

Form **990-PF**

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

OMB No 1545-0052

2016

Department of the Treasury
Internal Revenue Service

▶ 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.

Open to Public Inspection

For calendar year 2016 or tax year beginning November 01, 2016, and ending October 31, 2017

Name of foundation
THE LESTER AND BERNICE SMITH FOUNDATION

Number and street (or P.O. box number if mail is not delivered to street address)
P.O. BOX 3010

Room/suite

City or town, state or province, country, and ZIP or foreign postal code
BELLEVUE, WA 98009

A Employer identification number
91-1156087

B Telephone number (see instructions)
425-455-0923

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ **\$4,746,248**

J Accounting method: Cash Accrual
 Other (specify) _____
(Part I, column (d) must be on cash basis)

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

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

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

03
04

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(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 (attach schedule)				
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments	10,495	10,495		
4	Dividends and interest from securities	122,391	122,391		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	194,482			
b	Gross sales price for all assets on line 6a 1,299,097				
7	Capital gain net income (from Part IV, line 2)		194,482		
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) (attach schedule)				
11	Other income (attach schedule) NO.				
12	Total. Add lines 1 through 11	327,368	327,368		
13	Compensation of officers, directors, trustees, etc.				
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) (STMT. I)	250			250
c	Other professional fees (attach schedule) (STMT. II)	19,023	19,023		
17	Interest				
18	Taxes (attach schedule) (see instructions) (STMT. I.II)	3,882	282		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) (STMT. IV)	4,643			4,548
24	Total operating and administrative expenses. Add lines 13 through 23	27,798	19,305		4,798
25	Contributions, gifts, grants paid	329,147			329,147
26	Total expenses and disbursements. Add lines 24 and 25	356,945	19,305		333,945
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	(29,577)			
b	Net investment income (if negative, enter -0-)		308,063		
c	Adjusted net income (if negative, enter -0-)				

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Operating Expenses
Batching Open
MAR 23 2018

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)		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	407,622	125,711	125,711
	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 (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	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 (attach schedule)			
	b Investments—corporate stock (attach schedule) (STMT. V.)	3,046,165	3,483,459	3,894,532
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment: basis ▶			
Less: accumulated depreciation (attach schedule) ▶				
12 Investments—mortgage loans				
13 Investments—other (attach schedule) (STMT. VI.)	817,666	632,706	726,005	
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation (attach schedule) ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	4,271,453	4,241,876	4,746,248	
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 (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)			
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 type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	4,299,220	4,271,453	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	(27,767)	(29,577)	
30 Total net assets or fund balances (see instructions)	4,271,453	4,241,876		
31 Total liabilities and net assets/fund balances (see instructions)	4,271,453	4,241,876		

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	4,271,453
2 Enter amount from Part I, line 27a		2	(29,577)
3 Other increases not included in line 2 (itemize) ▶		3	-0-
4 Add lines 1, 2, and 3		4	4,241,876
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	4,241,876

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			
b * PLEASE SEE ATTACHMENT FOR DETAILS *			
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 * PLEASE SEE ATTACHMENT FOR DETAILS *			
c			
d			
e			
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(j) F.M.V. as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of col. (j) over col. (k), if any	
a			
b * PLEASE SEE ATTACHMENT FOR DETAILS *			
c			
d			
e			
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	194,482
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) (see instructions). If (loss), enter -0- in Part I, line 8 }		3	(15,618)

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))
2015	267,562	4,439,032	6.0
2014	297,961	4,869,212	6.1
2013	321,477	5,186,544	6.2
2012	277,256	4,929,860	5.6
2011	252,243	4,666,306	5.4
2 Total of line 1, column (d)		2	29.3
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	5.9
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5		4	4,682,572
5 Multiply line 4 by line 3		5	276,272
6 Enter 1% of net investment income (1% of Part I, line 27b)		6	3,081
7 Add lines 5 and 6		7	279,353
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	333,945

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	3,081	
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	-0-	
3	Add lines 1 and 2	3	3,081	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	-0-	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	3,081	
6	Credits/Payments:			
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	4,380	
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d	7	4,380	
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	-0-	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	-0-	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,299	
11	Enter the amount of line 10 to be: Credited to 2017 estimated tax 1,299 Refunded	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ _____ (2) On foundation managers. ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes.</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ WASHINGTON		
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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		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 ▶	X	
14	The books are in care of ▶ <u>ALEXANDER M. SMITH</u> Telephone no. ▶ <u>425-455-0923</u> Located at ▶ <u>700 112th AVENUE NE, #302, BELLEVUE, WA</u> ZIP+4 ▶ <u>98004</u>		
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 ▶ <u>15</u> N/A		
16	At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶		X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	N/A
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 2016?	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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____		
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.)	2b	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. ▶ 20____, 20____, 20____, 20____		
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 2016 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 2016.)	3b	N/A
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 2016?	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 propagand, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions) Yes No

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

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945–5(d).

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

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 (see instructions).

(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
BERNICE R. SMITH POB 3010, BELLEVUE, WA 98009	DIRECTOR (PART-TIME)	-0-	-0-	-0-
ALEXANDER M. SMITH POB 3010, BELLEVUE, WA 98009	DIRECTOR (PART-TIME)	-0-	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). 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 (see instructions). 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 The only activity of the Foundation is to make charitable contributions to other qualifying exempt organizations.	4,548
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 * NONE *	
2	
All other program-related investments. See instructions	
3 * NONE *	
Total. Add lines 1 through 3	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	4,470,532
b	Average of monthly cash balances	1b	283,348
c	Fair market value of all other assets (see instructions)	1c	-0-
d	Total (add lines 1a, b, and c)	1d	4,753,880
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	4,753,880
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	71,308
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,682,572
6	Minimum investment return. Enter 5% of line 5	6	234,129

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	234,129
2a	Tax on investment income for 2016 from Part VI, line 5	2a	3,081
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	3,081
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	231,048
4	Recoveries of amounts treated as qualifying distributions	4	-0-
5	Add lines 3 and 4	5	231,048
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	231,048

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	333,945
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	-0-
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	-0-
b	Cash distribution test (attach the required schedule)	3b	-0-
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	333,945
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 (see instructions)	5	3,081
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	330,864

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				231,048
2 Undistributed income, if any, as of the end of 2016:				
a Enter amount for 2015 only			-0-	
b Total for prior years: 20__ ,20__ ,20__		-0-		
3 Excess distributions carryover, if any, to 2016:				
a From 2011				
b From 2012				
c From 2013				28,399
d From 2014				62,478
e From 2015				50,486
f Total of lines 3a through e	141,363			
4 Qualifying distributions for 2016 from Part XII, line 4: ▶ \$ <u>333,945</u>				
a Applied to 2015, 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 2016 distributable amount				231,048
e Remaining amount distributed out of corpus	102,897			
5 Excess distributions carryover applied to 2016 (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	244,260			
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 2015. Subtract line 4a from line 2a. Taxable amount—see instructions			-0-	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				-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 2011 not applied on line 5 or line 7 (see instructions)	-0-			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	244,260			
10 Analysis of line 9:				
a Excess from 2012				
b Excess from 2013				28,399
c Excess from 2014				62,478
d Excess from 2015				50,486
e Excess from 2016				102,897

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling ▶ N/A

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) 2016	(b) 2015	(c) 2014	(d) 2013	
2a 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	N/A				
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).)

BERNICE R. SMITH

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.

N/A

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:

N/A

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

N/A

c Any submission deadlines:

N/A

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

N/A

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
<p>a Paid during the year</p> <p style="text-align: center;">* PLEASE SEE ATTACHMENT FOR DETAILS *</p>				
Total ▶				3a 329,147
<p>b Approved for future payment</p> <p style="text-align: center;">* NONE *</p>				
Total ▶				3b -0-

THE LESTER AND BERNICE SMITH FOUNDATION
ID 91-1156087

Statements attached to and made part of Form 990PF 2016
(Return of Private Foundation)

Statement I:	Part 1, Line 16b	Accounting fees		
	- Accounting Tax Service			\$250
Statement II:	Part 1, Line 16c	Other professional fees		
	- Stifel, Nicolaus & Co - Mngmnt fee			19,023
Statement III:	Part 1, Line 18	Taxes		
	- 2016 Estimated tax payment		\$3,600	
	- Foreign Tax payment		282	
			<u> </u>	3,882
Statement IV:	Part 1, Line 23	Other Expenses		
	- Washington Federal - bank fees		\$60	
	- State Treasurer Annual Report		10	
	- State Secretary registration renewal		25	
	- Charities events - expenses		4,548	
			<u> </u>	4,643
Statement V:	Part II, Line 10b	Investments - Corporate Stock		
			<u>End of year Value</u>	
			Book	FMV
	- Alphabet Inc		\$92,227	\$134,295
	- Amtrust Fin Svcs		85,023	86,130
	- Antero Resources		117,374	97,970
	- Bank America Corp		74,865	118,462
	- BHP Billiton Ltd		17,963	14,917
	- Capital One Finl Corp		50,002	51,878
	- Chevron Texaco		63,566	144,863
	- Cisco Systems Inc		87,064	109,109
	- ConocoPhillips		96,942	114,832
	- Costco Wholesale		28,031	120,810
	- CRH Medical Corp		178,518	52,466
	- Customers Bancorp		50,645	51,744
	- Diana Shipping		188,258	154,860

(Continued on Page 2)

THE LESTER AND BERNICE SMITH FOUNDATION (ID 91-1156087)
(Cont.) Statements attached to and made part of Form 990PF 2016

(Cont) Statement V: Part II, Line 10b Investments - Corporate Stock

	<i>End of year Value</i>	
	<i>Book</i>	<i>FMV</i>
- Facebook	\$75,051	\$167,456
- General Electric	124,963	102,413
- Gilead Sciences Inc.	76,220	85,454
- Halliburton Company	51,754	53,938
- Hancock Holding	50,850	53,638
- HCP Inc Com	49,501	32,713
- Huntington Bancshare	50,405	53,299
- Intel Corp	101,313	146,250
- JP Morgan & Chase	128,805	189,359
- Kinder Morgan Inc	148,888	67,007
- Legg Mason Global	50,314	51,322
- Microsoft	48,539	166,360
- Newell Brands Inc.	115,464	109,902
- Nike Inc.	90,757	98,982
- Northern Tr Corp	50,398	51,734
- Omeros Corp	144,445	123,795
- PPG Industries	76,613	92,992
- Pfizer Inc	130,289	151,810
- Qualcomm Inc	154,589	131,096
- Quality Care Properties	0	4,005
- Sanofi	22,958	21,418
- Seaspan Corp	40,000	39,312
- Starbuck Corp	109,744	112,422
- Walt Disney	176,882	161,387
- Wells Fargo	181,863	243,060
- Weyerhaeuser Co	102,376	131,072
	<u>\$3,483,459</u>	<u>\$3,894,532</u>

Statement VI: Part II, Line 13 Investments - Other -

	<i>End of year Value</i>	
	<i>Book</i>	<i>FMV</i>
- Ishares Russell 1000	\$96,666	\$100,288
- Powershares ETF	104,334	146,825
- S&P 500 ETF	104,415	128,575
- S&P Oil & Gas Equip & Svc Trust	22,855	12,638
- S&P Oil & Gas Expl & Prod Trust	50,869	33,594
- Vanguard FTSE Emerging Market	90,439	111,575
- Vanguard/ Wellesley Income Fund	163,128	192,510
	<u>\$632,706</u>	<u>\$726,005</u>

THE LESTER AND BERNICE SMITH FOUNDATION (EIN # 91-1156087)
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME
 (ATTACHMENT TO FORM 990-PF 2016 / PART IV 1)

<u>PROPERTY</u>	<u>P/D</u>	<u>DATE ACQD</u>	<u>DATE SOLD</u>	<u>GROSS SALES PRICE</u>	<u>COST OF SALE</u>	<u>GAIN OR LOSS</u>	<u>SHORT-TERM CAP GAIN/LOSS</u>
Verizon Communications 1750 sh	P	8/19/2005 - 6/18/2009	12/15/2016	90,648	55,763	34,885	
Proctor & Gamble 350 sh	P	11/28/2012 - 12/27/2012	12/15/2016	29,760	23,858	5,902	
Kraft Heinz Co. 500 sh	P	7/06/2015	12/15/2016	42,059	19,067	22,992	
Kimberly Clark Corp 600 sh	P	5/02/2008	12/15/2016	68,920	38,972	29,948	
Clorox Co. 200 sh	P	6/07/2012	12/15/2016	23,157	14,264	8,893	
Citigroup 1335 sh	P	6/09/2015	01/17/2017	78,339	75,094	3,245	
BP 1000 sh	P	9/24/2013	01/17/2017	37,299	40,728	(3,429)	
Oakmark Equity & Inc Fund 6202 sh	P	3/11/2011 - 6/28/2013	01/17/2017	190,885	167,791	23,094	
Franklin Income Fund 48860 sh	P	3/14/2011 - 3/06/2012	01/19/2017	112,378	104,275	8,103	
Mosaic Co 5021 sh	P	9/4/2013 - 2/17/2016	02/24/2017	168,249	145,394	22,855	
General Electric 2050 sh	P	2/12/2015	03/28/2017	60,802	51,025	9,777	
Delphi Automotive 980 sh	P	6/30/2016	03/28/2017	77,193	61,398	15,795	15,795
Perrigo Co. 515 sh	P	4/12/2016	04/11/2017	34,948	67,563	(32,615)	(32,615)
KKR & Co. 1325 sh	P	1/19/2017	06/27/2017	36,080	34,945	1,135	1,135
Abbvie Inc 2100 sh	P	9/22/2015	09/11/2017	165,914	120,538	45,376	
Royce Premier Fund 4529 sh	P	3/31/2011 - 6/15/2011	10/02/2017	82,466	100,000	(17,534)	
Capital Gain Distributions:							
Oakmark Equity Fund	N/A	N/A	N/A	N/A	N/A	4,905	
Royce Premier Fund	N/A	N/A	N/A	N/A	N/A	9,233	
Vanguard Wellesley	N/A	N/A	N/A	N/A	N/A	67	67
Vanguard Wellesley	N/A	N/A	N/A	N/A	N/A	1,855	
				\$1,299,097			
						\$194,482	(\$15,618)

**THE LESTER AND BERNICE SMITH FOUNDATION (EIN # 91-1156087)
 CONTRIBUTIONS PAID DURING THE FISCAL YEAR 11/01/16 - 10/31/17
 (ATTACHMENT TO FORM 990-PF 2016 / PART XV 3a)**

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<u>RECIPIENTS' NAME & ADDRESS</u>	<u>RELATIONS</u>	<u>STATUS</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
A Contemporary Theatre Foundation 700 Union Street, Seattle, WA 98101	n/a	501 C 3	General Operation	1,500
Alliance for Education 509 Olive Way, #500, Seattle, WA 98101	n/a	501 C 3	General Operation	5,000
American Cancer Society (Great West Division) 1313 Broadway, #100, Tacoma, WA 98402	n/a	501 C 3	General Operation	\$1,400
BECU Foundation PO Box 68666, Tukwila, WA 98168	n/a	501 C 3	General Operation	14,430
Bellevue Rotary Foundation PO Box 523, Bellevue, WA 98009	n/a	501 C 3	General Operation	15,750
Bellevue Schools Foundation 12241 Main Street, Bldg 5, Bellevue, WA 98005	n/a	501 C 3	General Operation	5,000
Boys & Girls Clubs of Bellevue 209 100th Avenue NE, Bellevue, WA 98004	n/a	501 C 3	General Operation	10,000
Center for Children & Youth Justice 615 2nd Avenue, #275, Seattle, WA 98104	n/a	501 C 3	General Operation	10,000
Children's Miracle Network Hospitals 601 W. First Avenue, Spokane, WA 99201	n/a	501 C 3	General Operation	10,000
Columbia River Maritime Museum 1792 Marine Drive, Astoria, OR 97103	n/a	501 C 3	General Operation	1,100
Credit Union for Kids 18000 International Blvd, #350, Seatac, WA 98188	n/a	501 C 3	General Operation	500
Eastside Baby Corner PO Box 712, Issaquah, WA 98027	n/a	501 C 3	General Operation	5,000
Fred Hutchinson Cancer Research Center 1100 Fairview Ave N., Seattle, WA 98109	n/a	501 C 3	General Operation	6,028

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THE LESTER AND BERNICE SMITH FOUNDATION (EIN # 91-1156087)
 (CONT) CONTRIBUTIONS PAID DURING THE FISCAL YEAR 11/01/16 - 10/31/17

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(CONTINUED: ATTACHMENT TO FORM 990-PF 2016 / PART XV 3a)

<u>RECIPIENTS' NAME & ADDRESS</u>	<u>RELATIONS</u>	<u>STATUS</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
Hawaii State Junior Golf Association 4330 Kukui Grove St, Lihue, HI 96766	n/a	501 C 3	General Operation	9,200
HomeStreet Foundation 120 W. Dayton St, #D-9, Edmonds, WA 98020	n/a	501 C 3	General Operation	3,500
HopeLink 10675 Willows Road NE, #275, Redmond, WA 98052	n/a	501 C 3	General Operation	970
Island Hospital Foundation 1211 24th Street, Anacortes, WA 98221	n/a	501 C 3	General Operation	532
KidsQuest Children's Museum 1116 108th Avenue NE, Bellevue, WA 98004	n/a	501 C 3	General Operation	5,000
King County Sexual Assault Resource Center PO Box 300, Renton, WA 98057	n/a	501 C 3	General Operation	5,000
Mary Bridge Children's Foundation PO Box 5296, Tacoma, WA 98415	n/a	501 C 3	General Operation	4,500
Marylhurst University PO Box 261, Marylhurst, OR 97036	n/a	501 C 3	General Operation	20,000
Mary's Place Seattle PO Box 1711, Seattle, WA 98111	n/a	501 C 3	General Operation	2,500
Overlake Medical Center Foundation 1035 116th Avenue NE, Bellevue, WA 98004	n/a	501 C 3	General Operation	10,000
PACE dba Tateuchi Center 855 106th Avenue NE, # 150, Bellevue, WA 98004	n/a	501 C 3	General Operation	10,845
Renton Community Foundation PO Box 820, Renton, WA 98057	n/a	501 C 3	General Operation	11,000
Seattle Humane Society 13212 SE Eastgate Way, Bellevue, WA 98005	n/a	501 C 3	General Operation	5,000
Sophia Way 11061 NE 2nd Street, #223, Bellevue, WA 98004	n/a	501 C 3	General Operation	1,000

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THE LESTER AND BERNICE SMITH FOUNDATION (EIN # 91-1156087)
 (CONT) CONTRIBUTIONS PAID DURING THE FISCAL YEAR 11/01/16 - 10/31/17

(CONTINUED: ATTACHMENT TO FORM 990-PF 2016 / PART XV 3a)

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<u>RECIPIENTS' NAME & ADDRESS</u>	<u>RELATIONS</u>	<u>STATUS</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
The Breakfast Group PO Box 18334, Seattle, WA 98118	n/a	501 C 3	General Operation	5,000
The Cuyamungue Institute 20-A Feather Catcher Rd, Santa Fe, NM 87506	n/a	501 C 3	General Operation	25,000
The Healing Center 6409-1/2 Roosevelt Way NE, Seattle, WA 98115	n/a	501 C 3	General Operation	5,000
The Marsha Rivkin Center for Ovarian Cancer 747 Broadway, Seattle, WA 98101	n/a	501 C 3	Medical Research	75,000
The Overlake School 20301 NE 108th Street, Redmond, WA 98053	n/a	501 C 3	General Operation	5,000
The Rose International Fund 2400 130th Place NE, Bellevue, WA 98005	n/a	501 C 3	General Operation	5,000
The San Juan Island Lions Foundation 425 Caines Street, #A, Friday Harbor, WA 98250	n/a	501 C 3	General Operation	500
United Way of King County 720 2nd Avenue, Seattle, WA 98104	n/a	501 C 3	General Operation	10,000
University of Washington Foundation 407 Gerberding Hall, Seattle, WA 98195	n/a	501 C 3	General Operation	10,000
VetBikes,Org 2501 53rd Way SE, Olympia, WA 98501	n/a	501 C 3	General Operation	5,000
Village Theatre 303 Front Street N., Issaquah, WA 98027	n/a	501 C 3	General Operation	1,500
Washington State Chinese Network Association PO Box 14606, Seattle, WA 98104	n/a	501 C 3	General Operation	1,000
Washington Policy Center PO Box 3643, Seattle, WA 98124-3643	n/a	501 C 3	General Operation	5,000
Wesley Homes Foundation	n/a	501 C 3	General Operation	1,392

TOTAL 3a \$329,147