

Form **990-PF**

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

OMB No. 1545-0052

**2016**

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](http://www.irs.gov/form990pf).

Open to Public Inspection

For calendar year 2016 or tax year beginning , and ending

Name of foundation <b>THE RUSSELL FAMILY FOUNDATION</b>		<b>A Employer identification number</b> 91-1663336
Number and street (or P.O. box number if mail is not delivered to street address) P.O. BOX 2567	Room/suite	<b>B Telephone number</b> 253-858-5050
City or town, state or province, country, and ZIP or foreign postal code GIG HARBOR, WA 98335		<b>C</b> If exemption application is pending, check here ... <input type="checkbox"/>
<b>G</b> Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		<b>D 1.</b> Foreign organizations, check here ... <input type="checkbox"/> <b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation ... <input type="checkbox"/>
<b>H</b> Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here ... <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 132,669,201.	<b>J</b> Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ... <input type="checkbox"/>

<b>Part I Analysis of Revenue and Expenses</b> <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>	<b>1</b> Contributions, gifts, grants, etc., received .....	215,000.		N/A	
	<b>2</b> Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	<b>3</b> Interest on savings and temporary cash investments .....	1,794.	1,794.		
	<b>4</b> Dividends and interest from securities .....	1,763,693.	2,717,062.		
	<b>5a</b> Gross rents .....				
	<b>b</b> Net rental income or (loss) .....				
	<b>6a</b> Net gain or (loss) from sale of assets not on line 10 .....	526,481.			SEE STATEMENT 1
	<b>b</b> Gross sales price for all assets on line 6a .....	44,896,016.			
	<b>7</b> Capital gain net income (from Part IV, line 2) .....		930,856.		
	<b>8</b> Net short-term capital gain .....				
	<b>9</b> Income modifications .....				
	<b>10a</b> Gross sales less returns and allowances .....				
<b>b</b> Less: Cost of goods sold .....					
<b>c</b> Gross profit or (loss) .....					
<b>11</b> Other income .....	1,543,545.	401,371.		SEE STATEMENT 2	
<b>12 Total.</b> Add lines 1 through 11 .....	4,050,513.	4,051,083.			
<b>Operating and Administrative Expenses</b>	<b>13</b> Compensation of officers, directors, trustees, etc. ....	298,491.	0.		298,491.
	<b>14</b> Other employee salaries and wages .....	937,800.	0.		976,387.
	<b>15</b> Pension plans, employee benefits .....	220,902.	0.		212,123.
	<b>16a</b> Legal fees ..... <b>STMT 3</b>	10,000.	0.		7,675.
	<b>b</b> Accounting fees ..... <b>STMT 4</b>	81,923.	6,798.		48,350.
	<b>c</b> Other professional fees ..... <b>STMT 5</b>	1,692,269.	925,832.		737,474.
	<b>17</b> Interest .....	102,412.	0.		102,412.
	<b>18</b> Taxes ..... <b>STMT 6</b>	343,106.	83,906.		1,299.
	<b>19</b> Depreciation and depletion .....	2,774.	0.		
	<b>20</b> Occupancy .....	48,740.	0.		48,447.
	<b>21</b> Travel, conferences, and meetings .....	244,434.	0.		238,084.
	<b>22</b> Printing and publications .....	8,541.	0.		8,541.
	<b>23</b> Other expenses ..... <b>STMT 7</b>	615,527.	667,738.		110,220.
	<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23 .....	4,606,919.	1,684,274.		2,789,503.
	<b>25</b> Contributions, gifts, grants paid .....	4,850,404.			5,702,404.
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25 .....	9,457,323.	1,684,274.		8,491,907.	
<b>27</b> Subtract line 26 from line 12:					
<b>a</b> Excess of revenue over expenses and disbursements ...	<5,406,810.>				
<b>b Net investment income</b> (if negative, enter -0-)		2,366,809.			
<b>c Adjusted net income</b> (if negative, enter -0-)			N/A		

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	1,004,121.	412,938.	412,938.
	2 Savings and temporary cash investments	7,802,027.	5,086,854.	5,086,854.
	3 Accounts receivable	5,321.		
	Less: allowance for doubtful accounts	702.	5,321.	5,321.
	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	200,000.		
	Less: allowance for doubtful accounts	0.	200,000.	200,000.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges		3,899.	3,899.
	10a Investments - U.S. and state government obligations	STMT 8 4,257,432.	9,301,785.	9,301,785.
	b Investments - corporate stock	STMT 9 53,898,732.	49,550,244.	49,550,244.
	c Investments - corporate bonds	STMT 10 13,723,475.	13,686,184.	13,686,184.
	11 Investments - land, buildings, and equipment: basis			
Less: accumulated depreciation				
12 Investments - mortgage loans				
13 Investments - other	STMT 11 51,193,229.	54,262,388.	54,262,388.	
14 Land, buildings, and equipment: basis	225,503.			
Less: accumulated depreciation	STMT 12 222,647.	6,620.	2,856.	
15 Other assets (describe ACCRUED INCOME RECEIVABLE)	104,848.	156,732.	156,732.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	131,991,186.	132,669,201.	132,669,201.	
Liabilities	17 Accounts payable and accrued expenses	194,439.	204,609.	
	18 Grants payable	1,283,500.	431,500.	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe DEFERRED EXCISE TAX)	0.	336,000.	
23 Total liabilities (add lines 17 through 22)	1,477,939.	972,109.		
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	130,513,247.	131,500,467.	
	25 Temporarily restricted		196,625.	
	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	130,513,247.	131,697,092.		
31 Total liabilities and net assets/fund balances	131,991,186.	132,669,201.		

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	130,513,247.
2 Enter amount from Part I, line 27a	2	<5,406,810.>
3 Other increases not included in line 2 (itemize) UNREALIZED GAIN ON SECURITIES	3	6,590,655.
4 Add lines 1, 2, and 3	4	131,697,092.
5 Decreases not included in line 2 (itemize)	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	131,697,092.

**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			
b SEE ATTACHED STATEMENT			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 44,896,016.		43,965,160.	930,856.

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			
b			
c			
d			
e			930,856.

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	930,856.
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))
2015	8,394,414.	136,477,405.	.061508
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

2 Total of line 1, column (d) .....	2	.288885
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	.057777
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5 .....	4	132,025,141.
5 Multiply line 4 by line 3 .....	5	7,628,017.
6 Enter 1% of net investment income (1% of Part I, line 27b) .....	6	23,668.
7 Add lines 5 and 6 .....	7	7,651,685.
8 Enter qualifying distributions from Part XII, line 4 .....	8	8,491,907.

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)

Table with 11 rows for excise tax calculations. Includes sub-rows 6a-6d for credits. Total tax due is 23,668 and overpayment is 70,814.

Part VII-A Statements Regarding Activities

Table with 10 rows of activity statements. Columns include question number, Yes, and No. Includes questions about political campaigns, unrelated business income, and substantial contributors.

Part VII-A Statements Regarding Activities (continued)

Table with 3 columns: Question, Yes, No. Rows 11-16 containing questions about controlled entities, distributions, public inspection requirements, website address, books in care, and nonexempt charitable trusts.

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.

Table with 3 columns: Question, Yes, No. Rows 1a-4b containing questions about disqualifying acts, taxes on failure to distribute income, and business enterprise interest.

**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

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

If "Yes," attach the statement required by Regulations section 53.4945-5(d). SEE STATEMENT 17

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

6b

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870.

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?  N/A

7b

**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 16		298,491.	26,862.	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 P.O. BOX 2567, GIG HARBOR, WA 98335	STRATEGY DIRECTOR 40.00	204,032.	23,947.	0.
KATHLEEN SIMPSON P.O. BOX 2567, GIG HARBOR, WA 98335	DIRECTOR OF FINANCE & OPERATIONS 40.00	171,255.	26,762.	0.
FABIOLA GREENAWALT P.O. BOX 2567, GIG HARBOR, WA 98335	PROGRAM OFFICER 40.00	111,106.	29,782.	0.
SUSAN DOBKINS P.O. BOX 2567, GIG HARBOR, WA 98335	PROGRAM OFFICER 40.00	93,979.	23,378.	0.
HOLLY POWERS P.O. BOX 2567, GIG HARBOR, WA 98335	SR. PROGRAM OFFICER 40.00	93,059.	22,374.	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	413,035.
GENERATION INV MGMT US LLP - ONE BRYANT PARK, 48TH FLOOR, NEW YORK, NY 10036	INVESTMENT ADVICE	190,867.
PARAMETRIC 1151 FAIRVIEW AVENUE N, SEATTLE, WA 98109	INVESTMENT ADVICE	152,000.
FRIHET GROUP, LLC 708 BROADWAY, SUITE 320, TACOMA, WA 98402	CONSULTING	140,883.
WESTWOOD GLOBAL INVESTMENTS, LLC - 99 SUMMER STREET, SUITE 1130, BOSTON, MA 02110	INVESTMENT ADVICE	109,565.
<b>Total</b> number of others receiving over \$50,000 for professional services		<b>6</b>

**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
<b>1</b> SEE STATEMENT 18	354,785.
<b>2</b> SEE STATEMENT 19	801,651.
<b>3</b>	
<b>4</b>	

**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
<b>1</b> N/A	
<b>2</b>	
All other program-related investments. See instructions.	
<b>3</b>	
<b>Total.</b> Add lines 1 through 3	<b>0.</b>

**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	71,056,540.
b	Average of monthly cash balances .....	1b	9,005,551.
c	Fair market value of all other assets .....	1c	53,973,585.
d	<b>Total</b> (add lines 1a, b, and c) .....	1d	134,035,676.
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	134,035,676.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) .....	4	2,010,535.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 .....	5	132,025,141.
6	<b>Minimum investment return.</b> Enter 5% of line 5 .....	6	6,601,257.

**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	6,601,257.
2a	Tax on investment income for 2016 from Part VI, line 5 .....	2a	23,668.
b	Income tax for 2016. (This does not include the tax from Part VI.) .....	2b	
c	Add lines 2a and 2b .....	2c	23,668.
3	Distributable amount before adjustments. Subtract line 2c from line 1 .....	3	6,577,589.
4	Recoveries of amounts treated as qualifying distributions .....	4	801.
5	Add lines 3 and 4 .....	5	6,578,390.
6	Deduction from distributable amount (see instructions) .....	6	0.
7	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 .....	7	6,578,390.

**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	8,491,907.
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	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 .....	4	8,491,907.
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	23,668.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 .....	6	8,468,239.

**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 2015	(c) 2015	(d) 2016
<b>1</b> Distributable amount for 2016 from Part XI, line 7 .....				6,578,390.
<b>2</b> Undistributed income, if any, as of the end of 2016:				
<b>a</b> Enter amount for 2015 only .....			0.	
<b>b</b> Total for prior years:		0.		
<b>3</b> Excess distributions carryover, if any, to 2016:				
<b>a</b> From 2011 .....	1,085,463.			
<b>b</b> From 2012 .....				
<b>c</b> From 2013 .....				
<b>d</b> From 2014 .....	3,223,323.			
<b>e</b> From 2015 .....	1,724,192.			
<b>f</b> Total of lines 3a through e .....	6,032,978.			
<b>4</b> Qualifying distributions for 2016 from Part XII, line 4: ► \$ 8,491,907.				
<b>a</b> Applied to 2015, but not more than line 2a ...			0.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions) ...		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions) .....	0.			
<b>d</b> Applied to 2016 distributable amount .....				6,578,390.
<b>e</b> Remaining amount distributed out of corpus .....	1,913,517.			
<b>5</b> Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a).)				0.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 .....	7,946,495.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b .....		0.		
<b>c</b> 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.		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions .....		0.		
<b>e</b> Undistributed income for 2015. Subtract line 4a from line 2a. Taxable amount - see instr. ...			0.	
<b>f</b> Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017 .....				0.
<b>7</b> 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) .....	215,000.	SEE STATEMENT 22		
<b>8</b> Excess distributions carryover from 2011 not applied on line 5 or line 7 .....	870,463.			
<b>9</b> Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a .....	6,861,032.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2012 ...				
<b>b</b> Excess from 2013 ...				
<b>c</b> Excess from 2014 ...	3,223,323.			
<b>d</b> Excess from 2015 ...	1,724,192.			
<b>e</b> Excess from 2016 ...	1,913,517.			

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 2016, 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) 2016, (b) 2015, (c) 2014, (d) 2013, (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 20

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)

<b>3 Grants and Contributions Paid During the Year or Approved for Future Payment</b>				
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)				
<b>a Paid during the year</b>				
AARON GOODGE PO BOX 2567 GIG HARBOR, WA 98407	NONE	I: INDIVIDUAL	CLASS 6 FELLOWSHIP	3,000.
AGUEDA FERNANDEZ-WEBSTER PO BOX 2567 GIG HARBOR, WA 98335	NONE	I: INDIVIDUAL	CLASS 6 FELLOWSHIP	3,000.
AMERICAN CANCER SOCIETY 250 WILLIAMS STREET ATLANTA, GA 30303	NONE	PC: 509(A)(1)	EMPLOYEE MATCHING GIFT 2016	50.
AMERICAN LEADERSHIP FORUM 1119 PACIFIC AVENUE, SUITE 801 TACOMA, WA 98402	NONE	PC: 509(A)(2)	2016 VOLUNTEER MATCHING GIFT	1,000.
AMERICAN RIVERS 1101 14TH STREET NW, SUITE 1400 WASHINGTON, DC 20005	NONE	PC: 509(A)(1)	INTEGRATING RIVER MANAGEMENT AND CONNECTING HABITAT IN PUGET SOUND	50,000.
<b>Total</b>	SEE CONTINUATION SHEET(S) ▶ <b>3a</b>			5,702,404.
<b>b Approved for future payment</b>				
ANDREW WHITNEY PO BOX 2567 GIG HARBOR, WA 98335	NONE	I: INDIVIDUAL	CLASS 7 FELLOWSHIP	6,000.
AUDUBON WASHINGTON 5902 LAKE WASHINGTON BLVD S. SEATTLE, WA 98118	NONE	PC: 509(A)(1)	SEWARD PARK AUDUBON CENTER EDUCATION PROGRAMS	12,000.
CHRIS PAREDES PO BOX 2567 GIG HARBOR, WA 98335	NONE	I: INDIVIDUAL	CLASS 7 FELLOWSHIP	6,000.
<b>Total</b>	SEE CONTINUATION SHEET(S) ▶ <b>3b</b>			331,500.

**Part XVI-A Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies .....					
2 Membership dues and assessments .....					
3 Interest on savings and temporary cash investments .....			14	1,794.	
4 Dividends and interest from securities .....			14	1,763,693.	
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 .....	525990	21,399.	18	505,082.	
9 Net income or (loss) from special events .....					
10 Gross profit or (loss) from sales of inventory .....					
11 Other revenue:					
a <u>INCOME/LOSS FROM LIMITED PARTNERSHIP</u>					
b <u>INVESTMENTS</u> .....	525990	<100,093.>	18	1,275,814.	
c <u>INCOME/LOSS FROM OTHER NON-K-1</u>					
d <u>INVESTMENTS</u> .....			18	363,950.	
e <u>LITIGATION SETTLEMENT INCOME</u> .....			14	3,874.	
12 Subtotal. Add columns (b), (d), and (e) .....		<78,694.>		3,914,207.	0.
13 Total. Add line 12, columns (b), (d), and (e) .....				13	3,835,513.

(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).

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

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code... a Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash, (2) Other assets... b Other transactions: (1) Sales of assets to a noncharitable exempt organization, (2) Purchases of assets from a noncharitable exempt organization, (3) Rental of facilities, equipment, or other assets, (4) Reimbursement arrangements, (5) Loans or loan guarantees, (6) Performance of services or membership or fundraising solicitations... c Sharing of facilities, equipment, mailing lists, other assets, or paid employees... d If the answer to any of the above is "Yes," complete the following schedule.

Table with 4 columns: (a) Line no., (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains '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) of the Code... [ ] Yes [X] No

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Row 1 contains 'N/A'.

Sign Here: Under penalties of perjury, I declare that I have examined this return... Signature of officer or trustee: JANE M. SEARING, Date: 10/23/17, Title: TREASURER. May the IRS discuss this return with the preparer shown below (see instr.)? [X] Yes [ ] No. Paid Preparer Use Only: Print/Type preparer's name: JANE M. SEARING, Preparer's signature: JANE M. SEARING, Date: 10/23/17, Check [ ] if self-employed, PTIN: P00000565, Firm's name: CLARK NUBER, PS, Firm's EIN: 91-1194016, Firm's address: 10900 NE 4TH STREET, SUITE 1700 BELLEVUE, WA 98004, Phone no.: 425-454-4919.

**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 EQUITY PARTNERSHIP INVESTMENTS	P		
d SALE OF PTP INTEREST IN ENERGY TRANSFER EQUITY L.P.			01/12/16
e KAYNE ANDERSON PRIVATE INVESTORS II (QP) LP	P		
f SALE OF FIXED ASSET	P		
g DISTRIB IN EXCESS OF BASIS - KAPI	P		
h DISTRIB IN EXCESS OF BASIS - TEBP VI	P		
i			
j			
k			
l			
m			
n			
o			

(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 44,382,562.		43,855,892.	526,670.
b 291,360.			291,360.
c			0.
d 35,426.		83,080.	<47,654.>
e		25,198.	<25,198.>
f 801.		990.	<189.>
g 34,162.			34,162.
h 151,705.			151,705.
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			526,670.
b			291,360.
c			0.
d			<47,654.>
e			<25,198.>
f			<189.>
g			34,162.
h			151,705.
i			
j			
k			
l			
m			
n			
o			

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	930,856.
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 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
ASSOCIATION FOR CULTURAL EQUITY 425 EAST 25TH STREET, ROOM 1000 NEW YORK, NY 10010	NONE	PC: 509(A)(1)	GENERAL OPERATING SUPPORT	4,000.
BIANCA 'BROGAN' SHELL PO BOX 2567 GIG HARBOR, WA 98335	NONE	I: INDIVIDUAL	CLASS 6 FELLOWSHIP	3,000.
BLUFF LAKE NATURE CENTER 4755 PARIS ST. #190 DENVER, CO 80239	NONE	PC: 509(A)(1)	GENERAL OPERATING SUPPORT	7,000.
BOYS & GIRLS CLUBS OF KING COUNTY 603 STEWART ST. #300 SEATTLE, WA 98101	NONE	PC: 509(A)(1)	URBAN ENVIRONMENTAL EDUCATION FOR KING COUNTY YOUTH	10,000.
BOYS & GIRLS CLUBS OF SOUTH PUGET SOUND 3875 S. 66TH ST; SUITE 101 TACOMA, WA 98409-2471	NONE	PC: 509(A)(1)	TEEN PROGRAMMING AT THE CHENEY BRANCH	50,000.
CAMP KESEM AT SANTA CLARA UNIVERSITY PO BOX 452 CULVER CITY, CA 90232	NONE	PC: 509(A)(1)	EMPLOYEE MATCHING GIFT 2016	206.
CASA CORNELIA LAW CENTER 2760 FIFTH AVE, STE 200 SAN DIEGO, CA 92103	NONE	PC: 509(A)(1)	CASA CORNELIA'S CHILDREN AND ASYLUM SEEKERS	6,000.
<b>Total from continuation sheets</b>				<b>5,645,354.</b>

**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
CASA LATINA 317 17TH AVE S SEATTLE, WA 98144	NONE	PC: 509(A)(1)	GENERAL OPERATING SUPPORT	2,000.
CASCADE BICYCLE CLUB 7787 62ND AVE NE SEATTLE, WA 98115	NONE	PC: 509(A)(1)	VOLUNTEER MATCHING FOR MAJOR TAYLOR PROJECT	1,000.
CASCADE BICYCLE CLUB 7787 62ND AVE NE SEATTLE, WA 98115	NONE	PC: 509(A)(1)	THE MAJOR TAYLOR PROJECT - GENERAL OPERATING SUPPORT	5,000.
CASEY BRUINSMA PO BOX 2567 GIG HARBOR, WA 98444	NONE	I: INDIVIDUAL	CLASS 6 FELLOWSHIP	3,000.
CATHERINE PLACE 923 S. 8TH STREET TACOMA, WA 98405	NONE	PC: 509(A)(1)	EMPLOYEE MATCHING GIFT	175.
CHINESE RECONCILIATION PROJECT FOUNDATION P O BOX 7024; 224 PUYALLUP AVE TACOMA, WA 98406	NONE	PC: 509(A)(2)	EMPLOYEE MATCHING GIFT	1,000.
CHINESE RECONCILIATION PROJECT FOUNDATION P O BOX 7024; 224 PUYALLUP AVE TACOMA, WA 98406	NONE	PC: 509(A)(2)	CHINESE RECONCILIATION PROJECT FOUNDATION FOR COMMUNICATION AND DOCUMENTARY PROJECT	5,000.
<b>Total from continuation sheets</b>				



**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)	PROTECTING OUR WATERS: POLLUTION PREVENTION, CLEANUP AND COMMUNITY ENGAGEMENT	75,000.
CITY FRUIT 2526 16TH AVE SOUTH #301 SEATTLE, WA 98144	NONE	PC: 509(A)(1)	FRUIT TREES + WATERWAYS - CITY FRUIT SUMMER CAMP PILOT	25,000.
CITY OF SEATTLE, OFFICE OF SUSTAINABILITY & ENVIRONMENT PO BOX 94729 SEATTLE, WA 98124	NONE	GOV	EQUITY AND ENVIRONMENT INITIATIVE	25,000.
COLLEGE SUCCESS FOUNDATION 15500 SE 30TH PLACE, SUITE 200 BELLEVUE, WA 98007	NONE	PC: 509(A)(1)	COLLEGE SELECTION PLANNING	25,000.
COLORADO PUBLIC RADIO BRIDGES BROADCAST CENTER; 7409 S ALTON CT CENTENNIAL, CO 80112	NONE	PC: 509(A)(1)	OPEN AIR SUPPORT	2,000.
COMMUNITIES IN SCHOOLS OF PENINSULA P.O. BOX 684 VAUGHN, WA 98394	NONE	PC: 509(A)(1)	SCHOOL ASSEMBLIES	3,000.
COMMUNITIES IN SCHOOLS OF PENINSULA P.O. BOX 684 VAUGHN, WA 98394	NONE	PC: 509(A)(1)	SITE COORDINATOR GIFT CARDS	12,000.
<b>Total from continuation sheets</b>				

**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
COMMUNITIES IN SCHOOLS OF PENINSULA P.O. BOX 684 VAUGHN, WA 98394	NONE	PC: 509(A)(1)	LAZARUS FUND	25,000.
COMMUNITY BOAT PROJECT AT PUGET SOUND VOYAGING SOCIETY PO BOX 206 NORDLAND, WA 98358	NONE	PC: 509(A)(2)	COMMUNITY BOAT PROJECT	15,000.
CONTINA KEMP PO BOX 2567 GIG HARBOR, 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.
DEEP GREEN WILDERNESS FISCALLY SPONSORED BY OCEAN FOUNDATION 2400 NW 80TH ST PMB 127 SEATTLE, WA 98117	NONE	PC: 509(A)(1)	DEEP GREEN WILDERNESS ENVIRONMENTAL EDUCATION PROGRAM	20,000.
DUWAMISH RIVER CLEANUP COALITION/TECHNICAL ADVISORY GROUP (DRCC/TAG) 210 S. HUDSON STREET, SUITE 332 SEATTLE, WA 98134	NONE	PC: 509(A)(1)	GENERAL OPERATING SUPPORT	15,000.
DUWAMISH RIVER CLEANUP COALITION/TECHNICAL ADVISORY GROUP (DRCC/TAG) 210 S. HUDSON STREET, SUITE 332 SEATTLE, WA 98134	NONE	PC: 509(A)(1)	DUWAMISH VALLEY YOUTH CORPS	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
EARTHRIGHTS INTERNATIONAL 1612 K ST NW, SUITE 401 WASHINGTON, DC 20006	NONE	PC: 509(A)(1)	START-UP EXPENSES FOR THE KIISI TRUST	5,000.
EASTER SEALS WASHINGTON 200 WEST MERCER STREET, SUITE 210E SEATTLE, WA 98119	NONE	PC: 509(A)(1)	GENERAL OPERATING FOR CAMP STAND BY ME	5,000.
EATONVILLE FAMILY AGENCY PO BOX 1764 EATONVILLE, WA 98328	NONE	PC: 509(A)(1)	EMPLOYEE MATCHING GIFT 2016	500.
ECOSS - ENVIRONMENTAL COALITION OF SOUTH SEATTLE 605 SOUTH RIVERSIDE DR SEATTLE, WA 98108	NONE	PC: 509(A)(1)	ECOSS TEAM LEADERSHIP DEVELOPMENT AND ENVIRONMENTAL EQUITY	20,000.
ELISAPETA 'BECKA' SCANLAN PO BOX 2567 GIG HARBOR, 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)	GENERAL OPERATIONS	33,000.
ENVIRONMENTAL SCIENCE CENTER 126 SW 148TH, #C100-170 BURIEN, WA 98166	NONE	PC: 509(A)(1)	ENVIRONMENTAL HEROES: DEVELOPING ENVIRONMENTAL LEADERS IN SOUTH KING COUNTY	30,000.
<b>Total from continuation sheets</b>				

**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
EXPLORER WEST MIDDLE SCHOOL 10015 28TH AVENUE SW SEATTLE, WA 98146	NONE	PC: 509(A)(1)	WATER QUALITY GRANT REQUEST: CHROMEBOOKS, PROJECTOR, AND WATER PURIFICATION SUPPLIES	6,200.
FISH FOOD BANKS OF PIERCE COUNTY 1702 SOUTH 72ND STREET, SUITE E TACOMA, WA 98408	NONE	PC: 509(A)(1)	KEY PENINSULA FOOD BANK OPERATIONS - FISH MOBILE	25,000.
FOOD BACKPACKS 4 KIDS P.O. BOX 173 GIG HARBOR, WA 98335	NONE	PC: 509(A)(1)	FOOD BACKPACKS 4 KIDS	50,000.
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	40,000.
FOSS WATERWAY SEAPORT 705 DOCK STREET TACOMA, WA 98402	NONE	PC: 509(A)(1)	SCIENCE ON THE SEA	40,000.
FOSS WATERWAY SEAPORT 705 DOCK STREET TACOMA, WA 98402	NONE	PC: 509(A)(1)	HEATING CAMPAIGN	60,000.
FOUNDATION FOR TACOMA STUDENTS (PROJECT OF GREATER TACOMA COMMUNITY FDTN) 302 SOUTH 9TH STREET, SUITE 200 TACOMA, WA 98402	NONE	PC: 509(A)(1)	GENERAL OPERATING SUPPORT	5,000.
<b>Total from continuation sheets</b>				

**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
FRIENDS OF AMERICAN LAKE VETERANS GOLF COURSE PO BOX 99608; 9400 VETERANS DRIVE LAKEWOOD, WA 98496	NONE	PC: 509(A)(1)	HANDICAP ACCESSIBLE BATHROOMS AT AMERICAN LAKE VETERANS GOLF COURSE	50,000.
FRONT AND CENTERED P.O. BOX 30669 SEATTLE, WA 98103	NONE	PC: 509(A)(1)	FRONT AND CENTERED MTCA PROJECT	65,000.
GIG HARBOR PENINSULA FISH 154; 4425 BURNHAM DRIVE GIG HARBOR, WA 98335	NONE	PC: 509(A)(1)	FUTURE HOME OF GIG HARBOR PENINSULA FISH FOOD BANK AND COMMUNITY SERVICES	50,000.
GOT GREEN PO BOX 18794; 3518 S EDMUNDS ST SEATTLE, WA 98118	NONE	PC: 509(A)(1)	GENERAL OPERATING SUPPORT	20,000.
GREATER TACOMA COMMUNITY FOUNDATION 950 PACIFIC AVE SUITE 1100 TACOMA, WA 98402	NONE	PC: 509(A)(1)	2016 PUYALLUP WATERSHED INITIATIVE FUNDS	1,286,000.
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.
GRUB (GARDEN-RAISED BOUNTY) 2016 ELLIOTT AVE NE OLYMPIA, WA 98502	NONE	PC: 509(A)(1)	GRUB IN THE SCHOOLS INITIATIVE	30,000.
<b>Total from continuation sheets</b> .....				

**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
HAL MENG PO BOX 2567 GIG HARBOR, WA 98406	NONE	I: INDIVIDUAL	CLASS 6 FELLOWSHIP	3,000.
HANNAH MINER PO BOX 2567 GIG HARBOR, 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	40,000.
I-CAN COMMUNITY DEVELOPMENT FOUNDATION 1916 5TH STREET SE PUYALLUP, WA 98372	NONE	NC	GENERAL OPERATING SUPPORT	10,000.
IOBY 540 PRESIDENT STREET, 3RD FLOOR BROOKLYN, NY 11215	NONE	PC: 509(A)(1)	EMPLOYEE MATCHING GIFT	50.
JONATHAN JACKSON PO BOX 2567 GIG HARBOR, WA 98409	NONE	I: INDIVIDUAL	CLASS 6 FELLOWSHIP	1,500.
KAILAPA COMMUNITY ASSOCIATION 61-4016 KAI OPAE PL. KAMUELA, HI 96743	NONE	PC: 509(A)(1)	NA KILO 'AINA PROGRAM, GENERAL OPERATING SUPPORT	5,000.
<b>Total from continuation sheets</b>				

**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; 62-1203 PUAHIA STREET KAMUELA, HI 96743	NONE	PC: 509(A)(1)	FESTIVAL OPERATING SUPPORT	5,000.
KES DISCOVERY GARDEN PO BOX 819 KAPAAU, HI 96755	NONE	PC:	FOODCORPS SERVICE MEMBER AND OPERATING SUPPORT	10,000.
KITSAP HUMANE SOCIETY 9167 DICKEY RD NW SILVERDALE, WA 98383	NONE	PC: 509(A)(2)	EMPLOYEE MATCHING GIFT	100.
KITSAP RESCUE MISSION PO BOX 1497 BREMERTON, WA 98337	NONE	PC: 509(A)(1)	2016 EMPLOYEE MATCHING GIFT	100.
KNKX (AKA FRIENDS OF 88.5 FM) PO BOX 44459 TACOMA, WA 98448	NONE	PC: 509(A)(1)	2016 EMPLOYEE MATCHING GIFT	2,160.
KOHALA HIGH SCHOOL P.O. BOX 279; 54-3611 AKONI PULE HWY KAPAAU, HI 96755	NONE	PC:	KOHALA KOWBOTICS - VEX WORLD CHAMPIONSHIPS	3,000.
LAMBI FUND OF HAITI, INC 1050 CONNECTICUT AVE NW, SUITE 500 WASHINGTON, DC 20036	NONE	PC: 509(A)(1)	EMPLOYEE MATCHING GIFT	225.
<b>Total from continuation sheets</b> .....				

**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
LATINO COMMUNITY FUND OF WASHINGTON PO BOX 30669 SEATTLE, WA 98103	NONE	PC: 509(A)(1)	ENVIRONMENTAL LEADERSHIP AND CAPACITY BUILDING, BUILDING A MOVEMENT FOR ADVOCACY	40,000.
LEUKEMIA AND LYMPHOMA SOCIETY 3 INTERNATIONAL DRIVE, SUITE 200 RYE BROOK, NY 10573	NONE	PC: 509(A)(1)	EMPLOYEE MATCHING GIFT 2016	100.
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)	GENERAL OPERATING SUPPORT - LDCC GIG HARBOR CLINIC BRANCH	50,000.
LOVING KINDNESS MEDITATION CENTER 8121 PORTLAND AVE EAST TACOMA, WA 98404	NONE	PC: 509(A)(1)	EMPLOYEE MATCHING GIFT	1,000.
MARY BRIDGE CHILDREN'S FOUNDATION 409 J STREET PO BOX 5296 TACOMA, WA 98415-0296	NONE	PC: 509(A)(1)	COURAGE CLASSIC	100.
MARY BRIDGE CHILDREN'S FOUNDATION 409 J STREET PO BOX 5296 TACOMA, WA 98415-0296	NONE	PC: 509(A)(1)	2016 FESTIVAL OF TREES	5,000.
<b>Total from continuation sheets</b> .....				



**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
MELODY RODRIGUEZ PO BOX 2567 GIG HARBOR, WA 98403	NONE	I: INDIVIDUAL	CLASS 6 FELLOWSHIP	3,000.
MOUNTAINS TO SOUND GREENWAY TRUST 2701 FIRST AVENUE, SUITE 240 SEATTLE, WA 98121	NONE	PC: 509(A)(1)	MOUNTAINS TO SOUND GREENWAY TRUST	30,000.
MUSEUM OF GLASS 1801 DOCK ST. TACOMA, WA 98402-3217	NONE	PC: 509(A)(1)	EMPLOYEE MATCHING GIFT 2016	500.
MUSEUM OF GLASS 1801 DOCK ST. TACOMA, WA 98402-3217	NONE	PC: 509(A)(1)	HOT SHOP HEROES	75,000.
MUSEUM OF GLASS 1801 DOCK ST. TACOMA, WA 98402-3217	NONE	PC: 509(A)(1)	ENDOWMENT SUPPORT	1,040,000.
MY SISTER'S PANTRY 621 TACOMA AVE S, STE 115 TACOMA, WA 98402	NONE	PC: 509(A)(1)	EMPLOYEE MATCHING GIFT 2016	500.
NA KALAI WA'A 65-1206 MAMALAHOA HWY KAMUELA, HI 96743	NONE	PC: 509(A)(1)	KAHOAWA'A - EDUCATIONAL OUTREACH/CREW TRAINING: SUPPORTING FOR INTERISLAND AND WORLD WIDE VOYAGING	5,000.
<b>Total from continuation sheets</b> .....				

**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
NATIONAL CENTER FOR FAMILY PHILANTHROPY 1667 K STREET, NW, SUITE 550 WASHINGTON, DC 20006	NONE	PC: 509(A)(1)	SPLENDID LEGACY 2	10,000.
NATURE CONSORTIUM 4408 DELRIDGE WAY SW SEATTLE, WA 98106	NONE	PC: 509(A)(1)	PATHWAYS: ENVIRONMENTAL LEARNING THROUGH FOREST RESTORATION	20,000.
NEW YORK PEACE INSTITUTE 111 JOHN STREET NEW YORK, NY 10038	NONE	PC: 509(A)(1)	GENERAL OPERATING SUPPORT	4,000.
NISQUALLY REACH NATURE CENTER 4949 D'MILLUHR DR. NE OLYMPIA, WA 98516	NONE	PC: 509(A)(1)	GENERAL OPERATING SUPPORT	30,000.
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 DISCOVERY GARDEN, KOHALA RADIO AND KEIKI YOGA KOHALA	10,000.
NORTH STAR FUND 520 8TH AVENUE, SUITE 2203 NEW YORK, NY 10018	NONE	PC: 509(A)(1)	GENERAL OPERATING SUPPORT	5,000.
NORTHWEST IMMIGRANT RIGHTS PROJECT 615 2ND AVENUE, SUITE 400 SEATTLE, WA 98104	NONE	PC: 509(A)(1)	GENERAL OPERATING SUPPORT	7,000.
<b>Total from continuation sheets</b>				

**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 AVENUE, SUITE 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	30,000.
OBE QUARLESS PO BOX 2567 GIG HARBOR, 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	3,000.
PACIFIC EDUCATION INSTITUTE MARKET PLACE OFFICE BLD; 724 COLUMBIA ST NW, SUITE 255 OLYMPIA, WA 98501	NONE	PC: 509(A)(1)	PUGET SOUND FIELDSTEM PLUS	35,000.
PACIFIC SCIENCE CENTER FOUNDATION 200 SECOND AVENUE N SEATTLE, WA 98109	NONE	PC: 509(A)(1)	WETLAB ACADEMY AT MERCER SLOUGH ENVIRONMENTAL EDUCATION CENTER	25,000.
PIERCE CONSERVATION DISTRICT P.O. BOX 1057; 5430 E. 66TH ST. PUYALLUP, WA 98371	NONE	GOV	EMPLOYEE MATCHING GIFT	25.
<b>Total from continuation sheets</b> .....				

**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
PLANNED PARENTHOOD FEDERATION OF AMERICA 123 WILLIAM STREET, 10TH FLOOR NEW YORK, NY 10038	NONE	PC: 509(A)(1)	GENERAL OPERATING SUPPORT	4,000.
PLANNED PARENTHOOD OF THE GREAT NORTHWEST AND THE HAWAIIAN ISLANDS 2001 EAST MADISON STREET SEATTLE, WA 98122	NONE	PC: 509(A)(2)	PIERCE COUNTY GENERAL OPERATING SUPPORT	2,000.
POINT DEFIANCE ZOOLOGICAL SOCIETY 5400 NORTH PEARL STREET TACOMA, WA 98407	NONE	PC: 509(A)(1)	WILD CITY / WILD SHORES: CITIZEN SCIENCE ENGAGEMENT WITH POINT DEFIANCE ZOO & AQUARIUM	20,000.
PORT GAMBLE S'KLALLAM FOUNDATION 31912 LITTLE BOSTON ROAD NE KINGSTON, WA 98346	NONE	PC: 509(A)(1)	NATIVE AMERICAN STUDENT MIDDLE SCHOOL SUMMER ENRICHMENT 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	20,000.
PUEBLO A PUEBLO PO BOX 303 NEENAH, WI 54957-0303	NONE	PC: 509(A)(1)	2016 EMPLOYEE MATCHING GIFT	283.
PUGET SOUND SAGE 1032 S. JACKSON ST. #203 SEATTLE, WA 98104	NONE	PC: 509(A)(1)	PUGET SOUND SAGE COMMUNITY LEADERSHIP INSTITUTE	20,000.
<b>Total from continuation sheets</b>				

**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
PUGET SOUNDKEEPER ALLIANCE 130 NICKERSON STREET, SUITE 107 SEATTLE, WA 98109	NONE	PC: 509(A)(1)	THE PUGET SOUND LEADERSHIP, CLEAN WATER REGULATION AND ENFORCEMENT PROJECT	50,000.
R. MERLE PALMER MINORITY SCHOLARSHIP FOUNDATION PO BOX 7119 TACOMA, WA 98417	NONE	PC: 509(A)(1)	PROGRAM ENHANCEMENT & GENERAL OPERATING	25,000.
RAINBOW CENTER 2215 PACIFIC AVE TACOMA, WA 98407	NONE	PC: 509(A)(1)	2016 VOLUNTEER MATCHING GIFT	1,000.
RE SOURCES FOR SUSTAINABLE COMMUNITIES 2309 MERIDIAN ST BELLINGHAM, WA 98225	NONE	PC: 509(A)(1)	CLEAN WATER PROGRAM	50,000.
REBECCA PADILLA PO BOX 2567 GIG HARBOR, WA 98404	NONE	I: INDIVIDUAL	CLASS 6 FELLOWSHIP	3,000.
RED BARN 15921 84TH ST. KPN LAKEBAY, WA 98349	NONE	PC: 509(A)(1)	RED BARN PHASE 2	100,000.
RESOURCES LEGACY FUND 555 CAPITOL MALL, SUITE 1095 SACRAMENTO, CA 95814	NONE	PC: 509(A)(1)	WASHINGTON WATERS CAMPAIGN	100,000.
<b>Total from continuation sheets</b>				

**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
ROCKY MOUNTAIN LAND LIBRARY 2550 W. 39TH AVENUE DENVER, CO 80211	NONE	PC: 509(A)(1)	GENERAL OPERATING SUPPORT	6,000.
ROCKY MOUNTAIN PEACE AND JUSTICE CENTER P.O. BOX 1156 BOULDER, CO 80306	NONE	PC: 509(A)(1)	GENERAL OPERATING SUPPORT	2,000.
RTC IMPACT FUND 1877 BROADWAY, SUITE 100 BOULDER, CO 80304	NONE	PC: 509(A)(1)	OFFICE EXPENSES	5,000.
SAFE STREETS CAMPAIGN 622 TACOMA AVE S, STE 1 TACOMA, WA 98402	NONE	PC: 509(A)(1)	KEY PENINSULA COMMUNITY MOBILIZATION	10,000.
SAIYARE REFAEI PO BOX 2567 GIG HARBOR, WA 98405	NONE	I: INDIVIDUAL	CLASS 6 FELLOWSHIP	3,000.
SALISH SEA EXPEDITIONS 1257 PATMOS LANE BAINBRIDGE ISLAND, WA 98110	NONE	PC: 509(A)(2)	SALISH SOUND AND SOURCE	40,000.
SAN JUAN ISLANDS CONSERVATION DISTRICT 350 COURT STREET, #10; 530 GUARD STREET FRIDAY HARBOR, WA 98250	NONE	GOV	PUGET SOUND CONSERVATION DISTRICT CAUCUS: CATALYZING COLLABORATION FOR A HEALTHIER PUGET SOUND	45,000.
<b>Total from continuation sheets</b>				

**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 PREPARATORY SCHOOL 2400 ELEVENTH AVENUE EAST SEATTLE, WA 98102	NONE	PC: 170(B)(1)(A)(I)	GENERAL OPERATING SUPPORT	5,000.
SHAJUANDA TATE PO BOX 2567 GIG HARBOR, WA 98466	NONE	I: INDIVIDUAL	CLASS 6 FELLOWSHIP	3,000.
SOCIAL JUSTICE FUND NW 1904 3RD AVE, SUITE 806 SEATTLE, WA 98101	NONE	PC: 509(A)(1)	CRIMINAL JUSTICE GIVING PROJECT	5,000.
SOLID GROUND WASHINGTON 1501 N. 45TH STREET SEATTLE, WA 98103	NONE	PC: 509(A)(1)	GENERAL OPERATING SUPPORT	4,000.
SOLUTIONS FOR HUMANITY, COMMUNITY, AND THE ENVIRONMENT 2114 70TH AVE W, UNIT #1 UNIVERSITY PLACE, WA 98466	NONE	PC: 509(A)(1)	RE-SHAPING OUR ENVIRONMENTS: PHASE 2	20,000.
SOUND OUTREACH 1106 MARTIN LUTHER KING JR. WAY TACOMA, WA 98405	NONE	PC: 509(A)(1)	EMPLOYEE MATCHING GIFT	500.
SOUTH SOUND ESTUARY ASSOCIATION P.O. BOX 2182 OLYMPIA, WA 98507	NONE	PC: 509(A)(1)	INSPIRE STEWARDSHIP OF PUGET SOUND WATERS	25,000.
<b>Total from continuation sheets</b>				

**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
SPECIAL OLYMPICS PO BOX 7638 MADISON, WI 53707-7638	NONE	PC: 509(A)(1)	EMPLOYEE MATCHING GIFT	200.
ST. LEO FOOD CONNECTION 710 SOUTH 13TH STREET TACOMA, WA 98405	NONE	PC: 509(A)(1)	CENTER FOR FOOD PRESERVATION ARTS - CANNING COMMUNITIES	1,000.
STEWARDSHIP PARTNERS 1411 4TH AVE SUITE 1425 SEATTLE, WA 98101	NONE	PC: 509(A)(1)	GENERAL OPERATING SUPPORT	85,000.
SUN VALLEY WRITERS' CONFERENCE P.O. BOX 957 KETCHUM, ID 83340	NONE	PC: 509(A)(1)	GENERAL OPERATING SUPPORT	12,000.
SUSTAINABLE AMBASSADORS (SUSTAINABLE SEATTLE FISCAL SPONSOR) THE HUB; 220 2ND AVE SOUTH SEATTLE, WA 98104	NONE	PC: 509(A)(1)	SUSTAINABILITY AMBASSADORS GENERAL OPERATING SUPPORT	30,000.
TACOMA COMMUNITY BOAT BUILDERS 4540 SOUTH ADAMS TACOMA, WA 98409	NONE	PC: 509(A)(1)	COURT INVOLVED YOUTH BOAT BUILDING PROGRAM	75,000.
TACOMA/PIERCE COUNTY HABITAT FOR HUMANITY 4824 SOUTH TACOMA WAY TACOMA, WA 98409	NONE	PC: 509(A)(1)	EMPLOYEE MATCHING GIFT - OVER THE EDGE CHALLENGE	50.
<b>Total from continuation sheets</b> .....				



**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/PIERCE COUNTY HABITAT FOR HUMANITY 4824 SOUTH TACOMA WAY TACOMA, WA 98409	NONE	PC: 509(A)(1)	EMPLOYEE MATCHING GIFT 2016	480.
TACOMA/PIERCE COUNTY HABITAT FOR HUMANITY 4824 SOUTH TACOMA WAY TACOMA, WA 98409	NONE	PC: 509(A)(1)	HABITAT CONNECTS EXPANSION	60,000.
THE HUMANE SOCIETY FOR TACOMA AND PIERCE COUNTY 2608 CENTER STREET TACOMA, WA 98409	NONE	PC: 509(A)(1)	EMPLOYEE MATCHING GIFT 2016	200.
THE MERWIN CONSERVANCY P.O. BOX 809; 455 KULIKE ROAD HAIKU, HI 96708	NONE	PC: 509(A)(1)	GENERAL OPERATING SUPPORT	10,000.
THE MOUNTAINEERS 7700 SAND POINT WAY NE SEATTLE, WA 98115	NONE	PC: 509(A)(1)	2016 MOUNTAINEERS PEAK SOCIETY	1,000.
THE MUSTARD SEED PROJECT OF KEY PENINSULA PO BOX 182 VAUGHN, WA 98394	NONE	PC: 509(A)(1)	GENERAL OPERATING SUPPORT FOR THE MUSTARD SEED PROJECT OF KEY PENINSULA	5,000.
THE MUSTARD SEED PROJECT OF KEY PENINSULA PO BOX 182 VAUGHN, WA 98394	NONE	PC: 509(A)(1)	THE MUSTARD SEED PROJECT SENIOR HOUSING CAPITAL CAMPAIGN	50,000.
<b>Total from continuation sheets</b>				

**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 NATURE CONSERVANCY 4245 NORTH FAIRFAX DRIVE, SUITE 100 ARLINGTON, VA 22203-1606	NONE	PC: 509(A)(1)	NATURE-BASED SOLUTIONS FOR PUGET SOUND COMMUNITIES	100,000.
THE REACH CENTER 714 SOUTH 27TH STREET TACOMA, WA 98409	NONE	PC: 509(A)(1)	HOUSING 4 SUCCESS (H4S)	50,000.
THE TRUST FOR PUBLIC LAND 901 5TH AVENUE SUITE 1520 SEATTLE, WA 98164	NONE	PC: 509(A)(1)	CONSERVATION SERVICE AND LEADERSHIP IN THE PUGET SOUND REGION	40,000.
THICH NHAT HANH FOUNDATION (UNIFIED BUDDHIST CHURCH) 2499 MELRU LANE ESCONDIDO, CA 92026	NONE	PC: 509(A)(1)	DEER PARK MONASTERY - CLARITY HAMLET PROJECT	5,000.
THUNDER VALLEY COMMUNITY DEVELOPMENT CORPORATION PO BOX 290 PORCUPINE, SD 57772	NONE	PC: 509(A)(1)	STAND WITH STANDING ROCK - WINTER STRUCTURES	5,000.
THUNDER VALLEY COMMUNITY DEVELOPMENT CORPORATION PO BOX 290 PORCUPINE, SD 57772	NONE	PC: 509(A)(1)	STAND WITH STANDING ROCK - WINTER STRUCTURES II	6,000.
TRACIE BONJOUR PO BOX 2567 GIG HARBOR, WA 98405	NONE	I: INDIVIDUAL	CLASS 6 FELLOWSHIP	3,000.
<b>Total from continuation sheets</b>				

**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
UNITED WAY OF PIERCE COUNTY 2215; 1501 PACIFIC #400 TACOMA, WA 98401	NONE	PC: 509(A)(1)	VFW OF WASHINGTON PIERCE COUNTY - 2016-17 UNMET NEEDS AND MILITARY ASSISTANCE PROGRAM	75,000.
UNITED WAY OF PIERCE COUNTY 2215; 1501 PACIFIC #400 TACOMA, WA 98401	NONE	PC: 509(A)(1)	HUNGER FREE PIERCE COUNTY - HUNGER PROJECT	100,000.
UNITED WAY OF PIERCE COUNTY 2215; 1501 PACIFIC #400 TACOMA, WA 98401	NONE	PC: 509(A)(1)	UWPC BASIC NEEDS (2017 INVESTMENT PROCESS)	250,000.
UNIVERSITY OF WASHINGTON SEATTLE MESA 1122 NE BOAT STREET; 158A FISHERY SCIENCE BUILDING, BOX 355020 SEATTLE, WA 98105	NONE	PC: 509(A)(1)	SCHOLARSHIPS	7,000.
UNIVERSITY OF WASHINGTON TACOMA PO BOX 358432; 1900 COMMERCE STREET TACOMA, WA 98402	NONE	PC: 509(A)(1)	UNIVERSITY OF WASHINGTON TACOMA MATH-SCIENCE-LEADERSHIP PROGRAM	25,000.
UNIVERSITY OF WASHINGTON-MOUNT RAINIER INSTITUTE 9010 453RD ST. EAST EATONVILLE, WA 98328	NONE	PC: 509(A)(1)	MOUNT RAINIER INSTITUTE YEAR THREE	40,000.
URBAN GRACE CHURCH 902 MARKET STREET TACOMA, WA 98402	NONE	PC: 509(A)(1)	2016 EMPLOYEE MATCHING GIFT	5,000.
<b>Total from continuation sheets</b>				

**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
WASHINGTON ENVIRONMENTAL COUNCIL 1402 3RD AVE, SUITE 1400 SEATTLE, WA 98101	NONE	PC: 509(A)(1)	STAND UP TO OIL CAMPAIGN	45,000.
WASHINGTON ENVIRONMENTAL COUNCIL 1402 3RD AVE, SUITE 1400 SEATTLE, WA 98101	NONE	PC: 509(A)(1)	PUGET SOUND PROTECTION AND RESTORATION	100,000.
WATSONVILLE BUDDHIST TEMPLE 423 BRIDGE STREET WATSONVILLE, CA 98076-3606	NONE	PC: 509(A)(1)	EMPLOYEE MATCHING GIFT 2016	500.
WATSONVILLE- SANTA CRUZ JAEL SENIOR CENTER PO BOX 163 WATSONVILLE, CA 95077-0163	NONE	PC: 509(A)(1)	EMPLOYEE MATCHING GIFT 2016	500.
WESTERN WASHINGTON UNIVERSITY FOUNDATION 516 HIGH STREET, MS 9034 BELLINGHAM, WA 98225	NONE	PC: 509(A)(1)	SEA DISCOVERY CENTER: DEVELOPING A MIDDLE SCHOOL EXPERIENTIAL ENVIRONMENTAL EDUCATION PROGRAM	25,000.
WHITMAN COLLEGE DEVELOPMENT OFFICE; 345 BOGER AVE WALLA WALLA, WA 99362-2083	NONE	SO I	GENERAL OPERATING SUPPORT	1,000.
WHOSE STREETS (FISCALLY SPONSORED BY WOMEN MAKE MOVIES) WHOSE STREETS 115 W. 29TH STREET, SUITE 1200 NEW YORK, NY 10001	NONE	PC: 509(A)(1)	WHOSE STREETS	5,000.
<b>Total from continuation sheets</b>				

**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
WING LUKE MEMORIAL FOUNDATION 719 S. KING STREET SEATTLE, WA 98104	NONE	PC: 509(A)(2)	EMPLOYEE MATCHING GIFT 2016	200.
YMCA OF GREATER SEATTLE 909 4TH AVE SEATTLE, WA 98104	NONE	PC: 509(A)(2)	YMCA EARTH SERVICE CORPS: THINK LOCAL, BE VOCAL	40,000.
YMCA OF PIERCE AND KITSAP COUNTIES 1614 S. MILDRED ST., STE. 1 TACOMA, WA 98465	NONE	PC: 509(A)(1)	ANNUAL CAMPAIGN 2016	1,000.
YMCA OF PIERCE AND KITSAP COUNTIES 1614 S. MILDRED ST., STE. 1 TACOMA, WA 98465	NONE	PC: 509(A)(1)	YMCA CAMP SEYMOUR OUTDOOR ENVIRONMENTAL EDUCATION	25,000.
YOUNG WOMEN EMPOWERED (Y-WE) Y-WE, 316 4TH AVE. SOUTH KIRKLAND, WA 98033	NONE	PC: 509(A)(1)	Y-WE NATURE CONNECTIONS (REVISED PROGRAM NAME IN 2016. PREVIOUS NAME - Y-WE CONNECT)	20,000.
<b>Total from continuation sheets</b>				

**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
DAVID WHITE PO BOX 2567 GIG HARBOR, WA 98335	NONE	I: INDIVIDUAL	CLASS 7 FELLOWSHIP	6,000.
DUWAMISH RIVER CLEANUP COALITION/TECHNICAL ADVISORY GROUP (DRCC/TAG) 210 S. HUDSON STREET, SUITE 332 SEATTLE, WA 98134	NONE	PC: 509(A)(1)	DUWAMISH VALLEY YOUTH CORPS PROGRAM	5,000.
EARNESTINE FELICIA MITTAN PO BOX 2567 GIG HARBOR, WA 98335	NONE	I: INDIVIDUAL	CLASS 7 FELLOWSHIP	6,000.
EL CENTRO DE LA RAZA 2524 16TH AVENUE SOUTH SEATTLE, WA 98144	NONE	PC: 509(A)(1)	COLLEGE READINESS	4,000.
FLORIAN TAMAYO PO BOX 2567 GIG HARBOR, WA 98335	NONE	I: INDIVIDUAL	CLASS 7 FELLOWSHIP	6,000.
GOOD SAMARITAN FOUNDATION MS: 401-R2-FND; 401 15TH AVE. S.E. PUYALLUP, WA 98372	NONE	PC: 509(A)(1)	CHILDREN'S THERAPY UNIT	5,000.
GRAYSON CRANE PO BOX 2567 GIG HARBOR, WA 98335	NONE	I: INDIVIDUAL	CLASS 7 FELLOWSHIP	6,000.
<b>Total from continuation sheets</b>				307,500.

**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
GREATER GIG HARBOR FOUNDATION 7191 WAGNER WAY, SUITE 102 GIG HARBOR, WA 98335	NONE	PC: 509(A)(2)	EMPLOYEE MATCHING GIFT 2016	1,000.
I OLA NA 'AINA MOMONA NONPROFIT PO BOX 871 PAHALA, HI 96777	NONE	PC: 509(A)(1)	GENERAL OPERATING SUPPORT	5,000.
KENNETH COBLE PO BOX 2567 GIG HARBOR, WA 98335	NONE	I: INDIVIDUAL	CLASS 7 FELLOWSHIP	6,000.
NAN NOP PO BOX 2567 GIG HARBOR, WA 98335	NONE	I: INDIVIDUAL	CLASS 7 FELLOWSHIP	6,000.
NATIONAL LAWYERS GUILD FOUNDATION 132 NASSAU ST. #922 NEW YORK, NY 10038	NONE	PC: 509(A)(1)	GENERAL OPERATING SUPPORT	5,000.
PLANNED PARENTHOOD OF THE ROCKY MOUNTAINS INC 7155 EAST 38TH AVENUE DENVER, CO 80207	NONE	PC: 509(A)(1)	GENERAL OPERATING SUPPORT	5,000.
PYE GLOBAL 220 2ND AVE. S, STE 3 SEATTLE, WA 98104	NONE	PC: 509(A)(1)	GENERAL OPERATING SUPPORT	5,000.

**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
RACHEL WILEY PO BOX 2567 GIG HARBOR, WA 98335	NONE	I: INDIVIDUAL	CLASS 7 FELLOWSHIP	6,000.
SARAH CHESSMAN PO BOX 2567 GIG HARBOR, WA 98335	NONE	I: INDIVIDUAL	CLASS 7 FELLOWSHIP	6,000.
SHEREE COOKS PO BOX 2567 GIG HARBOR, WA 98335	NONE	I: INDIVIDUAL	CLASS 7 FELLOWSHIP	6,000.
SOJOURNERS 408 C ST NE WASHINGTON, DC 20002	NONE	PC: 509(A)(1)	EMPLOYEE MATCHING GIFT 2016	500.
SOUND OUTREACH 1106 MARTIN LUTHER KING JR. WAY TACOMA, WA 98405	NONE	PC: 509(A)(1)	CREDIT UP: FINANCIAL WELL-BEING THROUGH ACCESS TO WEALTH-BUILDING PRODUCTS AND COUNSELING	10,000.
SOURCE INTERNATIONAL US 860 WILLOWBROOK ROAD BOULDER, CO 80302	NONE	NC	GENERAL OPERATING SUPPORT	3,000.
TACOMA/PIERCE COUNTY HABITAT FOR HUMANITY 4824 SOUTH TACOMA WAY TACOMA, WA 98409	NONE	PC: 509(A)(1)	HABITAT CONNECTS EXPANSION	90,000.
<b>Total from continuation sheets</b>				



**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
TERRANCE MCGEHEE PO BOX 2567 GIG HARBOR, WA 98335	NONE	I: INDIVIDUAL	CLASS 7 FELLOWSHIP	6,000.
THE CORNELL LAB OF ORNITHOLOGY 159 SAPSUCKER WOODS ROAD ITHACA, NY 14850	NONE	PC: 509(A)(1)	EBIRD FOR GENERAL OPERATING SUPPORT	5,000.
THE REACH CENTER 714 SOUTH 27TH STREET TACOMA, WA 98409	NONE	PC: 509(A)(1)	HOUSING 4 SUCCESS (H4S)	40,000.
TRUSTAFRICA 45435 DAKAR-FANN; LOT 4, ALMADIES NGOR DAKAR, SENEGAL	NONE	PC: 509(A)(1)	GENERAL OPERATING SUPPORT	10,000.
UNIVERSITY OF WASHINGTON SEATTLE MESA 1122 NE BOAT STREET; 158A FISHERY SCIENCE BUILDING, BOX 355020 SEATTLE, WA 98105	NONE	PC: 509(A)(1)	SCHOLARSHIP AND PARENT PROGRAM	3,000.
UNIVERSITY OF WASHINGTON TACOMA PO BOX 358432; 1900 COMMERCE STREET TACOMA, WA 98402	NONE	PC: 509(A)(1)	UW TACOMA READINESS ACCELERATION & INNOVATION NETWORK (RAIN)/SUPERHEROES OF SCIENCE LECTURE SERIES	10,000.
WENDY HURTADO PO BOX 2567 GIG HARBOR, WA 98335	NONE	I: INDIVIDUAL	CLASS 7 FELLOWSHIP	6,000.
<b>Total from continuation sheets</b> .....				

**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
YOUNG AMERICA'S FOUNDATION 11480 COMMERCE PARK DRIVE SIXTH FLOOR RESTON, VA 20191	NONE	PC: 509(A)(2)	THE REAGAN RANCH CENTER	35,000.
<b>Total from continuation sheets</b> .....				

**Schedule B**

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.  
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

OMB No. 1545-0047

**2016**

Name of the organization

THE RUSSELL FAMILY FOUNDATION

Employer identification number

91-1663336

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)( ) (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

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

**General Rule**

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

**Special Rules**

For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year ..... ▶ \$ \_\_\_\_\_

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2016)

<b>Name of organization</b>  THE RUSSELL FAMILY FOUNDATION	<b>Employer identification number</b>  91-1663336
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**Part I Contributors** (See instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	LORA L. AND MARTIN N. KELLEY FAMILY FOUNDATION TRUST  405 14TH STREET  OAKLAND, CA 94612	\$ 15,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
2	SATTERBURG FOUNDATION  1904 3RD AVE STE 825  SEATTLE, WA 98101	\$ 200,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization  THE RUSSELL FAMILY FOUNDATION	Employer identification number  91-1663336
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**Part II Noncash Property** (See instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
	<div style="border-bottom: 1px solid black; margin-bottom: 2px;"> </div> <div style="border-bottom: 1px solid black; margin-bottom: 2px;"> </div> <div style="border-bottom: 1px solid black; margin-bottom: 2px;"> </div>	\$ _____	_____
	<div style="border-bottom: 1px solid black; margin-bottom: 2px;"> </div> <div style="border-bottom: 1px solid black; margin-bottom: 2px;"> </div> <div style="border-bottom: 1px solid black; margin-bottom: 2px;"> </div>	\$ _____	_____
	<div style="border-bottom: 1px solid black; margin-bottom: 2px;"> </div> <div style="border-bottom: 1px solid black; margin-bottom: 2px;"> </div> <div style="border-bottom: 1px solid black; margin-bottom: 2px;"> </div>	\$ _____	_____
	<div style="border-bottom: 1px solid black; margin-bottom: 2px;"> </div> <div style="border-bottom: 1px solid black; margin-bottom: 2px;"> </div> <div style="border-bottom: 1px solid black; margin-bottom: 2px;"> </div>	\$ _____	_____
	<div style="border-bottom: 1px solid black; margin-bottom: 2px;"> </div> <div style="border-bottom: 1px solid black; margin-bottom: 2px;"> </div> <div style="border-bottom: 1px solid black; margin-bottom: 2px;"> </div>	\$ _____	_____
	<div style="border-bottom: 1px solid black; margin-bottom: 2px;"> </div> <div style="border-bottom: 1px solid black; margin-bottom: 2px;"> </div> <div style="border-bottom: 1px solid black; margin-bottom: 2px;"> </div>	\$ _____	_____
	<div style="border-bottom: 1px solid black; margin-bottom: 2px;"> </div> <div style="border-bottom: 1px solid black; margin-bottom: 2px;"> </div> <div style="border-bottom: 1px solid black; margin-bottom: 2px;"> </div>	\$ _____	_____

Name of organization  THE RUSSELL FAMILY FOUNDATION	Employer identification number  91-1663336
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**Part III** Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this info. once.) ▶ \$ \_\_\_\_\_  
Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
<b>(e) Transfer of gift</b>			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
<b>(e) Transfer of gift</b>			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
<b>(e) Transfer of gift</b>			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
<b>(e) Transfer of gift</b>			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
<b>(e) Transfer of gift</b>			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	

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

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PUBLICLY TRADED SECURITIES					
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
44,382,562.	43,855,892.	0.		0.	526,670.

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
EQUITY PARTNERSHIP INVESTMENTS					
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
291,360.	291,360.	0.		0.	0.

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

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SALE OF PTP INTEREST IN ENERGY TRANSFER EQUITY L.P.	35,426.	35,426.	0.	0.	0.			01/12/16

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
KAYNE ANDERSON PRIVATE INVESTORS II (QP) LP	0.	0.	0.	0.	0.	PURCHASED		

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SALE OF FIXED ASSET	801.	990.	0.	0.	<189.>	PURCHASED		

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
DISTRIB IN EXCESS OF BASIS - KAPI	34,162.	34,162.	0.	0.	0.	PURCHASED		



(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
DISTRIB IN EXCESS OF BASIS - TEBP VI	PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC. (F) GAIN OR LOSS
151,705.	151,705.	0.	0.
CAPITAL GAINS DIVIDENDS FROM PART IV			0.
TOTAL TO FORM 990-PF, PART I, LINE 6A			526,481.

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	1,175,721.	33,547.	
INCOME/LOSS FROM OTHER NON-K-1 INVESTMENTS	363,950.	363,950.	
LITIGATION SETTLEMENT INCOME	3,874.	3,874.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,543,545.	401,371.	

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	10,000.	0.		7,675.
TO FM 990-PF, PG 1, LN 16A	10,000.	0.		7,675.

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	81,923.	6,798.		48,350.
TO FORM 990-PF, PG 1, LN 16B	81,923.	6,798.		48,350.

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	925,832.	925,832.		0.
PAYROLL SERVICE FEES	13,713.	0.		12,814.
GRANT CONSULTING	422,142.	0.		411,458.
CONTRACT LABOR	330,582.	0.		313,202.
TO FORM 990-PF, PG 1, LN 16C	1,692,269.	925,832.		737,474.

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	330,816.	0.		0.
PERSONAL PROPERTY TAX	790.	0.		790.
SALES & USE TAX	690.	0.		509.
FOREIGN TAXES	10,513.	83,906.		0.
INTEREST/PENALTY	297.	0.		0.
TO FORM 990-PF, PG 1, LN 18	343,106.	83,906.		1,299.

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	54,249.	0.		54,249.
POSTAGE	1,468.	0.		1,357.
STAFF RECOGNITION	6,743.	0.		6,679.
REPAIRS & MAINTENANCE	624.	0.		3,494.
RESOURCES	22,481.	0.		18,998.
SERVICE CHARGES	533.	0.		533.
DEDUCTIONS FROM LP				
INVESTMENTS	504,713.	667,738.		0.
INSURANCE	2,879.	0.		1,939.
OFFICE SUPPLIES	12,007.	0.		5,882.
HONORARIUMS	6,949.	0.		6,949.
MISCELLANEOUS	2,881.	0.		10,140.
TO FORM 990-PF, PG 1, LN 23	615,527.	667,738.		110,220.

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		4,621,031.	4,621,031.
MUNICIPAL BONDS		x	4,680,754.	4,680,754.
TOTAL U.S. GOVERNMENT OBLIGATIONS			4,621,031.	4,621,031.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			4,680,754.	4,680,754.
TOTAL TO FORM 990-PF, PART II, LINE 10A			9,301,785.	9,301,785.

FORM 990-PF	CORPORATE STOCK		STATEMENT 9
DESCRIPTION			FAIR MARKET VALUE
	BOOK VALUE		
APERIO	14,568,758.		14,568,758.
COPELAND	0.		0.
HARDING LOEVNER	0.		0.
RUSSELL LARGE CAP	16,072,639.		16,072,639.
RUSSELL SMALL CAP	4,396,552.		4,396,552.
WALDEN LARGE CAP	2,871,969.		2,871,969.

ABBEY CAPITAL FT STRAT FD	2,050,769.	2,050,769.
FIRST EAGLE GLBL FD - I	0.	0.
IVY ASSET STRATEGY FUND I	0.	0.
WESTERN ASSET MACRO OPPTYS FUND	0.	0.
WILLIAM BLAIR FDS	2,847,069.	2,847,069.
BRECKINRIDGE	0.	0.
FOREFRONT	6,742,488.	6,742,488.
TOTAL TO FORM 990-PF, PART II, LINE 10B	49,550,244.	49,550,244.

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FORM 990-PF	CORPORATE BONDS	STATEMENT 10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
DOUBLELINE TOTAL RET BD - I	0.	0.
LOOMIS SAYLES BOND FD - INS	0.	0.
STONE HARBOR EMERGING MKT DEBT FUND	0.	0.
TEMPLETON GLBL BOND FD/US - ADV	0.	0.
AMERICAN EXPRESS CREDIT CORP	231,481.	231,481.
CITIGROUP INC	164,982.	164,982.
COMCAST CORP	304,502.	304,502.
CVS HLTH CORP	192,776.	192,776.
ECOLAB INC	0.	0.
GOLDMAN SACHS GROUP INC/THE	196,431.	196,431.
INTEL CORP	157,185.	157,185.
JPMORGAN CHASE & CO	303,343.	303,343.
MEDTRONIC INC	240,692.	240,692.
MORGAN STANLEY	155,442.	155,442.
NORTHERN STS PWR CO/MN	222,601.	222,601.
NOVARTIS CAPITAL CORP	238,315.	238,315.
ORACLE CORP	237,432.	237,432.
SANOFI-AVENTIS SA	212,928.	212,928.
SCHLUMBERGER INVESTMENT SA	240,920.	240,920.
TORONTO-DOMINION BANK/THE	304,265.	304,265.
UNITEDHLTH GROUP INC	309,590.	309,590.
VERIZON COMMUNICATIONS INC	210,091.	210,091.
WELLS FARGO & CO	0.	0.
LEGG MASON WESTERN ASSET MACRO OPP I	2,222,612.	2,222,612.
BANK OF NEW YORK MTN BK ENT	299,277.	299,277.
BANK OF NOVA SCOTIA NOTE	317,097.	317,097.
ROYAL BANK OF CANADA	317,007.	317,007.
CISCO SYS INC NOTE CALL MAKE WHOLE	202,636.	202,636.
GENERAL ELECTRIC CAP CORP MTN BE	285,204.	285,204.
MERCK &CO INC NOTE CALL MAKE WHOLE	302,862.	302,862.
APPLE INC NOTE CALL MAKE WHOLE	301,869.	301,869.
DEERE JOHN CAP CORP S BE MTN	335,010.	335,010.
PRUDENTIAL FINL INC MTNS BOOK	199,235.	199,235.
ANHEUSER BUSCH INBEV FIN INC NOTE	345,165.	345,165.
AT&T INC NOTE CALL MAKE WHOLE	182,263.	182,263.
HOME DEPOT INC NOTE CALL MAKE WHOLE	344,337.	344,337.

CALVERT LONG-TERM INCOME CL A	816,429.	816,429.
BNP PARIBAS/BNP PARIBAS US	354,224.	354,224.
CALVERT INCOME FUND CLASS I	399,919.	399,919.
CALVERT BOND PORT CLASS I	971,462.	971,462.
PAX WORLD HIGH YIELD BOND INSTITL CL	1,355,218.	1,355,218.
PRAXIS IMPACT BOND FD INSTL	211,382.	211,382.
TOTAL TO FORM 990-PF, PART II, LINE 10C	13,686,184.	13,686,184.

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FORM 990-PF	OTHER INVESTMENTS	STATEMENT 11
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ACM PERMANENT CROPS, LLC	FMV	951,969.	951,969.
ARDSLEY PARTNERS RENEWABLE ENERGY FUND, LP	FMV	3,060,497.	3,060,497.
CANOPY LLC	FMV	0.	0.
CEDAR ROCK CAPITAL PARTNERS, LLC	FMV	10,435,450.	10,435,450.
NORTH SKY CLEANTECH VENTURES, LP	FMV	491,206.	491,206.
ECOTRUST FORESTS II, LLC	FMV	560,479.	560,479.
GENERATION IM GLOBAL	FMV	5,039,919.	5,039,919.
GILBERT GLOBAL EQUITY PARTNERS, LP	FMV	1,416,901.	1,416,901.
KAYNE ANDERSON ENERGY FUND III (QP), LP	FMV	42,671.	42,671.
KAYNE ANDERSON ENERGY FUND IV (QP), LP	FMV	168,606.	168,606.
KAYNE ANDERSON PRIVATE INVESTORS, LP	FMV	106,496.	106,496.
THE LYME FOREST FUND IV TE LP	FMV	539,394.	539,394.
PORTFOLIO ADVISORS PRIVATE EQUITY FUND V (OFFSHORE), LP	FMV	519,545.	519,545.
PORTFOLIO ADVISORS PRIVATE EQUITY FUND VII LP	FMV	1,446,400.	1,446,400.
PORTFOLIO ADVISORS SECONDARY FUND (OFFSHORE), LP	FMV	915,318.	915,318.
SELECT EQUITY FUND, LP	FMV	7,155,133.	7,155,133.
THE SILCHESTER INT'L INVESTORS	FMV	9,039,968.	9,039,968.
INT'L VALUE EQUITY TRUST	FMV	9,039,968.	9,039,968.
SOMERSET EMERGING MARKETS SMALL CAP FUND LLC	FMV	2,169,062.	2,169,062.
SQUADRON ASIA PACIFIC FUND (OFFSHORE), LP	FMV	482,417.	482,417.
EIG ENERGY FUND X LP	FMV	16,128.	16,128.
TRANS-EUROPE BUYOUT PARTNERS VI (US) LP	FMV	120,439.	120,439.
WASTEWATER OPPORTUNITY FUND LLC	FMV	109,669.	109,669.
WGI EMERGING MARKETS FUND LLC	FMV	8,721,241.	8,721,241.
GREENSPRING OPPORTUNITIES FUND	FMV	267,777.	267,777.
PMF INTEGRO FUND I LP	FMV	46,763.	46,763.
SOSV III LP	FMV	438,940.	438,940.
TOTAL TO FORM 990-PF, PART II, LINE 13		54,262,388.	54,262,388.

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

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<u>DESCRIPTION</u>	<u>COST OR OTHER BASIS</u>	<u>ACCUMULATED DEPRECIATION</u>	<u>BOOK VALUE</u>
EQUIPMENT	22,629.	19,773.	2,856.
FURNITURE & FIXTURES	202,874.	202,874.	0.
<b>TOTAL TO FM 990-PF, PART II, LN 14</b>	<b>225,503.</b>	<b>222,647.</b>	<b>2,856.</b>

FORM 990-PF	TRANSFERS FROM CONTROLLED ENTITIES	STATEMENT 13
	PART VII-A, LINE 11	

NAME OF CONTROLLED ENTITY	EMPLOYER ID NO
CANOPY, LLC	35-2528150

## ADDRESS

PO BOX 2567  
GIG HARBOR, WA 98335

## DESCRIPTION OF TRANSFER

DISTRIBUTION

AMOUNT OF TRANSFER
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111,239.

TOTAL AMOUNT OF TRANSFERS FROM CONTROLLED ENTITIES

111,239.

FORM 990-PF	EXPLANATION CONCERNING PART VII-A, LINE 12	STATEMENT 14
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## EXPLANATION

THE FOUNDATION MADE A GRANT TO THE GREATER TACOMA COMMUNITY FOUNDATION AND TREATED THIS AS A QUALIFYING DISTRIBUTION IN 2016 (SEE PART XV, LINE 3A). THE GREATER TACOMA COMMUNITY FOUNDATION DISTRIBUTES GRANTS TO COMMUNITIES OF INTERESTS IN THE PUYALLUP WATERSHED INITIATIVE. THE DISTRIBUTIONS OUT OF THIS FUND WILL BE USED TO ACCOMPLISH CHARITABLE PURPOSES DESCRIBED UNDER IRC SECTION 170(C)(2)(B) WHICH IS TO DISTRIBUTE GRANTS TO COMMUNITIES OF INTEREST IN THE PUYALLUP WATERSHED INITIATIVE.

FORM 990-PF

LIST OF CONTROLLED ENTITIES  
PART VII-A, LINE 11

STATEMENT 15

NAME OF CONTROLLED ENTITY

EMPLOYER ID NO

CANOPY, LLC

35-2528150

ADDRESS

EXCESS BUSINESS HOLDING [ ] YES [x] NO

PO BOX 2567  
GIG HARBOR, WA 98335

FORM 990-PF

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

STATEMENT 16

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	298,491.	26,862.	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.



THE RUSSELL FAMILY FOUNDATION

91-1663336

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.
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

298,491.

26,862.

0.

FORM 990-PF

EXPENDITURE RESPONSIBILITY STATEMENT  
PART VII-B, LINE 5C

STATEMENT 17

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>	<u>VERIFICATION DATE</u>
20,000.	12/22/15	7,000.	12/20/16

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

GRANTEE NOTED THAT THEY HAVE EXPENDED \$7,000 OF THE \$20,000 GRANT. THE GRANTEE HAS MOVED OUT OF EXPENDITURE RESPONSIBILITY FOR THE REMAINING FUNDS AS THEY ACHIEVED THEIR 501(C)(3) IN OCTOBER 2016.

GRANTEE'S NAME

I-CAN COMMUNITY DEVELOPMENT FOUNDATION

GRANTEE'S ADDRESS

12918 158TH STREET CT E  
PUYALLUP, WA 98374

GRANT AMOUNT      DATE OF GRANT      AMOUNT EXPENDED

10,000.      12/20/16

PURPOSE OF GRANT

PROVIDE SUPPORT TO OTHER NON-PROFIT, COMMUNITY BASED ORGANIZATIONS WITH BUSINESS GOAL SETTING, WEBSITE CREATION AND MAINTENANCE AND BRANDING SERVICES. ORGANIZE ADULT AND YOUTH MORAL RECONATION THERAPY (MRT) BASED PROGRAM CURRICULUM WITH A FOCUS ON PERSONAL GOAL SETTING, JOB PREPAREDNESS, ETC.

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 THERE IS NO NEED FOR A REPORT ON 2016 EXPENDITURES.

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FORM 990-PF	SUMMARY OF DIRECT CHARITABLE ACTIVITIES	STATEMENT	18
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ACTIVITY ONE

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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 2016, JANE'S FELLOWSHIP HAD 13 FELLOWS:  
TOTAL OPERATING EXPENSES = \$ 354,785  
TOTAL GRANT EXPENSES = \$ 179,000

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.

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EXPENSES

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

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354,785.

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FORM 990-PF	SUMMARY OF DIRECT CHARITABLE ACTIVITIES	STATEMENT	19
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ACTIVITY TWO

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THE 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 2016, THE PUYALLUP WATERSHED INITIATIVE HAD:  
TOTAL OPERATING EXPENSES = \$ 801,651  
TOTAL GRANT EXPENSES = \$ 1,286,000

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EXPENSES

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

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801,651.

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FORM 990-PF

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

STATEMENT 20

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NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

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

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TELEPHONE NUMBER

253-851-0460

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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.

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ANY SUBMISSION DEADLINES

SEE WEBSITE FOR GRANT CYCLE DEADLINES.

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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 21

## 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).

**The Russell Family Foundation**  
**990-PF Supplementary Statement**  
**Part XIII, Line 7**  
**December 31, 2016**

EIN: 91-1663336

The following amounts represent the qualifying distributions made to The Russell Family Foundation by certain IRC § 501(c)(3) organization as described in IRC § 4942(g)(3) and the subsequent out of corpus distributions in satisfaction of redistribution under Treas. Reg. § 53.4942(a)-3(c)(2).

	<u>12/31/2016</u>	
<i>Satterburg Foundation</i>		
Amount Received During Year End 12/31/2016	\$ 200,000	
Amount Distributed by 12/31/2016	\$ (200,000)	200,000
Remaining Amount to be distributed	<u>-</u>	
<i>Lora L. and Martin N. Kelley Family Foundation Trust</i>		
Amount Received During Year End 12/31/2016	\$ 15,000	
Amount Distributed by 12/31/2016	<u>(15,000)</u>	15,000
Remaining Amount to be distributed	<u>-</u>	
	<u>\$ 215,000</u>	<i>Part XIII, Line 7</i>

**ELECTION TO TREAT UNUSED PRIOR YEAR CORPUS DISTRIBUTIONS AS CURRENT YEAR CORPUS DISTRIBUTIONS**

Pursuant to Treas. Reg. § 53.4942(a)-3(c)(2)(iv), the above referenced foundation hereby elects to treat, as a current out of corpus distribution, the following unused prior tax year's excess qualifying distributions that were treated as out of corpus distributions under Treas. Reg. § 53.4942(a)-3(d)(1)(iii) in such prior tax years.

<u>Tax Year</u>	<u>Amount</u>
2011	\$ 215,000
	<u>\$ 215,000</u>

Signed:

\_\_\_\_\_

Date

\_\_\_\_\_

Name and Title