

Form **990-PF**Department of the Treasury  
Internal Revenue Service**Return of Private Foundation**

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

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

OMB No. 1545-0052

**2018**

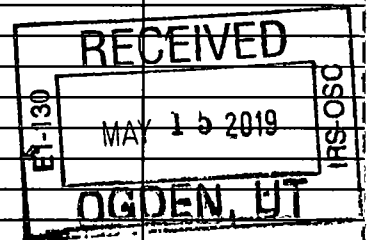
Open to Public Inspection

For calendar year 2018 or tax year beginning

, and ending

Name of foundation <b>REALNETWORKS FOUNDATION</b>		A Employer identification number <b>91-2033075</b>						
Number and street (or P.O. box number if mail is not delivered to street address) <b>1501 1ST AVENUE SOUTH</b>	Room/suite <b>600</b>	B Telephone number <b>(206) 674-2700</b>						
City or town, state or province, country, and ZIP or foreign postal code <b>SEATTLE, WA 98134</b>		C If exemption application is pending, check here <input type="checkbox"/> <b>6</b>						
G Check all that apply: <table style="display: inline-table; vertical-align: top;"> <tr><td><input type="checkbox"/> Initial return</td><td><input type="checkbox"/> Initial return of a former public charity</td></tr> <tr><td><input type="checkbox"/> Final return</td><td><input type="checkbox"/> Amended return</td></tr> <tr><td><input type="checkbox"/> Address change</td><td><input type="checkbox"/> Name change</td></tr> </table>		<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"/>
<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							
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 <b>04</b>		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) ▶ \$ <b>12,594,724.</b>	J Accounting method: <input type="checkbox"/> Cash <input checked="" 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, column (d) must be on cash basis.)								

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)
1 Contributions, gifts, grants, etc., received				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		328,918.	319,997.		
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		443,875.			
b Gross sales price for all assets on line 6a <b>5,767,925.</b>					
7 Capital gain net income (from Part IV, line 2)			452,840.		
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		772,793.	772,837.		
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		752.	0.		752.
b Accounting fees STMT 2		10,421.	7,816.		2,605.
c Other professional fees STMT 3		269,798.	81,864.		187,747.
17 Interest					
18 Taxes STMT 4		12,744.	10,689.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		2,398.	0.		2,398.
22 Printing and publications					
23 Other expenses STMT 5		4,269.	1,136.		4,218.
24 Total operating and administrative expenses. Add lines 13 through 23		300,382.	101,505.		197,720.
25 Contributions, gifts, grants paid		1,085,066.			1,085,066.
26 Total expenses and disbursements. Add lines 24 and 25		1,385,448.	101,505.		1,282,786.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<612,655.>			
b Net investment income (if negative, enter -0-)			671,332.		
c Adjusted net income (if negative, enter -0-)				N/A	



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Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	536,632.	476,560.	476,560.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 7	12,543,958.	10,857,448.	10,857,448.
	c Investments - corporate bonds STMT 8	1,486,608.	1,260,716.	1,260,716.
Liabilities	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)	14,567,198.	12,594,724.	12,594,724.
	17 Accounts payable and accrued expenses	85.	24.	
	18 Grants payable			
Net Assets or Fund Balances	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)	85.	24.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26, and lines 30 and 31. ▶ <input checked="" type="checkbox"/>			
	24 Unrestricted	14,567,113.	12,594,700.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input type="checkbox"/>			
	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			
Net Assets or Fund Balances	30 Total net assets or fund balances	14,567,113.	12,594,700.	
	31 Total liabilities and net assets/fund balances	14,567,198.	12,594,724.	

## 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	14,567,113.
2 Enter amount from Part I, line 27a	2	<612,655.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	13,954,458.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 6	5	1,359,758.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	12,594,700.

**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.)
<b>1a PUBLICLY TRADED SECURITIES</b>		<b>P</b>		
<b>b CAPITAL GAIN DISTRIBUTIONS</b>		<b>P</b>		
<b>c</b>				
<b>d</b>				
<b>e</b>				

(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))
<b>a</b> 5,766,018.		5,315,085.	450,933.
<b>b</b> 1,907.			1,907.
<b>c</b>			
<b>d</b>			
<b>e</b>			

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
<b>a</b>			450,933.
<b>b</b>			1,907.
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>2</b> 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	<b>2</b>	452,840.
<b>3</b> 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		<b>3</b>	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))
2017	1,278,165.	14,378,849.	.088892
2016	820,199.	13,959,699.	.058755
2015	1,402,416.	14,930,200.	.093931
2014	1,360,946.	15,931,963.	.085422
2013	1,391,765.	16,125,212.	.086310

<b>2</b> Total of line 1, column (d)	<b>2</b>	.413310
<b>3</b> 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	<b>3</b>	.082662
<b>4</b> Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	<b>4</b>	13,669,198.
<b>5</b> Multiply line 4 by line 3	<b>5</b>	1,129,923.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	6,713.
<b>7</b> Add lines 5 and 6	<b>7</b>	1,136,636.
<b>8</b> Enter qualifying distributions from Part XII, line 4	<b>8</b>	1,282,786.

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 ☐ 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 ☒ 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-

6 Credits/Payments:

a 2018 estimated tax payments and 2017 overpayment credited to 2018

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 ☐ 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 2019 estimated tax ☐ Refunded ☐

6a	6,076.
6b	0.
6c	0.
6d	0.

1	6,713.
2	0.
3	6,713.
4	0.
5	6,713.
7	6,076.
8	0.
9	637.
10	
11	

**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 2018 or the tax year beginning in 2018? 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

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		X
5		X
6	X	
7	X	
8b	X	
9		X
10		X

**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>WWW.REALFOUNDATION.ORG</u>	X	
14 The books are in care of ► <u>KATHRYN SHIELDS</u> Telephone no. ► <u>(206) 674-2469</u> Located at ► <u>1501 1ST AVENUE S. STE 600, SEATTLE, WA</u> ZIP+4 ► <u>98134</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 2018, 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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input 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		X
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 2018?		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 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is <b>not</b> applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
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 2018 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2018.)	N/A	
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 2018?		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 propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions

N/A

5b

Organizations relying on a current notice regarding disaster assistance, check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

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

6b

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

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

N/A

7b

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
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
REALNETWORKS INC 1501 1ST AVE SOUTH, SEATTLE, WA 98134-1470	FOUNDATION MGMT SVCS	174,024.
MORGAN STANLEY SMITH BARNEY - 2011 NW MYHRE RD, STE 301, SILVERDALE, WA 98383	INVESTMENT MANAGEMENT	80,311.
<b>Total</b> number of others receiving over \$50,000 for professional services		0

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

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

	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
<b>Total.</b> 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	13,288,194.
b	Average of monthly cash balances	1b	589,164.
c	Fair market value of all other assets	1c	
d	<b>Total</b> (add lines 1a, b, and c)	1d	13,877,358.
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	13,877,358.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	208,160.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	13,669,198.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	683,460.

**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	683,460.
2a	Tax on investment income for 2018 from Part VI, line 5	2a	6,713.
b	Income tax for 2018. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	6,713.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	676,747.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	676,747.
6	Deduction from distributable amount (see instructions)	6	0.
7	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	676,747.

**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	1,282,786.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8; and Part XIII, line 4	4	1,282,786.
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	6,713.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	1,276,073.

**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 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				676,747.
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2018:				
a From 2013	598,922.			
b From 2014	583,744.			
c From 2015	667,706.			
d From 2016	130,184.			
e From 2017	571,375.			
f Total of lines 3a through e	2,551,931.			
4 Qualifying distributions for 2018 from Part XII, line 4: ▶ \$ 1,282,786.				
a Applied to 2017, 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 2018 distributable amount				676,747.
e Remaining amount distributed out of corpus	606,039.			
5 Excess distributions carryover applied to 2018 (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	3,157,970.			
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 2017. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2018. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2019				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 2013 not applied on line 5 or line 7	598,922.			
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	2,559,048.			
10 Analysis of line 9:				
a Excess from 2014	583,744.			
b Excess from 2015	667,706.			
c Excess from 2016	130,184.			
d Excess from 2017	571,375.			
e Excess from 2018	606,039.			

**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 2018, 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)

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	Tax year	Prior 3 years			(e) Total
		(a) 2018	(b) 2017	(c) 2016	(d) 2015	
	b 85% of line 2a					
	c Qualifying distributions from Part XII, line 4 for each year listed					
	d Amounts included in line 2c not used directly for active conduct of exempt activities					
	e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3	Complete 3a, b, or c for the alternative test relied upon:					
	a "Assets" alternative test - enter:					
	(1) Value of all assets					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
	b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
	c "Support" alternative test - enter:					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					

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

### 1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

**JK GROUP, 866-604-5477, REALGRANTS@EASYMATCH.COM**

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

ONLINE AT [WWW.REALFOUNDATION.ORG](http://WWW.REALFOUNDATION.ORG)

- c Any submission deadlines:**

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

SEE GRANT GUIDELINES ATTACHED

**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
<b>a Paid during the year</b>				
5TH AVENUE THEATRE ASSOCIATION 1308 5TH AVENUE SEATTLE, WA 98101		PC	PROGRAM SUPPORT	10,000.
AMARA 5907 MARTIN LUTHER KING JR. WAY S SEATTLE, WA 98118		PC	PROGRAM SUPPORT	10,000.
AMERICAN NATIONAL RED CROSS PO BOX 37295 WASHINGTON, DC 20013		PC	PROGRAM SUPPORT	400.
AMERICAN RED CROSS 286 SOUTH STREET HYANNIS, MA 2601		PC	PROGRAM SUPPORT	500.
AMERICAN RED CROSS PO BOX 3097 SEATTLE, WA 98114-3097		PC	PROGRAM SUPPORT	200.
<b>Total</b>	<b>SEE CONTINUATION SHEET(S)</b>			<b>1,085,066.</b>
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>				<b>0.</b>

**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
AMERICAN RED CROSS PO BOX 3097 SEATTLE, WA 98114-3097		PC	PROGRAM SUPPORT	10,000.
AMITABHA BUDDHIST SOCIETY OF SEATTLE 23329 S.E. 35TH PL. SAMMAMISH, WA 98075		PC	PROGRAM SUPPORT	6,000.
ARTSFUND 10 HARRISON STREET SEATTLE, WA 98109		PC	PROGRAM SUPPORT	10,000.
ATLANTIC STREET CENTER 2103 SOUTH ATLANTIC STREET SEATTLE, WA 98144-3615		PC	PROGRAM SUPPORT	10,000.
BACKBONE CAMPAIGN PO BOX 278 VASHON, WA 98070		PC	PROGRAM SUPPORT	2,500.
BAINBRIDGE COOPERATIVE NURSERY SCHOOL 501 CAVE AVE NE BAINBRIDGE IS, WA 98110		PC	PROGRAM SUPPORT	90.
BAINBRIDGE ISLAND PARENT-TEACHER ORGANIZATION PO BOX 10724 BAINBRIDGE IS, WA 98110		PC	PROGRAM SUPPORT	1,050.
BAINBRIDGE ISLAND SCHOOL DISTRICT 8489 MADISON AVE NE BAINBRIDGE ISLAND, WA 98110		PC	PROGRAM SUPPORT	825.
BAINBRIDGE PUBLIC LIBRARY INC 1270 MADISON AVENUE BAINBRIDGE ISLAND, WA 98110		PC	PROGRAM SUPPORT	200.
BAINBRIDGE SCHOOLS FOUNDATION 8489 MADISON AVENUE NE BAINBRIDGE ISLAND, WA 98110-2915		PC	PROGRAM SUPPORT	400.
Total from continuation sheets				1,063,966.

**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
BEAR CREEK SCHOOL 8905 208TH AVE NE REDMOND, WA 98053		PC	PROGRAM SUPPORT	100.
BEAVERTON UNITED CRICKETER 4688 SW RIVIERA PLACE BEAVERTON, OR 97078		PC	PROGRAM SUPPORT	300.
BELLEVUE BOYS & GIRLS CLUB 209 100TH AVENUE NE BELLEVUE, WA 98004		PC	PROGRAM SUPPORT	10,000.
BLUE ANGELS SQUADRON UNITED STATE NAVAL SEA CADET CORPS 2717 WESTERN AVE APT 4018 SEATTLE, WA 98121		PC	PROGRAM SUPPORT	200.
BOYS & GIRLS CLUBS OF SOUTH PUGET SOUND 3875 SOUTH 66TH STREET TACOMA, WA 98409		PC	PROGRAM SUPPORT	10,000.
BREMERTON SERVICES ASSOCIATION - MEALS ON WHEELS KITSAP 2817 WHEATON WAY BREMERTON, WA 98310		PC	PROGRAM SUPPORT	1,000.
BREMERTON SERVICES ASSOCIATION - MEALS ON WHEELS KITSAP 2817 WHEATON WAY BREMERTON, WA 98310		PC	PROGRAM SUPPORT	200.
BUDDHIST TZU CHI FOUNDATION 2355 OAKLAND ROAD SAN JOSE, CA 95131		PC	PROGRAM SUPPORT	2,500.
BURNING MAN PROJECT 660 ALABAMA ST SAN FRANCISCO, CA 94110		PC	PROGRAM SUPPORT	250.
CALIFORNIA STATE UNIVERSITY LONG BEACH FOUNDATION 6300 STATE UNIVERSITY DR., SUITE 332 LONG BEACH, CA 90815		PC	PROGRAM SUPPORT	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
CAPITOL HILL HOUSING FOUNDATION 1620 12TH AVENUE SEATTLE, WA 98122		PC	PROGRAM SUPPORT	500.
CATHOLIC COMMUNITY SERVICES OF WESTERN WASHINGTON 100 23RD AVENUE S SEATTLE, WA 98144		PC	PROGRAM SUPPORT	100.
CATHOLIC COMMUNITY SERVICES OF WESTERN WASHINGTON 100 23RD AVENUE S SEATTLE, WA 98144		PC	PROGRAM SUPPORT	20,000.
CATHOLIC RELIEF SERVICES INC 228 WEST LEXINGTON STREET BALTIMORE, MD 21201-3413		PC	PROGRAM SUPPORT	200.
CENTRACARE HEALTH FOUNDATION 1406 6TH AVENUE SAINT CLOUD, MN 56303-1901		PC	PROGRAM SUPPORT	500.
CHILD CARE RESOURCES 1225 S. WELLER SEATTLE, WA 98144		PC	PROGRAM SUPPORT	10,000.
CHILDHAVEN 316 BROADWAY SEATTLE, WA 98122		PC	PROGRAM SUPPORT	10,000.
CHILDREN'S MUSEUM OF TACOMA 1501 PACIFIC AVENUE, STE 202 TACOMA, WA 98402		PC	PROGRAM SUPPORT	10,000.
CITY YEAR INC. 2203 23RD AVENUE SOUTH SEATTLE, WA 98144		PC	PROGRAM SUPPORT	10,000.
CLIMATE SOLUTIONS 1402 THIRD AVE, SUITE 1305 SEATTLE, WA 98101		PC	PROGRAM SUPPORT	300.
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
CLIMATE SOLUTIONS 1402 THIRD AVE, SUITE 1305 SEATTLE, WA 98101		PC	PROGRAM SUPPORT	10,000.
COCOON HOUSE 2929 PINE STREET EVERETT, WA 98201-3835		PC	PROGRAM SUPPORT	10,000.
CODE.ORG 1501 4TH AVE SEATTLE, WA 98101-3653		PC	PROGRAM SUPPORT	10,000.
COLLEGE ACCESS NOW 3211 MARTIN LUTHER KING JR. WAY SOUTH SEATTLE, WA 98144		PC	PROGRAM SUPPORT	10,000.
COLLEGE SUCCESS FOUNDATION 15500 SE 30TH PLACE BELLEVUE, WA 98007		PC	PROGRAM SUPPORT	10,000.
COMPASS HOUSING ALLIANCE 77 SOUTH WASHINGTON STREET SEATTLE, WA 98104		PC	PROGRAM SUPPORT	10,000.
CONSERVATION NW 1829 10TH AVENUE W SEATTLE, WA 98119		PC	PROGRAM SUPPORT	20,000.
CORNELL UNIVERSITY PAYROLL OFFICE 130 E SENECA STREET, SUITE 400 ITHACA, NY 14850		PC	PROGRAM SUPPORT	1,000.
COUNCIL OF SEATTLE-KING COUNTY 5950 FOURTH AVENUE SOUTH SEATTLE, WA 98108		PC	PROGRAM SUPPORT	10,000.
CRISIS CLINIC 9725 3RD AVE NE SEATTLE, WA 98115-2060		PC	PROGRAM SUPPORT	10,000.
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
DOVE PROJECT P.O. BOX 1341 VASHON, WA 98070		PC	PROGRAM SUPPORT	10,000.
DOWNTOWN EMERGENCY SERVICE CENTER 515 THIRD AVENUE SEATTLE, WA 98104		PC	PROGRAM SUPPORT	10,000.
EARTHCORPS 6310 NE 74TH STREET, SEATTLE, WA 98115		PC	PROGRAM SUPPORT	1,675.
EARTHCORPS 6310 NE 74TH STREET, SEATTLE, WA 98115		PC	PROGRAM SUPPORT	10,000.
EDUCATIONAL FUND TO STOP GUN VIOLENCE 805 15TH STREET NW #502 WASHINGTON, DC 20005		PC	PROGRAM SUPPORT	1,000.
EL CENTRO DE LA RAZA 2524 16TH AVENUE SOUTH SEATTLE, WA 98144		PC	PROGRAM SUPPORT	10,000.
EMERGENCY FOOD NETWORK OF TACOMA AND PIERCE COUNTY 3318 92ND STREET SOUTH LAKEWOOD, WA 98499		PC	PROGRAM SUPPORT	10,000.
ENCOMPASS NORTHWEST 1407 BOALCH AVENUE NW NORTH BEND, WA 98045		PC	PROGRAM SUPPORT	10,000.
END OF LIFE WASHINGTON PO BOX 61369 SEATTLE, WA 98141		PC	PROGRAM SUPPORT	400.
EVERGREEN MOUNTAIN BIKE ALLIANCE 418 NORTH EAST 72ND STREET SEATTLE, WA 98115		PC	PROGRAM SUPPORT	250.
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
EVERYTOWN FOR GUN SAFETY SUPPORT FUND INC PO BOX 4184 NEW YORK, NY 10163		PC	PROGRAM SUPPORT	200.
EXODUS HOUSING PO BOX 1006 SUMNER, WA 98390-0190		PC	PROGRAM SUPPORT	10,000.
FAMILY LAW CASA OF KING COUNTY 810 3RD AVENUE SEATTLE, WA 98104		PC	PROGRAM SUPPORT	10,000.
FARESTART 700 VIRGINIA STREET SEATTLE, WA 98101		PC	PROGRAM SUPPORT	850.
FARESTART 700 VIRGINIA STREET SEATTLE, WA 98101		PC	PROGRAM SUPPORT	10,000.
FOOD LIFELINE 1702 NE 150TH ST SHORELINE, WA 98155-7226		PC	PROGRAM SUPPORT	10,000.
FORTERRA NW 901 5TH AVENUE SEATTLE, WA 98164		PC	PROGRAM SUPPORT	30,000.
FRED HUTCHINSON CANCER RESEARCH CENTER 1100 FAIRVIEW AVE N SEATTLE, WA 98109-4433		PC	PROGRAM SUPPORT	350.
FRIENDS OF JOE MICHELL SCHOOL PO BOX 469 LIVERMORE, CA 94551		PC	PROGRAM SUPPORT	50.
FRIENDS OF YOUTH 13116 NE 132ND STREET KIRKLAND, WA 98034		PC	PROGRAM SUPPORT	10,000.
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
GARFIELD HIGH SCHOOL PTSA-PIE PO BOX 22748 SEATTLE, WA 98122-0748		PC	PROGRAM SUPPORT	515.
GLOBALGIVING FOUNDATION INC 1110 VERMONT AVE NW, STE 550 WASHINGTON, DC 20005-3593		PC	PROGRAM SUPPORT	200.
GOODWILL OF THE OLYMPICS AND RAINIER REGION 714 SOUTH 27TH STREET TACOMA, WA 98409		PC	PROGRAM SUPPORT	10,000.
GRAND TACOMA CINE CLUB 606 FAWCETT AVE TACOMA, WA 98402		PC	PROGRAM SUPPORT	500.
GREENPEACE FUND INC 702 H STREET NW, SUITE 300 WASHINGTON, DC 20001		PC	PROGRAM SUPPORT	500.
HEIFER PROJECT INTERNATIONAL 1 WORLD AVE LITTLE ROCK, AR 72202		PC	PROGRAM SUPPORT	300.
HELPLINE HOUSE 282 KNECHTEL WAY NE BAINBRIDGE IS, WA 98110		PC	PROGRAM SUPPORT	200.
HOPELINK 10675 WILLIOW RD NE#275 REDMOND, WA 98052		PC	PROGRAM SUPPORT	10,000.
HOUSING HOPE 5830 EVERGREEN WAY EVERETT, WA 98203-3748		PC	PROGRAM SUPPORT	10,000.
IGNATIAN RESOURCE CENTER 732 18TH AVE E SEATTLE, WA 98112		PC	PROGRAM SUPPORT	1,020.
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
IMSL FOUNDATION 1271 WASHINGTON AVE SAN LEANDRO, CA 94577		PC	PROGRAM SUPPORT	120.
INTERNET ARCHIVE 300 FUNSTON AVE SAN FRANCISCO, CA 94118		PC	PROGRAM SUPPORT	50.
ISSAQUAH SCHOOLS FOUNDATION PO BOX 835 ISSAQUAH, WA 98027-0030		PC	PROGRAM SUPPORT	200.
JEWISH FAMILY SERVICE 1601 16TH AVENUE SEATTLE, WA 98122		PC	PROGRAM SUPPORT	10,000.
JUVENILE DIABETES RESEARCH FOUNDATION GREATER NW CHAPTER 1215 FOURTH AVENUE SEATTLE, WA 98161		PC	PROGRAM SUPPORT	100.
KCTS TELEVISION 401 MERCER STREET SEATTLE, WA 98109		PC	PROGRAM SUPPORT	2,858.
KING COUNTY BAR FOUNDATION 1200 FIFTH AVENUE SEATTLE, WA 98101-1116		PC	PROGRAM SUPPORT	10,000.
KING COUNTY SEXUAL ASSAULT RESOURCE CENTER PO BOX 300 RENTON, WA 98057-0300		PC	PROGRAM SUPPORT	10,000.
KUOW-PUGET SOUND PUBLIC RADIO 4518 UNIVERSITY WAY NE SEATTLE, WA 98105-4535		PC	PROGRAM SUPPORT	2,420.
KUOW-PUGET SOUND PUBLIC RADIO 4518 UNIVERSITY WAY NE SEATTLE, WA 98105-4535		PC	PROGRAM SUPPORT	10,000.
Total from continuation sheets				

REALNETWORKS FOUNDATION

91-2033075

**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
LAFAYETTE PARENT-TEACHER ASSOCIATION 6 15 185 2645 CALIFORNIA AVENUE SW SEATTLE, WA 98116-2404		PC	PROGRAM SUPPORT	400.
LAKE WASHINGTON COLLEGE FOUNDATION 11605 132ND AVENUE NE KIRKLAND, WA 98034		PC	PROGRAM SUPPORT	10,000.
LEGAL VOICE 907 PINE ST. STE. 500 SEATTLE, WA 98101-1818		PC	PROGRAM SUPPORT	200.
LIFEWIRE P.O. BOX 6398 BELLEVUE, WA 98008-0398		PC	PROGRAM SUPPORT	10,000.
LIGHTHOUSE FOR THE BLIND INC 2501 SOUTH PLUM STREET SEATTLE, WA 98144		PC	PROGRAM SUPPORT	10,000.
LOW INCOME HOUSING INSTITUTE 2407 FIRST AVENUE SEATTLE, WA 98121		PC	PROGRAM SUPPORT	504.
MARIAN FATHERS OF THE IMMACULATE CONCEPTION OF THE BVM 2 PROSPECT HILL RD STOCKBRIDGE, MA 1262		PC	PROGRAM SUPPORT	840.
MARINE TOYS FOR TOTS FOUNDATION 18251 QUANTICO GATEWAY DR TRIANGLE, VA 22172		PC	PROGRAM SUPPORT	200.
MARY'S PLACE SEATTLE P.O. BOX 1711 SEATTLE, WA 98111		PC	PROGRAM SUPPORT	10,000.
MEDICAL TEAMS INTERNATIONAL 9680 153RD AVENUE NE REDMOND, WA 98052		PC	PROGRAM SUPPORT	1,000.
Total from continuation sheets				

## REALNETWORKS FOUNDATION

91-2033075

**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
MEDICAL TEAMS INTERNATIONAL 9680 153RD AVENUE NE REDMOND, WA 98052		PC	PROGRAM SUPPORT	10,000.
MELVIN G SYRE PTA 19545 12TH AVENUE NW SHORELINE, WA 98177		PC	PROGRAM SUPPORT	1,000.
MERCY CORPS 45 SOUTHWEST ANKENY STREET PORTLAND, OR 97204		PC	PROGRAM SUPPORT	500.
MERCY HOUSING NORTHWEST 6930 MARTIN LUTHER KING JR WAY S SEATTLE, WA 98118		PC	PROGRAM SUPPORT	10,000.
MILLIONAIRE CLUB INC 2515 WESTERN AVENUE SEATTLE, WA 98121-1387		PC	PROGRAM SUPPORT	10,000.
MOCKINGBIRD SOCIETY 2100 24TH AVENUE SOUTH SEATTLE, WA 98144		PC	PROGRAM SUPPORT	1,000.
MOCKINGBIRD SOCIETY 2100 24TH AVENUE SOUTH SEATTLE, WA 98144		PC	PROGRAM SUPPORT	10,000.
MUSEUM OF HISTORY & INDUSTRY 860 TERRY AVENUE NORTH SEATTLE, WA 98109		PC	PROGRAM SUPPORT	5,000.
NATIONAL MULTIPLE SCLEROSIS SOCIETY 1800 M STREET, NW WASHINGTON, DC 20036		PC	PROGRAM SUPPORT	500.
NATIONAL MULTIPLE SCLEROSIS SOCIETY 192 NICKERSON STREET SEATTLE, WA 98109		PC	PROGRAM SUPPORT	10,000.
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
NATURAL RESOURCES DEFENSE COUNCIL INC 40 WEST 20TH STREET NEW YORK, NY 10011		PC	PROGRAM SUPPORT	250.
NAVAL STATION EVERETT DIVISION - UNITED STATES NAVAL SEA CADET CORP 14326 37TH AVE NE SEATTLE, WA 98125		PC	PROGRAM SUPPORT	250.
NAVAL STATION EVERETT DIVISION - US NAVAL SEA CADET CORP 14326 37TH AVE NE SEATTLE, WA 98125		PC	PROGRAM SUPPORT	200.
NAVOS 2600 SW HOLDEN STREET SEATTLE, WA 98126		PC	PROGRAM SUPPORT	10,000.
NEIGHBORHOOD HOUSE INCORPORATED 1225 S. WELLER STREET SEATTLE, WA 98144		PC	PROGRAM SUPPORT	10,000.
NEST M PARENT TEACHERS ASSOCIATION INC 111 COLUMBIA ST NEW YORK, NY 10002		PC	PROGRAM SUPPORT	2,000.
NORTH SEATTLE COLLEGE EDUCATION FUND 9600 COLLEGE WAY NORTH SEATTLE, WA 98103		PC	PROGRAM SUPPORT	10,000.
NORTHWEST HARVEST P.O. BOX 12272 SEATTLE, WA 98102		PC	PROGRAM SUPPORT	27,220.
NORTHWEST HARVEST E M M P.O. BOX 12272 SEATTLE, WA 98102-9913		PC	PROGRAM SUPPORT	10,000.
OREGON BUDDHIST VIHARA INC 148 SE WALNUT ST HILLSBORO, OR 97123		PC	PROGRAM SUPPORT	10,000.
Total from continuation sheets				

<b>Part XV Supplementary Information</b>				
<b>3 Grants and Contributions Paid During the Year (Continuation)</b>				
Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
PACIFIC EDUCATION INSTITUTE 724 COLUMBIA STREET NORTHWEST OLYMPIA, WA 98501-1299		PC	PROGRAM SUPPORT	10,000.
PACIFIC NORTHWEST BALLET ASSOCIATION 301 MERCER STREET SEATTLE, WA 98109		PC	PROGRAM SUPPORT	2,800.
PACIFIC NORTHWEST BALLET ASSOCIATION 301 MERCER STREET SEATTLE, WA 98109		PC	PROGRAM SUPPORT	10,000.
PARENT TRUST FOR WASHINGTON CHILDREN 2200 RAINIER AVENUE SOUTH SEATTLE, WA 98144-4642		PC	PROGRAM SUPPORT	10,000.
PATHFINDER K-8 SCHOOL 1901 SW GENESEE ST, SEATTLE, WA 98106		PC	PROGRAM SUPPORT	1,250.
PEDIATRIC BRAIN TUMOR FOUNDATION OF THE US INC. 302 RIDGEFIELD COURT ASHEVILLE, NC 28806		PC	PROGRAM SUPPORT	100.
PEDIATRIC INTERIM CARE CENTER, INC. 328 4TH AVE S KENT, WA 98032		PC	PROGRAM SUPPORT	10,000.
PIKE MARKET SENIOR CENTER 85 PIKE STREET SEATTLE, WA 98101		PC	PROGRAM SUPPORT	10,000.
PLYMOUTH HOUSING GROUP 2113 THIRD AVENUE SEATTLE, WA 98121		PC	PROGRAM SUPPORT	10,000.
PROGRESSIVE ANIMAL WELFARE SOCIETY INC PO BOX 1037 LYNNWOOD, WA 98046		PC	PROGRAM SUPPORT	100.
<b>Total from continuation sheets</b>				

**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
PUGET SOUNDKEEPER ALLIANCE 130 NICKERSON STREET, SUITE 107 SEATTLE, WA 98109		PC	PROGRAM SUPPORT	1,250.
PUGET SOUNDKEEPER ALLIANCE 130 NICKERSON STREET, SUITE 107 SEATTLE, WA 98109		PC	PROGRAM SUPPORT	10,000.
RAINBOW CITY BAND PO BOX 51006 SEATTLE, WA 98115		PC	PROGRAM SUPPORT	968.
RAINIER SCHOLARS 2100 24TH AVENUE SOUTH SEATTLE, WA 98144		PC	PROGRAM SUPPORT	10,000.
RAISBECK AVIATION HIGH SCHOOL PTSA 9 5 747 PO BOX 81222 SEATTLE, WA 98108		PC	PROGRAM SUPPORT	100.
RAYMOND J EVANS DIVISION 1930 GOVERNOR RD BELLINGHAM, WA 98229		PC	PROGRAM SUPPORT	200.
REFUGEE WOMENS ALLIANCE 4008 MLK JR. WAY SEATTLE, WA 98108		PC	PROGRAM SUPPORT	10,000.
ROTARY FIRST HARVEST 1201 FIRST AVENUE SOUTH SEATTLE, WA 98134		PC	PROGRAM SUPPORT	10,000.
RYTHER 2400 NE 95TH ST SEATTLE, WA 98115-2426		PC	PROGRAM SUPPORT	10,000.
SAVE OUR WILD SALMON COALITION 811 FIRST AVENUE SEATTLE, WA 98104		PC	PROGRAM SUPPORT	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 ART MUSEUM 1300 1ST. AVENUE SEATTLE, WA 98101		PC	PROGRAM SUPPORT	10,000.
SEATTLE CENTRAL COLLEGE FOUNDATION 1701 BROADWAY AVENUE SEATTLE, WA 98122		PC	PROGRAM SUPPORT	10,000.
SEATTLE CHILDREN'S HOSPITAL P.O. BOX 5371 MSC RC-507 SEATTLE, WA 98145-5005		PC	PROGRAM SUPPORT	200.
SEATTLE CHILDREN'S HOSPITAL FOUNDATION PO BOX 5371 SEATTLE, WA 98145		PC	PROGRAM SUPPORT	500.
SEATTLE CHILDREN'S HOSPITAL FOUNDATION PO BOX 5371 SEATTLE, WA 98145		PC	PROGRAM SUPPORT	10,000.
SEATTLE COMMUNITY LAW CENTER 1404 E. YESLER WAY SEATTLE, WA 98122		PC	PROGRAM SUPPORT	1,200.
SEATTLE COMMUNITY LAW CENTER 1404 E. YESLER WAY SEATTLE, WA 98122		PC	PROGRAM SUPPORT	10,000.
SEATTLE EDUCATION ACCESS 6920 ROOSEVELT WAY N.E. SEATTLE, WA 98115		PC	PROGRAM SUPPORT	10,000.
SEATTLE GIRLS SCHOOL 2706 S. JACKSON STREET SEATTLE, WA 98144		PC	PROGRAM SUPPORT	2,200.
SEATTLE GOODWILL INDUSTRIES 1765 6TH AVENUE SOUTH SEATTLE, WA 98134		PC	PROGRAM SUPPORT	1,000.
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
SEATTLE JOBS INITIATIVE 1200 12TH AVENUE SOUTH SEATTLE, WA 98144		PC	PROGRAM SUPPORT	10,000.
SEATTLE PUBLIC LIBRARY FOUNDATION 1000 4TH AVE SEATTLE, WA 98104-1109		PC	PROGRAM SUPPORT	10,000.
SEATTLE YOUTH SYMPHONY ORCHESTRA 11065 FIFTH AVENUE NORTHEAST SEATTLE, WA 98125		PC	PROGRAM SUPPORT	10,000.
SENIOR SERVICES OF SNOHOMISH COUNTY - HOMAGE SENIOR SERVICES 11627 AIRPORT ROAD EVERETT, WA 98204		PC	PROGRAM SUPPORT	10,000.
SIFF GROUP 305 HARRISON ST. SEATTLE, WA 98109		PC	PROGRAM SUPPORT	670.
SIFF GROUP 305 HARRISON ST. SEATTLE, WA 98109		PC	PROGRAM SUPPORT	10,000.
SIGHTLINE INSTITUTE - NORTHWEST ENVIRONMENT WATCH 1402 THIRD AVENUE SEATTLE, WA 98101		PC	PROGRAM SUPPORT	10,000.
SOLID GROUND WASHINGTON 1501 N 45TH ST SEATTLE, WA 98103		PC	PROGRAM SUPPORT	10,000.
SOUND 6400 SOUTHCENTER BOULEVARD TUKWILA, WA 98188		PC	PROGRAM SUPPORT	10,000.
SOUND GENERATIONS 2208 2ND AVE STE 100 SEATTLE, WA 98121-2035		PC	PROGRAM SUPPORT	10,000.
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
SPECIAL OLYMPICS WASHINGTON 2815 2ND AVENUE SEATTLE, WA 98121		PC	PROGRAM SUPPORT	10,000.
ST THERESE 3416 EAST MARION STREET SEATTLE, WA 98122		PC	PROGRAM SUPPORT	1,000.
STILL WATERS SERVICES FOR FAMILIES IN TRANSITION P.O. BOX 88576 TUKWILA, WA 98138		PC	PROGRAM SUPPORT	125.
SWEDISH MEDICAL CENTER FOUNDATION 747 BROADWAY SEATTLE, WA 98122		PC	PROGRAM SUPPORT	250.
TEAM READ PO BOX 94042 SEATTLE, WA 98124		PC	PROGRAM SUPPORT	10,000.
TEEN FEED 4740-B UNIVERSITY WAY NORTHEAST SEATTLE, WA 98105		PC	PROGRAM SUPPORT	10,000.
THORNTON CREEK PARENT GROUP 7711 43RD AVE NE SEATTLE, WA 98115		PC	PROGRAM SUPPORT	2,852.
TOWN HALL ASSOCIATION 720 SENECA ST STE A SEATTLE, WA 98101		PC	PROGRAM SUPPORT	2,720.
TOWN HALL ASSOCIATION 720 SENECA ST STE A SEATTLE, WA 98101		PC	PROGRAM SUPPORT	10,000.
TREEHOUSE 2100 24TH AVE. S #200 SEATTLE, WA 98144		PC	PROGRAM SUPPORT	10,000.
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
UNBOUND ONE ELMWOOD AVE KANSAS CITY, KS 66103-2118		PC	PROGRAM SUPPORT	644.
UNITED SERVICE ORGANIZATIONS INC DEPARTMENT WS WASHINGTON, DC 20090-6860		PC	PROGRAM SUPPORT	50.
UNITED TERRITORIES OF PACIFIC ISLANDERS ALLIANCE UTOPIA SEATTLE PO BOX 68206 SEATTLE, WA 98168		PC	PROGRAM SUPPORT	500.
UNITED TERRITORIES OF PACIFIC ISLANDERS ALLIANCE UTOPIA SEATTLE PO BOX 68206 SEATTLE, WA 98168		PC	PROGRAM SUPPORT	50.
UNIVERSITY OF WASHINGTON FOUNDATION 472 1ST AVE N SEATTLE, WA 98109		PC	PROGRAM SUPPORT	360.
UNIVERSITY OF WASHINGTON FOUNDATION PO BOX 351210 SEATTLE, WA 98195		PC	PROGRAM SUPPORT	600.
UNIVERSITY OF WASHINGTON FOUNDATION PO BOX 351210 SEATTLE, WA 98195		PC	PROGRAM SUPPORT	10,000.
US CATHOLIC CONFERENCE - SAINT BERNADETTE SCHOOL 2600 VIRGINIA AVENUE NW #1100 WASHINGTON, DC 20037		PC	PROGRAM SUPPORT	50.
US CATHOLIC CONFERENCE - SAINT BERNADETTE SCHOOL 861 SW 126TH STREET SEATTLE, WA 98146		PC	PROGRAM SUPPORT	5,140.
US CATHOLIC CONFERENCE - SAINT BERNADETTE SCHOOL 1028 SW 128TH SEATTLE, WA 98146		PC	PROGRAM SUPPORT	400.
Total from continuation sheets				

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

<div>Recipient</div> <div>Name and address (home or business)</div>	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
VALLEY SCHOOL OF SEATTLE 318 30TH AVE E SEATTLE, WA 98112		PC	PROGRAM SUPPORT	1,000.
VASHON-MAURY ISLAND LAND TRUST P.O. BOX 2031 VASHON, WA 98070-2031		PC	PROGRAM SUPPORT	10,000.
VIRGINIA MASON MEDICAL CENTER - BAILEY-BOUSHAY HOUSE 1218 TERRY AVE. SEATTLE, WA 98111		PC	PROGRAM SUPPORT	10,000.
WASHINGTON COMMUNITY ALLIANCE FOR SELF HELP (VENTURES) 2100 24TH AVENUE SOUTH SUITE 380 SEATTLE, WA 98144		PC	PROGRAM SUPPORT	10,000.
WASHINGTON ENVIRONMENTAL COUNCIL 1402 3RD AVE SEATTLE, WA 98101		PC	PROGRAM SUPPORT	10,000.
WASHINGTON STEM CENTER 210 S HUDSON ST SEATTLE, WA 98134-2417		PC	PROGRAM SUPPORT	1,000.
WASHINGTON TRAILS ASSOCIATION 705 SECOND AVE SEATTLE, WA 98104		PC	PROGRAM SUPPORT	100.
WATER FIRST INTERNATIONAL 1904 3RD AVE SEATTLE, WA 98101-1123		PC	PROGRAM SUPPORT	100.
WELLSPRING FAMILY SERVICES 1900 RAINIER AVENUE SOUTH SEATTLE, WA 98144		PC	PROGRAM SUPPORT	10,000.
WIKIMEDIA FOUNDATION INC P.O. BOX 98204 WASHINGTON, DC 20090-8204		PC	PROGRAM SUPPORT	250.
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
WINONA STATE UNIVERSITY FOUNDATION P.O. BOX 5838 - SOM204 WINONA, MN 55987		PC	PROGRAM SUPPORT	200.
WORLD ASSOCIATION FOR CHILDREN AND PARENTS 315 S. 2ND ST RENTON, WA 98057		PC	PROGRAM SUPPORT	10,000.
YEAR UP, INC. 2607 2ND AVENUE SEATTLE, WA 98121		PC	PROGRAM SUPPORT	10,000.
YOUTH EASTSIDE SERVICES 999 164TH AVE. NE BELLEVUE, WA 98008		PC	PROGRAM SUPPORT	10,000.
YOUTHCARE 2500 NE 54TH STREET SEATTLE, WA 98105-3142		PC	PROGRAM SUPPORT	10,000.
Total from continuation sheets				

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

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	328,918.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	443,875.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)		0.		772,793.	0.
13 Total. Add line 12, columns (b), (d), and (e)				772,793.	772,793.

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

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

[illegible]





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FORM 990-PF	LEGAL FEES	STATEMENT	1
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	752.	0.		752.
TO FM 990-PF, PG 1, LN 16A	752.	0.		752.

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FORM 990-PF	ACCOUNTING FEES	STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	10,421.	7,816.		2,605.
TO FORM 990-PF, PG 1, LN 16B	10,421.	7,816.		2,605.

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FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
GRANT ADMINISTRATION-JK GROUP	15,463.	0.		15,463.
FOUNDATION MGMT SVCS	174,024.	1,740.		172,284.
MSSB-INVESTMENT MGMGT	80,311.	80,124.		0.
TO FORM 990-PF, PG 1, LN 16C	269,798.	81,864.		187,747.

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FORM 990-PF	TAXES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX	4,180.	0.		0.
FOREIGN INCOME TAX	8,564.	10,689.		0.
TO FORM 990-PF, PG 1, LN 18	12,744.	10,689.		0.

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FORM 990-PF	OTHER EXPENSES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TELEPHONE & INTERNET	1,258.	0.		1,258.
DUES & SUBSCRIPTIONS	287.	0.		287.
INSURANCE	2,142.	0.		2,142.
LICENSE AND PERMITS	25.	0.		25.
MISCELLANEOUS EXPENSES	163.	0.		163.
POSTAGE	9.	0.		9.
OFFICE SUPPLIES	136.	0.		136.
OFFICE EXPENSE	33.	0.		33.
BANK CHARGES	52.	0.		52.
MSSB-CUSTODY FEES	51.	1,136.		0.
OTHER GRANT ADMIN EXPENSES	113.	0.		113.
TO FORM 990-PF, PG 1, LN 23	4,269.	1,136.		4,218.

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FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	6
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DESCRIPTION	AMOUNT
UNREALIZED GAINS/LOSSES ON INVESTMENTS	1,359,758.
TOTAL TO FORM 990-PF, PART III, LINE 5	1,359,758.

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FORM 990-PF	CORPORATE STOCK	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MORGAN STANLEY CORPORATE STOCK-SEE ATTACHED	3,916,343.	3,916,343.
MORGAN STANLEY MUTUAL FUNDS-SEE ATTACHED	3,709,455.	3,709,455.
MORGAN STANLEY EXCHANGE-TRADED & CLOSED-END FUNDS-SEE ATTACHED	3,231,650.	3,231,650.
TOTAL TO FORM 990-PF, PART II, LINE 10B	10,857,448.	10,857,448.

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FORM 990-PF	CORPORATE BONDS	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MORGAN STANLEY CORPORATE BONDS-SEE ATTACHED	216,669.	216,669.
MORGAN STANLEY GOVERNMENT BONDS-SEE ATTACHED	1,044,047.	1,044,047.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,260,716.	1,260,716.

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

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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ROB GLASER 1501 1ST AVENUE SOUTH, STE 600 SEATTLE, WA 98134	PRESIDENT 1.00	0.	0.	0.
MICHAEL PARHAM 1501 1ST AVENUE SOUTH, STE 600 SEATTLE, WA 98134	VICE PRESIDENT 1.00	0.	0.	0.
DREW MARKHAM 1501 1ST AVENUE SOUTH, STE 600 SEATTLE, WA 98134	SECRETARY 1.00	0.	0.	0.
CARY BAKER 1501 1ST AVENUE SOUTH, STE 600 SEATTLE, WA 98134	TREASURER 1.00	0.	0.	0.
KATHRYN SHIELDS 1501 1ST AVENUE SOUTH, STE 600 SEATTLE, WA 98134	FOUNDATION MANAGER 40.00	0.	0.	0.
MARJORIE THOMAS 1501 1ST AVENUE SOUTH, STE 600 SEATTLE, WA 98134	BOARD MEMBER 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.