

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

2005

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 **2005**, or tax year beginning _____, 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 GLASER PROGRESS FOUNDATION Number and street (or P.O. box number if mail is not delivered to street address) Room/suite P.O. BOX 91123 City or town, state, and ZIP code SEATTLE, WA 98111-9223	A Employer identification number 91-1626010 B Telephone number (206) 728-1050
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		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"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 31,265,068. (Part I, column (d) must be on cash basis.)		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"/>
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		356,967.	356,967.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10					
b Gross sales price for all assets on line 6a					
7 Capital gain net income (from Part IV, line 2)			0.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less: Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		356,967.	356,967.		
13 Compensation of officers, directors, trustees, etc.		171,234.	0.		171,234.
14 Other employee salaries and wages		45,667.	0.		45,667.
15 Pension plans, employee benefits		62,797.	0.		62,798.
16a Legal fees STMT 2		3,463.	0.		3,463.
b Accounting fees STMT 3		450.	70.		380.
c Other professional fees STMT 4		13,167.	0.		13,167.
17 Interest					
18 Taxes STMT 5		28,051.	0.		16,540.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		17,754.	0.		17,754.
22 Printing and publications		1,999.	0.		1,999.
23 Other expenses STMT 6		25,372.	0.		25,372.
24 Total operating and administrative expenses. Add lines 13 through 23		369,954.	70.		358,374.
25 Contributions, gifts, grants paid		1,937,500.			1,937,500.
26 Total expenses and disbursements. Add lines 24 and 25		2,307,454.	70.		2,295,874.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<1,950,487.>			
b Net investment income (if negative, enter -0-)			356,897.		
c Adjusted net income (if negative, enter -0-)				N/A	

Part II Balance Sheets <small>Attached schedules and amounts in the description column should be for end-of-year amounts only.</small>		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	11,195,243.	10,707,303.	10,707,303.
	3 Accounts receivable ▶ Less: allowance for doubtful accounts ▶	99.		
	4 Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶ Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 7	8,643,652.	7,903,074.	20,557,765.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment: basis ▶ Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶ Less: accumulated depreciation ▶			
15 Other assets (describe ▶)	485.	0.	0.	
16 Total assets (to be completed by all filers)	19,839,479.	18,610,377.	31,265,068.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
22 Other liabilities (describe ▶ SUTA PAYABLE)	0.	<166.>		
23 Total liabilities (add lines 17 through 22)	0.	<166.>		
Net Assets or Fund Balances	Organizations 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			
	Organizations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	19,839,479.	18,610,543.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
30 Total net assets or fund balances	19,839,479.	18,610,543.		
31 Total liabilities and net assets/fund balances	19,839,479.	18,610,377.		

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	19,839,479.
2 Enter amount from Part I, line 27a	2	<1,950,487.>
3 Other increases not included in line 2 (itemize) ▶ FMV ADJUSTMENT ON DONATED PROPERTY	3	721,551.
4 Add lines 1, 2, and 3	4	18,610,543.
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	18,610,543.

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	NONE			
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
b				
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		
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3		

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 (col. (b) divided by col. (c))
2004	2,132,526.	29,940,598.	.071225
2003	2,990,974.	31,845,735.	.093921
2002	2,193,282.	32,920,643.	.066623
2001	5,799,466.	43,437,341.	.133513
2000	4,308,999.	123,322,106.	.034941
2 Total of line 1, column (d)			2 .400223
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 .080045
4 Enter the net value of noncharitable-use assets for 2005 from Part X, line 5			4 29,087,576.
5 Multiply line 4 by line 3			5 2,328,315.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 3,569.
7 Add lines 5 and 6			7 2,331,884.
8 Enter qualifying distributions from Part XII, line 4			8 2,295,874.

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)

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 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 type="checkbox"/> and enter 1% of Part I, line 27b		1	7,138.
c All other domestic organizations 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	7,138.
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	7,138.
6 Credits/Payments:			
a 2005 estimated tax payments and 2004 overpayment credited to 2005	6a	7,728.	
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	7,728.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" 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	590.	
11 Enter the amount of line 10 to be: Credited to 2006 estimated tax <input type="checkbox"/> 590. Refunded <input checked="" type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a 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
1b 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
1c 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"/> \$ 0. (2) On organization managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the organization during the year for political expenditure tax imposed on organization managers. <input type="checkbox"/> \$ 0.		
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>	2	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>	3	X
4a Did the organization have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If "Yes," has it filed a tax return on Form 990-T for this year? N/A	4b	
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>	5	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?	6	X
7 Did the organization 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>	7	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> WA		
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>	8b	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 2005 or the taxable year beginning in 2005 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10	X
11 Did the organization comply with the public inspection requirements for its annual returns and exemption application? Web site address <input type="checkbox"/> WWW.GLASERPROGRESS.ORG	11	X
12 The books are in care of <input type="checkbox"/> MELESSA ROGERS Telephone no. <input type="checkbox"/> 206-728-1050 Located at <input type="checkbox"/> P.O. BOX 91123, SEATTLE, WA ZIP+4 <input type="checkbox"/> 98111-9223		
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"/> 13 N/A		

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 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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	X
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 2005?	1c	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 2005, did the organization have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2005? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <input type="checkbox"/> _____, _____, _____.		
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.) N/A	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <input type="checkbox"/> _____, _____, _____.		
3a 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 2005 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 2005.) N/A	3b	
4a Did the organization invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	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 2005?	4b	X
5a 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 checked="" type="checkbox"/> Yes <input 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)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	5b	X
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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No If "Yes," attach the statement required by Regulations section 53.4945-5(d).		
6a 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If you answered "Yes" to 6b, also file Form 8870.	6b	X

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
ROBERT D. GLASER P.O. BOX 91123 SEATTLE, WA 98111-9223	TRUSTEE 2.00	0.	0.	0.
CORI DURRANT GLASER P.O. BOX 91123 SEATTLE, WA 98111-9223	MANAGING BOARD MEMBER 2.00	0.	0.	0.
MARTIN COLLIER P.O. BOX 91123 SEATTLE, WA 98111-9223	EXECUTIVE DIRECTOR 40.00	94,500.	29,281.	1,817.
MITCHELL FOX P.O. BOX 91123 SEATTLE, WA 98111-9223	PROGRAM OFFICER 40.00	76,734.	26,361.	1,744.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000 ▶ 0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE FOR 2005	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.		Amount
1	N/A	
2		
All other program-related investments. See instructions.		
3		
Total. Add lines 1 through 3		0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	18,535,288.
b	Average of monthly cash balances	1b	10,995,246.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	29,530,534.
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	29,530,534.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	442,958.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	29,087,576.
6	Minimum investment return. Enter 5% of line 5	6	1,454,379.

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	1,454,379.
2a	Tax on investment income for 2005 from Part VI, line 5	2a	7,138.
b	Income tax for 2005. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	7,138.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,447,241.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,447,241.
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	1,447,241.

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	2,295,874.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,295,874.
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	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,295,874.

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 2004	(c) 2004	(d) 2005
1 Distributable amount for 2005 from Part XI, line 7				1,447,241.
2 Undistributed income, if any, as of the end of 2004:				
a Enter amount for 2004 only			807,983.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2005:				
a From 2000				
b From 2001				
c From 2002				
d From 2003				
e From 2004				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2005 from Part XII, line 4: ▶ \$ 2,295,874.				
a Applied to 2004, but not more than line 2a ...			807,983.	
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 2005 distributable amount				1,447,241.
e Remaining amount distributed out of corpus	40,650.			
5 Excess distributions carryover applied to 2005 (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	40,650.			
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 2004. Subtract line 4a from line 2a. Taxable amount - see instr. ...			0.	
f Undistributed income for 2005. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2006				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(E) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2000 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2006. Subtract lines 7 and 8 from line 6a	40,650.			
10 Analysis of line 9:				
a Excess from 2001				
b Excess from 2002				
c Excess from 2003				
d Excess from 2004				
e Excess from 2005	40,650.			

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 2005, enter the date of the ruling ▶

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

	Tax year				(e) Total
	(a) 2005	(b) 2004	(c) 2003	(d) 2002	
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-see page 26 of the 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).)

ROBERT D. GLASER

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

NONE

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

Check here if the 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:

**MELESSA ROGERS, OPERATIONS MANAGER, GLASER PROGRESS FOUNDATION
P.O. BOX 91123, SEATTLE, WA 98111-9223**

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

SEE STATEMENT 8

c Any submission deadlines:

NO

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

GRANTMAKING AREAS: MEASURING PROGRESS, ANIMAL ADVOCACY, INDEPENDENT MEDIA, GLOBAL HIV/AIDS.

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>SEE STATEMENT A</p>				<p>1937500.</p>
<p>Total</p>				<p>▶ 3a 1937500.</p>
<p>b Approved for future payment</p> <p>SEE STATEMENT B</p>				<p>100,000.</p>
<p>Total</p>				<p>▶ 3b 100,000.</p>

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
A.G. EDWARDS	356,967.	0.	356,967.
TOTAL TO FM 990-PF, PART I, LN 4	356,967.	0.	356,967.

FORM 990-PF	LEGAL FEES	STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	3,463.	0.		3,463.
TO FM 990-PF, PG 1, LN 16A	3,463.	0.		3,463.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	450.	70.		380.
TO FORM 990-PF, PG 1, LN 16B	450.	70.		380.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
COMPUTER SUPPORT	217.	0.		217.
OTHER	12,200.	0.		12,200.
WEB SITE	750.	0.		750.
TO FORM 990-PF, PG 1, LN 16C	13,167.	0.		13,167.

FORM 990-PF	TAXES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	16,540.	0.		16,540.
OTHER TAXES	509.	0.		0.
FEDERAL TAXES	11,002.	0.		0.
TO FORM 990-PF, PG 1, LN 18	28,051.	0.		16,540.

FORM 990-PF	OTHER EXPENSES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK FEES	39.	0.		39.
BUSINESS INSURANCE	2,284.	0.		2,284.
DUES AND SUBSCRIPTIONS	3,185.	0.		3,185.
ENTERTAINMENT, MEALS & GIFTS	4,289.	0.		4,289.
LICENSES AND PERMITS	25.	0.		25.
OFFICE FURNISHINGS	1,768.	0.		1,768.
POSTAGE AND DELIVERY	1,446.	0.		1,446.
PROGRAM-MISCELLANEOUS	0.	0.		0.
RESOURCE MATERIALS	993.	0.		993.
SUPPLIES	2,506.	0.		2,506.
TELEPHONE AND INTERNET	7,187.	0.		7,187.
WEB SITE HOSTING	1,650.	0.		1,650.
TO FORM 990-PF, PG 1, LN 23	25,372.	0.		25,372.

FORM 990-PF	CORPORATE STOCK		STATEMENT 7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
MICROSOFT CORP. (215,040 SHS)	114,681.	5,623,296.	
REAL NETWORKS (2,107,545 SHS)	7,788,393.	14,934,469.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	7,903,074.	20,557,765.	

FORM 990-PF

PART XV, LINE 2B
APPLICATION REQUIREMENTS

STATEMENT 8

DESCRIPTION

THE FOUNDATION ACCEPTS UNSOLICITED REQUESTS FOR CONTRIBUTIONS IN THE FORM OF A ONE TO TWO PAGE LETTER OF INQUIRY INCLUDING CONTACT INFORMATION, ORGANIZATION INCOME AND EXPENSE FOR CURRENT AND PRIOR YEAR, DESCRIPTION OF PROJECT, BUDGET AND IDENTIFICATION OF OTHER POTENTIAL OR SECURED FUNDING SOURCES FOR THE PROJECT, REQUESTED GRANT AMOUNT, EXPERIENCE AND CAPABILITY OF THE ORGANIZATION TO ADMINISTER THE PROJECT INCLUDING KEY INDIVIDUALS INVOLVED. IF THE FOUNDATION DETERMINES THAT AN APPLICATION LETTER MATCHES ITS PRIORITIES AND INTERESTS, A PROGRAM OFFICER WILL REQUEST ADDITIONAL INFORMATION AND CONDUCT A FULL REVIEW. SEE WWW.GLASERPROGRESS.ORG FOR MORE DETAILS. THIS FOUNDATION HAS AN OPEN SUBMISSION CYCLE AND ACCEPTS REQUESTS FOR CONTRIBUTIONS THROUGHOUT THE YEAR.

Underpayment of Estimated Tax by Corporations

Department of the Treasury
Internal Revenue Service

▶ See separate instructions.
▶ Attach to the corporation's tax return.

FORM **990-PF**

2005

Name GLASER PROGRESS FOUNDATION	Employer identification number 91-1626010
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Note: Generally, the corporation is not required to file Form 2220. (see Part II below for exceptions) because the IRS will figure any penalty owed and bill the corporation. However, the corporation may still use Form 2220 to figure the penalty. If so, enter the amount from page 2, line 34 on the estimated tax penalty line of the corporation's income tax return, but **do not** attach Form 2220.

Part I Required Annual Payment			
1 Total tax (see instructions)		1	7,138.
2a Personal holding company tax (Schedule PH (Form 1120), line 26) included on line 1			
b Look-back interest included on line 1 under section 460(b)(2) for completed long-term contracts or of section 167(g) for depreciation under the income forecast method			
c Credit for Federal tax paid on fuels (see instructions)			
d Total. Add lines 2a through 2c		2d	
3 Subtract line 2d from line 1. If the result is less than \$500, do not complete or file this form. The corporation does not owe the penalty		3	7,138.
4 Enter the tax shown on the corporation's 2004 income tax return (see instructions). Caution: If the tax is zero or the tax year was for less than 12 months, skip this line and enter the amount from line 3 on line 5		4	
5 Required Annual Payment. Enter the smaller of line 3 or line 4. If the corporation is required to skip line 4, enter the amount from line 3		5	7,138.

Part II Reasons for Filing - Check the boxes below that apply. If any boxes are checked, the corporation must file Form 2220 even if it does not owe a penalty (see instructions).	
6	<input type="checkbox"/> The corporation is using the adjusted seasonal installment method.
7	<input type="checkbox"/> The corporation is using the annualized income installment method.
8	<input type="checkbox"/> The corporation is a "large corporation" figuring its first required installment based on the prior year's tax.

Part III Figuring the Underpayment					
		(a)	(b)	(c)	(d)
9 Installment due dates. Enter in columns (a) through (d) the 15th day of the 4th (Form 990-PF filers: Use 5th month), 6th, 9th, and 12th months of the corporation's tax year	9	05/15/05	06/15/05	09/15/05	12/15/05
10 Required installments. If the box on line 6 and/or line 7 above is checked, enter the amounts from Schedule A, line 38. If the box on line 8 (but not 6 or 7) is checked, see instructions for the amounts to enter. If none of these boxes are checked, enter 25% of line 5 above in each column	10	1,785.	1,784.	1,785.	1,784.
11 Estimated tax paid or credited for each period (see instructions). For column (a) only, enter the amount from line 11 on line 15	11	1,932.	1,932.	1,932.	1,932.
Complete lines 12 through 18 of one column before going to the next column.					
12 Enter amount, if any, from line 18 of the preceding column	12		147.	295.	442.
13 Add lines 11 and 12	13		2,079.	2,227.	2,374.
14 Add amounts on lines 16 and 17 of the preceding column	14				
15 Subtract line 14 from line 13. If zero or less, enter -0-	15	1,932.	2,079.	2,227.	2,374.
16 If the amount on line 15 is zero, subtract line 13 from line 14. Otherwise, enter -0-	16		0.	0.	
17 Underpayment. If line 15 is less than or equal to line 10, subtract line 15 from line 10. Then go to line 12 of the next column. Otherwise, go to line 18	17				
18 Overpayment. If line 10 is less than line 15, subtract line 10 from line 15. Then go to line 12 of the next column	18	147.	295.	442.	

Go to Part IV on page 2 to figure the penalty. Do not go to Part IV if there are no entries on line 17 - no penalty is owed.

Part IV Figuring the Penalty

	(a)	(b)	(c)	(d)
19 Enter the date of payment or the 15th day of the 3rd month after the close of the tax year, whichever is earlier (see instructions). (Form 990-PF and Form 990-T filers: Use 5th month instead of 3rd month.)	19			
20 Number of days from due date of installment on line 9 to the date shown on line 19	20			
21 Number of days on line 20 after 4/15/2005 and before 10/1/2005	21			
22 Underpayment on line 17 x $\frac{\text{Number of days on line 21} \times 6\%}{365}$	22	\$	\$	\$
23 Number of days on line 20 after 9/30/2005 and before 4/1/2006	23			
24 Underpayment on line 17 x $\frac{\text{Number of days on line 23} \times 7\%}{365}$	24	\$	\$	\$
25 Number of days on line 20 after 3/31/2006 and before 7/1/2006	25			
26 Underpayment on line 17 x $\frac{\text{Number of days on line 25} \times \%}{365}$	26	\$	\$	\$
27 Number of days on line 20 after 6/30/2006 and before 10/1/2006	27			
28 Underpayment on line 17 x $\frac{\text{Number of days on line 27} \times \%}{365}$	28	\$	\$	\$
29 Number of days on line 20 after 9/30/2006 and before 1/1/2007	29			
30 Underpayment on line 17 x $\frac{\text{Number of days on line 29} \times \%}{365}$	30	\$	\$	\$
31 Number of days on line 20 after 12/31/2006 and before 2/16/2007	31			
32 Underpayment on line 17 x $\frac{\text{Number of days on line 31} \times \%}{365}$	32	\$	\$	\$
33 Add lines 22, 24, 26, 28, 30, and 32	33	\$	\$	\$
34 Penalty. Add columns (a) through (d), of line 33. Enter the total here and on Form 1120; line 33, Form 1120-A, line 29; or the comparable line for other income tax returns	34			\$ 0.

* For underpayments paid after March 31, 2006: For lines 26, 28, 30, and 32, use the penalty interest rate for each calendar quarter, which the IRS will determine during the first month in the preceding quarter. These rates are published quarterly in an IRS News Release and in a revenue ruling in the Internal Revenue Bulletin. To obtain this information on the Internet, access the IRS website at www.irs.gov. You can also call 1-800-829-4933 to get interest rate information.

**Glaser Progress Foundation
2005 Grant Distributions
EIN: 91-1626010**

Recipient's Name and Address	Is the Recipient an Individual?	Status of Recipient	Purpose of Grant	Grant Program Area	Amount
Aidspan 532 West 111th Street, #35 New York, NY 10025	No	Public Charity	General Support	Global HIV/AIDS	\$25,000.00
American Civil Liberties Union Foundation 125 Broad St, 18th Floor New York, NY 10004-2400	No	Public Charity	The Safe & Free Program to curb excesses in The Patriot Act	Independent Media	\$100,000.00
American Constitution Society for Law & Policy 1333 H Street NW, 11th Floor Washington, DC 20005	No	Public Charity	The Constitution in the 21st Century	Specified	\$75,000.00
American Fund For Charities P.O. Box 50 Lingfield RH76FT, UK	No	Public Charity	Support of the Durban Process	Animal Advocacy	\$20,000.00
Animal Assistance Foundation 455 Sherman Street, Suite 462 Denver, CO 80203-4405	No	Expenditure Responsibility	International Symposium & ACC-D Executive Director Salary	Animal Advocacy	\$25,000.00
Animal Place 3448 Laguna Creek Trail Vacaville, CA 95688	No	Public Charity	Support of Farmed Animal Watch & The Emotional Life of Farm Animals	Animal Advocacy	\$45,000.00
Animal Rescue Foundation 2890 Mitchell Drive Walnut Creek, CA 94598	No	Public Charity	General Support	Animal Advocacy	\$1,000.00
ASPCA 424 East 92nd Street New York, NY 10128	No	Public Charity	Shelter Outreach Services Program	Animal Advocacy	\$50,000.00
Center for Digital Democracy 1718 Connecticut Ave. NW, Suite 200 Washington, DC 20009	No	Public Charity	Seattle Media Caucus	Independent Media	\$1,500.00
Center for Strategic & International Studies 1800 K Street NW Washington, DC 20006	No	Public Charity	Human Rights Monitoring in the North Caucasus	Independent Media	\$50,000.00
Columbia University P.O. Box 29789 New York, NY 10013	No	Public Charity	Global Fund Access Project	Global HIV/AIDS	\$500,000.00
Conservation International 1919 M Street NW, Suite 600 Washington, DC 20036	No	Public Charity	Event Support	Specified	\$25,000.00
Crohn's and Colitis Foundation of America 1640 S. Sepulveda Blvd, Suite 214 Los Angeles, CA 90025	No	Public Charity	General Support	Specified	\$3,000.00
Democracy Now Productions 87 Lafayette St. New York, NY 10013	No	Public Charity	General Support	Independent Media	\$150,000.00
DreamCatchers 23852 Pacific Coast Hwy #766 Malibu, CA 90265	No	Public Charity	Brave New Foundation - General Support	Independent Media	\$25,000.00

Glaser Progress Foundation
2005 Grant Distributions
EIN: 91-1626010

Recipient's Name and Address	Is the Recipient an Individual?	Status of Recipient	Purpose of Grant	Grant Program Area	Amount
East Bay SPCA 8323 Baldwin St. Oakland, CA 94621	No	Public Charity	General Support	Animal Advocacy	\$1,000.00
Foolproof Performing Arts 513 20 th Ave. E. Seattle, WA 98112	No	Public Charity	General Support	Independent Media	\$2,500.00
Foundation for National Progress 222 Sutter Street, 6th floor San Francisco CA 94108	No	Public Charity	Independent Media & The Future of Democracy Conference	Independent Media	\$2,500.00
Free Press P. O. Box 28 Northampton, MA 01061	No	Public Charity	National Conference on Media Reform	Independent Media	\$50,000.00
Habitat for Humanity International 121 Habitat Street Americus, GA 31709	No	Public Charity	Victims of Hurricane Katrina and the Jimmy Carter Work Project	Specified	\$100,000.00
Humane Society of the United States 2100 L Street NW Washington, DC 20037	No	Public Charity	Campaign to Combat Intensive Confinement of Farm Animals	Animal Advocacy	\$75,000.00
Independent Media Institute 77 Federal St. San Francisco, CA 94107	No	Public Charity	General Support	Independent Media	\$25,000.00
Institute for the Development of Earth Awareness P. O. Box 124, Prince Street Station New York, NY 10012	No	Public Charity	Event Support	Animal Advocacy	\$16,000.00
Jane Goodall Institute 4245 North Fairfax Drive, Suite 600 Arlington, VA 22203	No	Public Charity	General Support	Animal Advocacy	\$50,000.00
Marin Humane Society 171 Bel Marin Keys Blvd Novato, CA 94949	No	Public Charity	General Support	Animal Advocacy	\$1,000.00
Media Matters For America 1625 Massachusetts Ave NW, Suite 300 Washington, DC 20036	No	Public Charity	General Support	Independent Media	\$100,000.00
Moyer Foundation 2426 32 nd Ave. W, Suite 200 Seattle, WA 98199	No	Public Charity	Event Support	Specified	\$15,000.00
Moyer Foundation 2426 32 nd Ave. W, Suite 200 Seattle, WA 98199	No	Public Charity	Event Support	Specified	\$25,000.00
National Video Resources 73 Sprint Street, Suite 403 New York, NY 10012	No	Expenditure Responsibility	Grantmakers in Film and Electronic Media	Independent Media	\$1,500.00
Northwest Environment Watch 1402 3 rd Ave., Suite 500 Seattle, WA 98101	No	Public Charity	General Support	Independent Media	\$50,000.00

Glaser Progress Foundation
2005 Grant Distributions
EIN: 91-1626010

Recipient's Name and Address	Is the Recipient an Individual?	Status of Recipient	Purpose of Grant	Grant Program Area	Amount
Pasado's Safe Haven P. O. Box 171 Sultan, WA 98204	No	Public Charity	Rescue Animal Victims of Hurricane Katrina	Animal Advocacy	\$25,000.00
People for The American Way Foundation 2000 M Street NW, Suite 400 Washington, DC 20036	No	Public Charity	General Support	Independent Media	\$50,000.00
Petfinder.com Foundation P. O. Box 16385 Tucson, AZ 85732-6385	No	Public Charity	Rescue Animal Victims of Hurricane Katrina	Animal Advocacy	\$25,000.00
Population Services Inc. 1120 19th St. NW, Suite 600 Washington, DC 20036	No	Public Charity	Event Support	Global HIV/AIDS	\$25,000.00
Rock and Roll Hall of Fame Foundation 1290 Avenue of the Americas New York, NY 10104	No	Public Charity	Event Support	Specified	\$25,000.00
San Francisco Animal Care and Control 1200 15th Street San Francisco, CA 94103	No	Public Charity	General Support	Animal Advocacy	\$1,000.00
Seattle Animal Shelter 2061 15th Avenue West Seattle, WA 98119-2798	No	Expenditure Responsibility	Event Support	Animal Advocacy	\$15,000.00
Washington Education Foundation 1605 NW Sammamish Rd, Suite 100 Issaquah, WA 98027	No	Public Charity	Youth Scholarships	Specified	\$7,500.00
Witness 80 Hanson Place, 5th Floor Brooklyn, NY 11217	No	Public Charity	General Support	Independent Media	\$50,000.00
Yale University P. O. Box 208337 New Haven, CT 06520	No	Public Charity	Environmental Accounting for Air Pollution	Measuring Progress	\$104,000.00
TOTAL					\$1,937,500.00

Glaser Progress Foundation
Grants Approved in 2005 for Payment in 2006
EIN: 91-1626010

Recipient's Name and Address	Is the Recipient an Individual?	Status of Recipient	Purpose of Grant	Grant Program Area	Amount
Media Matters For America 1625 Massachusetts Ave NW, Suite 300 Washington, DC 20036	No	Public Charity	General Support – second installment on two year grant of \$200,000	Independent Media	\$100,000.00
TOTAL					\$100,000.00

Glaser Progress Foundation
EIN: 91-1626010

Expenditure Responsibility Report – 2005

Grantee: Animal Assistance Foundation

Address: 455 Sherman Street, Suite 462, Denver, CO 80203-4405

Grant date: December 21, 2005

Amount: \$25,000

Period: Through December 31, 2006

Purpose: International Symposium and ACC-D Executive Director Salary

Status: In progress. No reports were made by grantee in year 2005.

Grantee: National Video Resource

Address: 73 Spring St, Suite 403, New York, NY 10012

Grant date: September 20, 2005

Amount: \$1,500

Period: Through October 15, 2006

Purpose: Funders Dinner at NAMAC Conference

Status: The dinner was held September 30, 2005 in Philadelphia, PA.

Grantee: Seattle Animal Shelter

Address: 2061 15th Avenue West, Seattle, WA 98119-2798

Grant date: December 14, 2005

Amount: \$15,000

Period: Through December 31, 2006


Purpose: Sponsorship of 2006 Furry 5K Fundraising Fun Run

Status: In progress. No reports were made by grantee in year 2005.

REMOVAL AND APPOINTMENT OF BOARD MEMBERS OF
THE GLASER PROGRESS FOUNDATION

Pursuant to Paragraph 4.1 of Article 4 of the Glaser Progress Foundation (formerly The Glaser Family Foundation, referred to herein as "the Foundation"), dated December 29, 1993, Robert D. Glaser hereby removes Barbara C. Glaser from her position as a member of the Board of Managers of the Foundation. Pursuant to Paragraph 4.1 of Article 4 of the Foundation, Robert D. Glaser hereby appoints Cori Durrant as a member of the Board of Managers of the Foundation. Cori Durrant shall occupy the position on the Board of Managers vacated by Barbara C. Glaser and shall complete the three (3) year term that Barbara C. Glaser was serving unless Cori Durrant fails or ceases to serve or is removed prior to the expiration of such term. Such removal of Barbara C. Glaser and appointment of Cori Durrant shall be effective upon the date of execution of this document.

Dated: 2-20-05

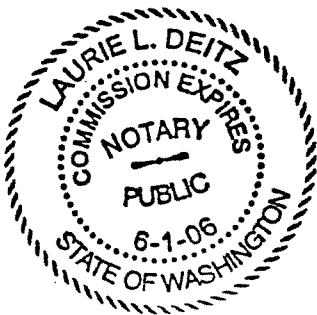


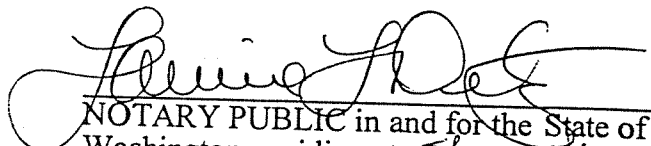
Robert D. Glaser

STATE OF WASHINGTON)
) ss.
COUNTY OF KING

On this 20th day of February, 2005, before me, a Notary Public in and for the State of Washington, personally appeared Robert D. Glaser, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person who executed this instrument and acknowledged it to be his free and voluntary act and deed for the uses and purposes mentioned in the instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal the day and year first above written.





NOTARY PUBLIC in and for the State of
Washington, residing at Shoreline
My appointment expires 6-1-06
Print Name Laurie L. Deitz