

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

1999

IRS use only Do not write or staple in this space.

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

For calendar year 1999, or tax year beginning **Jun 1**, 1999, and ending **May 31, 2000** OMB No. 1545-0052

Use the IRS label. Otherwise, please print or type. See Specific Instructions.	Name of Organization Equality Network Foundation		A	Employer Identification Number 91-1941336
	Number and Street (or P.O. box number if mail is not delivered to street address) Room/Suite 6206 Woodlawn Avenue North		B	Telephone Number (see instructions) (206) 985-1093
	City or Town Seattle	State ZIP Code + 4 WA 98103-5717	C	If exemption application is pending, check here . . . <input type="checkbox"/> G
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		D 1	Foreign organizations, check here <input type="checkbox"/> G
I	Fair market value of all assets at end of year (from Part II, column c, line 16) GS 1,474,869.	J	Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column d must be on cash basis.)	
			D 2	Organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> G
			E	If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> G
			F	If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/> G
			G	If address changed, check here <input type="checkbox"/> G

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)
R E V E N U E	1 Contributions, gifts, grants, etc. received (att sch)	0.			
	2 Contributions from split-interest trusts				
	3 Interest on savings and temporary cash investments	6,434.	6,434.		
	4 Dividends and interest from securities	19,724.	19,724.		
	5a Gross rents				
	b (Net rental income or (loss) _____)				
	6 Net gain/(loss) from sale of assets not on line 10	-46,819.			
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain			0.	
	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)					
12 Total. Add lines 1 through 11	-20,661.	26,158.	0.		
A D M I N I S T R A T I V E O P E R A T I V E A N D E X P E N S E S	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) . . . L-16a Stmt	711.	71.		640.
	b Accounting fees (attach sch) . . . L-16b Stmt	624.	31.		593.
	c Other prof fees (attach sch) . . . L-16c Stmt	23,069.	23,069.		
	17 Interest				
	18 Taxes (attach schedule) . See Line 18 Stmt	28,798.	1,330.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	185.			185.
	22 Printing and publications	24.	24.		
	23 Other expenses (attach schedule) See Line 23 Stmt	1,018.	16.		1,002.
	24 Total operating and administrative expenses. Add lines 13 through 23	54,429.	24,541.		2,420.
25 Contributions, gifts, grants paid	42,500.			42,500.	
26 Total expenses and disbursements. Add lines 24 and 25	96,929.	24,541.		44,920.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-117,590.				
b Net investment income (if negative, enter -0-)		1,617.			
c Adjusted net income (if negative, enter -0-)			0.		

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	0.		
	2	Savings and temporary cash investments	162,994.	101,997.	101,997.
	3	Accounts receivable			
		Less: allowance for doubtful accounts	0.		
	4	Pledges receivable			
		Less: allowance for doubtful accounts	0.		
	5	Grants receivable	0.		
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)	0.		
	7	Other notes and loans receivable (attach sch)			
		Less: allowance for doubtful accounts	0.		
	8	Inventories for sale or use	0.		
	9	Prepaid expenses and deferred charges	0.		
	10a	Investments - U.S. and state government obligations (attach schedule)	0.		
	b	Investments - corporate stock (attach schedule) L- 10b. Stmt	1,113,844.	1,106,506.	1,321,848.
	c	Investments - corporate bonds (attach schedule)	0.		
	11	Investments - land, buildings, and equipment: basis			
	Less: accumulated depreciation (attach schedule)	0.			
12	Investments - mortgage loans	0.			
13	Investments - other (attach schedule) L- 13. Stmt	100,000.	50,000.	50,000.	
14	Land, buildings, and equipment: basis				
	Less: accumulated depreciation (attach schedule)	0.			
15	Other assets (describe G See Other Assets Stmt)	289.	1,024.	1,024.	
16	Total assets (to be completed by all filers - see instructions. Also, see page 1, item l)	1,377,127.	1,259,527.	1,474,869.	
LIABILITIES	17	Accounts payable and accrued expenses	0.		
	18	Grants payable	0.		
	19	Deferred revenue	0.		
	20	Loans from officers, directors, trustees, and other disqualified persons	0.		
	21	Mortgages and other notes payable (attach schedule)	0.		
	22	Other liabilities (describe G)	0.		
	23	Total liabilities (add lines 17 through 22)	0.		
NET ASSETS OR FUND BALANCES	Organizations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. G <input checked="" type="checkbox"/>				
	24	Unrestricted	1,377,127.	1,259,527.	
	25	Temporarily restricted	0.		
	26	Permanently restricted	0.		
	Organizations that do not follow SFAS 117, check here and complete lines 27 through 31. G <input type="checkbox"/>				
	27	Capital stock, trust principal, or current funds			
	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)	1,377,127.	1,259,527.		
31	Total liabilities and net assets/fund balances (see instructions)	1,377,127.	1,259,527.		

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	1,377,127.
2	Enter amount from Part I, line 27a	2	- 117,590.
3	Other increases not included in line 2 (itemize) G	3	
4	Add lines 1, 2, and 3	4	1,259,537.
5	Decreases not included in line 2 (itemize) G UNKNOWN	5	10.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,259,527.

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)
1 a 0.25 shares DOLLAR GENERAL cash-in-lieu	P	02/23/99	06/18/99
b 1155 shares RITE AID CORP	P	02/18/99	09/23/99
c 315 shares NORFOLK SOUTHERN	P	02/18/99	10/06/99
d 304 shares NORFOLK SOUTHERN	P	02/18/99	10/07/99
e See Attached Part IV, Line 1 Stmt			

(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 7.		6.	1.
b 13,963.		51,614.	- 37,651.
c 7,563.		8,829.	- 1,266.
d 7,114.		8,520.	- 1,406.
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			1.
b			- 37,651.
c			- 1,266.
d			- 1,406.
e			- 6,515.

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	- 46,837.
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	- 47,388.

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))
1998	1,000.	1,342,337.	0.000745
1997			
1996			
1995			
1994			

2 Total of line 1, column (d)	2	0.000745
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	0.000745
4 Enter the net value of noncharitable-use assets for 1999 from Part X, line 5	4	1,410,893.
5 Multiply line 4 by line 3	5	1,051.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	16.
7 Add lines 5 and 6	7	1,067.
8 Enter qualifying distributions from Part XII, line 4	8	44,920.

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	16.
c All other domestic organizations enter 2% of line 27b. Exempt foreign organizations enter 4% of 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	16.
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	16.
6 Credits/Payments:			
a 1999 estimated tax payments and 1998 overpayment credited to 1999	6 a		
b Exempt foreign organizations' tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 2758)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d		7	
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	16.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the Amount Overpaid		10	
11 Enter the amount on line 10 to be: Credited to 2000 estimated tax <input type="checkbox"/> 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)?		X
<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>		
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?		X
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"/> _____ <u>Washington</u>		
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 1999 or the taxable year beginning in 1999 (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 a Did anyone request to see either the organization's annual return or its exemption application (or both)?		X
b If 'Yes,' did the organization comply pursuant to the instructions? (See General Instruction Q.)		
12 The books are in care of <input type="checkbox"/> <u>Charles M Gust, Treasurer</u> Telephone no. <input type="checkbox"/> <u>(206) 985-1093</u> Located at <input type="checkbox"/> <u>6206 Woodlawn Avenue North, Seattle, WA</u> ZIP + 4 <input type="checkbox"/> <u>98103-5717</u>		
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"/> <input type="checkbox"/>		
	<input type="checkbox"/>	<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 Self-dealing (section 4941):		
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 checked="" type="checkbox"/> Yes <input 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 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		<input checked="" type="checkbox"/>
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 1999? 1 c		<input checked="" type="checkbox"/>
2 Taxes on failure to distribute income (section 4942) (does not apply for years the organization was a private operating foundation as defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 1999, did the organization have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 1999? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years G 19__ , 19__ , 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. G 19__ , 19__ , 19__ , 19__ .		
3 Taxes on excess business holdings (section 4943):		
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 1999 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? (<i>Use Schedule C, Form 4720, to determine if the organization had excess business holdings in 1999.</i>) 3 b		
4 Taxes on investments that jeopardize charitable purposes (section 4944):		
a Did the organization invest during the year any amount in a manner that would jeopardize its charitable purposes? 4 a		<input checked="" type="checkbox"/>
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 1999? 4 b		<input checked="" type="checkbox"/>
5 Taxes on taxable expenditures (section 4945) and political expenditures (section 4955):		
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).		

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

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

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Charles M Gust 6206 Woodlawn Avenue North, Seattle WA	Pres & Treas 2 hours	0.	0.	0.
Maureen A Thompson 6206 Woodlawn Avenue North, Seattle WA	VP & Sec. 0 hours	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 N/A	N/A N/A	0.	0.	0.

Total number of other employees paid over \$50,000 G **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
NONE NONE	NONE	0.

Total number of others receiving over \$50,000 for professional services G **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 -----	

2 -----	

3 -----	

4 -----	

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

Describe any program-related investments made by the foundation during the tax year.	Amount
1 ----- -----	
2 ----- -----	
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	1 a	1, 239, 213.
b Average of monthly cash balances	1 b	193, 166.
c Fair market value of all other assets (see instructions)	1 c	
d Total (add lines 1a, b and c)	1 d	1, 432, 379.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	
2 Acquisition indebtedness applicable to line 1 assets	2	
3 Subtract line 2 from line 1d	3	1, 432, 379.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	21, 486.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1, 410, 893.
6 Minimum investment return. Enter 5% of line 5	6	70, 545.

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	70, 545.
2 a Tax on investment income for 1999 from Part VI, line 5	2 a	16.
b Income tax for 1999. (This does not include the tax from Part VI.)	2 b	
c Add lines 2a and 2b	2 c	16.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	70, 529.
4 a Recoveries of amounts treated as qualifying distributions	4 a	
b Income distributions from section 4947(a)(2) trusts	4 b	
c Add lines 4a and 4b	4 c	
5 Add lines 3 and 4c	5	70, 529.
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	70, 529.

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	1 a	44, 920.
b Program-related investments total of lines 1 - 3 of Part IX-B	1 b	
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)	3 a	
b Cash distribution test (attach the required schedule)	3 b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	44, 920.
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	16.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	44, 904.

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 1998	(c) 1998	(d) 1999
1 Distributable amount for 1999 from Part XI, line 7				70,529.
2 Undistributed income, if any, as of the end of 1998:				
a Enter amount for 1998 only			40,162.	
b Total for prior years: 19 ____, 19 ____, 19 ____				
3 Excess distributions carryover, if any, to 1999:				
a From 1994	0.			
b From 1995	0.			
c From 1996	0.			
d From 1997	0.			
e From 1998	0.			
f Total of lines 3a through e	0.			
4 Qualifying distributions for 1999 from Part XII, line 4: G \$ 44,920.				
a Applied to 1998, but not more than line 2a			40,162.	
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 1999 distributable amount				
e Remaining amount distributed out of corpus	4,758.			
5 Excess distributions carryover applied to 1999 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	4,758.			
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 1998. Subtract line 4a from line 2a. Taxable amount - see instructions			0.	
f Undistributed income for 1999. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2000				70,529.
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 1994 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2000. Subtract lines 7 and 8 from line 6a	4,758.			
10 Analysis of line 9:				
a Excess from 1995	0.			
b Excess from 1996	0.			
c Excess from 1997	0.			
d Excess from 1998	0.			
e Excess from 1999	4,758.			

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 1999, enter the date of the ruling G

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

	Prior 3 years				(e) Total
	(a) 1999	(b) 1998	(c) 1997	(d) 1996	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a 'Assets' alternative test ' enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test ' Enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test ' enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the 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).)

Charles M Gust (President & Treasurer), Maureen A Thompson (Vice-President & Secretary)

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.

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:

**Charles M Gust, President, Equality Network Foundation
6206 Woodlawn Avenue North
Seattle WA 98103-5717 (206) 985-1093**

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

One page description of grant seeker. We may request IRS Determination letter. Guidelines available at <http://www.equality.net/foundation>

c Any submission deadlines:

None.

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

US only. Must advance charitable mission of Equality Network Foundation.

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>				
RESULTS Educational Fund 440 1st Street NW, Suite 150, Washington DC 20001	N/A	509(a) (1)	General Support	15,000.
Washington Community Alliance for Self Help 410 Boston Street, Seattle, WA 98109	N/A	509(a) (1)	General Support	10,000.
Autumn Tree Productions PO Box 25815, Seattle, WA 98125	N/A	509(a) (1)	General Support	500.
Center for Ethical Leadership 1401 E. Jefferson, Suite 505, Seattle, WA 98122	N/A	509(a) (1)	General Support	5,000.
Earthjustice Legal Defense Fund 203 Hoge Bldg, 705 Second Avenue, Seattle, WA 98104	N/A	509(a) (2)	General Support	2,500.
Northwest Council on Climate Change 4540 2nd Ave NE, Seattle, WA 98105	N/A	509(a) (1)	General Support	1,500.
Fremont Public Association PO Box 31141, Seattle, WA 98103	N/A	509(a) (2)	Washington Welfare Reform Coalition educate public about welfare	3,000.
Economic Opportunity Institute 2400 N 45th Street, Seattle, WA 98103	N/A	509(a) (1)	General Support	3,000.
A Territory Resource 603 Stewart Street, Suite 1007, Seattle, WA 98101	N/A	509(a) (2)	General Support	2,000.
Total				42,500.
<i>b Approved for future payment</i>				
Total				

Capital Gains and Losses for Tax
on Investment Income

1999

Attach to return

Name
Equality Network Foundation

Employer ID No.
91-1941336

Copy Number 1 of 2

(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 ' Purch D ' Donatn	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a 874 shares NORFOLK SOUTHERN	P	02/18/99	10/12/99
b 175 shares ST PAUL COMPANIES	P	02/18/99	10/19/99
c 136 shares ST PAUL COMPANIES	P	02/18/99	10/20/99
d 48 shares ST PAUL COMPANIES	P	02/18/99	10/21/99
e 441 shares ST PAUL COMPANIES	P	02/18/99	10/22/99
f 425 shares DOLLAR GENERAL	P	02/18/99	12/22/99
g 331 shares DOLLAR GENERAL	P	02/18/99	12/23/99
h 310 shares DOLLAR GENERAL	P	02/18/99	12/27/99
i 208 shares EMC CORP	P	02/18/99	01/03/00
j 865 shares AMGEN	P	05/27/99	01/04/00

(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 20,151.	_____	24,496.	- 4,345.
b 4,592.	_____	5,655.	- 1,063.
c 3,537.	_____	4,395.	- 858.
d 1,233.	_____	1,551.	- 318.
e 12,209.	_____	14,250.	- 2,041.
f 9,869.	_____	8,650.	1,219.
g 7,633.	_____	6,737.	896.
h 7,136.	_____	6,309.	827.
i 23,458.	_____	10,296.	13,162.
j 52,661.	_____	24,854.	27,807.

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	(l) Gains (column (h) gain minus column (k), but not less than -0-) or losses (from column (h))
a _____	_____	_____	- 4,345.
b _____	_____	_____	- 1,063.
c _____	_____	_____	- 858.
d _____	_____	_____	- 318.
e _____	_____	_____	- 2,041.
f _____	_____	_____	1,219.
g _____	_____	_____	896.
h _____	_____	_____	827.
i _____	_____	_____	13,162.
j _____	_____	_____	27,807.

Capital Gains and Losses for Tax
on Investment Income

1999

Attach to return

Name Equality Network Foundation	Employer ID No. 91-1941336
--	--------------------------------------

Copy Number 2 of 2

(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 ' Purch D ' Donatn	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a 530 shares LUCENT	P	02/18/99	01/07/00
b 611 shares UNILEVER - NEW	P	02/18/99	02/08/00
c 790 shares BANK OF AMERICA	P	02/18/99	02/15/00
d 335 shares DOLLAR GENERAL	P	02/18/99	02/17/00
e 420 shares DOLLAR GENERAL	P	02/18/99	02/28/00
f 104 shares DOLLAR GENERAL	P	02/18/99	03/01/00
g 581 shares DOLLAR GENERAL	P	02/18/99	03/02/00
h 342 shares NORFOLK SOUTHERN	P	02/18/99	10/08/99
i _____			
j _____			

(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 27,625.	_____	26,384.	1,241.
b 25,510.	_____	51,589.	-26,079.
c 35,957.	_____	51,646.	-15,689.
d 7,037.	_____	6,818.	219.
e 8,825.	_____	8,548.	277.
f 2,148.	_____	2,117.	31.
g 11,856.	_____	11,825.	31.
h 7,753.	_____	9,585.	-1,832.
i _____	_____	_____	_____
j _____	_____	_____	_____

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	(l) Gains (column (h) gain minus column (k), but not less than -0-) or losses (from column (h))
a _____	_____	_____	1,241.
b _____	_____	_____	-26,079.
c _____	_____	_____	-15,689.
d _____	_____	_____	219.
e _____	_____	_____	277.
f _____	_____	_____	31.
g _____	_____	_____	31.
h _____	_____	_____	-1,832.
i _____	_____	_____	_____
j _____	_____	_____	_____

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
1998 Form 990- PF	27, 468.			
Foreign Tax Withheld	1, 330.	1, 330.		
Total	28, 798.	1, 330.		

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
Membership fees	250.			250.
IRS Determination fee	500.			500.
WA State Fees	35.			35.
Postage	69.	10.		59.
Office Supplies	11.	1.		10.
Tax Software	103.	5.		98.
Public Notice Charge	50.			50.
Total	1, 018.	16.		1, 002.

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
Garvey Schubert & Barer	Legal - photocopies for WA State Registration	8.
Garvey Schubert & Barer	Legal	703.
Total		711.

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
Smith Bunday Berman & Britton	Accounting	624.
Total		624.

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
Salomon Smith Barney Soc Mgd	Investment & Advisory	23, 069.
Total		23, 069.

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

L-10b Stmt

Line 10b ' Investments in Corporate Stock:	Beginning Book Value	End of Year	
		Book Value	Fair Market Value
1500 shs AXP	51,406.	51,406.	81,000.
1325 shs AFS	53,083.	53,083.	36,355.
620 shs AUD	24,800.	24,800.	34,100.
790 shs BAC	51,646.	0.	0.
665 shs CMB	51,247.	51,247.	49,668.
2160 shs CSCO	52,009.	52,009.	122,986.
2506 shs DG	51,002.	0.	0.
822 shs EMC	50,985.	40,689.	95,609.
1660 shs ENE	50,682.	50,682.	120,973.
430 shs FRE	26,986.	26,986.	19,135.
410 shs INTC	26,214.	26,214.	51,122.
810 shs KR	51,081.	51,081.	32,198.
955 shs LOW	52,167.	52,167.	44,468.
530 shs LU	26,384.	0.	0.
320 shs WCOM	25,900.	57,709.	45,338.
675 shs MRK	52,608.	52,608.	50,372.
1120 shs NWL	53,060.	53,060.	29,400.
1835 shs NSC	51,430.	0.	0.
1155 shs RAD	51,614.	0.	0.
800 shs SPC	25,850.	0.	0.
1900 shs SPLS	52,456.	52,456.	28,025.
355 shs STT	25,893.	25,893.	39,583.
1145 shs SYK	51,740.	51,740.	86,592.
611 shs UN	51,589.	0.	0.
910 shs XRX	52,012.	52,012.	24,684.
370 shs AES	0.	28,421.	32,283.
530 shs AOL	0.	25,246.	28,223.
1065 shs AMGN	0.	30,600.	67,761.
730 shs BK	0.	27,028.	34,265.
625 shs DE	0.	26,820.	25,977.
450 shs KMB	0.	27,339.	27,225.
800 shs SLR	0.	27,778.	26,494.
1200 shs LUV	0.	21,490.	23,026.
215 shs TWTC	0.	15,866.	12,040.
1125 shs TYC	0.	50,076.	52,946.
Total	<u>1,113,844.</u>	<u>1,106,506.</u>	<u>1,321,848.</u>

Form 990-PF, Page 2, Part II, Line 13

L-13 Stmt

Line 13 ' Investments ' Other:	Beginning Book Value	End of Year	
		Book Value	Fair Market Value
Providian National Bank - NH CD	50,000.	0.	0.
Flagstar Bank - MI CD	50,000.	50,000.	50,000.
Total	<u>100,000.</u>	<u>50,000.</u>	<u>50,000.</u>

Form 990-PF, Page 2, Part II, Line 15

Other Assets Stmt

Line 15 ' Other Assets:	Beginning Book Value	End of Year	
		Book Value	Fair Market Value
<u>accrued interest</u>	<u>0.</u>	<u>726.</u>	<u>726.</u>
<u>accrued dividends</u>	<u>289.</u>	<u>298.</u>	<u>298.</u>
Total	<u><u>289.</u></u>	<u><u>1,024.</u></u>	<u><u>1,024.</u></u>

Supporting Statement of:

Form 990- PF, p1/Line 21(a)

Description	Amount
19990923 Check 1010 PNGF Fall Conference	185.
Total	<u>185.</u>

Supporting Statement of:

Form 990- PF, p1/Line 23(a) - 3

Description	Amount
19991015 Check 1011	10.
19991027 Check 1012	25.
Total	<u>35.</u>

Supporting Statement of:

Form 990- PF, p1/Line 23(a) - 4

Description	Amount
19990723	36.
19991112	33.
Total	<u>69.</u>

Supporting Statement of:

Form 990- PF, p1/Line 23(a) - 5

Description	Amount
20000201 Office Depot	11.
Total	<u>11.</u>

Supporting Statement of:

Form 990- PF, p1/Line 23(a) - 6

Description	Amount
19990806 Intuit PPR	22.
20000128 Intuit	81.

Continued

Supporting Statement of:**Form 990- PF, p1/Line 23(a) - 6**

Description	Amount
Total	<u><u>103.</u></u>

Supporting Statement of:**Fees Stmt/Line 16c Amount- 1**

Description	Amount
20000424 INVESTMENT & ADVISORY SERVICES	6,165.
20000121 INVESTMENT & ADVISORY SERVICES	5,655.
19990716 INVESTMENT & ADVISORY SERVICES	5,701.
19991015 INVESTMENT & ADVISORY SERVICES	5,423.
20000114 FMA Annual Fee	125.
Total	<u><u>23,069.</u></u>

Supporting Statement of:**Invests Stmt/Line 10b Beg- 7**

Description	Amount
19990223 2005 shs DG	51,002.
19990528 501 shs DG (stock split)	0.
Total	<u><u>51,002.</u></u>

Supporting Statement of:**Invests Stmt/Line 10b Beg- 18**

Description	Amount
19990223 1035 shs NSC	28,980.
19990223 800 shs NSC	22,450.
Total	<u><u>51,430.</u></u>

Supporting Statement of:

Invests Stmt/Line 10b Beg- 21

Description	Amount
19990223 1150 shs SPLS	31,769.
19990223 500 shs SPLS	13,781.
19990223 250 shs SPLS	6,906.
Total	<u>52,456.</u>

Supporting Statement of:

Invests Stmt/Line 10b Beg- 24

Description	Amount
19990223 685 shs UN	51,589.
Total	<u>51,589.</u>

Supporting Statement of:

Form 990- PF, p3/Pt IV, Line 3

Description	Amount
20000101->20000531 Short term gains	442.
19990101->19991231 Short term gains	- 33,181.
19990101->19990531 Short term gains reverse	- 14,656.
19990608 cashin lieu	7.
Total	<u>- 47,388.</u>

Supporting Statement of:

Form 990- PF, p7/Pt X, Line 1a

Description	Amount
19990630 Stocks	1,268,882.
19990731 Stocks	1,227,360.
19990831 Stocks	1,211,412.
19990930 Stocks	1,174,231.
19991031 Stocks	1,185,108.
19991130 Stocks	1,185,424.
19991231 Stocks	1,237,991.
20000131 Stocks	1,158,831.
20000229 Stocks	1,191,407.
20000331 Stocks	1,354,068.
20000430 Stocks	1,354,000.

Continued

Supporting Statement of:

Form 990- PF, p7/Pt X, Line 1a

Description	Amount
20000531 Stocks	1,321,843.
less 11/12	-13,631,344.
Total	<u>1,239,213.</u>

Supporting Statement of:

Form 990- PF, p7/Pt X, Line 1b

Description	Amount
19990630 Cash, money funds & CD' s	213,375.
19990731 Cash, money funds & CD' s	192,667.
19990831 Cash, money funds & CD' s	159,480.
19990930 Cash, money funds & CD' s	175,060.
19991031 Cash, money funds & CD' s	185,522.
19991130 Cash, money funds & CD' s	178,712.
19991231 Cash, money funds & CD' s	203,680.
20000131 Cash, money funds & CD' s	275,218.
20000229 Cash, money funds & CD' s	231,604.
20000331 Cash, money funds & CD' s	191,895.
20000430 Cash, money funds & CD' s	158,784.
20000531 Cash, money funds & CD' s	151,997.
less 11/12	-2,124,828.
Total	<u>193,166.</u>

Supporting Statement of:

Form 990- PF p11/Ln 3 Col (d)

Description	Amount
19990611 SB MONEY FUNDS CASH PORT CL A	508.
19990709 SB MONEY FUNDS CASH PORT CL A	399.
19990813 SB MONEY FUNDS CASH PORT CL A	443.
19990910 SB MONEY FUNDS CASH PORT CL A	223.
19991008 SB MONEY FUNDS CASH PORT CL A	245.
19991112 SB MONEY FUNDS CASH PORT CL A	363.
19991210 SB MONEY FUNDS CASH PORT CL A	309.
19991229 SB MONEY FUNDS CASH PORT CL A	189.
20000114 SB MONEY FUNDS CASH PORT CL A	318.
20000211 SB MONEY FUNDS CASH PORT CL A	635.
20000310 SB MONEY FUNDS CASH PORT CL A	731.
20000414 SB MONEY FUNDS CASH PORT CL A	830.
20000512 SB MONEY FUNDS CASH PORT CL A	506.
20000531 accrued dividends	298.
20000531 accrued CD interest	726.

Continued

Supporting Statement of:

Form 990- PF p11/Ln 3 Col (d)

Description	Amount
19990531 reverse accrual when recognized	- 289.
Total	<u>6, 434.</u>

Supporting Statement of:

Form 990- PF p11/Ln 4 Col (d)

Description	Amount
19990630 Di vi dends	6, 650.
19990731 Di vi dends	834.
19990831 Di vi dends	385.
19990930 Di vi dends	1, 394.
19991031 Di vi dends	715.
19991130 Di vi dends	385.
19991231 Di vi dends	1, 332.
20000131 Di vi dends	950.
20000229 Di vi dends	113.
20000331 Di vi dends	639.
20000430 Di vi dends	644.
20000531 Di vi dends	708.
19990816 Interest FLAGSTAR BANK	1, 252.
20000216 Interest FLAGSTAR BANK	1, 273.
20000217 Interest PROVIDIAN	2, 450.
Total	<u>19, 724.</u>

Supporting Statement of:

Form 990- PF p11/Ln 8 Col (d)

Description	Amount
19990608 Cash-in-lieu DG	7.
19990923 1155 shs RITE AID	- 37, 651.
19991012 315 shs NORFOLK SOUTHERN	- 1, 266.
19991013 304 shs NORFOLK SOUTHERN	- 1, 406.
19991014 342 shs NORFOLK SOUTHERN	- 1, 823.
19991015 874 shs NORFOLK SOUTHERN	- 4, 345.
19991022 175 shs ST PAUL COMPANIES	- 1, 063.
19991025 136 shs ST PAUL COMPANIES	- 857.
19991026 48 shs ST PAUL COMPANIES	- 318.
19991027 441 shs ST PAUL COMPANIES	- 2, 041.
19991222 425 shs DOLLAR GENERAL	1, 219.
19991223 331 shs DOLLAR GENERAL	896.
19991227 310 shs DOLLAR GENERAL	827.
20000103 208 shs EMC CORP	13, 162.

Continued

Supporting Statement of:

Form 990- PF p11/Ln 8 Col (d)

Description	Amount
20000104 865 shs AMGEN	27,807.
20000107 530 shs LUCENT	1,241.
20000215 790 shs UNILEVER NV - NEW-	-26,079.
20000215 790 shs BANK OF AMERICA	-15,689.
20000228 335 shs DOLLAR GENERAL	219.
20000229 420 shs DOLLAR GENERAL	278.
20000301 104 shs DOLLAR GENERAL	31.
20000302 581 shs DOLLAR GENERAL	32.
Total	<u>-46,819.</u>

Line 1 Stmt (additional capital gains): Form 990-PF, Pg 3, Part IV, Line 1 Statement

<p>General Information Smart Worksheet</p> <p>Description for this copy of Form 990-PF, Part IV, Line 1 Statement <u>Gadditional capital gains</u></p>

Line 1 Stmt (additional capital gains 2): Form 990-PF, Pg 3, Part IV, Line 1 Statement

<p>General Information Smart Worksheet</p> <p>Description for this copy of Form 990-PF, Part IV, Line 1 Statement <u>Gadditional capital gains 2</u></p>
