

EXTENDED TO NOVEMBER 16, 2020
Return of Private Foundation
 or Section 4947(a)(1) Trust Treated as Private Foundation

Form **990-PF**

Department of the Treasury
 Internal Revenue Service

▶ Do not enter social security numbers on this form as it may be made public.
 ▶ Go to www.irs.gov/Form990PF for instructions and the latest information.

OMB No 1545-0047

2019
 Open to Public Inspection

For calendar year 2019 or tax year beginning , and ending

Name of foundation: **THE ALDARRA FOUNDATION**

A Employer identification number: **46-0512048**

Number and street (or P.O. box number if mail is not delivered to street address): **4020 E MADISON ST**

Room/suite: **322**

B Telephone number: **206-624-4494**

City or town, state or province, country, and ZIP or foreign postal code: **SEATTLE, WA 98112**

C If exemption application is pending, check here **6**

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

D 1. Foreign organizations, check here
 2. Foreign organizations meeting the 85% test, check here and attach computation

H Check type of organization: Section 501(c)(3) exempt private foundation **04**
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

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

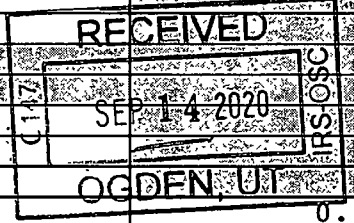
I Fair market value of all assets at end of year (from Part II, col. (c), line 16): **\$ 5,246,538.**

J Accounting method: Cash Accrual Other (specify)

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

03
04

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements / for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	0.		N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	117,666.	119,407.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	287,409.			STATEMENT 1
	b Gross sales price for all assets on line 6a	1,837,413.			
	7 Capital gain net income (from Part IV, line 2)		296,593.		
	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	405,075.	416,000.			
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				
	b Accounting fees	STMT 3 8,600.	4,300.		4,300.
	c Other professional fees	STMT 4 57,339.	51,834.		5,505.
	17 Interest				
	18 Taxes	STMT 5 8,618.	1,465.		0.
	19 Depreciation and depletion				
	20 Occupancy				
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses	STMT 6 2,667.	1,316.		1,351.	
24 Total operating and administrative expenses. Add lines 13 through 23	77,224.	58,915.		11,156.	
25 Contributions, gifts, grants paid	2,200,000.			2,200,000.	
26 Total expenses and disbursements. Add lines 24 and 25	2,277,224.	58,915.		2,211,156.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-1,872,149.				
b Net investment income (if negative, enter -0-)		357,085.			
c Adjusted net income (if negative, enter -0-)			N/A		



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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

	Beginning of year	End of year	
	(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets			
1 Cash - non-interest-bearing	18,402.	23,709.	23,709.
2 Savings and temporary cash investments	1,114,013.	299,501.	299,501.
3 Accounts receivable ▶			
Less: allowance for doubtful accounts ▶			
4 Pledges receivable ▶			
Less: allowance for doubtful accounts ▶			
5 Grants receivable			
6 Receivables due from officers, directors, trustees, and other disqualified persons			
7 Other notes and loans receivable ▶			
Less: allowance for doubtful accounts ▶			
8 Inventories for sale or use			
9 Prepaid expenses and deferred charges	1,426.	1,426.	1,426.
10a Investments - U.S. and state government obligations			
b Investments - corporate stock STMT 7	5,429,401.	4,921,902.	4,921,902.
c Investments - corporate bonds			
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 I)	6,563,242.	5,246,538.	5,246,538.
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 FASB ASC 958, check here ▶ <input type="checkbox"/>			
24 Net assets without donor restrictions			
25 Net assets with donor restrictions			
Foundations that do not follow FASB ASC 958, check here ▶ <input checked="" type="checkbox"/>			
26 Capital stock, trust principal, or current funds	0.	0.	
27 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
28 Retained earnings, accumulated income, endowment, or other funds	6,563,242.	5,246,538.	
29 Total net assets or fund balances	6,563,242.	5,246,538.	
30 Total liabilities and net assets/fund balances	6,563,242.	5,246,538.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 29 (must agree with end-of-year figure reported on prior year's return)	1	6,563,242.
2 Enter amount from Part I, line 27a	2	-1,872,149.
3 Other increases not included in line 2 (itemize) ▶ UNREALIZED GAIN	3	555,445.
4 Add lines 1, 2, and 3	4	5,246,538.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 29	6	5,246,538.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES			
b CAPITAL GAIN DISTRIBUTION	P		
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 1,831,934.		1,540,820.	291,114.
b 5,479.			5,479.
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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			291,114.
b			5,479.
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	296,593.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the foundation doesn't qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2018	2,012,036.	7,401,008.	.271860
2017	1,571,057.	8,932,120.	.175888
2016	1,283,737.	9,140,499.	.140445
2015	15,589.	53,414.	.291852
2014	162.	8,436.	.019203

2 Total of line 1, column (d)	2	.899248
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years	3	.179850
4 Enter the net value of noncharitable-use assets for 2019 from Part X, line 5	4	5,423,581.
5 Multiply line 4 by line 3	5	975,431.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,571.
7 Add lines 5 and 6	7	979,002.
8 Enter qualifying distributions from Part XII, line 4 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.	8	2,211,156.

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

- 1a Exempt operating foundations described in section 4940(d)(2), check here [] and enter "N/A" on line 1. Date of ruling or determination letter: (attach copy of letter if necessary-see instructions)
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here [X] and enter 1% of Part I, line 27b
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-)
3 Add lines 1 and 2
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

Table with 11 rows and 2 columns. Row 1: 3,571. Row 2: 0. Row 3: 3,571. Row 4: 0. Row 5: 3,571. Row 7: 5,617. Row 8: 0. Row 10: 2,046. Row 11: 0.

Table with 4 rows and 2 columns. Row 6a: 5,617. Row 6b: 0. Row 6c: 0. Row 6d: 0.

- 6 Credits/Payments:
a 2019 estimated tax payments and 2018 overpayment credited to 2019
b Exempt foreign organizations - tax withheld at source
c Tax paid with application for extension of time to file (Form 8868)
d Backup withholding erroneously withheld
7 Total credits and payments. Add lines 6a through 6d
8 Enter any penalty for underpayment of estimated tax. Check here [X] if Form 2220 is attached
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid
11 Enter the amount of line 10 to be: Credited to 2020 estimated tax 2,046. Refunded

Part VII-A: Statements Regarding Activities

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

Table with 10 rows and 3 columns (Yes, No, and an empty column). Row 1a: X. Row 1b: X. Row 1c: X. Row 2: X. Row 3: X. Row 4a: X. Row 4b: N/A. Row 5: X. Row 6: X. Row 7: X. Row 8b: X. Row 9: X. Row 10: X.

N/A

2

Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>NONE</u>	X	
14 The books are in care of ► <u>DON W. COOMBS</u> Telephone no. ► <u>206-624-4494</u> Located at ► <u>4020 E MADISON ST, SEATTLE, WA</u> ZIP+4 ► <u>98112</u>		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A
16 At any time during calendar year 2019, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►		X

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

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

	Yes	No
1a During the year, did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions Organizations relying on a current notice regarding disaster assistance, check here		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2019?		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2019, did the foundation have any undistributed income (Part XIII, lines 6d and 6e) for tax year(s) beginning before 2019? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► _____, _____, _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)		
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2019 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Form 4720, Schedule C, to determine if the foundation had excess business holdings in 2019.)		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2019?		X

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 propagand, 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 Yes No
 Organizations relying on a current notice regarding disaster assistance, check here Yes No

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). N/A

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

8 Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year? Yes No

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JUNE A. BOEING 4020 E MADISON ST., SUITE 322 SEATTLE, WA 98112	DIRECTOR & PRESIDENT 1.00	0.	0.	0.
BRADFORD L. BARNARD 4020 E MADISON ST., SUITE 322 SEATTLE, WA 98112	DIRECTOR & VICE PRESIDENT 3.00	0.	0.	0.
MICHAEL HALLMAN 15702 NE 135TH ST REDMOND, WA 98052	DIRECTOR 3.00	0.	0.	0.
DON W. COOMBS 4020 E MADISON ST., SUITE 322 SEATTLE, WA 98112	SECRETARY & TREASURER 3.00	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 X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	4,915,245.
b	Average of monthly cash balances	1b	590,929.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	5,506,174.
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	5,506,174.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	82,593.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,423,581.
6	Minimum investment return. Enter 5% of line 5	6	271,179.

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	271,179.
2a	Tax on investment income for 2019 from Part VI, line 5	2a	3,571.
2b	Income tax for 2019. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	3,571.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	267,608.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	267,608.
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	267,608.

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	2,211,156.
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	2,211,156.
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	3,571.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,207,585.

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2018	(c) 2018	(d) 2019
1 Distributable amount for 2019 from Part XI, line 7				267,608.
2 Undistributed income, if any, as of the end of 2019				
a Enter amount for 2018 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2019:				
a From 2014				
b From 2015	12,918.			
c From 2016	828,376.			
d From 2017	1,129,447.			
e From 2018	1,653,020.			
f Total of lines 3a through e	3,623,761.			
4 Qualifying distributions for 2019 from Part XII, line 4: ▶ \$ 2,211,156.				
a Applied to 2018, 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 2019 distributable amount				267,608.
e Remaining amount distributed out of corpus	1,943,548.			
5 Excess distributions carryover applied to 2019 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	5,567,309.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2018. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2019. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2020				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2014 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2020. Subtract lines 7 and 8 from line 6a	5,567,309.			
10 Analysis of line 9:				
a Excess from 2015	12,918.			
b Excess from 2016	828,376.			
c Excess from 2017	1,129,447.			
d Excess from 2018	1,653,020.			
e Excess from 2019	1,943,548.			

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

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

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

	Tax year		Prior 3 years		(e) Total
	(a) 2019	(b) 2018	(c) 2017	(d) 2016	
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).)

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

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:
 Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc., to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

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

- c** Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> ARBORETUM FOUNDATION 2300 ARBORETUM DR E SEATTLE, WA 98112	N/A	PC	ARBORIST PROGRAM	121,000.
CANINE COMPANIONS FOR INDEPENDENCE 2965 DUTTON AVENUE SANTA ROSA, CA 95407	N/A	PC	TO FUND A TEAM FOR THE PUGET SOUND CHAPTER IN WASHINGTON STATE	10,000.
KCTS9 401 MERCER ST. SEATTLE, WA 98109	N/A	PC	GENERAL SUPPORT	30,000.
MEDIC ONE FOUNDATION 325 NINTH AVENUE SEATTLE, WA 98104	N/A	PC	RESUSCITATION MACHINES AND MANIKINS	29,000.
MEDIC ONE FOUNDATION 325 NINTH AVENUE SEATTLE, WA 98104	N/A	PC	PARAMEDIC SCHOLARSHIPS	75,000.
Total SEE CONTINUATION SHEET(S)				3a 2,200,000.
b <i>Approved for future payment</i> 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
MUSEUM OF FLIGHT FOUNDATION 9404 EAST MARGINAL WAY SOUTH SEATTLE, WA 98108	N/A	PC	MATCHING FUNDS FOR BEQUEST CAMPAIGN	200,000.
MUSEUM OF FLIGHT FOUNDATION 9404 EAST MARGINAL WAY SOUTH SEATTLE, WA 98108	N/A	PC	EDUCATION PROGRAM SUPPORT	240,000.
MUSEUM OF FLIGHT FOUNDATION 9404 EAST MARGINAL WAY SOUTH SEATTLE, WA 98108	N/A	PC	PLANNED GIVING MATCH	100,000.
MUSEUM OF FLIGHT FOUNDATION 9404 EAST MARGINAL WAY SOUTH SEATTLE, WA 98108	N/A	PC	COLLECTIONS AND AIRCRAFT	95,000.
MUSEUM OF FLIGHT FOUNDATION 9404 EAST MARGINAL WAY SOUTH SEATTLE, WA 98108	N/A	PC	VISITOR EXPERIENCE AND MARKETING	235,000.
MUSEUM OF FLIGHT FOUNDATION 9404 EAST MARGINAL WAY SOUTH SEATTLE, WA 98108	N/A	PC	INFRASTRUCTURE AND TECHNOLOGY	330,000.
NORTHWEST SCHOOL OF HEARING IMPAIRED CHILDREN 15303 WESTMINISTER WAY NORTH SHORELINE, WA 98133-0666	N/A	PC	GENERAL SUPPORT	5,000.
PASADO'S SAFE HAVEN P.O. BOX 171 SULTAN, WA 98294	N/A	PC	VARIOUS PROJECTS	100,000.
SEATTLE CHILDREN'S HOSPITAL P.O. BOX 5371 SEATTLE, WA 98145	N/A	PC	ENDOWED CHAIR IN PEDIATRIC CANCER RESEARCH	500,000.
THE HYDROPLANE AND RACEBOAT MUSEUM 5917 SOUTH 196TH STREET KENT, WA 98032-2132	N/A	PC	SQUIRE SHOP	20,000.
Total from continuation sheets				1,935,000.

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.
1,831,934.	1,544,525.	0.	0.
			(F) GAIN OR LOSS
			287,409.
TOTAL TO FORM 990-PF, PART I, LINE 6A			287,409.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
WELLS FARGO #5318	76.	0.	76.	76.	
WELLS FARGO #9100	117,590.	0.	117,590.	119,331.	
TO PART I, LINE 4	117,666.	0.	117,666.	119,407.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT 3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING AND TAX FEES	8,600.	4,300.		4,300.
TO FORM 990-PF, PG 1, LN 16B	8,600.	4,300.		4,300.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	51,834.	51,834.		0.
GRANT FEES PAID	5,505.	0.		5,505.
TO FORM 990-PF, PG 1, LN 16C	57,339.	51,834.		5,505.

FORM 990-PF	TAXES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	118.	1,465.		0.
INCOME AND EXCISE TAXES PAID	8,500.	0.		0.
TO FORM 990-PF, PG 1, LN 18	8,618.	1,465.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	2,632.	1,316.		1,316.
LICENSES AND PERMITS	35.	0.		35.
TO FORM 990-PF, PG 1, LN 23	2,667.	1,316.		1,351.

FORM 990-PF

CORPORATE STOCK

STATEMENT 7

<u>DESCRIPTION</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
WELLS FARGO PRIVATE INVESTMENTS - SEE ATTACHMENT A	4,921,902.	4,921,902.
TOTAL TO FORM 990-PF, PART II, LINE 10B	4,921,902.	4,921,902.

ASSET DETAIL

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/19
Fixed Income			
DOMESTIC MUTUAL FUNDS			
EATON VANCE FLOATING RATE FUND-CLASS I #924	1,344,636	\$8,850	\$11,900,03
SYMBOL: EIBLX CUSIP: 277911491			
PRINCIPAL HIGH YIELD FUND CLASS R6 #4264	8,239,017	7,180	59,156,14
SYMBOL: PHYFX CUSIP: 74256W626			
VANGUARD INTERMEDIATE-TERM C	5,250,000	91,330	479,482,50
SYMBOL: VCIT CUSIP: 92206C870			
VANGUARD SHORT TERM BOND ETF	5,745,000	80,610	463,104,45
SYMBOL: BSV CUSIP: 921937827			
VANGUARD SHORT TERM CORPORATE BOND ETF	8,105,000	81,030	656,748,15
SYMBOL: VCSH CUSIP: 92206C409			
WELLS FARGO ULTRA SHORT TERM INCOME FUND-CLASS INST #3104	11,750,882	8,550	100,470,04
SYMBOL: SADIX CUSIP: 949917744			
Total Domestic Mutual Funds			\$1,770,861.31
INTERNATIONAL MUTUAL FUNDS			
FIDELITY NEW MARKETS INCOME FUND CLASS Z #3323	5,692,946	\$15,080	\$85,849,63
SYMBOL: FGBMX CUSIP: 31641Q755			
Total International Mutual Funds			\$85,849.63
Total Fixed Income			\$1,856,710.94

ASSET DETAIL (continued)

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/19
Equities			
CONSUMER DISCRETIONARY			
AMAZON COM INC COM SYMBOL: AMZN CUSIP: 023135106	60,000	\$1,847,840	\$110,870,40
BOOKING HOLDINGS INC SYMBOL: BKNG CUSIP: 09857L108	15,000	2,053,730	30,805,95
HOME DEPOT INC SYMBOL: HD CUSIP: 437076102	180,000	218,380	39,308,40
NETFLIX INC SYMBOL: NFLX CUSIP: 64110L106	85,000	323,570	27,503,45
POOL CORPORATION COM	20,000	212,380	4,247,60
SYMBOL: POOL CUSIP: 73278L105			
TRACTOR SUPPLY CO COM SYMBOL: TSCO CUSIP: 892356106	25,000	93,440	2,336,00
ULTA BEAUTY, INC SYMBOL: ULTA CUSIP: 903845303	80,000	253,140	20,251,20
Total Consumer Discretionary			\$235,323.00
CONSUMER STAPLES			
COCA COLA CO SYMBOL: KO CUSIP: 191216100	665,000	\$55,350	\$36,807,75
CONSTELLATION BRANDS INC SYMBOL: STZ CUSIP: 21036P108	190,000	189,750	36,052,50
ESTEE LAUDER COMPANIES INC SYMBOL: EL CUSIP: 518439104	130,000	206,540	26,850,20
Total Consumer Staples			\$99,710.45

ASSET DETAIL (continued)

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/19
Equities (continued)			
ENERGY			
AMEX ENERGY SELECT SPDR SYMBOL: XLE CUSIP: 81369Y506	540 000	\$60 040	\$32,421 60
CONCHO RESOURCES INC SYMBOL: CXO CUSIP: 20605P101	125 000	87 570	10,946 25
Total Energy			\$43,367.85
FINANCIALS			
FINANCIAL SELECT SECTOR SPDR FUND SYMBOL: XLF CUSIP: 81369Y605	1,450 000	\$30 780	\$44,631 00
INTERCONTINENTAL EXCHANGE, INC SYMBOL: ICE CUSIP: 45866F104	420 000	92 550	38,871 00
Total Financials			\$83,502.00
HEALTH CARE			
BOSTON SCIENTIFIC CORP COM SYMBOL: BSX CUSIP: 101137107	930 000	\$45 220	\$42,054 60
CENTENE CORP DEL COM SYMBOL: CNC CUSIP: 15135B101	450 000	62 870	28,291 50
DANAHER CORP SYMBOL: DHR CUSIP: 235851102	370 000	153 480	56,787 60
DEXCOM INC SYMBOL: DXCM CUSIP: 252131107	85 000	218 740	18,592 90
PRA HEALTH SCIENCES INC SYMBOL: PRAH CUSIP: 69354M108	125 000	111 150	13,893 75
THERMO FISHER SCIENTIFIC INC SYMBOL: TMO CUSIP: 883556102	155 000	324 870	50,354 85
Total Health Care			\$209,975.20

ASSET DETAIL (continued)

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/19
Equities (continued)			
INDUSTRIALS			
BOEING CO SYMBOL: BA CUSIP: 097023105	15 000	\$325 760	\$4,886 40
MIDDLEBY CORP COM	220 000	109 520	24,094 40
SYMBOL: MIDD CUSIP: 596278101			
TRANSDIGM GROUP INC COM	65 000	560 000	36,400 00
SYMBOL: TDG CUSIP: 893641100			
XPO LOGISTICS INC SYMBOL: XPO CUSIP: 983793100	75 000	79 700	5,977 50
			\$71,358.30
Total Industrials			
INFORMATION TECHNOLOGY			
ACTIVISION BLIZZARD INC SYMBOL: ATVI CUSIP: 00507V109	425 000	\$59 420	\$25,253 50
ALPHABET INC CL C SYMBOL: GOOG CUSIP: 02079K107	65 000	1,337 020	86,906 30
APPLE INC SYMBOL: AAPL CUSIP: 037833100	350 000	293 650	102,777 50
ARISTA NETWORKS INC SYMBOL: ANET CUSIP: 040413106	110 000	203 400	22,374 00
BROADCOM INC SYMBOL: AVGO CUSIP: 11135F101	85 000	316 020	26,861 70
FACEBOOK INC SYMBOL: FB CUSIP: 30303M102	495 000	205 250	101,598 75
FIDELITY NATL INFORMATION SVCS INC SYMBOL: FIS CUSIP: 31620M106	306 000	139 090	42,561 54
MICROSOFT CORP SYMBOL: MSFT CUSIP: 594918104	815 000	157 700	128,525 50

ASSET DETAIL *(continued)*

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/19
Equities <i>(continued)</i>			
INFORMATION TECHNOLOGY <i>(continued)</i>			
NVIDIA CORP COM	160 000	235 300	37,648 00
SYMBOL: NVDA CUSIP: 67066G104			
PALO ALTO NETWORKS INC	90 000	231 250	20,812 50
SYMBOL: PANW CUSIP: 697435105			
SALESFORCE COM INC COM	265 000	162 640	43,099 60
SYMBOL: CRM CUSIP: 79466L302			
VISA INC-CLASS A SHRS	280 000	187 900	52,612 00
SYMBOL: V CUSIP: 92826C839			
Total Information Technology			\$691,030.89
MATERIALS			
ECOLAB INC	20 000	\$192 990	\$3,859 80
SYMBOL: ECL CUSIP: 278865100			
Total Materials			\$3,859.80
INTERNATIONAL EQUITIES			
ACCENTURE PLC	260 000	\$210 570	\$54,748 20
CUSIP: G1151C101			
CANADIAN PAC RY LTD COM	90 000	254 950	22,945 50
CUSIP: 13645T100			
NORWEGIAN CRUISE LINE HOLDINGS LTD	115 000	58 410	6,717 15
CUSIP: G66721104			
Total International Equities			\$84,410.85

ASSET DETAIL (continued)

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/19
Equities (continued)			
DOMESTIC MUTUAL FUNDS			
ISHARES CORE S&P SMALL-CAP ETF SYMBOL: IJR CUSIP: 464287804	855,000	\$83.850	\$71,691.75
ISHARES S&P MID-CAP 400 GROWTH SYMBOL: IJK CUSIP: 464287606	195,000	238.110	46,431.45
ISHARES S&P SMALL-CAP 600 GROWTH SYMBOL: IJT CUSIP: 464287887	255,000	193.300	49,291.50
SPDR S & P 500 ETF TRUST SYMBOL: SPY CUSIP: 78462F103	785,000	321.860	252,660.10
SPDR S&P MIDCAP 400 ETF TRUST SYMBOL: MDY CUSIP: 78467Y107	325,000	375.380	121,998.50
Total Domestic Mutual Funds			\$542,073.30
INTERNATIONAL MUTUAL FUNDS			
INVESCO OPPENHEIMER DEVELOPING MARKETS FUND CLASS R6 #7038 SYMBOL: ODVIX CUSIP: 00143W859	1,831,517	\$45.590	\$83,498.86
ISHARES CORE MSCI EAFE ETF SYMBOL: IEFA CUSIP: 46432F842	1,815,000	65.240	118,410.60
ISHARES CORE MSCI EMERGING MARKETS ETF SYMBOL: IEMG CUSIP: 46434G103	1,540,000	53.760	82,790.40
ISHARES CURRENCY HEDGED MSCI EAFE ETF SYMBOL: HEFA CUSIP: 46434V803	1,810,000	30.515	55,232.15
OAKMARK INTERNATIONAL FUND #2886 SYMBOL: OANIX CUSIP: 413838723	5,624,869	24.920	140,171.74
T ROWE PRICE INSTITUTIONAL EMERGING MARKETS EQUITY FUND #146 SYMBOL: IEMFX CUSIP: 74144Q203	238,841	42.560	10,165.07
Total International Mutual Funds			\$490,268.82
Total Equities			\$2,554,880.46

ASSET DETAIL (continued)

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/19
Alternative Investments			
OTHER			
BLACKROCK GLOBAL LONG/SHORT CREDIT FUND CLASS K #1940 SYMBOL: BDMXX CUSIP: 09260C703	6,931.806	\$9,940	\$68,902.15
BOSTON PARTNERS LONG/SHORT RESEARCH FUND CLASS INS #7015 SYMBOL: BPIRX CUSIP: 74925K581	5,184.795	15,880	82,334.54
NEUBERGER BERMAN LONG SHORT FUND CLASS INS #1830	3,489.701	14,720	51,368.40
SYMBOL: NLSIX CUSIP: 64128R608			
PRINCIPAL GLOBAL MULTI-STRATEGY FUND CLASS R6 #8232 SYMBOL: PGLSX CUSIP: 742537236	3,473.260	10,970	38,101.66
THE MERGER FUND CLASS INST #301 SYMBOL: MERIX CUSIP: 589509207	915.506	17,100	15,655.15
Total Other			\$256,361.90
Total Alternative Investments			\$256,361.90

**ASSET DETAIL** (continued)

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/19
Real Assets			
REAL ASSET FUNDS			
COHEN & STEERS INSTITUTIONAL REALTY SHARES #1263 SYMBOL: CSRIX CUSIP: 19247U106	481 048	\$46 890	\$22,556.34
INVESCO BALANCED-RISK COMMODITY STRATEGY FUND CLASS R6 #5011 SYMBOL: IBRFX CUSIP: 00888Y847	10,965 711	6 500	71,277 12
JAMES ALPHA GLOBAL REAL ESTATE INVESTMENTS PORTFOLIO CLASS I SYMBOL: JARIX CUSIP: 803431410	1,319 958	18 890	24,934 01
SPDR DJ WILSHIRE INTERNATIONAL REAL ESTATE ETF SYMBOL: RWX CUSIP: 78463X863	1,045 000	38 790	40,535 55
VANGUARD REAL ESTATE ETF SYMBOL: VNQ CUSIP: 922908553	1,020 000	92 790	94,645 80
Total Real Asset Funds			\$253,948.82
Total Real Assets			\$253,948.82
TOTAL ASSETS			ACCOUNT VALUE AS OF 12/31/19 \$4,921,902