

Return of Private Foundation

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

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

For calendar year 2013 or tax year beginning , and ending

Name of foundation GROUSEMONT FOUNDATION		A Employer identification number 91-1276047
Number and street (or P.O. box number if mail is not delivered to street address) 511 BOREN AVENUE NORTH	Room/suite 300	B Telephone number 206-323-3686
City or town, state or province, country, and ZIP or foreign postal code SEATTLE, WA 98109		C If exemption application is pending, check here ... <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here ... <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ... <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ... <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 17,317,755.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ... <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <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)
Revenue	1 Contributions, gifts, grants, etc., received	10,057,250.		N/A	
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	7,950.	7,950.		
	4 Dividends and interest from securities	177,521.	177,521.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	199,916.			
	b Gross sales price for all assets on line 6a	1,277,694.			
	7 Capital gain net income (from Part IV, line 2)		199,916.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11	10,442,637.	385,387.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 1	2,182.	0.		2,182.
	b Accounting fees				
	c Other professional fees STMT 2	51,356.	41,164.		10,192.
	17 Interest				
	18 Taxes STMT 3	496.	303.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	91.	0.		91.
	22 Printing and publications				
	23 Other expenses STMT 4	37,657.	280.		37,376.
	24 Total operating and administrative expenses. Add lines 13 through 23	91,782.	41,747.		49,841.
	25 Contributions, gifts, grants paid	340,450.			340,450.
26 Total expenses and disbursements. Add lines 24 and 25	432,232.	41,747.		390,291.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	10,010,405.				
b Net investment income (if negative, enter -0-)		343,640.			
c Adjusted net income (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			
	2 Savings and temporary cash investments	328,195.	156,125.	156,125.
	3 Accounts receivable ▶ 1,611.			
	Less: allowance for doubtful accounts ▶		1,611.	1,611.
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 5	698,225.	577,767.	603,277.
	b Investments - corporate stock STMT 6	2,606,428.	12,510,909.	14,169,118.
	c Investments - corporate bonds STMT 7	1,970,267.	2,367,108.	2,387,624.
	11 Investments - land, buildings, and equipment: basis ▶			
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	5,603,115.	15,613,520.	17,317,755.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
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	5,603,115.	15,613,520.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
30 Total net assets or fund balances	5,603,115.	15,613,520.		
31 Total liabilities and net assets/fund balances	5,603,115.	15,613,520.		

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	5,603,115.
2 Enter amount from Part I, line 27a	2	10,010,405.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	15,613,520.
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	15,613,520.

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 CAPITAL GAIN DISTRIBUTIONS			
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 1,277,324.		1,077,778.	199,546.
b 370.			370.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			199,546.
b			370.
c			
d			
e			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	199,916.
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))
2012	387,499.	6,378,280.	.060753
2011	475,350.	6,553,062.	.072539
2010	209,717.	6,382,852.	.032856
2009	355,058.	6,046,193.	.058724
2008	403,814.	7,076,470.	.057064

2 Total of line 1, column (d)	2	.281936
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	.056387
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	7,579,193.
5 Multiply line 4 by line 3	5	427,368.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,436.
7 Add lines 5 and 6	7	430,804.
8 Enter qualifying distributions from Part XII, line 4	8	390,291.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate.
See the Part VI instructions.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	6,873.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	6,873.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	6,873.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	2,280.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	2,280.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	4,593.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>		11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year? N/A		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> <u>WA</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> STMT 8	X	

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges?
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
14 The books are in care of FOUNDATION SOURCE Telephone no. (800) 839-1754
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here
16 At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?

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

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

1a During the year did the foundation (either directly or indirectly):
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?
(6) Agree to pay money or property to a government official?
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income?
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?
b If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period?
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?

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 509(a)(1), (2), or (3), or section 4940(d)(2)? 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)? Yes No

Organizations relying on a current notice regarding disaster assistance check here **N/A**

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 **N/A**

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No

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

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

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

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 9		0.	0.	0.

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

Part X

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities	1a	7,358,046.
b	Average of monthly cash balances	1b	336,566.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	7,694,612.
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	7,694,612.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	115,419.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,579,193.
6	Minimum investment return. Enter 5% of line 5	6	378,960.

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	378,960.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	6,873.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	6,873.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	372,087.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	372,087.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	372,087.

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	390,291.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	390,291.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	390,291.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				372,087.
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	24,883.			
b From 2009	56,272.			
c From 2010				
d From 2011	152,173.			
e From 2012	73,133.			
f Total of lines 3a through e	306,461.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$	390,291.			
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				372,087.
e Remaining amount distributed out of corpus	18,204.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	324,665.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	24,883.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	299,782.			
10 Analysis of line 9:				
a Excess from 2009	56,272.			
b Excess from 2010				
c Excess from 2011	152,173.			
d Excess from 2012	73,133.			
e Excess from 2013	18,204.			

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 2013, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (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:

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
826 SEATTLE 8414 GREENWOOD AVE N SEATTLE, WA 98103	N/A	PC: 509(A)(1)	GENERAL & UNRESTRICTED	500.
A C T FOR MULTIPLE SCLEROSIS 73710 FRED WARING DR STE 118 PALM DESERT, CA 92260	N/A	PC: 509(A)(1)	LITERARY SALON PROGRAM	500.
A PLUS A PLUS CORPORATION 218 MAIN ST PMB 163 KIRKLAND, WA 98033	N/A	PC: 509(A)(1)	A PLUS YOUTH PROGRAM PROJECT	25,000.
ACHIEVEMENT REWARDS FOR COLLEGE SCIENTISTS SEATTLE CHAPTER 4616 25TH AVE NE PMB 429 SEATTLE, WA 98105	N/A	PC: 509(A)(1)	FELLOWSHOP FUND	5,000.
ACHIEVEMENT REWARDS FOR COLLEGE SCIENTISTS SEATTLE CHAPTER 4616 25TH AVE NE PMB 429 SEATTLE, WA 98105	N/A	PC: 509(A)(1)	ANNUAL MEMBERSHIP FINANCIAL COMMITMENT FUND	500.
Total SEE CONTINUATION SHEET(S) ▶ 3a				340,450.
b Approved for future payment				
NONE				
Total ▶ 3b				0.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
BELLEVUE BOYS & GIRLS CLUB 209 100TH AVE NE BELLEVUE, WA 98004	N/A	PC: 509(A)(1)	GENERAL & UNRESTRICTED	250.
BELLEVUE BOYS & GIRLS CLUB 209 100TH AVE NE BELLEVUE, WA 98004	N/A	PC: 509(A)(1)	PROJECT LEARN AFTER SCHOOL PROGRAMS	25,000.
BLACK HILLS AREA COMMUNITY FOUNDATION PO BOX 231 RAPID CITY, SD 57709	N/A	PC: 509(A)(1)	RANCHER'S RELIEF FUND DIVISION	5,000.
BOYS & GIRLS CLUB OF KING COUNTY - RENTON SKYWAY BOYS & GIRLS CLUB 603 STEWART ST, STE 300 SEATTLE, WA 98101	N/A	PC: 509(A)(1)	GENERAL & UNRESTRICTED	5,000.
BOYS & GIRLS CLUB OF THE PENINSULA 401 PIERCE RD MENLO PARK, CA 94025	N/A	PC: 509(A)(1)	GENERAL & UNRESTRICTED	1,000.
CHARLES & EMMA FRYE FREE PUBLIC ART MUSEUM INC TESTAMENTARY TRUST 704 TERRY AVE SEATTLE, WA 98104	N/A	EOF: 4940(D)(2)	FRYE ART MUSEUM'S ART EDUCATION PROGRAM AT BAILEY GATZERT ELEMENTARY PROJECT	25,000.
CITY YEAR SEATTLE/KING COUNTY 309 23RD AVE S SEATTLE, WA 98144	N/A	PC: 509(A)(1)	WHOLE SCHOOL, WHOLE CHILD PROJECT	25,000.
COLLEGE SUCCESS FOUNDATION 1605 NW SAMMAMISH RD STE 200 ISSAQUAH, WA 98027	N/A	PC: 509(A)(1)	GENERAL & UNRESTRICTED	1,000.
CORPORATE COUNCIL FOR THE ARTS PO BOX 19780 SEATTLE, WA 98109	N/A	PC: 509(A)(1)	GENERAL & UNRESTRICTED	1,000.
EPIPHANY PARISH 1805 38TH AVE SEATTLE, WA 98122	N/A	PC: 509(A)(1)	GENERAL & UNRESTRICTED	500.
Total from continuation sheets				308,950.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
FARESTART 700 VIRGINIA ST SEATTLE, WA 98101	N/A	PC: 509(A)(2)	GENERAL & UNRESTRICTED	500.
FRIENDS OF THE CULTURAL CENTER INC 73000 FRED WARING DR PALM DESERT, CA 92260	N/A	PC: 509(A)(2)	MCCALLUM THEATRE FUND	1,000.
HOPELINK 10675 WILLOWS RD NE STE 275 REDMOND, WA 98052	N/A	PC: 509(A)(1)	GENERAL & UNRESTRICTED	2,500.
HUMANE SOCIETY FOR SEATTLE-KING CO 13212 SE EASTGATE WAY BELLEVUE, WA 98005	N/A	PC: 509(A)(1)	GENERAL & UNRESTRICTED	600.
HUMANE SOCIETY FOR SEATTLE-KING CO 13212 SE EASTGATE WAY BELLEVUE, WA 98005	N/A	PC: 509(A)(1)	CAPITAL CAMPAIGN	500.
LITTLE BIT THERAPEUTIC RIDING CENTER 18675 NE 106TH ST REDMOND, WA 98052	N/A	PC: 509(A)(1)	GENERAL & UNRESTRICTED	5,000.
MAKE-A-WISH FOUNDATION OF ALASKA & WASHINGTON 811 1ST AVE STE 520 SEATTLE, WA 98104	N/A	PC: 509(A)(1)	GENERAL & UNRESTRICTED	500.
MARYS PLACE SEATTLE 1830 9TH AVE SEATTLE, WA 98101	N/A	PC: 509(A)(1)	GENERAL & UNRESTRICTED	500.
MEDICAL TEAMS INTERNATIONAL - REDMOND OFFICE 9680 153RD AVE NE REDMOND, WA 98052	N/A	PC: 509(A)(1)	GENERAL & UNRESTRICTED	100.
MOCKINGBIRD SOCIETY 2100 24TH AVE S SEATTLE, WA 98144	N/A	PC: 509(A)(1)	GENERAL & UNRESTRICTED	2,500.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MONASTERY OF DISCALCED CARMELITES 1101 N RIVER RD DES PLAINES, IL 60016	N/A	PC: 509(A)(1)	GENERAL & UNRESTRICTED	1,000.
MUSEUM OF FLIGHT FOUNDATION 9404 E MARGINAL WAY S TUKWILA, WA 98108	N/A	PC: 509(A)(1)	PROJECT AMELIA FUND	1,500.
MUSEUM OF FLIGHT FOUNDATION 9404 E MARGINAL WAY S TUKWILA, WA 98108	N/A	PC: 509(A)(1)	RAISE THE PADDLE GOLDEN AGE OF AVIATION GALA FUND	500.
MUSEUM OF FLIGHT FOUNDATION 9404 E MARGINAL WAY S TUKWILA, WA 98108	N/A	PC: 509(A)(1)	CHARITABLE EVENT	1,000.
MY BLUE DOTS PO BOX 60725 PALO ALTO, CA 94306	N/A	PC: 509(A)(1)	GENERAL & UNRESTRICTED	500.
NEW COURSE 4098 MATTSON PL NE BAINBRIDGE ISLAND, WA 98110	N/A	PC: 509(A)(1)	GENERAL & UNRESTRICTED	5,000.
PACIFIC NORTHWEST BALLET ASSOCIATION 301 MERCER ST SEATTLE, WA 98109	N/A	PC: 509(A)(2)	CHARITABLE EVENT	1,000.
PACIFIC NORTHWEST BALLET ASSOCIATION 301 MERCER ST SEATTLE, WA 98109	N/A	PC: 509(A)(2)	GENERAL & UNRESTRICTED	5,000.
PACIFIC NORTHWEST BALLET ASSOCIATION 301 MERCER ST SEATTLE, WA 98109	N/A	PC: 509(A)(2)	2012-2013 NEW WORKS INITIATIVE TO CO-SPONSOR SWAN LAKE FUND	1,000.
PACIFIC SCIENCE CENTER FOUNDATION 200 2ND AVE N SEATTLE, WA 98109	N/A	PC: 509(A)(1)	50 FOR 50TH: FUTURE READY CAMPAIGN PROJECT	50,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
PALM SPRINGS PATHFINDERS PO BOX 5005 RANCHO MIRAGE, CA 92270	N/A	PC: 509(A)(2)	GENERAL & UNRESTRICTED	500.
RAINIER SCHOLARS 2100 - 24TH AVE S SEATTLE, WA 98144	N/A	PC: 509(A)(1)	RAINIER SCHOLARS 14 MONTH ACADEMIC ENRICHMENT PROGRAM PROJECT	25,000.
SAFEFUTURES YOUTH CENTER 6337 35TH AVE SW SEATTLE, WA 98126	N/A	PC: 509(A)(1)	GENERAL & UNRESTRICTED	5,000.
SEATTLE AQUARIUM SOCIETY-SEAS 1483 ALASKAN WAY SEATTLE, WA 98101	N/A	PC: 509(A)(1)	GENERAL & UNRESTRICTED	500.
SEATTLE AQUARIUM SOCIETY-SEAS 1483 ALASKAN WAY SEATTLE, WA 98101	N/A	PC: 509(A)(1)	HARBOR SEAL CAPITAL PROJECT	50,000.
SEATTLE ART MUSEUM 1300 1ST AVE SEATTLE, WA 98101	N/A	PC: 509(A)(1)	SAM TEEN AFTERSCHOOL PROGRAMS	30,000.
SEATTLE ART MUSEUM 1300 1ST AVE SEATTLE, WA 98101	N/A	PC: 509(A)(1)	GENERAL & UNRESTRICTED	4,500.
SEATTLE ARTISTS 7904 35TH AVE SW SEATTLE, WA 98126	N/A	PC: 509(A)(1)	TOTAL EXPERIENCE GOSPEL CHOIR PROGRAM	1,000.
SEATTLE CHILDREN'S HOSPITAL PO BOX 5371 MSC RC-507 SEATTLE, WA 98145	N/A	PC: 509(A)(2)	GENERAL & UNRESTRICTED	1,000.
SEATTLE REPERTORY THEATRE PO BOX 900923 SEATTLE, WA 98109	N/A	PC: 509(A)(1)	GENERAL & UNRESTRICTED	1,500.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SEATTLE SYMPHONY ORCHESTRA INC PO BOX 21906 SEATTLE, WA 98111	N/A	PC: 509(A)(1)	GENERAL & UNRESTRICTED	1,000.
SEATTLE SYMPHONY ORCHESTRA INC PO BOX 21906 SEATTLE, WA 98111	N/A	PC: 509(A)(1)	FRIENDS IN THE DESERT FUND	500.
ST. MARGARET'S EPISCOPAL CHURCH PALM DESERT 47 535 HWY 74 PALM DESERT, CA 92260	N/A	PC: 509(A)(1)	GENERAL & UNRESTRICTED	1,000.
THE BARBARA SINATRA CHILDREN'S CENTER AT EISENHOWER 39000 BOB HOPE DR RANCHO MIRAGE, CA 92270	N/A	PC: 509(A)(1)	GENERAL & UNRESTRICTED	1,000.
THE LIVING DESERT 47900 PORTOLA AVE PALM DESERT, CA 92260	N/A	PC: 509(A)(2)	EXECUTIVE ASSISTANT OFFICE PLEDGE FUND	5,000.
THE LIVING DESERT 47900 PORTOLA AVE PALM DESERT, CA 92260	N/A	PC: 509(A)(2)	CHARITABLE EVENT	5,000.
UNIVERSITY OF WASHINGTON FOUNDATION - SEATTLE 4333 BROOKLYN AVE NE, BOX 359505 SEATTLE, WA 98195	N/A	PC: 509(A)(1)	CORNEAL RESEARCH FUND (CORNEA) PLEDGE NUMBER 4785597	5,000.
UNIVERSITY OF WASHINGTON FOUNDATION - SEATTLE 4333 BROOKLYN AVE NE, BOX 359505 SEATTLE, WA 98195	N/A	PC: 509(A)(1)	DESERT DAWGS SCHOLARSHIP (UNDSCH, 82-1526)	1,000.
WASHINGTON POLICY CENTER 3404 4TH AVE S SEATTLE, WA 98134	N/A	PC: 509(A)(1)	GENERAL & UNRESTRICTED	500.
YOUTHCARE 2500 NE 54TH ST SEATTLE, WA 98105	N/A	PC: 509(A)(1)	GENERAL & UNRESTRICTED	1,000.
Total from continuation sheets				

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.

OMB No. 1545-0047

2013

Name of the organization

GROUSEMONT FOUNDATION

Employer identification number

91-1276047

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, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

For a section 501(c)(3) organization 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) and received from any one contributor, during the year, a contribution 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 a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to 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. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not 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 does not 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) (2013)

Name of organization GROUSEMONT FOUNDATION	Employer identification number 91-1276047
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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	TY SCHEUMANN <hr/> 511 BOREN AVE N STE 300 <hr/> SEATTLE, WA 98109 <hr/>	\$ 10,057,250.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
_____	<hr/> <hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
_____	<hr/> <hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
_____	<hr/> <hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
_____	<hr/> <hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
_____	<hr/> <hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
_____	<hr/> <hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization GROUSEMONT FOUNDATION	Employer identification number 91-1276047
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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
1	175,000 SHARES OF PACCAR INC STOCK _____ _____ _____	\$ 10,057,250.	12/20/13
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____

Name of organization GROUSEMONT FOUNDATION	Employer identification number 91-1276047
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Part III *Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once.) ▶ \$ _____
 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
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	

FORM 990-PF	LEGAL FEES			STATEMENT 1
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	2,182.	0.		2,182.
TO FM 990-PF, PG 1, LN 16A	2,182.	0.		2,182.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONSULTING FEES	10,192.	0.		10,192.
INVESTMENT MANAGEMENT FEES	41,164.	41,164.		0.
TO FORM 990-PF, PG 1, LN 16C	51,356.	41,164.		10,192.

FORM 990-PF	TAXES			STATEMENT 3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX	303.	303.		0.
EXCISE TAXES	193.	0.		0.
TO FORM 990-PF, PG 1, LN 18	496.	303.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LICENSES AND FEES	35.	0.		35.
FOUNDATION DUES AND MEMBERSHIP	1,655.	0.		1,655.
BANK CHARGES	280.	280.		0.
ADMINISTRATIVE FEES	35,447.	0.		35,446.

WEBSITE DESIGN/MAINTENANCE	240.	0.	240.
TO FORM 990-PF, PG 1, LN 23	37,657.	280.	37,376.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	5
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
FNMA - 4.625% - 10/15/2014 (31359MWJ8)	X		49,180.	51,747.
US TIPS - 1.375% - 01/15/2020 (912828MF4)	X		54,410.	57,999.
US TIPS - 1.875% - 07/15/2019 (912828LA6)	X		57,331.	60,784.
US TIPS - 2.125% - 01/15/2019 (912828JX9)	X		58,310.	60,750.
US TREAS NOTE - 4.000% - 08/15/2018 (912828JH4)	X		52,080.	55,455.
US TREAS NOTE - 4.750% - 05/15/2014 (912828CJ7)	X		179,190.	177,987.
US TREAS NOTE - 5.125% - 05/15/2016 (912828FF2)	X		127,266.	138,555.
TOTAL U.S. GOVERNMENT OBLIGATIONS			577,767.	603,277.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			577,767.	603,277.

FORM 990-PF	CORPORATE STOCK	STATEMENT	6
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ACCENTURE PLC (ACN)	28,810.	41,932.
ACTAVIS INC, CORONA, CASHS (ACT)	32,059.	72,240.
ALLERGAN INC. (AGN)	32,272.	38,545.
AMAZON COM (AMZN)	7,351.	36,689.
AMERICAN TOWER REIT INC (AMT)	19,090.	41,506.
ANHEUSER BUSCH COS INC (BUD)	10,429.	17,885.
APPLE INC. (AAPL)	8,000.	89,763.
AT&T CORP COM NEW (T)	22,123.	22,889.
BERKSHIRE HATHAWAY INC. CLASS B (BRK-B)	36,534.	52,759.
BLACKROCK INC (BLK)	25,442.	47,471.
BOEING CO (BA)	33,710.	53,231.
CELGENE CORP (CELG)	21,071.	36,329.
CERNER CORPORATION (CERN)	33,608.	47,769.

CHEVRON CORP (CVX)	34,758.	46,217.
CISCO SYSTEMS INC (CSCO)	31,333.	37,032.
CITIGROUP INC (C)	35,763.	40,125.
COGNIZANT TECHNOLOGY SOLUTIONS CORPORATION - CLASS (CTSH)	16,322.	61,093.
COLGATE-PALMOLIVE COMPANY (CL)	34,926.	36,518.
COSTCO WHOLESALE CORP NEW (COST)	17,717.	61,890.
COVIDIEN LTD (COV)	16,162.	24,448.
DANAHER CORP (DHR)	20,139.	20,844.
DISCOVER FINL SVCS COM (DFS)	27,909.	60,146.
EATON CORP PLC (ETN)	28,527.	32,123.
EBAY INC. (EBAY)	22,883.	34,568.
ECOLAB INC (ECL)	9,658.	56,306.
EMC CORP-MASS (EMC)	30,951.	32,167.
EOG RESOURCES INC (EOG)	25,210.	40,282.
EXXON MOBIL CORP (XOM)	34,777.	44,528.
FEDEX CORPORATION (FDX)	30,695.	48,163.
FIDELITY NATIONAL INFORMATION SERVICES INC (FIS)	22,375.	45,896.
FORD MOTOR COMPANY (F)	35,705.	39,347.
GENERAL ELECTRIC CO (GE)	28,824.	60,545.
GENERAL MILLS INC (GIS)	25,355.	42,923.
GILEAD SCIENCES INC (GILD)	27,114.	33,044.
GOOGLE INC CL A (GOOG)	18,269.	72,846.
HESS CORP (HES)	19,747.	21,165.
HOME DEPOT INC. (HD)	17,076.	42,817.
HONEYWELL INTERNATIONAL INC. (HON)	31,736.	45,685.
INTEL CORP (INTC)	17,012.	21,002.
ISHARES MSCI PACIFIC EX-JAPAN (EPP)	55,930.	57,712.
ISHARES RUSSELL MIDCAP VALUE (IWS)	20,953.	22,999.
ISHARES S&P SMALLCAP 600 GROWTH INDEX FD (IJT)	7,216.	8,303.
ISHARES TR S & P MIDCAP 400 INDEX FD (IJH)	54,927.	60,884.
ISHARES TRUST MSCI EAFE INDEX FUND (EFA)	286,668.	283,498.
JOHNSON & JOHNSON (JNJ)	37,216.	54,954.
JP MORGAN CHASE & CO (JPM)	32,508.	42,983.
KRAFT FOODS GROUP, INC. (KRFT)	18,215.	26,578.
LINKEDIN CORPORATION (LNKD)	22,136.	49,871.
MARATHON OIL CORP COM (MRO)	18,699.	23,298.
MARRIOTT INTERNATIONAL INC. CL A (MAR)	23,770.	34,792.
MARSH AND MCLENNAN COMPANIES INC (MMC)	16,502.	32,885.
METLIFE INC. (MET)	38,601.	52,033.
MICROSOFT CORPORATION (MSFT)	27,879.	50,129.
MONDELEZ INTERNATIONAL INC (MDLZ)	16,594.	30,888.
NATL OILWELL VARCO (NOV)	24,884.	27,438.
NEXTERA ENERGY, INC (NEE)	22,063.	32,536.
OCCIDENTAL PETROLEUM CORP (OXY)	32,956.	38,516.
ORACLE CORP (ORCL)	20,571.	33,478.
PACCAR INC (PCAR)	10,057,250.	10,354,750.
PEPSICO INC (PEP)	21,708.	42,714.
PFIZER INC. (PFE)	30,536.	48,549.
POWERSHARES FTSE RAFI US 1500 SMALL MID PORTFOLIO (PRFZ)	43,675.	49,842.
PRAXAIR INC. (PX)	10,170.	47,071.
PRICELINE.COM INCORPORATED (PCLN)	20,471.	48,821.
QUALCOMM INC (QCOM)	29,553.	61,256.

RIO TINTO PLC SPONSORED ADR (RIO)	30,819.	27,086.
ROPER INDUSTRIES NEW COMMON (ROP)	23,281.	43,268.
SCHLUMBERGER LTD (SLB)	19,481.	42,802.
SPDR S&P EMERGING ASIA PACIFIC ETF (GMF)	30,433.	28,546.
STARBUCKS CORP COM (SBUX)	31,622.	50,013.
STERICYCLE INC (SRCL)	11,134.	34,270.
THERMO FISHER SCIENTIFIC INC (TMO)	17,770.	55,118.
TIME WARNER INC. (TWX)	24,689.	46,434.
UNION PACIFIC (UNP)	23,563.	42,000.
UNITED TECHNOLOGIES CORP (UTX)	32,997.	61,452.
US BANCORP DEL NEW (USB)	22,806.	36,885.
V F CORP (VFC)	23,656.	44,635.
VANGUARD FTSE ALL-WLD EX-US SMCP IDX (VSS)	50,215.	60,734.
VANGUARD MSCI EMERGING MARKETS ETF (VWO)	45,850.	50,190.
VANGUARD SM-CAP ETF (VB)	14,772.	16,492.
VERIZON COMMUNICATIONS (VZ)	14,131.	26,043.
VISA INC (V)	35,085.	63,685.
WALT DISNEY HOLDINGS CO. (DIS)	28,072.	31,476.
WELLS FARGO & CO. (WFC)	28,777.	45,853.
WHOLE FOODS MARKET, INC. (WFM)	21,934.	20,240.
WISCONSIN ENERGY CP (WEC)	16,729.	24,390.
TOTAL TO FORM 990-PF, PART II, LINE 10B	12,510,909.	14,169,118.

FORM 990-PF	CORPORATE BONDS	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ALLERGAN INC SR NT 5.7500% 04/01/2016 (018490AM4)	41,143.	38,718.
ANHEUSER BUSCH INBEV WOR - 2.500% - 07/15/2022 (03523TBP2)	49,205.	46,249.
APPLE INC NOTE - 2.400% - 05/03/2023 (037833AK6)	47,214.	44,692.
ARCHER DANIELS NOTES 05.450% 03/15/2018 (039483AY8)	28,826.	28,258.
BECTON DICKINSON & CO - 3.250% - 11/12/2020 (075887AW9)	47,380.	49,920.
BELLSOUTH CORP NT - 5.200% - 09/15/2014 (079860AG7)	49,493.	51,631.
BERKSHIRE HATHAWAY INC DEL 1.90% 01/31/2017 (084670BD9)	52,085.	51,151.
BLACKROCK INC NOTE - 3.500% -12/10/2014 (09247XAD3)	26,810.	25,731.
BOEING CO BONDS 04.875% 02/15/2020 (097023AZ8)	35,657.	33,448.
BRISTOL-MYERS SQUIBB CO - 2.000% - 08/01/2022 (110122AT5)	28,211.	26,555.
CATERPILLAR FINL SVCS MTNS BE 5.450% 04/15/2018 (14912L3U3)	75,086.	85,251.
CHEVRON CORP NOTES - 4.950% - 03/03/2019 (166751AJ6)	28,944.	28,358.

CISCO SYSTEMS INC - 5.500% - 02/22/2016 (17275RAC6)	51,510.	55,007.
COCA-COLA CO NOTES 04.87500% 03/15/2019 (191216AM2)	26,224.	28,025.
CONOCOPHILLIPS BONDS 05.20% 05/15/2018 (20825CAN4)	74,054.	84,630.
COSTCO WHOLESALE CORP - 5.500% - 03/15/2017 (22160KAC9)	79,510.	84,247.
DEERE & CO NT - 04.375% - 10/16/2019 (244199BC8)	27,821.	27,686.
DISNEY WALT CO - 1.1250% - 02/15/2017 (25468PCS3)	49,727.	49,694.
DU PONT E I DE NEMOURS & CO 5.750% DUE 3/15/19 (263534BW8)	56,636.	56,918.
ECOLAB INC NOTES 04.87500% 02/15/2015 (278865AH3)	74,647.	78,301.
EMERSON ELEC CO NT 4.87500% 10/15/2019 (291011AY0)	54,840.	55,938.
EOG RES INC-4.40%-06/01/2020 (26875PAE1)	59,217.	53,885.
EOG RESOURCES INC NOTE 5.875% 09/15/2017 (26875PAA9)	17,603.	17,157.
GENERAL ELECTRIC CO 02.700% 10/09/2022 (369604BD4)	49,890.	46,800.
GOLDMAN SACHS GROUP INC 5.750% 10/01/2016 (38141GER1)	75,626.	83,545.
HOME DEPOT INC SR NT-4.40%-04/01/2021 (437076AW2)	58,052.	53,999.
HONEYWELL INTL - 5.000% - 02/15/2019 (438516AZ9)	50,568.	50,564.
INTEL CORP NOTE - 3.300% - 10/01/2021 (458140AJ9)	52,718.	49,675.
JOHNSON & JOHNSON NOTES - 5.150% - 07/15/2018 (478160AU8)	86,690.	85,343.
KIMBERLY CLARK CORP DEB - 6.250% - 07/15/2018 (494368AT0)	29,352.	29,303.
MCDONALD S CORP BONDS 5.300% 03/15/2017 (58013MEA8)	28,819.	27,927.
MEDTRONIC INC SR NT 5.600% 03/15/2019 (585055AN6)	23,915.	23,125.
MERCK & CO NOTE - 3.875% - 01/15/2021 (58933YAA3)	45,433.	42,189.
METLIFE INC NT- 5.000% - 06/15/2015 (59156RAN8)	71,153.	79,607.
MICROSOFT CORP NT 4.20% 06/01/2019 (594918AC8)	27,305.	27,619.
MONSANTO CO NEW SR NT 1.850% 11/15/2018 (61166WAM3)	10,036.	9,868.
MONSANTO CO NOTES - 5.125% - 04/15/2018 (61166WAF8)	28,661.	28,042.
OCCIDENTAL PETROLEUMCOR NOTE - 4.100% - 02/01/2021 (674599BY0)	49,605.	52,487.
ORACLE CORP - 5.250% - 01/15/2016 (68402LAC8)	27,780.	27,290.
PACCAR INC NOTES 06.87500% 02/15/2014 (69373UAA5)	55,644.	50,363.
PEPSICO INC - 2.750% - 03/05/2022 (713448BY3)	46,584.	42,755.
STRYKER CORP - 4.375% - 01/15/2020 (863667AB7)	41,326.	43,229.
SYSCO CORPORATION NOTE 05.25000% 02/12/2018 (871829AL1)	74,820.	83,980.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 9
 TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE	
			BEN PLAN CONTRIB	EXPENSE ACCOUNT
SALLY S. WRIGHT 511 BOREN AVENUE NORTH, SUITE 300 SEATTLE, WA 98109	PRESIDENT/DIRECTOR 1.00	0.	0.	0.
ERIN WRIGHT 511 BOREN AVENUE NORTH, SUITE 300 SEATTLE, WA 98109	DIRECTOR/TREASURER 1.00	0.	0.	0.
KORYNNE WRIGHT 511 BOREN AVENUE NORTH, SUITE 300 SEATTLE, WA 98109	DIRECTOR/SECRETARY 1.00	0.	0.	0.
LEE ROLFE 511 BOREN AVENUE NORTH, SUITE 300 SEATTLE, WA 98109	DIRECTOR 1.00	0.	0.	0.
KATE JANEWAY 511 BOREN AVENUE NORTH, SUITE 300 SEATTLE, WA 98109	DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.