORT HADLOCK, WA 98339	NONE	PC: 509(A)(1)	COMMUNITY BOAT PROJECT	25,000.
CONFLUENCE PHILANTHROPY 475 RIVERSIDE DRIVE, SUITE 900 NEW YORK, NY 10115	NONE	PC: 509(A)(1)	2015 MEMBERSHIP DUES	5,000.
Total from continuation sheets				

Part XV Supplementary Information (continued)

3a Grants and Contributions Paid During the Year

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
CONTINA KEMP 702 S. J STREET TACOMA, WA 98405	NONE	I: INDIVIDUAL	CLASS 6 FELLOWSHIP	3,000.
COVENANT YOUTH OF ALASKA P.O. BOX 203356 ANCHORAGE, AK 99654	NONE	PC: 509(A)(1)	CHRIS LOCKWOOD MEMORIAL SCHOLARSHIP FUND	5,000.
DANA-FARBER CANCER INSTITUTE PO BOX 849168 BOSTON, MA 02284-9168	NONE	PC: 509(A)(1)	2015 EMPLOYEE MATCHING GIFT	150.
DENSHO 1416 S. JACKSON ST SEATTLE, WA 98144	NONE	PC: 509(A)(1)	2015 EMPLOYEE MATCHING GIFT	150.
DOWNTOWN EMERGENCY SERVICE CENTER 515 3RD AVE SEATTLE, WA 98104	NONE	PC: 509(A)(1)	GENERAL OPERATING SUPPORT	5,000.
DUWAMISH RIVER CLEANUP COALITION/TECHNICAL ADVISORY GROUP 210 S. HUDSON STREET, SUITE 332 SEATTLE, WA 98134	NONE	PC: 509(A)(1)	DUWAMISH VALLEY YOUTH CORPS PROGRAM	20,000.
DUWAMISH RIVER CLEANUP COALITION/TECHNICAL ADVISORY GROUP 210 S. HUDSON STREET, SUITE 332 SEATTLE, WA 98134	NONE	PC: 509(A)(1)	GENERAL OPERATING SUPPORT	15,000.
Total from continuation sheets				

Part XV Supplementary Information (continued)

3a Grants and Contributions Paid During the Year

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
DUWAMISH TRIBAL SERVICES 4705 W. MARGINAL WAY SW SEATTLE, WA 98106	NONE	PC: 509(A)(1)	SUPPORT THE DUWAMISH TRIBE	2,500.
EARTHCORPS 6310 NE 74TH STREET, SUITE 201E SEATTLE, WA 98115	NONE	PC: 509(A)(1)	STORMING THE SOUND WITH SALMON - SWIMMING UPSTREAM	20,000.
EARTHJUSTICE 50 CALIFORNIA STREET, SUITE 500 SAN FRANCISCO, CA 94111	NONE	PC: 509(A)(2)	CLEAN WATER FOR PUGET SOUND	2,000.
EASTER SEALS WASHINGTON 200 WEST MERCER STREET, SUITE 210E SEATTLE, WA 98119	NONE	PC: 509(A)(1)	CAMP STAND BY ME GENERAL OPERATING SUPPORT	5,000.
EATONVILLE FAMILY AGENCY PO BOX 1764 EATONVILLE, WA 98328	NONE	PC: 509(A)(1)	2015 EMPLOYEE MATCHING GIFT	500.
ECOSS - ENVIRONMENTAL COALITION OF SOUTH SEATTLE 605 SOUTH RIVERSIDE DR SEATTLE, WA 98108	NONE	PC: 509(A)(1)	ECOSS MULTICULTURAL OUTREACH TEAM	20,000.
EL CENTRO DE LA RAZA 2524 16TH AVE SOUTH SEATTLE, WA 98144	NONE	PC: 509(A)(1)	AFFORDABLE HOUSING CAPITAL CAMPAIGN	1,000.
Total from continuation sheets				

Part XV Supplementary Information (continued)

3a Grants and Contributions Paid During the Year

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
ELISAPETA 'BECKA' SCANLAN 14518 WASHINGTON AVE SW LAKEWOOD, WA 98498	NONE	I: INDIVIDUAL	CLASS 6 FELLOWSHIP	3,000.
EMERGENCY FOOD NETWORK OF TACOMA AND PIERCE COUNTY 3318 92ND STREET SOUTH LAKEWOOD, WA 98499	NONE	PC: 509(A)(1)	CAPACITY BUILDING CAMPAIGN	100,000.
ENVIRONMENTAL SCIENCE CENTER 126 SW 148TH, #C100-170 BURIEN, WA 98166	NONE	PC: 509(A)(1)	SUPPORTING ENVIRONMENTAL LEADERSHIP: FIELD STUDIES, TRAININGS, AND SERVICE LEARNING PROJECTS	40,000.
EPIP / TIDES CENTER 10 EAST 34TH STREET, FLOOR 10 NEW YORK, NY 10016	NONE	PC: 509(A)(1)	2015 MEMBERSHIP DUES	3,000.
FEEST 6523 CALIFORNIA AVE SW, #152 SEATTLE, WA 98136	NONE	PC: 509(A)(1)	2015 EMPLOYEE MATCHING GIFT	100.
FIRST CREEK CHURCH 3801 N WHITMAN STREET TACOMA, WA 98407	NONE	PC: 170(B)(1)(A)(I)	DREAM MUSIC PROJECT CONCERT	1,000.
FISH FOOD BANKS OF PIERCE COUNTY 1702 SOUTH 72ND STREET, SUITE E TACOMA, WA 98408	NONE	PC: 509(A)(1)	KEY PENINSULA FOOD BANK OPERATING SUPPORT - FISH MOBILE	50,000.
Total from continuation sheets				

Part XV Supplementary Information (continued)

3a Grants and Contributions Paid During the Year

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
FLUX FACTORY, INC 39-31 29TH STREET LONG ISLAND CITY, NY 11101	NONE	PC: 509(A)(1)	SILENT BARN PHOENIX PHASE	3,000.
FORGOTTEN CHILDREN'S FUND P.O. BOX 9936 SEATTLE, WA 98109	NONE	PC: 509(A)(1)	CAPTAIN'S AUCTION-GENERAL OPERATING SUPPORT FOR CHRISTMAS PROGRAM	50,000.
FOSS WATERWAY SEAPORT 705 DOCK STREET TACOMA, WA 98402	NONE	PC: 509(A)(1)	SCIENCE ON THE SEA	40,000.
FOUNDATION FOR TACOMA STUDENTS 302 SOUTH 9TH STREET, SUITE 200 TACOMA, WA 98402	NONE	PC: 509(A)(1)	GENERAL OPERATING SUPPORT	10,000.
FRIENDS OF AMERICAN LAKE VETERANS GOLF COURSE PO BOX 99608, 9400 VETERANS DRIVE LAKEWOOD, WA 98496	NONE	PC: 509(A)(1)	NICKLAUS NINE AT AMERICAN LAKE VETERANS GOLF COURSE	100,000.
FRIENDS OF THE PIERCE COUNTY LAW LIBRARY 930 TACOMA AVE S., SUITE 1A-105 TACOMA, WA 98402	NONE	PC: 509(A)(1)	2015 EMPLOYEE MATCHING GIFT	500.
FTC INTERNATIONAL INC PMB 1103-B, 220 N. ZAPAT HWY 11-A LAREDO, TX 78043	NONE	PC: 509(A)(1)	MATCHING GIFT FOR PATRONATO PRO NINOS	500.
Total from continuation sheets				

Part XV Supplementary Information (continued)

3a Grants and Contributions Paid During the Year

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
FUNDERS NETWORK FOR SMART GROWTH AND LIVABLE COMMUNITIES 1500 SAN REMO AVENUE, SUITE 249 CORAL GABLES, FL 33146	NONE	PC: 509(A)(1)	2015 MEMBERSHIP DUES	9,010.
GIG HARBOR PENINSULA FISH 4425 BURNHAM DRIVE GIG HARBOR, WA 98335	NONE	PC: 509(A)(1)	GIG HARBOR PENINSULA FISH	50,000.
GOOD SAMARITAN FOUNDATION PO BOX 5296, 409-1-PHIL TACOMA, WA 98415-0296	NONE	PC: 509(A)(1)	CHILDREN'S THERAPY UNIT AT GOOD SAMARITAN HOSPITAL	5,000.
GOT GREEN PO BOX 18794, 3518 S EDMUNDS ST SEATTLE, WA 98118	NONE	PC: 509(A)(1)	COMMUNICATIONS PLAN & YOUNG LEADERS IN THE GREEN MOVEMENT	20,000.
GRANTS MANAGERS NETWORK 1666 K STREET NW, SUITE 440 WASHINGTON, DC 20006	NONE	PC: 509(A)(1)	2015 MEMBERSHIP DUES	3,000.
GRASSROOTS GRANTMAKERS PO BOX 9069 DENVER, CO 80209	NONE	PC: 509(A)(1)	2015 MEMBERSHIP DUES	2,000.
GREATER METRO PARKS FOUNDATION 4702 S 19TH ST TACOMA, WA 98405	NONE	PC: 509(A)(1)	EASTSIDE COMMUNITY CENTER AND POOL	50,000.
Total from continuation sheets				

Part XV Supplementary Information (continued)

3a Grants and Contributions Paid During the Year

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
GREATER TACOMA COMMUNITY FOUNDATION 950 PACIFIC AVE SUITE 1100 TACOMA, WA 98402	NONE	PC: 509(A)(1)	PUYALLUP WATERSHED INITIATIVE - 2015 FUNDS	1,000,000.
GREATER TACOMA COMMUNITY FOUNDATION 950 PACIFIC AVE SUITE 1100 TACOMA, WA 98402	NONE	PC: 509(A)(1)	LEA ARMSTRONG SCHOLARSHIP & ALUMNI NETWORKING PROJECT	25,000.
GREATER TACOMA COMMUNITY FOUNDATION 950 PACIFIC AVE SUITE 1100 TACOMA, WA 98402	NONE	PC: 509(A)(1)	GENERAL OPERATING SUPPORT	334,500.
GREEN FUTURES RESEARCH AND DESIGN LAB 348 GOULD HALL, BOX 355734 SEATTLE, WA 98195-5734	NONE	PC: 509(A)(1)	REGIONAL OPEN SPACE STRATEGY FOR CENTRAL PUGET SOUND	40,000.
GREENHOUSE SCHOLARS 1881 9TH STREET, SUITE 200 BOULDER, CO 80302	NONE	PC: 509(A)(1)	GENERAL OPERATING SUPPORT	7,500.
GROW FOOD DBA VIVA FARMS PO BOX 1714 MOUNT VERNON, WA 98273	NONE	PC: 509(A)(1)	2015 EMPLOYEE MATCHING GIFT	100.
HAL MENG 1521 N. FIFE ST TACOMA, WA 98406	NONE	I: INDIVIDUAL	CLASS 6 FELLOWSHIP	3,000.
Total from continuation sheets				

Part XV Supplementary Information (continued)

3a Grants and Contributions Paid During the Year

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
HANNAH MINER 918 S. J ST, APT #6 TACOMA, WA 98405	NONE	I: INDIVIDUAL	CLASS 6 FELLOWSHIP	3,000.
HARBOR WILDWATCH PMB 99, 3110 JUDSON STREET GIG HARBOR, WA 98335	NONE	PC: 509(A)(1)	GENERAL OPERATING SUPPORT FOR HARBOR WILDWATCH	60,000.
HILLTOP ARTISTS PO BOX 6829, HILLTOP ARTISTS IN RESIDENCE TACOMA, WA 98417	NONE	PC: 509(A)(1)	2015 EMPLOYEE MATCHING GIFT	125.
ILEAP 4649 SUNNYSIDE AVE N, STE 400 SEATTLE, WA 98103	NONE	PC: 509(A)(2)	2015 EMPLOYEE MATCHING GIFT	400.
INSIGHT CENTER FOR COMMUNITY ECONOMIC DEVELOPMENT 1999 HARRISON STREET, SUITE 1800 OAKLAND, CA 94612	NONE	PC: 509(A)(1)	2015 EMPLOYEE MATCHING GIFT	1,000.
INTERNATIONAL COMMUNITY FOUNDATION 2505 N AVE NATIONAL CITY, CA 91950	NONE	PC: 509(A)(1)	2015 EMPLOYEE MATCHING GIFT	1,000.
JONATHAN JACKSON 2424 S 41ST ST, #A210 TACOMA, WA 98409	NONE	I: INDIVIDUAL	CLASS 6 FELLOWSHIP	3,000.
Total from continuation sheets				

Part XV Supplementary Information (continued)

3a Grants and Contributions Paid During the Year

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
KAUAI MUSIC FESTIVAL PO BOX 2575 KAMUELA, HI 96743	NONE	PC: 509(A)(1)	GENERAL OPERATING SUPPORT	5,000.
KBTC ASSOCIATION 2320 SOUTH 19TH STREET TACOMA, WA 98405	NONE	PC: 509(A)(1)	2015 EMPLOYEE MATCHING GIFT	100.
KING COUNTY WATER & LAND RESOURCES DIVISION, STORMWATER SERVICES 201 S JACKSON, SUITE 600 SEATTLE, WA 98104	NONE	GOV: GOVT ENTITY	ENVIRONMENTAL EDUCATION COMMUNITY PARTNERSHIP	15,000.
KITSAP REGIONAL LIBRARY FOUNDATION 1301 SYLVAN WAY BREMERTON, WA 98310	NONE	PC: 509(A)(1)	2015 EMPLOYEE MATCHING GIFT	200.
KPLU-FM (PACIFIC LUTHERAN UNIVERSITY) 12182 PARK AVE S TACOMA, WA 98447	NONE	PC: 509(A)(1)	2015 EMPLOYEE MATCHING GIFT	1,700.
LATINO COMMUNITY FUND OF WASHINGTON PO BOX 30669 SEATTLE, WA 98103	NONE	PC: 509(A)(1)	ENVIRONMENTAL LEADERSHIP AND CAPACITY BUILDING	40,000.
LEADERSHIP LEARNING COMMUNITY / TIDES CENTER 1203 PRESERVATION PARK WAY, SUITE 200 OAKLAND, CA 94612	NONE	PC: 509(A)(1)	2015 MEMBERSHIP DUES	5,000.
Total from continuation sheets				

Part XV Supplementary Information (continued)

3a Grants and Contributions Paid During the Year

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
LEWIS & CLARK COLLEGE ADVANCEMENT SERVICES MSC 88, 0615 SW PALATINE HILL ROAD PORTLAND, OR 97219	NONE	PC: 509(A)(1)	GENERAL OPERATING SUPPORT	1,000.
LINDQUIST DENTAL CLINIC FOR CHILDREN 130-131ST STREET S TACOMA, WA 98444	NONE	PC: 509(A)(1)	LINDQUIST CLINIC IN THE GIG HARBOR BOYS AND GIRLS CLUB	50,000.
MALA'AI: THE CULINARY GARDEN OF WAIMEA MIDDLE SCHOOL P.O. BOX 543 KAMUELA, HI 96743	NONE	PC: 509(A)(1)	GENERAL OPERATING SUPPORT	8,000.
MARY BRIDGE CHILDREN'S FOUNDATION 409 SOUTH J STREET TACOMA, WA 98415	NONE	PC: 509(A)(1)	2015 FESTIVAL OF TREES	5,000.
MELODY RODRIGUEZ 505 N. L STREET, APT. A TACOMA, WA 98403	NONE	I: INDIVIDUAL	CLASS 6 FELLOWSHIP	4,500.
MISSION INVESTORS EXCHANGE 2101 FOURTH AVE, SUITE 650 SEATTLE, WA 98121	NONE	PC: 509(A)(1)	2015 MEMBERSHIP DUES	5,000.
MOUNTAINS TO SOUND GREENWAY TRUST 911 WESTERN AVENUE, SUITE 203 SEATTLE, WA 98103	NONE	PC: 509(A)(1)	MOUNTAINS TO SOUND GREENWAY EDUCATION PROGRAM	30,000.
Total from continuation sheets				

Part XV Supplementary Information (continued)

3a Grants and Contributions Paid During the Year

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
MUSEUM OF GLASS 1801 DOCK ST. TACOMA, WA 98402-3217	NONE	PC: 509(A)(1)	HOT SHOP HEROES: HEALING WITH FIRE	75,000.
MUSEUM OF GLASS 1801 DOCK ST. TACOMA, WA 98402-3217	NONE	PC: 509(A)(1)	ENDOWMENT SUPPORT	1,080,000.
NA KALAI WA'A 65-1206 MAMALAOA HWY KAMUELA, HI 96743	NONE	PC: 509(A)(1)	KAHOWA'A - EDUCATIONAL OUTREACH/CREW TRAINING: SUPPORTING INTER-ISLAND AND WORLDWIDE VOYAGING	5,000.
NATIONAL CENTER FOR FAMILY PHILANTHROPY 1667 K STREET NW, SUITE 550 WASHINGTON, DC 20006	NONE	PC: 509(A)(1)	2015 MEMBERSHIP DUES	5,000.
NATIONAL CENTER FOR FAMILY PHILANTHROPY 1667 K STREET NW, SUITE 550 WASHINGTON, DC 20006	NONE	PC: 509(A)(1)	GENERAL OPERATING SUPPORT	10,000.
NATIVE AMERICANS IN PHILANTHROPY 2801 21ST AVE SOUTH, SUITE 132D MINNEAPOLIS, MN 55407	NONE	PC: 509(A)(1)	2015 MEMBERSHIP DUES	500.
NEIGHBORHOOD FUNDERS GROUP 436 14TH STREET, SUITE 425 OAKLAND, CA 94612	NONE	PC: 509(A)(1)	2015 MEMBERSHIP DUES	1,500.
Total from continuation sheets				

Part XV Supplementary Information (continued)

3a Grants and Contributions Paid During the Year

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
NEO PHILANTHROPY 45 W 36TH ST, 6TH FLOOR NEW YORK, NY 10018	NONE	PC: 509(A)(1)	WHY WE WORK HERE	5,000.
NEW YORK PEACE INSTITUTE 111 JOHN STREET, SUITE 600 NEW YORK, NY 10038	NONE	PC: 509(A)(1)	GENERAL OPERATING SUPPORT	2,000.
NISQUALLY REACH NATURE CENTER 4949 D'MILLUHR DR. NE OLYMPIA, WA 98516	NONE	PC: 509(A)(1)	GENERAL OPERATING SUPPORT	35,000.
NORTH KOHALA COMMUNITY RESOURCE CENTER P. O. BOX 519, 55-3393 AKONI PULE HWY HAWI, HI 96719	NONE	PC: 509(A)(1)	GENERAL OPERATING SUPPORT	5,000.
NORTH KOHALA COMMUNITY RESOURCE CENTER P. O. BOX 519, 55-3393 AKONI PULE HWY HAWI, HI 96719	NONE	PC: 509(A)(1)	GENERAL SUPPORT FOR SIX DISTINCT COMMUNITY PROJECTS	12,000.
NORTH KOHALA COMMUNITY RESOURCE CENTER P. O. BOX 519, 55-3393 AKONI PULE HWY HAWI, HI 96719	NONE	PC: 509(A)(1)	PROJECT SUPPORT FOR KES KEIKI YOGA, KOHALA RADIO AND KID PAN ALLEY	10,000.
NORTH STAR FUND 520 8TH AVENUE, SUITE 2203 NEW YORK, NY 10018	NONE	PC: 509(A)(1)	GENERAL OPERATING SUPPORT	2,500.
Total from continuation sheets				

Part XV Supplementary Information (continued)

3a Grants and Contributions Paid During the Year

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
NORTHWEST LEADERSHIP FOUNDATION 1119 PACIFIC AVE STE 800 TACOMA, WA 98402	NONE	PC: 509(A)(1)	2015 EMPLOYEE MATCHING GIFT	200.
NORTHWEST LEADERSHIP FOUNDATION 1119 PACIFIC AVE STE 800 TACOMA, WA 98402	NONE	PC: 509(A)(1)	ACT SIX LEADERSHIP AND SCHOLARSHIP INITIATIVE	25,000.
NW FURNITURE BANK 117 PUYALLUP AVE TACOMA, WA 98421	NONE	PC: 509(A)(1)	GENERAL OPERATING SUPPORT	25,000.
OBE QUARLESS 126 121ST ST S, APT. 14 TACOMA, WA 98444	NONE	I: INDIVIDUAL	CLASS 6 FELLOWSHIP	3,000.
ONE TO WORLD INC. 285 WEST BROADWAY, SUITE 450 NEW YORK, NY 10013	NONE	PC: 509(A)(1)	GENERAL OPERATING SUPPORT	2,500.
ONEAMERICA 1225 S. WELLER ST. STE. 430 SEATTLE, WA 98144	NONE	PC: 509(A)(1)	2015 EMPLOYEE MATCHING GIFT	100.
OPEN ARMS PERINATAL SERVICES 2524 16TH AVE S, SUITE 207A SEATTLE, WA 98144	NONE	PC: 509(A)(1)	2015 EMPLOYEE MATCHING GIFT	50.
Total from continuation sheets				

Part XV Supplementary Information (continued)

3a Grants and Contributions Paid During the Year

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
PACIFIC EDUCATION INSTITUTE MARKET PLACE OFFICE BLD, 724 COLUMBIA ST NW, SUITE 255 OLYMPIA, WA 98501	NONE	PC: 509(A)(1)	PUGET SOUND K-12 FIELDSTEM PROGRAM	50,000.
PEACEJAM FOUNDATION - NOBEL WOMEN'S INITIATIVE 11200 RALSTON RD ARVADA, CO 80004	NONE	PC: 509(A)(1)	NOBEL WOMEN'S INITIATIVE WHEN WE ARE BOLD: RADICAL WAYS WOMEN WAGE PEACE	10,000.
PHILANTHROPY NORTHWEST 2101 FOURTH AVENUE, SUITE 650 SEATTLE, WA 98121	NONE	PC: 509(A)(1)	2015 MEMBERSHIP DUES	10,125.
POINT DEFIANCE ZOOLOGICAL SOCIETY 5400 NORTH PEARL STREET TACOMA, WA 98407	NONE	PC: 509(A)(1)	CITIZEN SCIENCE	20,000.
POMEGRANATE CENTER 1400 NW MAPLE ISSAQUAH, WA 98027	NONE	PC: 509(A)(2)	2015 EMPLOYEE MATCHING GIFT	100.
PORT GAMBLE S'KLALLAM FOUNDATION 31912 LITTLE BOSTON ROAD NE KINGSTON, WA 98346	NONE	PC: 509(A)(1)	SUMMER ENVIRONMENTAL EDUCATION PROGRAM	15,000.
PORT TOWNSEND MARINE SCIENCE CENTER 532 BATTERY WAY PORT TOWNSEND, WA 98368	NONE	PC: 509(A)(1)	WHALES OF THE SALISH SEA	16,000.
Total from continuation sheets				

Part XV Supplementary Information (continued)

3a Grants and Contributions Paid During the Year

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
PUEBLO A PUEBLO PO BOX 303 NEENAH, WI 54957-0303	NONE	PC: 509(A)(1)	2015 EMPLOYEE MATCHING GIFT	125.
PUGET SOUND SAGE 1032 S. JACKSON ST. #203 SEATTLE, WA 98104	NONE	PC: 509(A)(1)	CLIMATE RESILIENCE DOCUMENTATION	35,000.
PUGET SOUNDKEEPER ALLIANCE 130 NICKERSON STREET, SUITE 107 SEATTLE, WA 98109	NONE	PC: 509(A)(1)	THE PUGET SOUND LEADERSHIP, STORMWATER REGULATION AND CLEAN WATER ACT ENFORCEMENT PROJECT	40,000.
R. MERLE PALMER MINORITY SCHOLARSHIP FOUNDATION PO BOX 7119 TACOMA, WA 98417	NONE	PC: 509(A)(1)	PROGRAM ENHANCEMENT AND GENERAL OPERATING	25,000.
RAINBOW CENTER 2215 PACIFIC AVE TACOMA, WA 98407	NONE	PC: 509(A)(1)	2015 VOLUNTEER MATCH	1,000.
RE SOURCES FOR SUSTAINABLE COMMUNITIES 2309 MERIDIAN ST BELLINGHAM, WA 98225	NONE	PC: 509(A)(1)	CLEAN WATER PROGRAM	40,000.
REACT THEATRE 1122 E PIKE STREET #1111 SEATTLE, WA 98122	NONE	PC: 509(A)(2)	GENERAL OPERATING SUPPORT	2,500.
Total from continuation sheets				

Part XV Supplementary Information (continued)

3a Grants and Contributions Paid During the Year

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
REBECCA PADILLA 1323 EAST 57TH TACOMA, WA 98404	NONE	I: INDIVIDUAL	CLASS 6 FELLOWSHIP	3,000.
RESOURCES LEGACY FUND 555 CAPITOL MALL, SUITE 1095 SACRAMENTO, CA 95814	NONE	PC: 509(A)(1)	WASHINGTON WATER PUBLIC EDUCATION CAMPAIGN	50,000.
ROCKY MOUNTAIN LAND LIBRARY 2550 W. 39TH AVENUE DENVER, CO 80211	NONE	PC: 509(A)(1)	GENERAL OPERATING SUPPORT	7,500.
RTC IMPACT FUND 1877 BROADWAY, SUITE 100 BOULDER, CO 80304	NONE	PC: 509(A)(1)	GENERAL OPERATING SUPPORT	5,000.
SAIYARE REFAEI 1002 S. PINE ST TACOMA, WA 98405	NONE	I: INDIVIDUAL	CLASS 6 FELLOWSHIP - SAIYARE REFAEI	3,000.
SALISH SEA EXPEDITIONS 1257 PATMOS LANE BAINBRIDGE ISLAND, WA 98110	NONE	PC: 509(A)(2)	SALISH SOUND & SOURCE: DEVELOPING SCIENTIFIC LITERACY AND ENVIRONMENTAL STEWARDSHIP	40,000.
SAN JUAN ISLANDS CONSERVATION DISTRICT 350 COURT STREET #10, 530 GUARD STREET FRIDAY HARBOR, WA 98250	NONE	GOV: GOVT ENTITY	ACHIEVING COLLECTIVE IMPACT: PUGET SOUND CONSERVATION DISTRICT CAUCUS	45,200.
Total from continuation sheets				

Part XV Supplementary Information (continued)

3a Grants and Contributions Paid During the Year

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
SEATTLE NATIVITY SCHOOL 2800 S. MASSACHUSETTS STREET SEATTLE, WA 98144	NONE	PC: 509(A)(1)	SPECIAL PROJECTS: PROMOTING THE SCHOOL IN THE COMMUNITY THROUGH AN INFORMATIONAL VIDEO	5,000.
SEATTLE PREPARATORY SCHOOL 2400 ELEVENTH AVENUE EAST SEATTLE, WA 98102	NONE	PC: 170(B)(1)(A)(I)	GENERAL OPERATING SUPPORT	5,000.
SEATTLE SYMPHONY ORCHESTRA PO BOX 21906; 200 UNIVERSITY ST SEATTLE, WA 98111	NONE	PC: 509(A)(1)	GENERAL OPERATING SUPPORT	5,000.
SEATTLE TILTH ASSOCIATION 4649 SUNNYSIDE AVE NORTH, ROOM 120 SEATTLE, WA 98103	NONE	PC: 509(A)(1)	SCHOOL GARDEN COLLECTIVE- PHASE 2	20,000.
SECOND CYCLE 1205 MARTIN LUTHER KING, JR. WAY TACOMA, WA 98405	NONE	PC: 509(A)(1)	GENERAL OPERATING SUPPORT	5,000.
SHAJUANDA TATE 7628 40TH ST W #19 UNIVERSITY PLACE, WA 98466	NONE	I: INDIVIDUAL	CLASS 6 FELLOWSHIP	3,000.
SOJOURNERS 3333 14TH ST. NW, SUITE 200 WASHINGTON, DC 20010	NONE	PC: 509(A)(1)	2015 EMPLOYEE MATCHING GIFT	250.
Total from continuation sheets				

Part XV Supplementary Information (continued)

3a Grants and Contributions Paid During the Year

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
SOLUTIONS FOR HUMANITY, COMMUNITY, AND THE ENVIRONMENT 2661 NORTH PEARL STREET #344 TACOMA, WA 98407	NONE	PC: 509(A)(1)	PLANNING SUPPORT FOR T-PEN/REN	15,000.
SOLUTIONS FOR HUMANITY, COMMUNITY, AND THE ENVIRONMENT 2661 NORTH PEARL STREET #344 TACOMA, WA 98407	NONE	PC: 509(A)(1)	RESHAPING OUR ENVIRONMENTS: COMMUNITY AT THE FOREFRONT OF OWNING OUR COMMUNITIES	20,000.
SOUTH SOUND ESTUARY ASSOCIATION P.O. BOX 2182 OLYMPIA, WA 98507	NONE	PC: 509(A)(1)	INSPIRE STEWARDSHIP OF PUGET SOUND WATERS	20,000.
SPOKANE VALLEY PARTNERS 10814 EAST BROADWAY AVENUE SPOKANE VALLEY, WA 99206	NONE	PC: 509(A)(1)	GENERAL OPERATING SUPPORT	5,000.
ST. LEO FOOD CONNECTION 710 SOUTH 13TH STREET TACOMA, WA 98405	NONE	PC: 509(A)(1)	2015 EMPLOYEE MATCHING GIFT	125.
STEWARDSHIP PARTNERS 1411 4TH AVE SUITE 1425 SEATTLE, WA 98101	NONE	PC: 509(A)(1)	IMPROVING PUGET SOUND THROUGH GREEN INFRASTRUCTURE AND SUSTAINABLE LAND USE	75,000.
SUSTAINABLE AMBASSADORS 220 2ND AVE SOUTH SEATTLE, WA 98104	NONE	PC: 509(A)(1)	SUSTAINABILITY AMBASSADORS OPERATING SUPPORT	20,000.

Total from continuation sheets

Part XV Supplementary Information (continued)

3a Grants and Contributions Paid During the Year

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
TACOMA COMMUNITY BOAT BUILDERS 4540 SOUTH ADAMS TACOMA, WA 98409	NONE	PC: 509(A)(1)	TACOMA COMMUNITY BOAT BUILDERS	50,000.
TACOMA COMMUNITY HOUSE PO BOX 5107; 1314 SOUTH L STREET TACOMA, WA 98415	NONE	PC: 509(A)(1)	2015 EMPLOYEE MATCHING GIFT	150.
TACOMA URBAN LEAGUE 2550 SOUTH YAKIMA AVENUE TACOMA, WA 98405	NONE	PC: 509(A)(1)	LITTLE FREE LIBRARY	300.
TACOMA URBAN LEAGUE 2550 SOUTH YAKIMA AVENUE TACOMA, WA 98405	NONE	PC: 509(A)(1)	HILLTOP URBAN GARDENS COMPOSTING TOILET	700.
TACOMA/PIERCE COUNTY HABITAT FOR HUMANITY 4824 SOUTH TACOMA WAY TACOMA, WA 98409	NONE	PC: 509(A)(1)	2015 EMPLOYEE MATCHING GIFT	600.
TACOMA/PIERCE COUNTY HABITAT FOR HUMANITY 4824 SOUTH TACOMA WAY TACOMA, WA 98409	NONE	PC: 509(A)(1)	HABITAT CONNECTS: GRASSROOTS LEADERSHIP DEVELOPMENT	89,600.
TACOMA/PIERCE COUNTY HABITAT FOR HUMANITY 4824 SOUTH TACOMA WAY TACOMA, WA 98409	NONE	PC: 509(A)(1)	COMMUNITY GARDEN & COMMON AREA IMPROVEMENTS AT AINSWORTH VISTA	1,000.
Total from continuation sheets				

Part XV Supplementary Information (continued)

3a Grants and Contributions Paid During the Year

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
TANZANIAN CHILDREN'S FUND 9 WATERHOUSE STREET CAMBRIDGE, MA 02138	NONE	PC: 509(A)(1)	2015 EMPLOYEE MATCHING GIFT	500.
TEWA WOMEN UNITED PO BOX 397 SANTA CRUZ, NM 87567	NONE	PC: 509(A)(1)	GENERAL OPERATING SUPPORT	5,000.
THE CONSULTATIVE GROUP ON BIOLOGICAL DIVERSITY PO BOX 29361 SAN FRANCISCO, CA 94129-0361	NONE	PC: 509(A)(1)	2015 MEMBERSHIP DUES	6,500.
THE GRAND CINEMA 606 S. FAWCETT TACOMA, WA 98402	NONE	PC: 509(A)(1)	2015 EMPLOYEE MATCHING GIFT	400.
THE MERWIN CONSERVANCY P.O. BOX 809, 455 KULIKE ROAD HAIKU, HI 96708	NONE	SO I	GENERAL OPERATING SUPPORT	5,000.
THE MOUNTAINEERS 7700 SAND POINT WAY NE SEATTLE, WA 98115	NONE	PC: 509(A)(1)	MOUNTAINEERS PEAK SOCIETY	1,000.
THE NATURE CONSERVANCY 4245 NORTH FAIRFAX DRIVE, SUITE 100 ARLINGTON, VA 22203-1606	NONE	PC: 509(A)(1)	FROM INNOVATION TO LEGACY: BUILDING SUSTAINABILITY IN PUGET SOUND	100,000.
Total from continuation sheets				

Part XV Supplementary Information (continued)

3a Grants and Contributions Paid During the Year

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
THE NEIGHBORHOOD CLINIC 1323 SOUTH YAKIMA AVE TACOMA, WA 98405	NONE	PC: 509(A)(1)	2015 EMPLOYEE MATCHING GIFT	500.
THE RESCUE MISSION 1912 702 PACIFIC AVENUE TACOMA, WA 98401-1912	NONE	PC: 509(A)(1)	2015 EMPLOYEE MATCHING GIFT	300.
THE SERVANT'S WAY 1417 SOUTH G STREET TACOMA, WA 98405	NONE	PC: 509(A)(1)	MEDITATION GARDEN PROJECT	1,000.
THE SYNERGOS INSTITUTE 3 EAST 54TH STREET, 14TH FLOOR NEW YORK, NY 10022	NONE	PC: 509(A)(1)	GENERAL OPERATING SUPPORT	5,000.
THE TRUST FOR PUBLIC LAND 901 5TH AVENUE SUITE 1520 SEATTLE, WA 98164	NONE	PC: 509(A)(1)	CONSERVATION SERVICES AND LEADERSHIP IN THE PUGET SOUND REGION	40,000.
TINY TOTS DEVELOPMENT CENTER 8318 RENTON AVE SOUTH SEATTLE, WA 98118	NONE	PC: 509(A)(1)	2015 EMPLOYEE MATCHING GIFT	100.
TOWN HALL SEATTLE 1119 8TH AVE SEATTLE, WA 98101	NONE	PC: 509(A)(1)	GENERAL OPERATING SUPPORT	5,000.
Total from continuation sheets				

Part XV Supplementary Information (continued)

3a Grants and Contributions Paid During the Year

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
TRACIE BONJOUR 926 S. SHERIDAN AVE TACOMA, WA 98405	NONE	I: INDIVIDUAL	CLASS 6 FELLOWSHIP	3,000.
UNITED WAY OF PIERCE COUNTY 2215 1501 PACIFIC #400 TACOMA, WA 98401	NONE	PC: 509(A)(1)	BASIC NEEDS PORTFOLIO	64,000.
UNITED WAY OF PIERCE COUNTY 2215 1501 PACIFIC #400 TACOMA, WA 98401	NONE	PC: 509(A)(1)	VETERANS OF FOREIGN WARS RELIEF FUND	50,000.
UNIVERSITY DISTRICT FOOD BANK 4731 15TH AVE NE SEATTLE, WA 98105	NONE	PC: 509(A)(1)	GENERAL OPERATING SUPPORT	3,000.
UNIVERSITY OF WASHINGTON FOUNDATION - HARBORVIEW BOX 351210, 407 GERBERDING HALL SEATTLE, WA 98195	NONE	PC: 509(A)(1)	HARBORVIEW MEDICAL CENTER MISSION OF CARING	10,000.
UNIVERSITY OF WASHINGTON SEATTLE MESA 014 LOEW HALL, BOX 352181 SEATTLE, WA 98195	NONE	PC: 509(A)(1)	SCHOLARSHIPS	10,000.
UNIVERSITY OF WASHINGTON TACOMA PO BOX 358432, 1900 COMMERCE STREET TACOMA, WA 98402	NONE	PC: 509(A)(1)	2015 MATH-SCIENCE-LEADERSHIP PROGRAM	25,000.
Total from continuation sheets				

Part XV Supplementary Information (continued)

3a Grants and Contributions Paid During the Year

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
UNIVERSITY OF WASHINGTON-MOUNT RAINIER INSTITUTE 9010 453RD ST. EAST EATONVILLE, WA 98328	NONE	PC: 509(A)(1)	MOUNT RAINIER INSTITUTE - YEAR TWO GROWTH	40,000.
UP FOR ART PO BOX 65145 UNIVERSITY PLACE, WA 98464	NONE	PC: 509(A)(1)	2015 EMPLOYEE MATCHING GIFT	300.
URBAN GRACE CHURCH 902 MARKET STREET TACOMA, WA 98402	NONE	PC: 509(A)(1)	2015 EMPLOYEE MATCHING GIFT	5,000.
VILLA ACADEMY 5001 NE 50TH ST SEATTLE, WA 98105	NONE	PC: 509(A)(1)	VILLANOW 2015-2016	5,000.
WASHINGTON ENVIRONMENTAL COUNCIL 1402 3RD AVE, SUITE 1400 SEATTLE, WA 98101	NONE	PC: 509(A)(1)	PUGET SOUND PROTECTION AND RESTORATION	100,000.
WASHINGTON ENVIRONMENTAL COUNCIL 1402 3RD AVE, SUITE 1400 SEATTLE, WA 98101	NONE	PC: 509(A)(1)	STAND UP TO OIL CAMPAIGN	45,000.
WASHINGTON STATE UNIVERSITY FOUNDATION - LID LAB P.O. BOX 641925, 255 E. MAIN STREET PULLMAN, WA 99164-1925	NONE	PC: 509(A)(1)	WASHINGTON STORMWATER CENTER	50,000.
Total from continuation sheets				

Part XV Supplementary Information (continued)

3a Grants and Contributions Paid During the Year

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
WHIDBEY INSTITUTE POB 57, 6449 OLD PIETILA RD CLINTON, WA 98236	NONE	PC: 509(A)(1)	CASCADIA CLIMATE COLLABORATIVE	5,000.
WHITMAN COLLEGE DEVELOPMENT OFFICE, 345 BOGER AVE WALLA WALLA, WA 99362-2083	NONE	SO I	GENERAL OPERATING SUPPORT	1,000.
WRITE@253 1310 MARTIN LUTHER KING, JR. WAY TACOMA, WA 98405	NONE	PC: 509(A)(1)	HILLTOP WOMEN'S WRITING COLLECTIVE	1,000.
YMCA OF GREATER SEATTLE 909 4TH AVE SEATTLE, WA 98104	NONE	PC: 509(A)(2)	YMCA EARTH SERVICE CORPS - YOUTH IN ACTION: STEWARDSHIP, EDUCATION & LEADERSHIP	40,000.
YOUNG WOMEN EMPOWERED 316 4TH AVE. SOUTH KIRKLAND, WA 98033	NONE	PC: 509(A)(1)	Y-WE CONNECT	20,000.

Total from continuation sheets

Part XV Supplementary Information (continued)

3b Grants and Contributions 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
CASEY BRUINSMA 1225 121ST ST S TACOMA, WA 98444	NONE	I: INDIVIDUAL	CLASS 6 FELLOWSHIP	3,000.
COLLEGE SUCCESS FOUNDATION 950 PACIFIC AVE, SUITE 1250 TACOMA, WA 98402	NONE	PC: 509(A)(1)	COLLEGE SELECTION PLANNING	50,000.
CONTINA KEMP 702 S. J STREET TACOMA, WA 98405	NONE	I: INDIVIDUAL	CLASS 6 FELLOWSHIP	3,000.
ELISAPETA 'BECKA' SCANLAN 14518 WASHINGTON AVE SW LAKEWOOD, WA 98498	NONE	I: INDIVIDUAL	CLASS 6 FELLOWSHIP	3,000.
GREATER TACOMA COMMUNITY FOUNDATION 950 PACIFIC AVE SUITE 1100 TACOMA, WA 98402	NONE	PC: 509(A)(1)	LEA ARMSTRONG SCHOLARSHIP & ALUMNI NETWORKING PROJECT	50,000.
HAL MENG 1521 N. FIFE ST TACOMA, WA 98406	NONE	I: INDIVIDUAL	CLASS 6 FELLOWSHIP	3,000.
HANNAH MINER 918 S. J ST, APT #6 TACOMA, WA 98405	NONE	I: INDIVIDUAL	CLASS 6 FELLOWSHIP	3,000.
Total from continuation sheets				234,500.

Part XV Supplementary Information (continued)

3b Grants and Contributions 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
JONATHAN JACKSON 2424 S 41ST ST, #A210 TACOMA, WA 98409	NONE	I: INDIVIDUAL	CLASS 6 FELLOWSHIP	3,000.
MELODY RODRIGUEZ 505 N. L STREET, APT. A TACOMA, WA 98403	NONE	I: INDIVIDUAL	CLASS 6 FELLOWSHIP	1,500.
NORTHWEST LEADERSHIP FOUNDATION 1119 PACIFIC AVE STE 800 TACOMA, WA 98402	NONE	PC: 509(A)(1)	ACT SIX LEADERSHIP AND SCHOLARSHIP INITIATIVE	50,000.
OBE QUARLESS 126 121ST ST S, APT. 14 TACOMA, WA 98444	NONE	I: INDIVIDUAL	CLASS 6 FELLOWSHIP	3,000.
R. MERLE PALMER MINORITY SCHOLARSHIP FOUNDATION PO BOX 7119 TACOMA, WA 98417	NONE	PC: 509(A)(1)	PROGRAM ENHANCEMENT AND GENERAL OPERATING	50,000.
REBECCA PADILLA 1323 EAST 57TH TACOMA, WA 98404	NONE	I: INDIVIDUAL	CLASS 6 FELLOWSHIP	3,000.
SAIYARE REFAEI 1002 S. PINE ST TACOMA, WA 98405	NONE	I: INDIVIDUAL	CLASS 6 FELLOWSHIP	3,000.
Total from continuation sheets				

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
PUBLICLY TRADED SECURITIES						
	59,827,730.	55,833,179.	0.		0.	3,994,551.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
EQUITY PARTNERSHIP INVESTMENTS						
	1,584,553.	1,584,553.	0.	PURCHASED	0.	0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
SALE OF PTP INTEREST IN LAZARD, LTD						
	45,502.	45,502.	0.	PURCHASED	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SALE OF PTP INTEREST IN SUNOCO LOGISTICS PARTNERS L.P.	PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC. GAIN OR LOSS
25,208.	25,208.	0.	0.
CAPITAL GAINS DIVIDENDS FROM PART IV			0.
TOTAL TO FORM 990-PF, PART I, LINE 6A			3,994,551.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
INCOME/LOSS FROM LIMITED PARTNERSHIP INVESTMENTS	2,785,443.	606,544.	
LITIGATION SETTLEMENT INCOME	13,265.	13,265.	
TOTAL TO FORM 990-PF, PART I, LINE 11	2,798,708.	619,809.	

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	11,601.	0.		18,347.
TO FM 990-PF, PG 1, LN 16A	11,601.	0.		18,347.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	151,283.	7,685.		131,252.
TO FORM 990-PF, PG 1, LN 16B	151,283.	7,685.		131,252.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	744,949.	744,949.		0.
PAYROLL SERVICE FEES	7,525.	0.		7,525.
GRANT CONSULTING	710,070.	0.		697,405.
CONTRACT LABOR	150,490.	0.		148,148.
TO FORM 990-PF, PG 1, LN 16C	1,613,034.	744,949.		853,078.

FORM 990-PF	TAXES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	104,914.	0.		0.
STATE TAXES	28,651.	28,651.		0.
PERSONAL PROPERTY TAX	795.	0.		795.
SALES & USE TAX	13.	0.		13.
FOREIGN TAXES	18,756.	84,999.		0.
TO FORM 990-PF, PG 1, LN 18	153,129.	113,650.		808.

FORM 990-PF	OTHER EXPENSES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DUES	6,834.	0.		6,834.
POSTAGE	697.	0.		697.
STAFF RECOGNITION	10,133.	0.		9,881.
REPAIRS & MAINTENANCE	28,694.	0.		25,779.
RESOURCES	36,427.	0.		36,427.
SERVICE CHARGES	323.	0.		323.
DEDUCTIONS FROM LP				
INVESTMENTS	522,819.	666,934.		0.
INSURANCE	2,443.	0.		2,443.
OFFICE SUPPLIES	7,264.	0.		7,406.
HONORARIUMS	9,609.	0.		9,609.
MISCELLANEOUS	0.	0.		739.
TO FORM 990-PF, PG 1, LN 23	625,243.	666,934.		100,138.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT 8
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
U.S. GOVERNMENT BONDS	x		2,306,882.	2,306,882.
MUNICIPAL BONDS		x	1,950,550.	1,950,550.
TOTAL U.S. GOVERNMENT OBLIGATIONS			2,306,882.	2,306,882.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			1,950,550.	1,950,550.
TOTAL TO FORM 990-PF, PART II, LINE 10A			4,257,432.	4,257,432.

FORM 990-PF	CORPORATE STOCK		STATEMENT 9
DESCRIPTION			FAIR MARKET VALUE
	BOOK VALUE		
APERIO	12,845,394.		12,845,394.
COPELAND	2,209,975.		2,209,975.
DELAWARE EMERGING MARKETS	0.		0.
FIRST EAGLE GLOBAL	0.		0.
HARDING LOEVNER	3,572,979.		3,572,979.
IVY ASSET STRATEGY	0.		0.

LEVIN	0.	0.
RUSSELL LARGE CAP	19,065,974.	19,065,974.
RUSSELL SMALL CAP	3,792,931.	3,792,931.
WALDEN LARGE CAP	2,540,590.	2,540,590.
WHITEBOX	0.	0.
ABBEY CAPITAL FT STRAT FD	2,142,883.	2,142,883.
FIRST EAGLE GLBL FD - I	1,981,215.	1,981,215.
IVY ASSET STRATEGY FUND I	765,771.	765,771.
WESTERN ASSET MACRO OPPTYS FUND	2,133,538.	2,133,538.
WILLIAM BLAIR FDS	2,847,069.	2,847,069.
BRECKINRIDGE	413.	413.
TOTAL TO FORM 990-PF, PART II, LINE 10B	53,898,732.	53,898,732.

FORM 990-PF	CORPORATE BONDS	STATEMENT 10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
DODGE & COX	0.	0.
DOUBLELINE	0.	0.
LOOMIS SAYLES	0.	0.
STONE HARBOR	0.	0.
TEMPLETON	0.	0.
DOUBLELINE TOTAL RET BD - I	2,521,759.	2,521,759.
LOOMIS SAYLES BOND FD - INS	3,248,485.	3,248,485.
STONE HARBOR EMERGING MKT DEBT FUND	1,753,932.	1,753,932.
TEMPLETON GLBL BOND FD/US - ADV	2,268,829.	2,268,829.
AMERICAN EXPRESS CREDIT CORP	231,482.	231,482.
CITIGROUP INC	163,861.	163,861.
COMCAST CORP	217,046.	217,046.
CVS HLTH CORP	150,710.	150,710.
ECOLAB INC	162,300.	162,300.
GOLDMAN SACHS GROUP INC/THE	144,943.	144,943.
INTEL CORP	232,498.	232,498.
JPMORGAN CHASE & CO	235,706.	235,706.
MEDTRONIC INC	237,350.	237,350.
MORGAN STANLEY	154,510.	154,510.
NORTHERN STS PWR CO/MN	219,237.	219,237.
NOVARTIS CAPITAL CORP	236,558.	236,558.
ORACLE CORP	234,272.	234,272.
SANOFI-AVENTIS SA	213,621.	213,621.
SCHLUMBERGER INVESTMENT SA	235,231.	235,231.
TORONTO-DOMINION BANK/THE	238,421.	238,421.
UNITEDHLTH GROUP INC	232,464.	232,464.
VERIZON COMMUNICATIONS INC	153,570.	153,570.
WELLS FARGO & CO	236,690.	236,690.
TOTAL TO FORM 990-PF, PART II, LINE 10C	13,723,475.	13,723,475.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ACM PERMANENT CROPS, LLC	FMV	724,173.	724,173.
ARDSLEY PARTNERS RENEWABLE ENERGY FUND, LP	FMV	2,746,221.	2,746,221.
CANOPY LLC	FMV	278,494.	278,494.
CEDAR ROCK CAPITAL PARTNERS, LLC	FMV	10,226,284.	10,226,284.
NORTH SKY CLEANTECH VENTURES, LP	FMV	557,019.	557,019.
ECOTRUST FORESTS II, LLC	FMV	380,453.	380,453.
GENERATION IM GLOBAL	FMV	4,593,652.	4,593,652.
GILBERT GLOBAL EQUITY PARTNERS, LP	FMV	1,417,524.	1,417,524.
KAYNE ANDERSON ENERGY FUND III (QP), LP	FMV	48,472.	48,472.
KAYNE ANDERSON ENERGY FUND IV (QP), LP	FMV	324,257.	324,257.
KAYNE ANDERSON PRIVATE INVESTORS, LP	FMV	120,393.	120,393.
KAYNE ANDERSON PRIVATE INVESTORS II (QP), LP	FMV	0.	0.
THE LYME FOREST FUND IV TE LP	FMV	519,003.	519,003.
PORTFOLIO ADVISORS PRIVATE EQUITY FUND V (OFFSHORE), LP	FMV	588,486.	588,486.
PORTFOLIO ADVISORS PRIVATE EQUITY FUND VII LP	FMV	1,282,740.	1,282,740.
PORTFOLIO ADVISORS SECONDARY FUND (OFFSHORE), LP	FMV	1,338,100.	1,338,100.
SELECT EQUITY FUND, LP	FMV	6,649,761.	6,649,761.
THE SILCHESTER INT'L INVESTORS	FMV	8,440,837.	8,440,837.
INT'L VALUE EQUITY TRUST	FMV	502,915.	502,915.
SOMERSET EMERGING MARKETS SMALL CAP FUND LLC	FMV	704,133.	704,133.
SQUADRON ASIA PACIFIC FUND (OFFSHORE), LP	FMV	370,755.	370,755.
EIG ENERGY FUND X LP	FMV	290,687.	290,687.
TRANS-EUROPE BUYOUT PARTNERS VI (US) LP	FMV	26,242.	26,242.
WASTEWATER OPPORTUNITY FUND LLC	FMV	9,062,628.	9,062,628.
WGI EMERGING MARKETS FUND LLC	FMV		
TOTAL TO FORM 990-PF, PART II, LINE 13		51,193,229.	51,193,229.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 12

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
EQUIPMENT	120,369.	113,749.	6,620.
FURNITURE & FIXTURES	202,874.	202,874.	0.
TOTAL TO FM 990-PF, PART II, LN 14	323,243.	316,623.	6,620.

FORM 990-PF OTHER ASSETS STATEMENT 13

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
EXCISE TAX RECEIVABLE	14,857.	0.	0.
ACCRUED INCOME RECEIVABLE	122,622.	104,848.	104,848.
TO FORM 990-PF, PART II, LINE 15	137,479.	104,848.	104,848.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 14

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
RICHARD WOO P.O. BOX 2567 GIG HARBOR, WA 98335	CEO 40.00	288,816.	22,489.	0.
RICHARD RUSSELL P.O. BOX 2567 GIG HARBOR, WA 98335	CHAIR 3.00	0.	0.	0.
ERIC RUSSELL P.O. BOX 2567 GIG HARBOR, WA 98335	VICE PRESIDENT 1.00	0.	0.	0.
TIM CAVANAUGH P.O. BOX 2567 GIG HARBOR, WA 98335	TREASURER 1.00	0.	0.	0.
YVONNE SANCHEZ P.O. BOX 2567 GIG HARBOR, WA 98335	SECRETARY 1.00	0.	0.	0.
SARAH CAVANAUGH P.O. BOX 2567 GIG HARBOR, WA 98335	DIRECTOR 1.00	0.	0.	0.
HUBERT LOCKE P.O. BOX 2567 GIG HARBOR, WA 98335	DIRECTOR 1.00	0.	0.	0.
CHRIS RURIK P.O. BOX 2567 GIG HARBOR, WA 98335	DIRECTOR 1.00	0.	0.	0.
JILEEN RUSSELL P.O. BOX 2567 GIG HARBOR, WA 98335	DIRECTOR 1.00	0.	0.	0.
RON SIMS P.O. BOX 2567 GIG HARBOR, WA 98335	DIRECTOR 1.00	0.	0.	0.
ZAC RUSSELL P.O. BOX 2567 GIG HARBOR, WA 98335	DIRECTOR 1.00	0.	0.	0.

THE RUSSELL FAMILY FOUNDATION

91-1663336

CHET TCHOZEWSKI
P.O. BOX 2567
GIG HARBOR, WA 98335

DIRECTOR
1.00

0. 0. 0.

DION RURIK
P.O. BOX 2567
GIG HARBOR, WA 98335

DIRECTOR
1.00

0. 0. 0.

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

288,816.

22,489.

0.

FORM 990-PF

EXPENDITURE RESPONSIBILITY STATEMENT
PART VII-B, LINE 5C

STATEMENT 15

GRANTEE'S NAME

BIG HOMIE MINISTRIES INTERNATIONAL

GRANTEE'S ADDRESS6225 LAKEWOOD DR W. APT 178
UNIVERSITY PLACE, WA 98467

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>
20,000.	12/22/15	

PURPOSE OF GRANT

SUPPORT THE YOUTH EMPOWERMENT PROJECT (YEP) WITH THE FOLLOWING GOALS:

- 1) TO UNDERGIRD OUR YOUTH WITH POSITIVE RE-ENFORCEMENTS TO DETER THEM FROM VIOLENT BEHAVIORS.
- 2) TO ESTABLISH MEANINGFUL COALITIONS AND STRATEGIC ALLIANCES TO HELP IMPROVE LIFE SKILLS AND SELF DETERMINATION.
- 3) TO ENGAGE THE TARGETED YOUTH IN PERSONAL GROWTH PROCESSES AND ENTERPRISING ACTIVITIES.

DIVERSIONS

TO THE BEST OF THE KNOWLEDGE OF THE FOUNDATION, THE GRANTEE HAS NOT DIVERTED ANY PORTION OF THE GRANT FUNDS FROM THE PURPOSE FOR WHICH THE GRANT WAS ORIGINALLY MADE.

RESULTS OF VERIFICATION

GIVEN THE TIMING OF GRANT FUNDS (PAYMENT 12/22/2015) NO FINANCIAL REPORT FOR 2015 WAS REQUESTED. ONE WILL BE SUBMITTED FOR 12/31/2016, WHICH IS WHEN THE FUNDS WILL BE EXPENDED.

FORM 990-PF	SUMMARY OF DIRECT CHARITABLE ACTIVITIES	STATEMENT	16
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ACTIVITY ONE

JANE'S FELLOWSHIP PROGRAM

THE FOUNDATION OPERATES A GRANT-MAKING PROGRAM CALLED JANE'S FELLOWSHIP PROGRAM. THE PURPOSE OF THE PROGRAM IS TO SUPPORT GRASSROOTS LEADERS IN TACOMA AND PIERCE COUNTY, WASHINGTON, WHO ARE ACTIVE COMMUNITY STEWARDS, DEDICATED TO IMPROVING THE QUALITY OF LIFE IN THE COMMUNITY.

EVERY OTHER YEAR, THE FOUNDATION SELECTS INDIVIDUALS TO FORM EACH CLASS OF FELLOWS. THE JANE'S FELLOWSHIP CLASSES ARE TWO YEARS AND EACH FELLOW RECEIVES: A FINANCIAL STIPEND TOTALING \$6,000; AN OPPORTUNITY TO APPLY FOR COMMUNITY PROJECT GRANTS; AND EXTENSIVE TRAINING AND SUPPORT ON LEADERSHIP DEVELOPMENT AND COMMUNITY BUILDING.

IN 2015, JANE'S FELLOWSHIP HAD 15 FELLOWS:

TOTAL OPERATING EXPENSES	= \$ 405,235
TOTAL GRANT EXPENSES	= \$ 46,500

THE PROGRAM HAS BEEN APPROVED UNDER THE IRC CODE SECTION 4945(G)(3) BY THE INTERNAL REVENUE SERVICE IN THE PRIVATE LETTER RULING DATED JANUARY 3, 2005.

EXPENSES

TO FORM 990-PF, PART IX-A, LINE 1

451,735.

FORM 990-PF	SUMMARY OF DIRECT CHARITABLE ACTIVITIES	STATEMENT	17
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ACTIVITY TWO

PUYALLUP WATERSHED INITIATIVE

THE FOUNDATION OPERATES A GRANT-MAKING PROGRAM CALLED THE PUYALLUP WATERSHED INITIATIVE. THE PROGRAM IS A 10-YEAR INVESTMENT WITH THE PURPOSE OF ESTABLISHING A SELF-SUSTAINING MOVEMENT FOCUSED ON IMPROVING SOCIAL AND ENVIRONMENTAL CONDITIONS.

IN 2015, THE PUYALLUP WATERSHED INITIATIVE HAD:

TOTAL OPERATING EXPENSES	= \$ 401,554
TOTAL GRANT EXPENSES	= \$ 1,334,500

EXPENSES

TO FORM 990-PF, PART IX-A, LINE 2

1,736,054.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 18

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

LINSEY SAUER
P.O. BOX 2567
GIG HARBOR, WA 98335

TELEPHONE NUMBER

253-851-0460

FORM AND CONTENT OF APPLICATIONS

LETTERS OF INQUIRY ARE RECEIVED THROUGH AN ONLINE GRANTMAKING PROGRAM (FOUNDANT TECHNOLOGIES) THAT IS ACCESSED VIA OUR WEBSITE AND MAY BE INVITED TO SUBMIT FULL PROPOSALS. THE INFORMATION AND MATERIALS REQUESTED VARY FOR EACH PROGRAM BUT TYPICALLY INCLUDE PROJECT DETAILS, BUDGET, KEY STAFF LIST AND BOARD OF DIRECTOR LISTS. ADDITIONALLY, WE INVITE GRANTEEES THAT WE HAVE PRIOR RELATIONSHIPS WITH TO SUBMIT FOR EXTENDED FUNDING IN BOTH OUR PUGET SOUND AND ENVIRONMENTAL EDUCATION GRANTMAKING PORTFOLIOS.

ANY SUBMISSION DEADLINES

SEE WEBSITE FOR GRANT CYCLE DEADLINES.

RESTRICTIONS AND LIMITATIONS ON AWARDS

EMPLOYEE MATCHING GIFTS, GEORGE F. RUSSELL, JR. FUND AND DISCRETIONARY GRANTS MUST BE GIVEN TO A NON-PROFIT 501(C)(3). THE ENVIRONMENTAL SUSTAINABILITY PROGRAM (WHICH IS THE ONLY FUND TO ACCEPT UNSOLICITED REQUESTS) REQUIRES PROGRAMMATIC FIT (PUGET SOUND OR ENVIRONMENTAL EDUCATION) AND MUST SERVE THE 13 COUNTIES SURROUNDING THE PUGET SOUND. FOR ENVIRONMENTAL EDUCATION, THE GEOGRAPHIC AREA IS LIMITED TO FOUR COUNTIES - KING, KITSAP, PIERCE AND THURSTON. OUR PUYALLUP WATERSHED INITIATIVE IS LIMITED TO THE PUYALLUP WATERSHED AREA.

GENERAL EXPLANATION

STATEMENT 19

FORM/LINE IDENTIFIER AND DESCRIPTION/RETURN REFERENCE

FORM 990-PF, PART VII-B, LINE 1A - SELF DEALING

EXPLANATION:

(3) THE FOUNDATION UTILIZES A SERVICES FIRM TO MANAGE SUBSTANTIALLY ALL OF ITS ASSETS AND TO PROVIDE PROFESSIONAL SERVICES. THE SERVICES FIRM IS OWNED BY SEVERAL MEMBERS OF THE FOUNDATION'S BOARD OF DIRECTORS. THIS ACTIVITY IS NOT AN ACT OF SELF-DEALING AS CODIFIED IN IRC SECTION 4941(D)(2)(D).

(3) THE FOUNDATION OFFICE IS LOCATED IN A BUILDING PARTIALLY OWNED BY A BOARD OFFICER. THE USE OF THE FACILITY IS PROVIDED FREE OF CHARGE. THIS ACTIVITY IS NOT AN ACT OF SELF-DEALING AS CODIFIED IN IRC SECTION 4941(D)(2)(C).

(4) THE FOUNDATION PAYS REASONABLE COMPENSATION TO ITS CHIEF EXECUTIVE OFFICER. THE COMPENSATION IS IN RETURN FOR GRANT-MAKING AND ADMINISTRATIVE SERVICES PROVIDED TO THE FOUNDATION. SUCH SERVICES ARE NECESSARY IN CARRYING OUT THE FOUNDATION'S EXEMPT PURPOSE AND NOT CONSIDERED AN ACT OF SELF-DEALING UNDER IRC SECTION 4941(D)(2)(E).

GENERAL EXPLANATION

STATEMENT 20

FORM/LINE IDENTIFIER AND DESCRIPTION/RETURN REFERENCE

FORM 990-PF, PART VII-A, LINE 12 - DONOR ADVISED FUNDS

EXPLANATION:

THE FOUNDATION MADE A GRANT TO THE GREATER TACOMA COMMUNITY FOUNDATION AND TREATED THIS AS A QUALIFYING DISTRIBUTION IN 2015 (SEE PART XV, LINE 3A). THE DISTRIBUTIONS OUT OF THIS FUND WILL BE USED TO ACCOMPLISH CHARITABLE PURPOSES DESCRIBED UNDER IRC SECTION 170(C)(2)(B).