

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

2002

Department of the Treasury
Internal Revenue Service

Note *The organization may be able to use a copy of this return to satisfy state reporting requirements*

For calendar year 2002, or tax year beginning _____, **2002, and ending** _____

G Check all that apply: Initial return Final return Amended return Address change Name change

Use the IRS label otherwise, print or type See Specific Instructions	Name of organization PACIFIC NORTHWEST FOUNDATION, INC	A Employer identification number 77-0177829
	Number and street (or P O box number if mail is not delivered to street address) Room/suite 7619 SW 26TH AVENUE	B Telephone number (see instructions) (503) 977-2660
	City or town State ZIP code PORTLAND OR 97219-2538	C If exemption application is pending, check here <input type="checkbox"/> 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"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, column c, line 16) \$ 2,925,211	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ <i>(Part I, column d must be on cash basis)</i>	

Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns b, c, and d may not necessarily equal the amounts in column a) (see instructions)</i>	(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 (att sch) Ch <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
2 Distributions from split interest trusts				
3 Interest on savings and temporary cash investments	860	860		
4 Dividends and interest from securities	113,759	113,759		
5a Gross rents				
b (Net rental income or (loss) _____)				
6a Net gain/(loss) from sale of assets not on line 10	44,290			
b Gross sales prices for all assets on line 6a 733,237				
7 Capital gain net income (from Part IV line 2)		44,290		
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/(loss) (att sch)				
11 Other income (attach schedule) See Line 11 Stmt	882	882		
12 Total Add lines 1 through 11	159,791	159,791		
13 Compensation of officers directors trustees etc	52,000	5,200		46,800
14 Other employee salaries and wages				
15 Pension plans, employee benefits	88,000	8,800		79,200
16a Legal fees (attach schedule) L-16a Stmt	1,975	198		1,777
b Accounting fees (attach sch) L-16b Stmt	2,350			2,350
c Other prof fees (attach sch) L-16c Stmt	20,568	20,568		
17 Interest	0			
18 Taxes (attach schedule) See Line 18 Stmt	7,100	2,524		4,926
19 Depreciation (attach schedule) and depletion	1,193			
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) See Line 23 Stmt	87,594	10,750		76,078
24 Total operating and administrative expenses. Add lines 13 through 23	260,780	48,041		211,131
25 Contributions, gifts, grants paid	10,013			10,013
26 Total expenses and disbursements. Add lines 24 and 25	270,793	48,041		221,144
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-111,002			
b Net investment income (if negative enter 0)		111,750		
c Adjusted net income (if negative enter 0)				

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ADMINISTRATIVE EXPENSES

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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		30,990	5,645	5,645
	2	Savings and temporary cash investments		11,305	170,232	170,232
	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 sch)				
		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) L-10b Stmt		2,883,974	2,776,410	2,736,220
		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) L-13 Stmt		130,874	0	0	
14	Land, buildings, and equipment basis	18,467				
	Less accumulated depreciation (attach schedule) L-14 Stmt	5,353	19,208	13,114	13,114	
15	Other assets (describe)					
16	Total assets (to be completed by all filers – see instructions Also, see page 1, item l)		3,076,351	2,965,401	2,925,211	
LIABILITIES	17	Accounts payable and accrued expenses		805	857	
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe)				
	23	Total liabilities (add lines 17 through 22)		805	857	
NET ASSETS OR FUND BALANCES	Organizations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31 <input type="checkbox"/>					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Organizations that do not follow SFAS 117, check here and complete lines 27 through 31 <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds		3,075,546	2,964,544	
	28	Paid in or capital surplus, or land, building, and equipment fund				
29	Retained earnings, accumulated income, endowment, or other funds					
30	Total net assets or fund balances (see instructions)		3,075,546	2,964,544		
31	Total liabilities and net assets/fund balances (see instructions)		3,076,351	2,965,401		

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	3,075,546
2	Enter amount from Part I, line 27a	2	-111,002
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	2,964,544
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	2,964,544

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month day year)	(d) Date sold (month day year)
1a SCHEDULE 1	P	Various	Various
b SHORT TERM CAPITAL GAIN DISTRIBUTIONS	P	Various	Various
c LONG TERM CAPITAL GAIN DISTRIBUTIONS	P	Various	Various
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 733,237		694,100	39,137
b 8		0	8
c 5,145		0	5,145
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than 0) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			39,137
b			8
c			5,145
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	44,290
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	

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

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

1 Enter the appropriate amount in each column for each year, see 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 (column (b) divided by column (c))
2001	213,509	3,372,940	0.063301
2000	156,092	4,035,132	0.038683
1999	126,027	3,477,833	0.036237
1998	99,437	3,178,119	0.031288
1997	26,623	3,098,028	0.008594

2 Total of line 1, column (d)	2	0.178103
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	0.035621
4 Enter the net value of noncharitable-use assets for 2002 from Part X, line 5	4	3,191,953
5 Multiply line 4 by line 3	5	113,701
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,118
7 Add lines 5 and 6	7	114,819
8 Enter qualifying distributions from Part XII, line 4	8	221,144

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)

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling letter _____ (attach copy of ruling letter if necessary — see instructions)			
b Domestic organizations 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	1,118
c All other domestic organizations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	1,118
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	1,118
6 Credits/Payments			
a 2002 estimated tax pmts and 2001 overpayment credited to 2002	6 a	3,120	
b Exempt foreign organizations — tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	3,120	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,002	
11 Enter the amount on line 10 to be Credited to 2003 estimated tax <input type="checkbox"/> 2,002 Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the organization 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 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 organization in connection with the activities</i>		X
c Did the organization 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 organization <input type="checkbox"/> \$ _____ (2) On organization managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the organization during the year for political expenditure tax imposed on organization managers <input type="checkbox"/> \$ _____		
2 Has the organization 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 organization 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
4 a Did the organization 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?		
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 organization have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> OREGON		
b If the answer is 'Yes' to line 7, has the organization furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If 'No,' attach explanation</i>	X	
9 Is the organization claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2002 or the taxable year beginning in 2002 (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
11 Did the organization comply with the public inspection requirements for its annual returns and exemption application? Web site address <input type="checkbox"/>		X
12 The books are in care of <input type="checkbox"/> FRANKLIN C COOK Telephone no <input type="checkbox"/> (503) 977-3226 Located at <input type="checkbox"/> 7619 SW 26TH AVE, PORTLAND, OREGON ZIP + 4 <input type="checkbox"/> 97219-2538		
13 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 <input type="checkbox"/>		

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
1 a During the year did the organization (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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception Check No if the organization 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)?		1 b	X
Organizations relying on a current notice regarding disaster assistance check here	<input type="checkbox"/>		
c Did the organization 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 2002?		1 c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the organization was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a At the end of tax year 2002, did the organization have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2002?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
If 'Yes,' list the years	20__ , 20__ , 19__ , 19__		
b Are there any years listed in 2a for which the organization 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)		2 b	
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__ , 19__ , 19__		
3 a Did the organization 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 2002 as a result of (1) any purchase by the organization 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 organization had excess business holdings in 2002)		3 b	
4 a Did the organization invest during the year any amount in a manner that would jeopardize its charitable purposes?		4 a	X
b Did the organization 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 2002?		4 b	X
5 a During the year did the organization pay or incur any amount to			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?		5 b	
Organizations relying on a current notice regarding disaster assistance check here	<input type="checkbox"/>		
c If the answer is 'Yes' to question 5a(4), does the organization claim exemption from the tax because it maintained expenditure responsibility for the grant?	<input type="checkbox"/> Yes <input type="checkbox"/> No		
If 'Yes,' attach the statement required by Regulations section 53.4945-5(d)			
6 a Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6 b	X
If you answered 'Yes' to 6b, also file 8870			

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
FRANKLIN C COOK 7619 SW 26TH, PORTLAND, OR	EXEC VP 40 HRS/WK	26,000	50,912	0
ANNA M SALANTI 7619 SW 26TH, PORTLAND, OR	PRESIDENT 40 HRS/WK	26,000	48,881	0
KATHLEEN M COOK 106 BROOK LANE, ITHACA, NY	VICE PRES 1/4 HR/WK	0	0	0
TIM MULVIHILL 306 SE 29TH AVE, PORTLAND, OR	BOARD MEMBER 1/4 HR/WK	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
N/A				

Total number of other employees paid over \$50,000 ▶ None

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
N/A		

Total number of others receiving over \$50,000 for professional services ▶ None

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 ANALYSIS & EDUCATION RE VARIOUS ASPECTS OF HEALTH AND COUNSELING INDIVIDUALS WITH CERTAIN HEALTH PROBLEMS	28,316
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 _____ _____	
2 _____ _____	
All other program related investments See instructions	
3 _____ _____	
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	3,096,633
b Average of monthly cash balances	1b	134,933
c Fair market value of all other assets (see instructions)	1c	8,995
d Total (add lines 1a, b and c)	1d	3,240,561
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	3,240,561
4 Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	48,608
5 Net value of noncharitable-use assets Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,191,953
6 Minimum investment return Enter 5% of line 5	6	159,598

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	159,598
2a Tax on investment income for 2002 from Part VI, line 5	2a	1,118
b Income tax for 2002 (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	1,118
3 Distributable amount before adjustments Subtract line 2c from line 1	3	158,480
4a Recoveries of amounts treated as qualifying distributions	4a	
b Income distributions from section 4947(a)(2) trusts	4b	
c Add lines 4a and 4b	4c	
5 Add lines 3 and 4c	5	158,480
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	158,480

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	221,144
b Program related investments -- Total from Part IX-B	1b	
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	221,144
5 Organizations 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	1,118
6 Adjusted qualifying distributions Subtract line 5 from line 4	6	220,026

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 2001	(c) 2001	(d) 2002
1 Distributable amount for 2002 from Part XI, line 7				158,480
2 Undistributed income, if any, as of the end of 2001				
a Enter amount for 2001 only			0	
b Total for prior years 20 __, 19 __, 19 __				
3 Excess distributions carryover, if any, to 2002				
a From 1997	0			
b From 1998	0			
c From 1999	0			
d From 2000	0			
e From 2001	58,967			
f Total of lines 3a through e	58,967			
4 Qualifying distributions for 2002 from Part XII, line 4 ▶ \$ 221,144				
a Applied to 2001, but not more than line 2a				
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)	221,144			
d Applied to 2002 distributable amount				
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2002 (If an amount appears in column (d), the same amount must be shown in column (a))	158,480			158,480
6 Enter the net total of each column as indicated below				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	121,631			
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				
d Subtract line 6c from line 6b Taxable amount – see instructions		0		
e Undistributed income for 2001 Subtract line 4a from line 2a Taxable amount – see instructions			0	
f Undistributed income for 2002 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2003				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(E) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 1997 not applied on line 5 or line 7 (see instructions)	0			
9 Excess distributions carryover to 2003. Subtract lines 7 and 8 from line 6a	121,631			
10 Analysis of line 9				
a Excess from 1998	0			
b Excess from 1999	0			
c Excess from 2000	0			
d Excess from 2001	0			
e Excess from 2002	121,631			

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 2002, enter the date of the ruling					
b Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)					
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
	(a) 2002	(b) 2001	(c) 2000	(d) 1999	
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 organization had \$5,000 or more in assets at any time during the year)

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))

N/A

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 organization only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the organization 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 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
<i>a Paid during the year</i>				
ELASTIC P O BOX 2228, WEST CHESTER, PA MISCELLANEOUS - FROM ALLIANCE CAPITAL MGMT K-1	N/A	PUBLIC	GENERAL SUPPORT	10,000
	N/A	PUBLIC	GENERAL SUPPORT	13
Total				▶ 3 a 10,013
<i>b Approved for future payment</i>				
Total				▶ 3 b

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting organization to a noncharitable exempt organization of

- (1) Cash
(2) Other assets

b Other Transactions

- (1) Sales of assets to a noncharitable exempt organization
(2) Purchases of assets from a noncharitable exempt organization
(3) Rental of facilities, equipment, or other assets
(4) Reimbursement arrangements
(5) Loans or loan guarantees
(6) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

Table with 3 columns: Question, Yes, No. Rows include 1a(1), 1a(2), 1b(1) through 1b(6), and 1c. 'No' column contains 'X' for all rows.

d If the answer to any of the above is 'Yes,' complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting organization. If the organization received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

Schedule table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements.

2a Is the organization 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 No (X)

b If 'Yes,' complete the following schedule

Schedule table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

Accompanying schedules and statements and to the best of my knowledge and belief it is true is based on all information of which preparer has any knowledge

Form 990-PF, Page 1, Part I, Line 11

Line 11 Stmt

Other income	Rev/Exp Book	Net Inv Inc	Adj Net Inc
NON-TAXABLE INVESTMENT INCOME	1,141	1,141	
ORDINARY LOSS FROM K-1	-259	-259	
Total	882	882	

Form 990-PF, Page 1, Part I, Line 18

Line 18 Stmt

Taxes (see instructions)	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
FEDERAL TAX - 2001 FORM 990PF	-2,470			
OREGON DEPT OF JUSTICE	317			317
PAYROLL TAXES	5,121	512		4,609
FEDERAL ESTIMATED TAX PAYMENTS	2,120			
FOREIGN TAX WITHHELD	2,012	2,012		
Total	7,100	2,524		4,926

Form 990-PF, Page 1, Part I, Line 23

Line 23 Stmt

Other expenses	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
DUES AND SUBSCRIPTIONS	2,067	1,599		468
INSURANCE	13,142	1,314		11,828
INTERNET WEB HOSTING	270			270
HEALTH PROJECT	28,316			28,316
MEDICAL EXPENSE	34,615	3,462		31,153
OFFICE EXPENSE	5,075	2,538		2,537
OUTSIDE LABOR	296			296
BANK CHARGES	1,369	1,369		
NON-DEDUCTIBLE PARTNERSHIP EXP	320	320		
PENALTIES	750			
ENTERTAINMENT (@50% FOR N I I)	30	15		
TELEPHONE	1,344	134		1,210
Total	87,594	10,751		76,078

Form 990-PF, Page 1, Part I, Line 16a

L-16a Stmt

Line 16a - Legal Fees' Name of Provider	Type of Service Provided	Amount Paid
NORTHWEST RETIREMENTS PLANS, INC	PREPARATION OF PENSION PLAN DOCUMENTS	1,975
Total		1,975

Form 990 PF, Page 1, Part I, Line 16b

L-16b Stmt

Line 16b - Accounting Fees: Name of Provider	Type of Service Provided	Amount Paid
KAREN L CASSIDY, C P A	ACCOUNTING & PREP OF F/S & TAX RETURNS	2,350
Total		<u>2,350</u>

Form 990-PF, Page 1, Part I, Line 16c

L-16c Stmt

Line 16c - Other Professional Fees: Name of Provider	Type of Service Provided	Amount Paid
SUNAMERICA SECURITIES	INVESTMENT FEES	20,568
Total		<u>20,568</u>

Form 990-PF, Page 2, Part II, Line 10b

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
EUROPACIFIC FUND	979,137	879,784
INLAND REAL ESTATE CORP	40,000	40,000
SUNAMERICA SECURITIES BROKERAGE PORTFOLIO	1,757,273	1,816,436
Total	<u>2,776,410</u>	<u>2,736,220</u>

Form 990 PF, Page 2, Part II, Line 14

L-14 Stmt

Line 14b - Description of Land, Buildings, and Equipment	(a) Cost/Other Basis	(b) Accumulated Depreciation	(c) Book Value
LAND/BUILDING - MEDITERRANEAN RES	8,995	0	8,995
4/4/97 COMPUTER EQUIPMENT	1,563	1,563	0
7/4/97 COMPUTER & MONITOR	2,400	2,400	0
5/22/99 COMPUTER	995	713	282
3/31/02 OFFICE EQUIP/COMPUTER	4,514	677	3,837
Total	<u>18,467</u>	<u>5,353</u>	<u>13,114</u>

SCHEDULE 1

PART IV - Capital Gains and Losses

<u>Description</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Proceeds</u>	<u>Cost</u>	<u>Gain (Loss)</u>
2400shs Federal Rlty Inv	2/28/2001	1/29/2002	57,631	48,379	9,252
11,992 903 shs Van Kampen Comstock	3/2/2001	3/11/2002	196,324	207,893	(11,569)
271 025 shs EuroPacific Growth	various - LT	2/28/2002	7,060	6,936	124
5600 shs Tower Automotive Inc	12/7/2001	4/18/2002	80,649	49,449	31,200
2900 shs Pacificare Health Sys Inc	3/12/2002	5/6/2002	93,509	49,739	43,770
150 shs Seitel Inc	3/12/2002	5/10/2002	562	1,286	(724)
7800 shs Petroleum Geo Svcs	4/18/2002	8/15/2002	3,208	50,144	(46,936)
2125 shs Aquila Inc	3/11/2002	9/10/2002	8,418	49,955	(41,537)
8900 shs US Oncology Inc	11/23/2001	10/3/2002	72,711	49,860	22,851
3100 shs Trex Inc	11/23/2001	11/18/2002	91,806	49,585	42,221
Pacific Life Annuity	various - LT	11/30/2002	121,359	130,874	(9,515)
			<u>733,237</u>	<u>694,100</u>	<u>39,137</u>

SCHEDULE 2

PART XIII - LINE 4c

**SECTION 4942(h)(2) ELECTION
AS TO THE TREATMENT OF QUALIFYING DISTRIBUTIONS**

Pursuant to IRC Section 4942(h)(2) and Regulation 53 4942(a)-3(d)(2), the above referenced foundation hereby elects to treat current year qualifying distributions in excess of the immediately preceding tax year's undistributed income as being made out of corpus

J. Franklin C. Cook
Signature

J. V. P.
Title

PART I - LINE 19

PART II - LINE 14

	<u>Date</u> <u>Purchased</u>	<u>Cost</u>	<u>Accum</u> <u>Depr</u>	<u>Method</u>	<u>Life</u>	<u>Depr</u> <u>Expense</u>
Land/Bldg - Mediterranean Res		8,995	-			-
Computer upgrade	4/4/1997	1,563	1,486	SL	5	77
Computer and monitor	7/4/1997	2,400	2,160	SL	5	240
Computer equipment	5/28/1999	995	514	SL	5	199
Office equipment/computer	3/31/2002	4,514	-	SL	5	677
		<u>18,467</u>	<u>4,160</u>			<u>1,193</u>