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Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

2010

Department of the Treasury
Internal Revenue Service

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

For calendar year 2010, or tax year beginning

, and ending

6 Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☒ Amended return☐ Address change☐ Name change

Name of foundation UELAND FOUNDATION		A Employer identification number 20-3834658
Number and street (or P.O. box number if mail is not delivered to street address) C/O WELLSRING GROUP, 10885 NE 4TH STREET		B Telephone number 425-462-8220
City or town, state, and ZIP code BELLEVUE, WA 98004		C If exemption application is pending, check here ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 9,958,411.		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		62,452.	61,979.		STATEMENT 1
4 Dividends and interest from securities		283,217.	283,217.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		80,452.			
b Gross sales price for all assets on line 6a 2,898,394.					
7 Capital gain net income (from Part IV, line 2)			80,452.		
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		<14,257.>	0.		STATEMENT 3
12 Total. Add lines 1 through 11		411,864.	425,648.		
13 Compensation of officers, directors, trustees, etc.		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 4		1,507.	0.		1,507.
b Accounting fees STMT 5		5,948.	2,974.		2,974.
c Other professional fees					
17 Interest					
18 Taxes STMT 6		2,627.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 7		14,716.	13,656.		909.
24 Total operating and administrative expenses. Add lines 13 through 23		24,798.	16,630.		5,390.
25 Contributions, gifts, grants paid		639,256.			639,256.
26 Total expenses and disbursements. Add lines 24 and 25		664,054.	16,630.		644,646.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<252,190.>			
b Net investment income (if negative, enter -0-)			409,018.		
c Adjusted net income (if negative, enter -0-)				N/A	

12-07-10

LHA For Paperwork Reduction Act Notice, see the Instructions.

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value	
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	1,398,462.	1,104,864.	1,104,864.
	3 Accounts receivable			
	Less: allowance for doubtful accounts	2,178,571.		
	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 8	3,206,878.	4,215,624.	4,448,440.
	c Investments - corporate bonds STMT 9	1,519,618.	1,552,896.	1,867,030.
11 Investments - land, buildings, and equipment basis				
Less: accumulated depreciation				
12 Investments - mortgage loans				
13 Investments - other STMT 10	1,179,165.	2,355,369.	2,529,202.	
14 Land, buildings, and equipment basis				
Less: accumulated depreciation				
15 Other assets (describe STATEMENT 11)	7,124.	8,875.	8,875.	
16 Total assets (to be completed by all filers)	9,489,818.	9,237,628.	9,958,411.	
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)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☐			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ☒			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	9,489,818.	9,237,628.		
30 Total net assets or fund balances	9,489,818.	9,237,628.		
31 Total liabilities and net assets/fund balances	9,489,818.	9,237,628.		

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	9,489,818.
2 Enter amount from Part I, line 27a	2	<252,190.>
3 Other increases not included in line 2 (itemize)	3	0.
4 Add lines 1, 2, and 3	4	9,237,628.
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	9,237,628.

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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 SEE ATTACHED STATEMENT			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 2,898,394.		2,817,942.	80,452.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			80,452.

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	80,452.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

☐ Yes ☒ No

If "Yes," the foundation 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))
2009	337,024.	9,257,919.	.036404
2008	234,175.	8,327,455.	.028121
2007	49,511.	2,546,839.	.019440
2006	5,264.	1,280,869.	.004110
2005	0.	2,960.	.000000

2 Total of line 1, column (d)	2	.088075
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	.017615
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	9,530,074.
5 Multiply line 4 by line 3	5	167,872.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,090.
7 Add lines 5 and 6	7	171,962.
8 Enter qualifying distributions from Part XII, line 4	8	644,646.

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 ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	4,090.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	4,090.
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	4,090.
6 Credits/Payments:			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	2,627.	
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	3,973.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached		8	28.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	145.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax ☐ Refunded ☒		11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ 0. (2) On foundation managers. ► \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► WA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ▶ N/A				
14	The books are in care of ▶ WELLSRING GROUP Telephone no. ▶ 425-462-8220			
Located at ▶ 10885 NE 4TH STREET, SUITE 320, BELLEVUE, WA ZIP+4 ▶ 98004				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶				X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? ☐ Yes ☒ No	1b	
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010? ☐ Yes ☒ No	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ Yes ☒ No		
If "Yes," list the years ▶		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) ☐ Yes ☒ No	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. ▶		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.) ☐ Yes ☒ No	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? ☐ Yes ☒ No	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010? ☐ Yes ☒ No	4b	X

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

5a During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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
CRAIG UELAND 10885 NE 4TH STREET, SUITE 320 BELLEVUE, WA 98004	PRESIDENT 1.00	0.	0.	0.
NICOLE UELAND 10885 NE 4TH STREET, SUITE 320 BELLEVUE, WA 98004	VICE-PRESIDENT 1.00	0.	0.	0.

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

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

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

▶ 0

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
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.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	6,166,946.
b	Average of monthly cash balances	1b	935,072.
c	Fair market value of all other assets	1c	2,573,184.
d	Total (add lines 1a, b, and c)	1d	9,675,202.
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	9,675,202.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	145,128.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,530,074.
6	Minimum investment return. Enter 5% of line 5	6	476,504.

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	476,504.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	4,090.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	4,090.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	472,414.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	472,414.
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	472,414.

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	644,646.
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	644,646.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	4,090.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	640,556.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				472,414.
2 Undistributed income, if any, as of the end of 2010.				
a Enter amount for 2009 only			280,463.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ \$ 644,646.				
a Applied to 2009, but not more than line 2a			280,463.	
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 2010 distributable amount				364,183.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (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	0.			
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 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				108,231.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

N/A

- Part XV** **Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see the instructions.)

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).)

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 foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

- a The name, address, and telephone number of the person to whom applications should be addressed:**

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

- c Any submission deadlines:**

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

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of:			
(1) Cash	1a(1)		X
(2) Other assets	1a(2)		X
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
(3) Rental of facilities, equipment, or other assets	1b(3)		X
(4) Reimbursement arrangements	1b(4)		X
(5) Loans or loan guarantees	1b(5)		X
(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.						
	 Signature of officer or trustee		Date		 PRESIDENT Title		
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature		Date	Check ☐ if self-employed	PTIN
	MILDRED M. BROWN		MILDRED M. BROWN		11/12/13		
	Firm's name ► MOWAT MACKIE & ANDERSON LLP					Firm's EIN ►	
	Firm's address ► 1999 HARRISON STREET, SUITE 1500 OAKLAND, CA 94612-3577					Phone no. 510-893-1120	

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	123545 SHS VANGUARD ST INVEST-GR ADM	P	01/01/10	12/31/10
b	45011 SHS VANGUARD ST INVEST-GR ADM	P	12/30/09	12/31/10
c	45539 SHS VANGUARD INTER-TERM INVEST-GR ADM	P	01/01/10	12/31/10
d	31305 SHS VANGUARD INTER-TERM INVEST-GR ADM	P	12/30/09	12/31/10
e	102 SHS INFLATION-PROTECT SEC ADM	P	01/01/10	12/31/10
f	4367 SHS VANGUARD INFLATION-PROTECT SEC ADM	P	12/30/09	12/31/10
g	12000 SHS BANK OF AMERICA CORP	P	03/05/10	05/10/10
h	CAPITAL GAINS DIVIDENDS			
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 1,326,382.		1,304,253.	22,129.
b 482,111.		475,124.	6,987.
c 450,832.		437,353.	13,479.
d 309,920.		300,655.	9,265.
e 2,551.		2,341.	210.
f 109,217.		100,216.	9,001.
g 207,236.		198,000.	9,236.
h 10,145.			10,145.
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			22,129.
b			6,987.
c			13,479.
d			9,265.
e			210.
f			9,001.
g			9,236.
h			10,145.
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) ... { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	80,452.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
COLUMBIA STATE BANK	2,974.
CPDFCI, L.P.	1,098.
INTERNATIONAL COLUMBIA US LLC	51.
RUSSELL INVESTMENTS	11,127.
RUSSELL INVESTMENTS	46,729.
VANGUARD	473.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	62,452.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
VANGUARD	221,863.	10,145.	211,718.
VANGUARD BROKERAGE	71,499.	0.	71,499.
TOTAL TO FM 990-PF, PART I, LN 4	293,362.	10,145.	283,217.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ORDINARY BUSINESS LOSS - CPDFCI, L.P.	<14,257.>	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	<14,257.>	0.	

FORM 990-PF	LEGAL FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
LEGAL FEES	1,507.	0.		1,507.	
TO FM 990-PF, PG 1, LN 16A	1,507.	0.		1,507.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING FEES	5,948.	2,974.		2,974.	
TO FORM 990-PF, PG 1, LN 16B	5,948.	2,974.		2,974.	

FORM 990-PF	TAXES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FEDERAL EXCISE TAX	2,627.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	2,627.	0.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
OFFICE SUPPLIES	864.	0.		864.	
PORTFOLIO DEDUCTIONS - INTERNATIONAL COLUMBIA US LLC	8,725.	8,725.		0.	
PORTFOLIO DEDUCTIONS - CPDFCI, L.P.	4,931.	4,931.		0.	
LICENSES AND FEES	45.	0.		45.	

NON-DEDUCTIBLE EXPENSES -
CPDFCI, L.P.

	151.	0.	0.
TO FORM 990-PF, PG 1, LN 23	14,716.	13,656.	909.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
VANGUARD INTERMEDIATE TERM FUND	0.	0.
VANGUARD SHORT-TERM INVEST ADM	607,041.	604,224.
HELIOS STRATEGIC MTG INCOME FUND	357,266.	284,740.
PCM FUND	253,927.	270,000.
DIGITAL RIV INC	104,800.	137,680.
500 INDEX FUND	1,518,024.	1,587,087.
VANGUARD ENERGY FUND ADMIRAL	368,161.	445,944.
BOEING COMPANY	365,325.	391,560.
COSTCO WHOLESALE CORP	266,940.	324,945.
EXXON MOBILE CORP	186,240.	219,360.
GENERAL ELECTRIC COMPANY	187,900.	182,900.
TOTAL TO FORM 990-PF, PART II, LINE 10B	4,215,624.	4,448,440.

FORM 990-PF CORPORATE BONDS STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
VANGUARD HIGH-YIELD CORP BOND FUND	1,552,896.	1,867,030.
VANGUARD INFLATION PROTECTED SEC FUND	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,552,896.	1,867,030.

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INTERNATIONAL COLUMBIA LLC	COST	794,467.	794,467.
SPDR GOLD TRUST GOLD SHRS	COST	579,149.	693,600.
CPDFCI LP	COST	981,753.	1,041,135.
TOTAL TO FORM 990-PF, PART II, LINE 13		2,355,369.	2,529,202.

FORM 990-PF	OTHER ASSETS		STATEMENT 11
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
FEDERAL EXCISE TAX DEPOSIT	2,374.	0.	0.
INCOME TAXED, NOT YET RECEIVED	4,750.	8,875.	8,875.
TO FORM 990-PF, PART II, LINE 15	7,124.	8,875.	8,875.

FORM 990-PF	PART XV - LINE 1A LIST OF FOUNDATION MANAGERS	STATEMENT 12
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NAME OF MANAGER

CRAIG UELAND
NICOLE UELAND

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 13

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
BOYS & GIRLS CLUB OF KING COUNTY 603 STEWART STREET #300 SEATTLE, WA 98101	NONE GENERAL FUND	PUBLIC 503(C) CHARITY	10,000.
CASCADE LAND CONSERVANCY 615 2ND AVENUE SUITE 625 SEATTLE, WA 98104	NONE GENERAL FUND	PUBLIC 503(C) CHARITY	10,000.
CATHOLIC COMMUNITY SERVICES 100 23RD AVENUE SEATTLE, WA 98144	NONE GENERAL FUND	PUBLIC 503(C) CHARITY	10,000.
CLIMATE SOLUTIONS 1402 THIRD AVENUE, SUITE 1305 SEATTLE, WA 98101	NONE GENERAL FUND	PUBLIC 503(C) CHARITY	1,000.
EMERGENCY FOOD NETWORK 3318 92ND ST S LAKEWOOD, WA 98499	NONE GENERAL FUND	PUBLIC 503(C) CHARITY	10,000.
FOUNDATION FOR EARLY LEARNING 615 SECOND AVENUE SUITE 525 SEATTLE, WA 98104	NONE GENERAL FUND	PUBLIC 503(C) CHARITY	5,000.
GREAT PENINSULA CONSERVANCY 3721 KITSAP WAY, SUITE 5 BREMERTON, WA 98312	NONE GENERAL FUND	PUBLIC 503(C) CHARITY	2,000.
GREATER METROPARKS FOUNDATION 4702 S. 19TH STREET TACOMA, WA 98405	NONE GENERAL FUND	PUBLIC 503(C) CHARITY	25,000.

UELAND FOUNDATION

20-3834658

INTERVARSITY CHRISTIAN FELLOWSHIP 6400 SCHROEDER ROAD MADISON, WI 53707	NONE GENERAL FUND	PUBLIC 503(C) CHARITY	10,000.
NATIVITY HOUSE 2304 SOUTH JEFFERSON AVENUE TACOMA, WA 98402	NONE GENERAL FUND	PUBLIC 503(C) CHARITY	10,000.
NORTHWEST HARVEST PO BOX 12272 SEATTLE, WA 98102	NONE GENERAL FUND	PUBLIC 503(C) CHARITY	10,000.
ST. FRANCIS OF ASSISI 15236 21ST AVENUE SW SEATTLE, WA 98166	NONE GENERAL FUND	PUBLIC 503(C) CHARITY	27,500.
STANFORD UNIVERSITY 326 GALVEZ STREET STANFORD, CA 94305	NONE THE CAGAN STADIUM RENOVATION FUND	PUBLIC 503(C) CHARITY	400,000.
SUSAN G. KOMEN FOR THE CURE 5005 LBJ FREEWAY, SUITE 250 DALLAS, TX 75244	NONE GENERAL FUND	PUBLIC 503(C) CHARITY	10,000.
THE MOUNTAINEERS FOUNDATION PO BOX 25590 SEATTLE, WA 98165	NONE GENERAL FUND	PUBLIC 503(C) CHARITY	2,500.
THE SALVATION ARMY 111 QUEEN ANNE AVE N, SUITE 300 SEATTLE, WA 98109	NONE GENERAL FUND	PUBLIC 503(C) CHARITY	10,000.
THE TACOMA RESCUE MISSION PO BOX 1912 TACOMA, WA 98401	NONE GENERAL FUND	PUBLIC 503(C) CHARITY	32,000.
UNITED WAY OF PIERCE COUNTY PO BOX 2215 TACOMA, WA 98401	NONE GENERAL FUND	PUBLIC 503(C) CHARITY	25,000.

UELAND FOUNDATION

20-3834658

UNIVERSITY OF WASHINGTON FOUNDATION 1200 FIFTH AVENUE, SUITE 500 SEATTLE, WA 98101	NONE GENERAL FUND	PUBLIC 503(C) CHARITY	2,000.
RWANDA GIRLS INITIATIVE PO BOX 272 MEDINA, WA 98039	NONE GENERAL FUND	PUBLIC 503(C) CHARITY	1,000.
WITHIN REACH 155 NE 100TH ST SEATTLE, WA 98125	NONE GENERAL FUND	PUBLIC 503(C) CHARITY	1,000.
HIGHLINE PREMIER FOOTBALL CLUB 4644 S 188TH ST SEATAC, WA 98188	NONE GENERAL FUND	PUBLIC 503(C) CHARITY	250.
FROM K-1 - CPDFCI, L.P. 1910 FAIRVIEW AVENUE E, SUITE 500 SEATTLE, WA 98102	NONE GENERAL FUND	PUBLIC 503(C) CHARITY	6.
UNITED WAY OF KING COUNTY 720 SECOND AVE SEATTLE, WA 98104	NONE GENERAL FUND	PUBLIC 503(C) CHARITY	15,000.
UNITED WAY OF KING COUNTY 720 SECOND AVE SEATTLE, WA 98104	NONE RESPONSE FOR BASIC NEEDS	PUBLIC 503(C) CHARITY	10,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			639,256.