

Return of Private Foundation

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

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

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

For calendar year 2013 or tax year beginning , and ending

Name of foundation DAN AND PAT NELSON FAMILY FOUNDATION		A Employer identification number 91-1939872
Number and street (or P.O. box number if mail is not delivered to street address) 2921 HORSEHEAD BAY DR NW	Room/suite	B Telephone number (253) 265-0088
City or town, state or province, country, and ZIP or foreign postal code GIG HARBOR, WA 98335		C If exemption application is pending, check here ... <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ... <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 678,361.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ... <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			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	49.	49.		STATEMENT 1
	4 Dividends and interest from securities	27,535.	27,477.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	16,966.			
	b Gross sales price for all assets on line 6a	596,148.			
	7 Capital gain net income (from Part IV, line 2)		16,966.		
	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	44,550.	44,492.			
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	2,165.	0.		2,165.
	c Other professional fees				
	17 Interest				
	18 Taxes	840.	382.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	10,306.	9,069.		959.
	24 Total operating and administrative expenses. Add lines 13 through 23	13,311.	9,451.		3,124.
	25 Contributions, gifts, grants paid	142,052.			142,052.
26 Total expenses and disbursements. Add lines 24 and 25	155,363.	9,451.		145,176.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements ...	-110,813.				
b Net investment income (if negative, enter -0-)		35,041.			
c Adjusted net income (if negative, enter -0-)			N/A		

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only.		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value			
Assets	1	Cash - non-interest-bearing		1,024.	4,872.	4,872.	
	2	Savings and temporary cash investments		200,384.	17,010.	17,010.	
	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			760.	500.	500.
	10a	Investments - U.S. and state government obligations					
	b	Investments - corporate stock	STMT 6		234,468.	447,544.	508,030.
	c	Investments - corporate bonds					
	11	Investments - land, buildings, and equipment: basis					
	Less: accumulated depreciation						
12	Investments - mortgage loans						
13	Investments - other	STMT 7		286,328.	142,225.	147,949.	
14	Land, buildings, and equipment: basis		2,459.				
	Less: accumulated depreciation	STMT 8	2,459.				
15	Other assets (describe)						
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)			722,964.	612,151.	678,361.	
Liabilities	17	Accounts payable and accrued expenses					
	18	Grants payable					
	19	Deferred revenue					
	20	Loans from officers, directors, trustees, and other disqualified persons					
	21	Mortgages and other notes payable					
	22	Other liabilities (describe)					
23	Total liabilities (add lines 17 through 22)			0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.						
	24	Unrestricted					
	25	Temporarily restricted					
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.						
	27	Capital stock, trust principal, or current funds			0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			0.	0.	
29	Retained earnings, accumulated income, endowment, or other funds			722,964.	612,151.		
30	Total net assets or fund balances			722,964.	612,151.		
31	Total liabilities and net assets/fund balances			722,964.	612,151.		

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	722,964.
2	Enter amount from Part I, line 27a	2	-110,813.
3	Other increases not included in line 2 (itemize)	3	0.
4	Add lines 1, 2, and 3	4	612,151.
5	Decreases not included in line 2 (itemize)	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	612,151.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES	P		
b PUBLICLY TRADED SECURITIES DISALLOWED WASH			
c SALE			
d CAPITAL GAINS DIVIDENDS			
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 595,063.		579,205.	15,858.
b			
c			23.
d 1,085.			1,085.
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			15,858.
b			
c			23.
d			1,085.
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	16,966.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	75,014.	751,181.	.099861
2011	43,474.	752,612.	.057764
2010	53,550.	721,847.	.074185
2009	42,698.	624,583.	.068362
2008	57,508.	797,000.	.072156

2 Total of line 1, column (d)	2	.372328
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.074466
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	707,524.
5 Multiply line 4 by line 3	5	52,686.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	350.
7 Add lines 5 and 6	7	53,036.
8 Enter qualifying distributions from Part XII, line 4	8	145,176.

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

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

Table with 11 rows for excise tax calculations. Includes categories like 'Exempt operating foundations', 'Domestic foundations', and 'Total credits and payments'. Total tax due is 48.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns include question number, 'Yes', and 'No'. Questions cover political activities, tax on political expenditures, and reporting requirements.

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		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)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► WWW.DPNFAMILYFOUNDATION.ORG	13	X	
14	The books are in care of ► LORI ANN REEDER Telephone no. ► (253) 265-0088 Located at ► 2921 HORSEHEAD BAY DR NW, GIG HARBOR, WA ZIP+4 ► 98335			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country	16	Yes	No 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 <input type="checkbox"/>	N/A	
1b			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <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.)	N/A	
2b			
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 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)	N/A	
3b			
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	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 2013?	4b	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 509(a)(1), (2), or (3), or section 4940(d)(2)? Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No **N/A**

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 **N/A**

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

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

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

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

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
DAN NELSON 5102 105TH AVE CT NW GIG HARBOR, WA 98335	PRESIDENT 2.00	0.	0.	0.
PAT NELSON 5102 105TH AVE CT NW GIG HARBOR, WA 98335	TREASURER 2.00	0.	0.	0.
LORI ANN REEDER 2921 HORSEHEAD BAY DRIVE NW GIG HARBOR, WA 98335	SECRETARY 10.00	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 Yes No **0**

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

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 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	
Total. Add lines 1 through 3	0.

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	615,944.
b	Average of monthly cash balances	1b	102,354.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	718,298.
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	718,298.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	10,774.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	707,524.
6	Minimum investment return. Enter 5% of line 5	6	35,376.

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	35,376.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	350.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	350.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	35,026.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	35,026.
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	35,026.

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	145,176.
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	145,176.
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	350.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	144,826.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				35,026.
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	18,240.			
b From 2009	11,703.			
c From 2010	17,798.			
d From 2011	6,575.			
e From 2012	38,371.			
f Total of lines 3a through e	92,687.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$	145,176.			
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				35,026.
e Remaining amount distributed out of corpus	110,150.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	202,837.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	18,240.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	184,597.			
10 Analysis of line 9:				
a Excess from 2009	11,703.			
b Excess from 2010	17,798.			
c Excess from 2011	6,575.			
d Excess from 2012	38,371.			
e Excess from 2013	110,150.			

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ▶

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

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

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

1 Information Regarding Foundation Managers:

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

SEE STATEMENT 9

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

NONE

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

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

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

SEE STATEMENT 10

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
CAMP AGAPE PO BOX 115 HICKORY, PA 15340	NONE	PUBLIC CHARITY	SUPPORT OHIO VALLEY LUTHERAN BIBLE CAMP ASSOCIATION PROVIDE SUMMER CAMPING PROGRAMS	6,500.
JUNIOR ACHIEVEMENT 212 PLAZA 600 BLDG, 600 STEWART SEATTLE, WA 98101	NONE	PUBLIC CHARITY	JA WORLD	5,500.
NORTHWEST HARVEST PO BOX 12272 SEATTLE, WA 98102	NONE	PUBLIC CHARITY	PROVIDE NUTRITIOUS FOOD TO HUNGRY PEOPLE ACROSS WASHINGTON STATE	5,000.
PUYALLUP FAIR FOUNDATION 110 9TH AVE SW PUYALLUP, WA 98371	NONE	PUBLIC CHARITY	SUPPORT THE SCHOLARSHIP AND EDUCATION PROGRAMS OF THE FAIR	5,000.
THE MUSTARD SEED PROJECT PO BOX 182 VAUGHN, WA 98394	NONE	PUBLIC CHARITY	SUPPORT SERVICES AND PROGRAMS FOR SENIOR CITIZENS	5,000.
Total	SEE CONTINUATION SHEET(S)			142,052.
b Approved for future payment				
NONE				
Total				0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	49.	
4 Dividends and interest from securities			14	27,535.	
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	16,966.	
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.		44,550.	0.
13 Total. Add line 12, columns (b), (d), and (e)			13	44,550.	

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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

Table with 3 main columns: Question, Yes, No. Contains questions 1, a, b, c, d regarding transfers and transactions with noncharitable exempt organizations.

Table with 4 columns: (a) Line no., (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Contains one entry with 'N/A'.

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? [] Yes [X] No
b If "Yes," complete the following schedule.

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Contains one entry with 'N/A'.

Sign Here: Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge. Signature of officer or trustee: [Signature] Date: [Date] Title: SECRETARY

May the IRS discuss this return with the preparer shown below (see instr.)? [X] Yes [] No

Table for Paid Preparer Use Only. Fields include: Print/Type preparer's name (TERESA Z. JACKSON), Preparer's signature, Date, Check self-employed, Firm's name (JOHNSON STONE & PAGANO, P.S.), Firm's EIN (91-1623649), Firm's address (1501 REGENTS BLVD., SUITE 100, FIRCREST, WA 98466), Phone no. (253) 566-7070, PTIN (P00386099).

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
PIERCE COUNTY HABITAT FOR HUMANITY 4824 SOUTH TACOMA WAY TACOMA, WA 98409	NONE	PUBLIC CHARITY	TO ASSIST FAMILIES WITH HOUSING	150.
COLLEGE FOR SUCCESS 950 PACIFIC AVE STE 1250 TACOMA, WA 98402	NONE	PUBLIC CHARITY	TO SUPPORT LOW INCOME STUDENTS WITH COLLEGE GRADUATION	100.
THE FIRST TEE OF SOUTH PUGET SOUND 7108 LAKEWOOD DR W TACOMA, WA 98467	NONE	PUBLIC CHARITY	TO PROVIDE EDUCATIONAL PROGRAMS FOR YOUTH THROUGH GOLF	10,000.
PENINSULA YOUTH ORCHESTRA PO BOX 2481 GIG HARBOR, WA 98335	NONE	PUBLIC CHARITY	TO ASSIST WITH YOUTH STRING CAMPS	2,000.
JOB CARR CABIN MUSEUM 2350 N 30TH ST TACOMA, WA 98403	NONE	PUBLIC CHARITY	TO ASSIST WITH OPERATING COSTS OF EDUCATION PROGRAMS	3,000.
HILLTOP ARTISTS IN RESIDENCE PO BOX 6829 TACOMA, WA 98417	NONE	PUBLIC CHARITY	TO ASSIST WITH OPERATING COSTS OF PROVIDING ART CLASSES FOR YOUTH	5,000.
HARBOR HISTORY MUSEUM 4121 HARBORVIEW DR GIG HARBOR, WA 98335	NONE	PUBLIC CHARITY	MIDWAY SCHOOL PIONEER EXPERIENCE	5,000.
HABITAT FOR HUMANITY 4824 SOUTH TACOMA WAY TACOMA, WA 98409	NONE	PUBLIC CHARITY	CORPORATE STORE SIGN	25,000.
POINT DEFIANCE RUSTON SENIOR CENTER 4716 N BALTIMORE ST TACOMA, WA 98407	NONE	NC	SENIOR ART CLASSES	4,715.
TOY RESCUE MISSION 607 S WINNIFRED ST TACOMA, WA 98465	NONE	PUBLIC CHARITY	THREE MONTHS OF RENT AND UTILITIES	10,000.
Total from continuation sheets				115,052.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
FRANCISCAN FOUNDATION 1149 MARKET ST TACOMA, WA 98402	NONE	PUBLIC CHARITY	JOINT CAMP CAPITAL CAMPAIGN	10,000.
YMCA OF PIERCE AND KITSAP COUNTIES 4717 S 19TH ST TACOMA, WA 98405	NONE	PUBLIC CHARITY	STRONG KIDS CAMPAIGN	10,000.
BOYS AND GIRLS CLUB 8502 SKANSIE AVE GIG HARBOR, WA 98332	NONE	PUBLIC CHARITY	TO ASSIST WITH YOUTH PROGRAMS	3,200.
ARK INSTITUTE OF LEARNING 1916 S WASHINGTON ST TACOMA, WA 98405	NONE	PUBLIC CHARITY	NEW LEXMARK COPIER	1,887.
YMCA OF PIERCE COUNTY 4717 S 19TH ST TACOMA, WA 98405	NONE	PUBLIC CHARITY	CAMP SEYMORE AQUARIUM	25,000.
Total from continuation sheets				

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
MORGAN STANLEY SMITH BARNEY	49.	49.	
TOTAL TO PART I, LINE 3	49.	49.	

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
MORGAN STANLEY SMITH BARNEY	24,475.	1,085.	23,390.	23,332.	
MSSB NON-DIVIDEND DISTRIB	4,145.	0.	4,145.	4,145.	
TO PART I, LINE 4	28,620.	1,085.	27,535.	27,477.	

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	2,165.	0.		2,165.
TO FORM 990-PF, PG 1, LN 16B	2,165.	0.		2,165.

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 TAXES	458.	0.		0.
FOREIGN TAXES	382.	382.		0.
TO FORM 990-PF, PG 1, LN 18	840.	382.		0.

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
LICENSES	25.	0.		25.
DUES AND SUBSCRIPTIONS	660.	0.		660.
INVESTMENT EXPENSES	5,537.	5,537.		0.
MISCELLANEOUS EXPENSES	3,532.	3,532.		0.
WEBSITE	274.	0.		274.
OFFICE EXPENSE	278.	0.		0.
TO FORM 990-PF, PG 1, LN 23	10,306.	9,069.		959.

FORM 990-PF	CORPORATE STOCK	STATEMENT	6
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE SECURITIES	447,544.	508,030.
TOTAL TO FORM 990-PF, PART II, LINE 10B	447,544.	508,030.

FORM 990-PF				OTHER INVESTMENTS		STATEMENT		7
DESCRIPTION				VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE		
MUTUAL FUNDS				COST	142,225.	147,949.		
TOTAL TO FORM 990-PF, PART II, LINE 13					142,225.	147,949.		

FORM 990-PF				DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT		STATEMENT		8
DESCRIPTION				COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE		
COMPUTER				2,459.	2,459.	0.		
TOTAL TO FM 990-PF, PART II, LN 14				2,459.	2,459.	0.		

FORM 990-PF				PART XV - LINE 1A		STATEMENT		9
NAME OF MANAGER				LIST OF FOUNDATION MANAGERS				
DAN NELSON								
PAT NELSON								

FORM 990-PF

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

STATEMENT 10

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

LORI ANN REEDER
2921 HORSEHEAD BAY DR NW
GIG HARBOR, WA 98335

TELEPHONE NUMBER

(253) 265-0088

FORM AND CONTENT OF APPLICATIONS

APPLICATIONS SHOULD BE SUBMITTED VIA LETTER FORMAT. BASIC DATA TO BE INCLUDED: (A) TAX EXEMPT STATUS (B) PURPOSE OF GRANT (C) AMOUNT OF FUNDS NEEDED

ANY SUBMISSION DEADLINES

JUNE 1 OF THE YEAR FOR WHICH THE GRANT IS REQUESTED

RESTRICTIONS AND LIMITATIONS ON AWARDS

MAXIMUM AWARD/GRANT IS \$10,000 (UNLESS OTHERWISE SPECIFIED BY THE BOARD OF DIRECTORS) IN THE CHARITABLE FIELDS OF ARTS, EDUCATION & HEALTHCARE WITH AN EMPHASIS ON PROGRAMS FOR YOUTH AND ELDERLY IN PIERCE COUNTY, WA.

2013 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No.	Description	Date Acquired	Method	Life	Conv	Line No.	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
1	COMPUTER	07/14/99	200DB	5.00		HY17	2,459.				2,459.	2,459.		0.	2,459.
	* TOTAL 990-PF PG 1 DEPR						2,459.				2,459.	2,459.		0.	2,459.

(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone