

EXTENDED TO NOVEMBER 16, 2020

Return of Private Foundation

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

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OMB No 1545-0047

2019

Open to Public Inspection

Form 990-PF

Department of the Treasury
Internal Revenue Service

For calendar year 2019 or tax year beginning

, and ending

Name of foundation THE BRAINERD FOUNDATION		A Employer identification number 91-1675591
Number and street (or P.O. box number if mail is not delivered to street address) 1411 FOURTH AVENUE, SUITE 1000	Room/suite	B Telephone number 206-448-0676
City or town, state or province, country, and ZIP or foreign postal code SEATTLE, WA 98101		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 5,670,687.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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 ☒ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		110,781.	110,444.		
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		449,239.			STATEMENT 1
b Gross sales price for all assets on line 6a		2,088,369.			
7 Capital gain net income (from Part IV, line 2)			449,693.		
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		126,128.	96,975.		STATEMENT 2
12 Total. Add lines 1 through 11		686,148.	657,112.		
13 Compensation of officers, directors, trustees, etc.		329,004.	13,160.		315,844.
14 Other employee salaries and wages		172,132.	6,885.		165,247.
15 Pension plans, employee benefits		140,943.	5,638.		135,305.
16a Legal fees		4,405.	2,203.		2,202.
b Accounting fees		63,586.	31,793.		31,793.
c Other professional fees		84,462.	22,618.		61,844.
17 Interest		3,647.	3,647.		0.
18 Taxes		9,172.	2,745.		687.
19 Depreciation and depletion		3,669.	147.		
20 Occupancy		145,684.	5,827.		139,856.
21 Travel, conferences, and meetings		91,365.	0.		78,205.
22 Printing and publications		556.	22.		534.
23 Other expenses		67,413.	10,482.		56,658.
24 Total operating and administrative expenses. Add lines 13 through 23		1,116,038.	105,167.		988,175.
25 Contributions, gifts, grants paid		2,167,872.			2,167,872.
26 Total expenses and disbursements. Add lines 24 and 25		3,283,910.	105,167.		3,156,047.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-2,597,762.			
b Net investment income (if negative, enter -0-)			551,945.		
c Adjusted net income (if negative, enter -0-)				N/A	

923501 12-17-19 BHA For Paperwork Reduction Act Notice, see instructions.

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11081110 149062 92N00X

2019.05000 THE BRAINERD FOUNDATION 92N00X_1

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	4,353,198.	3,787,672.	3,787,672.
	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			
	c Investments - corporate bonds			
	Liabilities	11 Investments - land, buildings, and equipment basis		
Less: accumulated depreciation				
12 Investments - mortgage loans				
13 Investments - other		3,619,542.	1,771,905.	1,771,905.
14 Land, buildings, and equipment basis		41,877.		
Less: accumulated depreciation		31,290.	15,005.	10,587.
15 Other assets (describe)		585,998.	100,523.	100,523.
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		8,573,743.	5,670,687.	5,670,687.
17 Accounts payable and accrued expenses				
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)	5,426.	3,790.	
23 Total liabilities (add lines 17 through 22)	5,426.	3,790.		
Net Assets or Fund Balances	Foundations that follow FASB ASC 958, check here			
	and complete lines 24, 25, 29, and 30.			
	24 Net assets without donor restrictions	8,568,317.	5,666,897.	
	25 Net assets with donor restrictions			
	Foundations that do not follow FASB ASC 958, check here			
	and complete lines 26 through 30.			
	26 Capital stock, trust principal, or current funds			
	27 Paid-in or capital surplus, or land, bldg., and equipment fund			
28 Retained earnings, accumulated income, endowment, or other funds				
29 Total net assets or fund balances	8,568,317.	5,666,897.		
30 Total liabilities and net assets/fund balances	8,573,743.	5,670,687.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 29 (must agree with end-of-year figure reported on prior year's return)	1	8,568,317.
2 Enter amount from Part I, line 27a	2	-2,597,762.
3 Other increases not included in line 2 (itemize)	3	0.
4 Add lines 1, 2, and 3	4	5,970,555.
5 Decreases not included in line 2 (itemize)	5	303,658.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 29	6	5,666,897.

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Part IV Capital Gains and Losses for Tax on Investment Income

SEE ATTACHED STATEMENT

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))
a			
b			
c			
d			
e	2,088,369.	6,303.	1,644,979.
449,693.			

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))
a			
b			
c			
d			
e			449,693.

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	449,693.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2018	3,741,051.	10,704,547.	.349482
2017	3,770,011.	13,527,196.	.278699
2016	3,733,168.	16,215,459.	.230223
2015	3,496,659.	20,048,342.	.174411
2014	3,568,730.	23,139,330.	.154228

2 Total of line 1, column (d)	2	1.187043
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years	3	.237409
4 Enter the net value of noncharitable-use assets for 2019 from Part X, line 5	4	7,152,652.
5 Multiply line 4 by line 3	5	1,698,104.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,519.
7 Add lines 5 and 6	7	1,703,623.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	3,156,047.

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 2019 estimated tax payments and 2018 overpayment credited to 2019

b Exempt foreign organizations - tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

7 Total credits and payments. Add lines 6a through 6d

8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached

9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter amount owed

10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

11 Enter the amount of line 10 to be: **Credited to 2020 estimated tax** 10,000. **Refunded**

6a	83,642.
6b	0.
6c	0.
6d	0.

1	5,519.
2	0.
3	5,519.
4	0.
5	5,519.
7	83,642.
8	0.
9	
10	78,123.
11	68,123.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b 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.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 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.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
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	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2019 or the tax year beginning in 2019? See the instructions for Part XIV. If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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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 WWW.BRAINERD.ORG	X	
14 The books are in care of CRYSTAL ANDERSON Telephone no. 206-448-0676 Located at 1411 FOURTH AVENUE, SUITE 1000, SEATTLE, WA ZIP+4 98101		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here and enter the amount of tax-exempt interest received or accrued during the year 15 N/A		
16 At any time during calendar year 2019, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country		X

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

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

	Yes	No
1a During the year, did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ 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)?	☐ Yes ☒ 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.)	☐ Yes ☒ 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 2019?		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2019, did the foundation have any undistributed income (Part XIII, lines 6d and 6e) for tax year(s) beginning before 2019? If "Yes," list the years	☐ Yes ☒ No	
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	
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?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 2019 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Form 4720, Schedule C, to determine if the foundation had excess business holdings in 2019.)	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 2019?		X

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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

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).

Ga 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? If "Yes" to 6b, file Form 8870.☐ Yes ☒ No**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

N/A

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?**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
PAUL BRAINERD	PRES/TREAS			
1411 FOURTH AVENUE, SUITE 1000				
SEATTLE, WA 98101	1.00	0.	0.	0.
ANN KRUMBOLTZ	VICE PRESIDENT			
1411 FOURTH AVENUE, SUITE 1000				
SEATTLE, WA 98101	40.00	188,467.	41,420.	0.
SHERRY E. BRAINERD	VP/SECRETARY			
1411 FOURTH AVENUE, SUITE 1000				
SEATTLE, WA 98101	5.00	0.	0.	0.
NALINDA KEHOE	CO-DIRECTOR			
1411 FOURTH AVENUE, SUITE 1000				
SEATTLE, WA 98101	30.00	140,537.	30,886.	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
MICHELLE ZEIDMAN - 1411 FOURTH AVENUE, STE 1000, SEATTLE, WA 98101	PROGRAM ASSOCIATE			
	28.00	65,850.	14,472.	0.
KATHLEEN WHITSON - 1411 FOURTH AVENUE, STE 1000, SEATTLE, WA 98101	PROGRAM ASSOCIATE			
	25.00	51,117.	11,234.	0.
CRYSTAL ANDERSON - 1411 FOURTH AVENUE, STE 1000, SEATTLE, WA 98101	CONTROLLER			
	15.00	55,166.	6,607.	0.

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

0

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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	
	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 NONE	
	0.
2	
All other program-related investments. See instructions.	
3 NONE	
	0.
Total. Add lines 1 through 3	0.

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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	2,315,362.
b Average of monthly cash balances	1b	4,743,170.
c Fair market value of all other assets	1c	203,044.
d Total (add lines 1a, b, and c)	1d	7,261,576.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	7,261,576.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	108,924.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,152,652.
6 Minimum investment return. Enter 5% of line 5	6	357,633.

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	357,633.
2a Tax on investment income for 2019 from Part VI, line 5	2a	5,519.
b Income tax for 2019. (This does not include the tax from Part VI.)	2b	221.
c Add lines 2a and 2b	2c	5,740.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	351,893.
4 Recoveries of amounts treated as qualifying distributions	4	17,997.
5 Add lines 3 and 4	5	369,890.
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	369,890.

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	3,156,047.
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	3,156,047.
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	5,519.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,150,528.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2018	(c) 2018	(d) 2019
1 Distributable amount for 2019 from Part XI, line 7				369,890.
2 Undistributed income, if any, as of the end of 2019				
a Enter amount for 2018 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2019:				
a From 2014	2,431,937.			
b From 2015	2,501,242.			
c From 2016	2,925,469.			
d From 2017	3,112,809.			
e From 2018	3,230,935.			
f Total of lines 3a through e	14,202,392.			
4 Qualifying distributions for 2019 from Part XII, line 4: ► \$	3,156,047.			
a Applied to 2018, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2019 distributable amount				369,890.
e Remaining amount distributed out of corpus	2,786,157.			
5 Excess distributions carryover applied to 2019 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	16,988,549.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2018. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2019. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2020				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2014 not applied on line 5 or line 7	2,431,937.			
9 Excess distributions carryover to 2020. Subtract lines 7 and 8 from line 6a	14,556,612.			
10 Analysis of line 9.				
a Excess from 2015	2,501,242.			
b Excess from 2016	2,925,469.			
c Excess from 2017	3,112,809.			
d Excess from 2018	3,230,935.			
e Excess from 2019	2,786,157.			

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				
BOD DISCRETIONARY GRANTS - SEE ATTACHMENT A ADDRESSES ARE AVAILABLE IN THE TAXPAYER'S OFFICE ON REQUEST	N/A	PC	ENVIRONMENTAL PRESERVATION	10,000.
EXECUTIVE DISCRETIONARY GRANTS - SEE ATTACHMENT A ADDRESSES ARE AVAILABLE IN THE TAXPAYER'S OFFICE ON REQUEST	N/A	PC	ENVIRONMENTAL PRESERVATION	126,500.
GRASSROOTS GRANTS - SEE ATTACHMENT A ADDRESSES ARE AVAILABLE IN THE TAXPAYER'S OFFICE ON REQUEST	N/A	PC	ENVIRONMENTAL PRESERVATION	25,000.
MATCHING GRANTS - SEE ATTACHMENT A ADDRESSES ARE AVAILABLE IN THE TAXPAYER'S OFFICE ON REQUEST	N/A	PC	ENVIRONMENTAL PRESERVATION	19,612.
OPPORTUNITY GRANTS - SEE ATTACHMENT A ADDRESSES ARE AVAILABLE IN THE TAXPAYER'S OFFICE ON REQUEST	N/A	PC	ENVIRONMENTAL PRESERVATION	59,760.
Total SEE CONTINUATION SHEET(S) ▶ 3a				2,167,872.
b Approved for future payment				
NONE				
Total ▶ 3b				0.

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 PASSTHROUGH FROM FCA ELEMENT LLC	P	VARIOUS	12/31/19
b ARCHIPELAGO HOLDINGS, LTD INSTALLMENT SALE	P	VARIOUS	12/31/19
c ARCHIPELAGO HOLDINGS, LTD COMPLETE REDEMPTION	P	VARIOUS	12/31/19
d PASSTHROUGH FROM FRONTIER SMALL VALUE LP	P	VARIOUS	12/31/19
e PASSTHROUGH FROM LEGACY VENTURE III LLC	P	VARIOUS	12/31/19
f PASSTHROUGH FROM LEGACY VENTURE IV LLC	P	VARIOUS	12/31/19
g PASSTHROUGH FROM IR&M INTERMEDIATE FUND	P	VARIOUS	12/31/19
h MW GLOBAL OPPORTUNITIES FUND COMPLETE REDEMPTION	P	VARIOUS	12/31/19
i COMPUTERS	P	01/01/12	12/23/19
j DISPOSAL OF FCA ELEMENT LLC	P	VARIOUS	12/31/19
k DISPOSAL OF FRONTIER SMALL VALUE LP	P	VARIOUS	12/31/19
l			
m			
n			
o			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a		2,043.	-2,043.
b	287,000.	195,985.	91,015.
c	267,429.	166,985.	100,444.
d	25,215.		25,215.
e	14,392.		14,392.
f	133,347.		133,347.
g	5,077.		5,077.
h	748,738.	666,094.	82,644.
i	350.	6,303.	-399.
j	436,452.	436,450.	2.
k	170,369.	170,370.	-1.
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			-2,043.
b			91,015.
c			100,444.
d			25,215.
e			14,392.
f			133,347.
g			5,077.
h			82,644.
i			-399.
j			2.
k			-1.
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	449,693.
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

3 Grants and Contributions Paid During the Year (Continuation)

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FORM 990-PF

GAIN OR (LOSS) FROM SALE OF ASSETS

STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PASSTHROUGH FROM FCA ELEMENT LLC	PURCHASED	VARIOUS	12/31/19

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	2,043.	0.	0.	-2,043.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ARCHIPELAGO HOLDINGS, LTD INSTALLMENT SALE	PURCHASED	VARIOUS	12/31/19

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
287,000.	195,985.	0.	0.	91,015.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ARCHIPELAGO HOLDINGS, LTD COMPLETE REDEMPTION	PURCHASED	VARIOUS	12/31/19

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
267,429.	166,985.	0.	0.	100,444.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PASSTHROUGH FROM FRONTIER SMALL VALUE LP	PURCHASED	VARIOUS	12/31/19

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
25,215.	0.	0.	0.	25,215.

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(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PASSTHROUGH FROM LEGACY VENTURE III LLC	14,392.	0.	0.	0.	14,392.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PASSTHROUGH FROM LEGACY VENTURE IV LLC	133,347.	0.	0.	0.	133,347.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED	(F) DATE ACQUIRED	DATE SOLD
PASSTHROUGH FROM IR&M INTERMEDIATE FUND	5,077.	0.	0.	PURCHASED	VARIOUS	12/31/19

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MW GLOBAL OPPORTUNITIES FUND COMPLETE REDEMPTION	748,738.	666,094.	0.	0.	82,644.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
COMPUTERS				PURCHASED	01/01/12	12/23/19
	350.	7,052.	0.	6,303.	-399.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
DISPOSAL OF FCA ELEMENT LLC				PURCHASED	VARIOUS	12/31/19
	436,452.	436,450.	0.	0.	2.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
DISPOSAL OF FRONTIER SMALL VALUE LP				PURCHASED	VARIOUS	12/31/19
	170,369.	170,370.	0.	0.	-1.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
PASSTHROUGH FROM LEGACY VENTURE IV LLC				PURCHASED	VARIOUS	12/31/19
	0.	359.	0.	0.	-359.	

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
PASSTHROUGH FROM FCA ELEMENT LLC	PURCHASED	VARIOUS	12/31/19	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	95.	0.	0.	-95.

NET GAIN OR LOSS FROM SALE OF ASSETS	449,239.
CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	449,239.

FORM 990-PF	OTHER INCOME	STATEMENT 2
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PASS THROUGH FROM P'SHIP- OTHER INC	83,653.	83,653.	
PASS THROUGH FROM P'SHIP-ORD INCOME	7,883.	7,883.	
PASS THROUGH FROM P'SHIP-SEC 988 INC	5,439.	5,439.	
PASS THROUGH FROM P'SHIP- OTHER INC	1,994.	0.	
PASS THROUGH FROM P'SHIP-ORD INCOME	15.	0.	
NONTAXABLE INCOME	9,147.	0.	
RETURNED GRANTS	17,997.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	126,128.	96,975.	

FORM 990-PF	LEGAL FEES	STATEMENT 3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOX ROTHSCHILD, LLP	2,135.	1,068.		1,067.
GARVEY, SCHUBERT & BARER	1,833.	916.		917.
DAVIS WRIGHT TREMAINE LLP	437.	219.		218.
TO FM 990-PF, PG 1, LN 16A	4,405.	2,203.		2,202.

FORM 990-PF

ACCOUNTING FEES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
KING & OLIASON PLLC	41,838.	20,919.		20,919.
SWEENEY CONRAD	21,748.	10,874.		10,874.
TO FORM 990-PF, PG 1, LN 16B	63,586.	31,793.		31,793.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EVAL & PROGRAM CONSULTANTS	28,606.	0.		28,606.
INVESTMENT MANAGEMENT FEES	21,933.	21,933.		0.
ADMINISTRATIVE FEES	4,923.	197.		4,726.
ADVISORY BOARD STIPEND	16,800.	0.		16,800.
COMPUTER SUPPORT	12,200.	488.		11,712.
TO FORM 990-PF, PG 1, LN 16C	84,462.	22,618.		61,844.

FORM 990-PF

TAXES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAXES - 990-PF	5,519.	0.		0.
FEDERAL INCOME TAX - 990-T	221.	0.		0.
FOREIGN TAXES	2,716.	2,716.		0.
OTHER MISCELLANEOUS TAXES	716.	29.		687.
TO FORM 990-PF, PG 1, LN 18	9,172.	2,745.		687.

FORM 990-PF

OTHER EXPENSES

STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE SUPPLIES	2,746.	110.		2,636.
TELEPHONE	7,808.	312.		7,496.
POSTAGE & DELIVERY	378.	15.		363.
STAFF DEVELOPMENT	5,225.	209.		5,016.
MISC EXPENSES	1,993.	81.		1,935.
LIABILITY INSURANCE	6,251.	250.		6,001.
REPAIRS & MAINTENANCE	1,949.	78.		1,871.
DUES & SUBSCRIPTIONS	44.	2.		42.
EXTERNAL COMMUNICATION	31,298.	0.		31,298.
PASS THROUGH FROM P'SHIP- DED RELATED TO PORTFOLIO INCOME	9,721.	9,721.		0.
EXPENSES ALLOCATED TO UBTI	0.	-296.		0.
TO FORM 990-PF, PG 1, LN 23	67,413.	10,482.		56,658.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
IR&M INTERMEDIATE FUND	FMV	652,802.	652,802.
LEGACY VENTURE III	FMV	344,371.	344,371.
LEGACY VENTURE IV	FMV	774,732.	774,732.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,771,905.	1,771,905.

FORM 990-PF

OTHER ASSETS

STATEMENT 9

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DEPOSITS	22,140.	22,140.	22,140.
FIT REFUND RECEIVABLE	79,836.	78,383.	78,383.
SALES PROCEEDS RECEIVABLE	484,022.	0.	0.
TO FORM 990-PF, PART II, LINE 15	585,998.	100,523.	100,523.