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Form **990-PF**

Department of the Treasury Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2011

| For | calenc | dar year 2011 or tax year beginning | , 2011, | , and e | ending | | , 20 |
|------------------------------|------------|---|--|-------------|--------------|---|----------------------------------|
| Nam | ne of four | ndation | | | A Employer | identification number | |
| WEI | SH FA | MILY FOUNDATION | | | | 26-3836748 | |
| Nun | nber and | street (or P O box number if mail is not delivered to street address) | Room/s | suite | B Telephone | number (see instruction | s) |
| 542 | s ou | AIL RIDGE CIR | | | • | 509-535-4688 | • |
| | | , state, and ZIP code | | | 0 16 augusta | | |
| • | | , WA 99223 | | | C if exempti | on application is pendii | ng, cneck nere ► |
| | | · | of a former public of | haribe | 5 4 5 | | |
| u (| Dileck | Final return Amended r | | Jilai Ky | 1. Foreign | organizations, check h | ere . ▶ ∐ |
| | | Address change Name char | | | | organizations meeting | _ |
| H | hack | type of organization: Section 501(c)(3) exempt po | · * | | cneck | nere and attach comput | ation · ► ∐ |
| | | n 4947(a)(1) nonexempt charitable trust | | ation | - • | foundation status was t | |
| | | arket value of all assets at J Accounting method | | | | 07(b)(1)(A), check here | ▶□ |
| | | year (from Part II, col. (c), Other (specify) | . L Cash L AC | Cruai | | ndation is in a 60-month stion 507(b)(1)(B), check | |
| | ine 16) | | on each basis \ | | under sec | .tion 507 (b)(1)(b), check | here ► _ |
| | | | Uli Casil Dasis.) | <u></u> | - T | | (d) Dishimpenson |
| ī. | | Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal | (a) Revenue and expenses per | | investment | (c) Adjusted net | (d) Disbursements for charitable |
| A S | | the amounts in column (a) (see instructions)) | books | ın | come | income | purposes (cash basis only) |
| ∍⊤ | | Contributions, gifts, grants, etc., received (attach schedule) | 0 | | | | |
| 20 | 2 | Check ► ☐ If the foundation is not required to attach Sch. B | - | | | | |
| 9 | 3 | Interest on savings and temporary cash investments | 32 | | 32 | N/A | |
| Aua | 4 | Dividends and interest from securities | 40587 | | 40587 | N/A | |
| - | - | Gross rents | 0 | | 40387 | N/A | |
| | b | Net rental income or (loss) | | | · | IVA | |
| Z , | 6a | Net gain or (loss) from sale of assets not on line 10 | 0 | | | | |
| ≶ ≱ | | Gross sales price for all assets on line 6a | - 4 | | | | |
| \$, ē | _ | Capital gain net income (from Part IV, line 2) | | | 116251 | | |
| Revenue Revenue | 7 | · · · · · · · · · · · · · · · · · · · | | | 110231 | 81/0 | · |
| _ | 8 9 | Net short-term capital gain | | | | N/A N/A | |
| | 10a | Gross sales less returns and allowances | | | | IVA | |
| | b | Less: Cost of goods sold | | | · | | |
| | C | Gross profit or (loss) (attach schedule) | 0 | | | N/A | |
| | 11 | Other income (attach schedule) | 0 | | 0 | N/A | |
| | 12 | Total. Add lines 1 through 11 | 40619 | | 156870 | N/A | |
| | 13 | Compensation of officers, directors, trustees, etc. | 0 | | 0 | N/A | 0 |
| Expenses | 14 | Other employee salaries and wages | 0 | | | N/A | 0 |
| Sus | 15 | Pension plans, employee-benefits | 0 | | 0 | N/A | 0 |
| ğ | 16a | Legal fees (attach schedule)—L | 95 | | 95 | N/A | 0 |
| | ь | Accounting-fees-(attach schedule) | 0 | | 0 | N/A | 0 |
| ĕ. | c | Other professional fees (attach schedule) | 0 | | 0 | N/A | 0 |
| Operating and Administrative | 17 | Other professional fees (attach schedule) | 0 | | 0 | N/A | 0 |
| str | 18 | Taxes (attach_schedule)-(see-instructions) | 2951 | | | N/A | 0 |
| Ξ. | 19 | Depreciation (attach schedule) and depletion | 0 | | 0 | N/A | |
| ᆵ | 20 | Occupancy | 0 | | 0 | N/A | 0 |
| Ă | 21 | Travel, conferences, and meetings | 0 | ~ | 0 | N/A | 0 |
| μ | 22 | Printing and publications | o | | 0 | N/A | 0 |
| <u>а</u> | 23 | Other expenses (attach schedule) | 9233 | | 9233 | N/A | 0 |
| Ē | 24 | Total operating and administrative expenses. | | | | <u> </u> | |
| ā | } | Add lines 13 through 23 | 12279 | | 9328 | N/A | o |
| þe | 25 | Contributions, gifts, grants paid | 84000 | | | | 84000 |
| 0 | 26 | Total expenses and disbursements. Add lines 24 and 25 | 96279 | | 9328 | N/A | 84000 |
| | 27 | Subtract line 26 from line 12: | | ., | 4 | <u> </u> | 5.0 |
| | a | Excess of revenue over expenses and disbursements | -55660 | | " . , | • | , , |
| | b | Net investment income (if negative, enter -0-) . | | | 147542 | <u> </u> | |
| | ا ا | Adjusted net income (if negative enter -0-) | | | | N/A | - |

| Pa | rt II | Ralance Sheets Attached schedules and amounts in the description column | Beginning of year | End of | <u> </u> |
|--------------------|-------|--|------------------------|----------------|-----------------------|
| | | Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions) | (a) Book Value | (b) Book Value | (c) Fair Market Value |
| | 1 | Cash—non-interest-bearing | 211522 | 97465 | 97465 |
| į | 2 | Savings and temporary cash investments | 0 | 0 | 0 |
| | 3 | Accounts receivable ► | | | |
| İ | | Less: allowance for doubtful accounts ▶ | 0 | 0 | 0 |
| - 1 | 4 | Pledges receivable ► | | | |
| - } | | Less: allowance for doubtful accounts ▶ | 0 | 0 | 0 |
| l | 5 | Grants receivable | 0 | 0 | 0 |
| i | 6 | Receivables due from officers, directors, trustees, and other | | | |
| - 1 | | disqualified persons (attach schedule) (see instructions) | o | o | 0 |
| | 7 | Other notes and loans receivable (attach schedule) | | | |
| | | Less: allowance for doubtful accounts ▶ | | 0 | 0 |
| ম | 8 | Inventories for sale or use | 0 | 0 | 0 |
| Assets | 9 | Prepaid expenses and deferred charges | 0 | 0 | 0 |
| As | 10a | Investments – U.S. and state government obligations (attach schedule) | 0 | 0 | 0 |
| - | b | Investments—corporate stock (attach schedule) | 1196918 | 1374517 | 1330512 |
| | C | Investments—corporate bonds (attach schedule) | 0 | 0 | 0 |
| | 11 | Investments – land, buildings, and equipment: basis ▶ | <u> </u> | | |
| | •• | Less: accumulated depreciation (attach schedule) ► | o | 0 | 0 |
| | 12 | Investments—mortgage loans | 0 | | |
| | 13 | Investments—other (attach schedule) | 0 | | |
| | 14 | Land, buildings, and equipment: basis | | <u>_</u> | |
| | 17 | Less: accumulated depreciation (attach schedule) ▶ | 0 | 0 | 0 |
| | 15 | Other assets (describe >) | 0 | 0 | 0 |
| | 16 | Total assets (to be completed by all filers—see the | - | | <u>_</u> |
| | .0 | instructions. Also, see page 1, item I) | 1408440 | 1471982 | 1427977 |
| | 17 | Accounts payable and accrued expenses | 0 | 2951 | 142/3// |
| | 18 | Grants payable | - o | 2331 | - |
| es | 19 | Deferred revenue | - | 0 | |
| Liabilities | 20 | Loans from officers, directors, trustees, and other disqualified persons | | | |
| ģ | 21 | Mortgages and other notes payable (attach schedule) | 0 | 0 | |
| Ë | 22 | • • | | | 1 |
| | 23 | Other liabilities (describe ►) Total liabilities (add lines 17 through 22) | 0 | | 1 |
| | 23 | | | | 1 |
| S | | Foundations that follow SFAS 117, check here | | | |
| Balances | 24 | Unrestricted | N/A | N/A | |
| Ē | 25 | Temporarily restricted | N/A | N/A | - |
| 89 | 26 | Permanently restricted | N/A | N/A | 1 |
| Þ | 20 | <u> </u> | | 18/7 | + |
| Ē | | Foundations that do not follow SFAS 117, check here ▶ ✓ and complete lines 27 through 31. | | | |
| Net Assets or Fund | 27 | Capital stock, trust principal, or current funds | 0 | o | |
| S | 28 | Paid-in or capital surplus, or land, bldg., and equipment fund | 0 | | - |
| šet | l | • | 1408440 | 1469031 | 4 1 |
| ĄS, | 29 | Retained earnings, accumulated income, endowment, or other funds | | 1469031 | -{ I |
| ž | 30 | Total net assets or fund balances (see instructions) Total liabilities and net assets/fund balances (see | 1408440 | 1469031 | - |
| ž | 31 | | 4400440 | 4.474000 | |
| | | Instructions) | 1408440 | 1471982 | · |
| _ | Total | al net assets or fund balances at beginning of year—Part II, colu | | t agree with T | |
| | | al net assets or fund balances at beginning of year—Part II, coll I-of-year figure reported on prior year's return) | | | 1400440 |
| | | | | | 1408440 |
| | | er amount from Part I, line 27a | | | -55660 |
| | | er increases not included in line 2 (itemize) CAPITAL GAIN | | 3 | 116251 |
| | | d lines 1, 2, and 3 | | 4 | 0 |
| | Dec | creases not included in line 2 (Itemize) al net assets or fund balances at end of year (line 4 minus line 5)— | Dort II solumn /h\ 1: | 5 | 1460031 |
| | 101 | arrier assets or rund balances at end of year (line 4 minus line 5)— | ran II, column (b), II | ne 30 6 | 1469031 |

| Part | V Capital Gains and | Losses for Tax on Investm | ent In | come | | | | |
|----------|--|--|----------------------|-------------------------|--|--|----------------------------|--|
| | | e kınd(s) of property sold (e.g , real estate ise, or common stock, 200 shs MLC Co) | | | (b) How acquired P-Purchase D-Donation | | ate acquired , day, yr) | (d) Date sold (mo , day, yr) |
| 1a | PUBLICLY TRADED SECU | RITIES | | | | | | |
| _ b | | | | | | | | |
| <u>c</u> | | | | | | | | |
| <u>d</u> | | | | | | | | <u> </u> |
| е_ | | (f) Depreciation allowed | | (a) Cost or | other basis | | (b) Gai | n or (loss) |
| | (e) Gross sales price | (or allowable) | ' | | nse of sale | | | (f) minus (g) |
| а | 1766453 | | | | 1650202 | | | 116251 |
| b | | | | | | | | |
| С | | | | | | | | |
| d | | | | | | | · | |
| е | Complete only for assets shi | owing gain in column (h) and owned | by the fo | undation | on 12/31/60 | | | |
| | | (i) Adjusted basis | Dy the ic | | s of col. (i) | | | l (h) gain minus t less than -0-) or |
| | (i) F M V. as of 12/31/69 | as of 12/31/69 | | | (j), if any | ļ | | from col (h)) |
| <u>a</u> | | | | | | | | |
| b c | | | | | | | | |
| d | · | | | | <u>-</u> | | | |
| e | | | ļ . | | | | | |
| 2 | Capital gain net income of | | | | rt I, line 7 } | 2 | | 116251 |
| 3 | If gain, also enter in Part | in or (loss) as defined in sections t I, line 8, column (c) (see instru | s 1222(5 ctions). | 5) and (6) If (loss) |);), enter -0- in \ | | | |
| Part | | der Section 4940(e) for Redu | | | | 3 | | N/A |
| | | ivate foundations subject to the | | | | | | |
| Was t | s," the foundation does no | e section 4942 tax on the distribut t qualify under section 4940(e). December 1940 ount in each column for each ye | Do not c | omplete | this part. | | | ☐ Yes ☑ No |
| | (a) | (b) | ai, see | uie iiisii | (c) | aking | arry eritries. | (d) |
| Cal | Base penod years endar year (or tax year beginning ii | Adjusted qualifying distribution | ns I | Net value o | of noncharitable-use a | ssets | | stribution ratio divided by col (c)) |
| | 2010 | | 51350 | | 16 | 56471 | ((-) | .091369 |
| | 2009 | | 45500 | | 16 | 18304 | | .028116 |
| | 2008 | | N/A | | | N/A | | N/A |
| | 2007 | | N/A | | | N/A | | N/A |
| | 2006 | | N/A | | | N/A | | N/A |
| 2 | Total of line 1, column (c | , | | | | | 2 | 0.11948 |
| 3 | | o for the 5-year base period—div ndation has been in existence if l | | | | | 3 | 0.05974 |
| 4 | Enter the net value of no | ncharitable-use assets for 2011 | from Pa | ırt X, line | 5 | • | 4 | 166529 |
| 5 | Multiply line 4 by line 3 | | | | | | 5 | 9949 |
| 6 | Enter 1% of net investme | ent income (1% of Part I, line 27t | b) . | | | | 6 | 147 |
| 7 | Add lines 5 and 6 | | | | | | 7 | 10096 |
| 8 | | ions from Part XII, line 4 | | | | | 8 | 8400 |
| | Part VI instructions. | eater than line 7, check the box i | ııı ran \ | vi, line 1 | u, and complete | mat p | artusing a | 170 tax rate. See th |

| Part \ | | stru | ction | ıs) |
|----------|--|--------|--|--|
| | 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 | | 2950 | 80 |
| | here ► □ and enter 1% of Part I, line 27b | | | |
| С | 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-) | | 0 | 00 |
| 3 | Add lines 1 and 2 | | 2950 | 80 |
| 4 | Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | | 0 | 00 |
| 5 | Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0 | | 2950 | 80 |
| 6 | Credits/Payments: | | 1 | Ì |
| а | 2011 estimated tax payments and 2010 overpayment credited to 2011 6a 0 00 | | | İ |
| b | Exempt foreign organizations—tax withheld at source 6b 0 00 | | | - |
| C | Tax paid with application for extension of time to file (Form 8868) . 6c 0 00 | | | |
| _d | Backup withholding erroneously withheld | | | |
| 7 | Total credits and payments. Add lines 6a through 6d | | 0 | 00 |
| 8 | Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attached | | 0 | 00 |
| 9 | Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed | | 2950 | 80 |
| 10 11 | Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ► 10 Enter the amount of line 10 to be: Credited to 2012 estimated tax ► Refunded ► 11 | | 0 | 00 |
| | Enter the amount of line 10 to be: Credited to 2012 estimated tax ► Refunded ► 11 VII-A Statements Regarding Activities | | 0 | |
| 1a | During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it | | Yes | No |
| | participate or intervene in any political campaign? | 1a | 163 | √ |
| b | Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 | 10 | | <u> </u> |
| _ | of the instructions for definition)? | 1b | | 1 |
| | If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials | -10 | | |
| | published or distributed by the foundation in connection with the activities. | | | |
| С | Did the foundation file Form 1120-POL for this year? | 1c | | 1 |
| d | Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: | | | |
| | (1) On the foundation. ► \$ (2) On foundation managers. ► \$ | | | |
| е | Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed | | | |
| | on foundation managers. ► \$ | | | |
| 2 | Has the foundation engaged in any activities that have not previously been reported to the IRS? | 2 | L | ✓ |
| | If "Yes," attach a detailed description of the activities. | | | |
| 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 | 3 | | ✓ |
| 4a | Did the foundation have unrelated business gross income of \$1,000 or more during the year? | 4a | | 1 |
| _b | If "Yes," has it filed a tax return on Form 990-T for this year? | 4b | | ✓ |
| 5 | Was there a liquidation, termination, dissolution, or substantial contraction during the year? | _5_ | | - |
| • | If "Yes," attach the statement required by General Instruction T. | | | |
| 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 | 1 | |
| 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 | 6 7 | 1 | |
| , 8а | Enter the states to which the foundation reports or with which it is registered (see instructions) | _' | | |
| Ju | washington | | l | |
| b | If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General | | 1 | |
| ~ | (or designate) of each state as required by General Instruction G? If "No," attach explanation | 8b | 1 | |
| 9 | Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or | | †- <u>-</u> - | |
| - | 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," | | 1 | |
| | complete Part XIV | 9 | | 1 |
| 10 | Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their | | | |
| | names and addresses | 10 | | ✓ |
| | | 00 | A DE | (0014) |

| • | | | | |
|------|---|--------|------|----------|
| | 0-PF (2011) | | F | Page 5 |
| 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 | | 1 |
| 12 | Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) | 12 | | 1 |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A | 13 | ✓ | |
| 14 | The books are in care of ▶ JAMES T WELSH Telephone no. ▶ 50 | 9-535- | 4688 | * |
| | Located at ► 5423 S QUAIL RIDGE CIR, SPOKANE, WA ZIP+4 ► | 9922 | 3 | |
| 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 | | | ▶ [|
| 16 | At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority | , | Yes | No |
| | over a bank, securities, or other financial account in a foreign country? | 16 | | ✓ |
| | See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶ | | | |
| 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 Vo (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? | | | |
| | (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? | en. | | |
| | the benefit or use of a disqualified person)? | | | |
| | (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.) | | | |
| b | termination of government service, if terminating within 90 days.) | | 1 | |
| | | 1b | | 1 |
| _ | | | | |
| С | 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 2011? | 1c | | √ |
| 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)): | | | |
| а | At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? | | | |
| 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.) .

▶ 20____, 20____, 20____, 20

c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.

4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
 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 2011?

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise

3b

4b

2b ✓

| Form 99 | 0-PF (2011) | | | Page | ∍6 |
|---------|--|------|----|------|----|
| 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? | | | | |
| | (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes Ves (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)? (see instructions) | | | | |
| | | ° | | | |
| | (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? | О | | | |
| b | If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described i | n l | | | |
| | Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? | 5 | 5b | | 7 |
| | Organizations relying on a current notice regarding disaster assistance check here | J | | | |
| С | 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? | lo | | | |
| 6a | If "Yes," attach the statement required by Regulations section 53.4945–5(d). Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums | | | | |
| | on a personal benefit contract? | 0 | | | |
| b | Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | - Fe | 3b | | 7 |

and Contractors List all officers, directors, trustees, foundation managers and their compensation (see instructions). (b) Title, and average hours per week devoted to position (c) Compensation (If not pald, enter -0-) (d) Contributions to (e) Expense account, other allowances (a) Name and address employee benefit plans and deferred compensation **JAMES T WELSH** DIRECTOR / 0 0 5423 S QUAIL RIDGE CIR, SPOKANE, WA 99223 **JACQUELINE J WELSH** DIRECTOR / 0 0 0 0 5423 S QUAIL RIDGE CIR, SPOKANE, WA 99223 STEPHANIE THUN DIRECTOR / 0 0 0 0 S 2825 WALL ST, SPOKANE, WA 99203

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees,

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

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

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

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. |
|---|---|------------------|--|----------------------|
| NONE | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| Total number of other employees paid over \$50,000 | | · · · · · · | | |

Yes No

7b

| | 3 | Five highest-paid independent contractors for professional services (see instructions). If none, enter "NOI | VE." |
|--|-----|---|------------------|
| Otal number of others receiving over \$50,000 for professional services | | (a) Name and address of each person paid more than \$50,000 (b) Type of service | (c) Compensation |
| Cotal number of others receiving over \$50,000 for professional services | ION | E | |
| otal number of others receiving over \$50,000 for professional services 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 1 NONE 2 3 4 Part IX-B Summary of Program-Related Investments (see instructions) Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2 All other program-related investments. See instructions 3 All other program-related investments. See instructions 3 All other program-related investments. See instructions | | | |
| 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 1 NONE 2 | | | |
| Expenses 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 1 NONE 2 | | | |
| Part IX-B 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 1 NONE 2 | | | |
| Expenses 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 1 NONE 2 | | | |
| Expenses 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 1 NONE 2 | | | } |
| Expenses 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 NONE | | | |
| Expenses 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 1 NONE 2 | | | |
| Expenses 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 1 NONE 2 | | number of others receiving over \$50,000 for professional services | - |
| 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. 1 NONE 2 | | | |
| rorganizations and other beneficiaries served, conferences convened, research papers produced, etc NONE | at | t IX-A Summary of Direct Charitable Activities | |
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| 3 | 1 | NONE | |
| 3 4 Part IX-B Summary of Program-Related Investments (see instructions) Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2 Amount All other program-related investments. See instructions 3 All other program-related investments. See instructions | | | · |
| 3 4 Part IX-B Summary of Program-Related Investments (see instructions) Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2 Amount All other program-related investments. See instructions 3 All other program-related investments. See instructions | | | · |
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| All other program-related investments. See instructions All other program-related investments. See instructions All other program-related investments. See instructions | | | |
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| Part IX-B Summary of Program-Related Investments (see instructions) Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2 Amount NONE All other program-related investments. See instructions 3 | | | . |
| Part IX-B Summary of Program-Related Investments (see instructions) Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2 Amount All other program-related investments. See instructions 3 | | | <u>- </u> |
| Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2 Amount NONE All other program-related investments. See instructions 3 | 4 | | |
| Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2 Amount NONE All other program-related investments. See instructions 3 | | | . |
| Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2 Amount NONE All other program-related investments. See instructions 3 |)ai | TIX-B Summary of Program-Related Investments (see instructions) | |
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| All other program-related investments. See instructions 3 | _ | | 1 |
| All other program-related investments. See instructions 3 | - | | • |
| All other program-related investments. See instructions 3 | | | - |
| 3 | 2 | | |
| 3 | | | |
| 3 | _ | | |
| | Α | other program-related investments. See instructions | |
| | 3 | | - |
| | | | - |
| | | | |

| Part : | | gn found: | ations, |
|--------|---|-----------|----------------|
| | see instructions.) | | |
| 1 | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., | | |
| | purposes: | | |
| а | Average monthly fair market value of securities | 1a | 1511948 |
| b | Average of monthly cash balances | 1b | 178710 |
| С | Fair market value of all other assets (see instructions) | 1c | 0 |
| d | Total (add lines 1a, b, and c) | 1d | 1690658 |
| е | Reduction claimed for blockage or other factors reported on lines 1a and | | |
| | 1c (attach detailed explanation) | | |
| 2 | Acquisition indebtedness applicable to line 1 assets | 2 | 0 |
| 3 | Subtract line 2 from line 1d | 3 | 1690658 |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see | | |
| | instructions) | 4 | 25360 |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 1665298 |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 83265 |
| Part : | 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 | Mınimum investment return from Part X, line 6 | 1 | 83265 |
| 2a | Tax on investment income for 2011 from Part VI, line 5 2a 2951 | | |
| b | Income tax for 2011. (This does not include the tax from Part VI.) 2b 0 | | |
| С | Add lines 2a and 2b | 2c | 2951 |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 80314 |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | 0 |
| 5 | Add lines 3 and 4 | 5 | 80314 |
| 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 | 80314 |
| Part | XII Qualifying Distributions (see instructions) | 1 - 1 | |
| 1 | Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes: | | |
| а | Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26 | 1a | 84000 |
| b | Program-related investments—total from Part IX-B | 1b | 0 |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., | | |
| | purposes | 2 | 0 |
| 3 | Amounts set aside for specific charitable projects that satisfy the: | | |
| а | Suitability test (prior IRS approval required) | 3a | 0 |
| b | Cash distribution test (attach the required schedule) | 3b | 0 |
| 4 | Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 84000 |
| 5 | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. | | |
| | Enter 1% of Part I, line 27b (see instructions) | 5 | |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 84000 |
| | Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating qualifies for the section 4940(e) reduction of tax in those years. | g whethe | the foundation |

| Part : | VIII Undistributed Income (see instruction | ons) | | | |
|--------|---|----------------------|----------------------------|---|-------------|
| 1 | Distributable amount for 2011 from Part XI, | (a) Corpus | (b) Years prior to 2010 | (c) 2010 | (d) 2011 |
| _ | line 7 | per our ordered (| } | 5 · · · · · · · · · · · · · · · · · · · | 80314 |
| 2 | Undistributed income, if any, as of the end of 2011: | | | | |
| a | Enter amount for 2010 only | | | 0 | |
| b | Total for prior years: 20,20,20 | me er er er er er er | 0 | | |
| 3 a | Excess distributions carryover, if any, to 2011: From 2006 | | | | |
| b | From 2007 | - | | | |
| c | From 2008 | - | | | |
| ď | From 2009 | | | | |
| ø | From 2010 | - | | | |
| f | Total of lines 3a through e | 35661 | • | | |
| 4 | Qualifying distributions for 2011 from Part XII, line 4: ► \$ 84000 | | e e | | |
| а | Applied to 2010, but not more than line 2a . | | ic. | 0 | |
| b | Applied to undistributed income of prior years (Election required—see instructions) | | 0 | | |
| C | Treated as distributions out of corpus (Election required—see instructions) | 0 | | | |
| d | Applied to 2011 distributable amount | | | | 80314 |
| e | Remaining amount distributed out of corpus | 3686 | ;; | | |
| 5 | Excess distributions carryover applied to 2011 | 0 | ÷ ; | | 0 |
| | (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: | | | | |
| а | Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 | 39347 | | | : |
| 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 2010. Subtract line 4a from line 2a. Taxable amount—see | | | | |
| | instructions | | | 0 | |
| f | Undistributed income for 2011. Subtract lines | · · | † · | 0 | |
| • | 4d and 5 from line 1. This amount must be | | | | |
| | distributed in 2012 | | | | 0 |
| 7 | Amounts treated as distributions out of corpus | | | | |
| | to satisfy requirements imposed by section | | | | |
| | 170(b)(1)(F) or 4942(g)(3) (see instructions) . | a | | | |
| 8 | Excess distributions carryover from 2006 not | | - : | | |
| | applied on line 5 or line 7 (see instructions). | 0 | | : | |
| 9 | Excess distributions carryover to 2012. | | | | |
| | Subtract lines 7 and 8 from line 6a | 39347 | 4 | , | |
| 10 | Analysis of line 9: | | 1 | | |
| а | Excess from 2007 | | | | |
| þ | Excess from 2008 | | | | |
| c | Excess from 2009 | | | | |
| d | Excess from 2010 | | | | |

| • | • | | | | | |
|------------|---|----------------------|--------------------|---------------------------------------|--------------------|--|
| | 0-PF (2011) | tiana (asa inata | | VIII A avantina C | | Page 10 |
| Part | Private Operating Foundaring from the foundation has received a ruling | | | | } | |
| ıa | foundation, and the ruling is effective for | | | | N | /A |
| b | Check box to indicate whether the four | ndation is a private | operating foundate | tion described in se | ection | (3) or 4942(J)(5) |
| 2 a | Enter the lesser of the adjusted net | Tax year | | Prior 3 years | | (e) Total |
| | income from Part I or the minimum investment return from Part X for | (a) 2011 | (b) 2010 | (c) 2009 | (d) 2008 | (6) 10421 |
| | each year listed | | | ļ <u>.</u> | | |
| | 85% of line 2a | | | | | |
| С | 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 | | | | | |
| е | 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: | | | | | |
| а | "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 | | <u> </u> | } | | |
| | 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 | | | <u> </u> | | |
| | and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) | | | | | |
| | (3) Largest amount of support from | | | | | |
| | an exempt organization | | | <u> </u> | | |
| | (4) Gross investment income | (0 | | 1 - 6 - 1 - 1 - 1 | 1 05 000 | |
| Part | Supplementary Information any time during the year- | | | tne toungation r | iad \$5,000 or m | iore in assets at |
| 1 | Information Regarding Foundation | | 113.1 | | | |
| a | List any managers of the foundation before the close of any tax year (but of | who have contrib | | | | by the foundation |
| JAME | S T AND JACQUELINE WELSH | | | | | |
| b | List any managers of the foundation | | | • | | arge portion of the |
| | ownership of a partnership or other e | ntity) of which the | foundation has a | 10% or greater in | terest. | |
| NONE | | | | | | |
| 2 | Information Regarding Contribution Check here ▶ ☑ if the foundation | | | _ | araonizations on | d door not coort |
| | unsolicited requests for funds. If the | | | | | |
| | other conditions, complete items 2a, | | g, g, e.e. | . (222 | | |
| а | The name, address, and telephone n | umber of the pers | on to whom apple | cations should be | addressed: | |
| N/A | | | | | | |
| b | The form in which applications should | d be submitted ar | nd information and | materials they she | ould include: | |
| N/A | | | | · · · · · · · · · · · · · · · · · · · | | |
| | Any submission deadlines: | | | | | |
| N/A d | Any restrictions or limitations on a factors: | wards, such as l | by geographical a | areas, charitable f | ields, kinds of in | stitutions, or other |

N/A

| 3 Grants and Contributions Paid During | the Tear or Approv | ed for Future | e rayment | |
|--|---|--|---------------------|--------|
| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of | Purpose of grant or | Amount |
| Name and address (home or business) | or substantial contributor | recipient | contribution | |
| a Paid during the year | | | | |
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| Pai | t X۱ | VI-A Analysis of Income-Producing Ac | tivities | | | | |
|------------------|---------------------------|--|----------------------------|--|-----------------------|--|---|
| | | oss amounts unless otherwise indicated. | | siness income | Excluded by secti | on 512, 513, or 514 | (6) |
| | • | | (a) Business code | (b) Amount | (c) Exclusion code | (d) Amount | (e) Related or exempt function income (See instructions.) |
| 1 | Pro | ogram service revenue: | Dusiness code | Amount | Exclusion code | | (See instructions.) |
| | а | NONE | | | | | |
| | b | | | | | | |
| | С | | | | | | |
| | d | | | | | | |
| | e | | | | | | |
| | 1 | | | <u> </u> | | | |
| | _ | Fees and contracts from government agencies | <u></u> | | <u> </u> | | |
| 2 | | embership dues and assessments | <u></u> | | | | |
| 3 | | erest on savings and temporary cash investments | ļ | | | | |
| 4 | | vidends and interest from securities | | | i) | | 17 |
| 5 | | t rental income or (loss) from real estate: | | | | | |
| | | Debt-financed property | | | | | - |
| c | | Not debt-financed property | | | | | |
| 6 7 | | her investment income | | | | | |
| 8 | | in or (loss) from sales of assets other than inventory | | | | | |
| 9 | | in or (loss) from sales of assets other than inventory at income or (loss) from special events | | | | | |
| 10 | | oss profit or (loss) from sales of inventory | ļ | | - | <u> </u> | |
| 11 | | | | | | | - |
| • • • | b | · · · · · · · · · · · · · · · · · · · | | - | | | |
| | c | | <u> </u> | | | | |
| | d | | | | | | |
| | e | | | - | - | | |
| 40 | | btotal. Add columns (b), (d), and (e) | | | | | |
| 12 | | | | | | | |
| | | tal. Add line 12, columns (b), (d), and (e) | | | | . 13 | |
| 13 | To | stal. Add line 12, columns (b), (d), and (e) rksheet in line 13 instructions to verify calculation | | | | . 13 | |
| 13 (See | To: | | ns.) | | | . 13 | |
| 13 (See Pa | To: | rksheet in line 13 instructions to verify calculation VI-B Relationship of Activities to the A | ns.) Accomplishm | nent of Exemp | ot Purposes | | mportantly to the |
| 13 (See Pa | To wo it X ie No | rksheet in line 13 instructions to verify calculation VI-B Relationship of Activities to the A | ns.) Accomplishm | nent of Exemp | ot Purposes | | mportantly to the ctions.) |
| 13 (See Pa | To wo it X ie No | rksheet in line 13 instructions to verify calculation WI-B Relationship of Activities to the Activities to the Activity for which accomplishment of the foundation's exempt put | ns.) Accomplishm | nent of Exemp | ot Purposes | | importantly to the ctions.) |
| 13 (See Pa | To wo it X ie No | rksheet in line 13 instructions to verify calculation WI-B Relationship of Activities to the Activities to the Activity for which accomplishment of the foundation's exempt put | ns.) Accomplishm | nent of Exemp | ot Purposes | | mportantly to the ctions.) |
| 13 (See Pa | To wo it X ie No | rksheet in line 13 instructions to verify calculation WI-B Relationship of Activities to the Activities to the Activity for which accomplishment of the foundation's exempt put | ns.) Accomplishm | nent of Exemp | ot Purposes | | mportantly to the ctions.) |
| 13 (See Pa | To wo it X ie No | rksheet in line 13 instructions to verify calculation WI-B Relationship of Activities to the Activities to the Activity for which accomplishment of the foundation's exempt put | ns.) Accomplishm | nent of Exemp | ot Purposes | | mportantly to the ctions.) |
| 13 (See Pa | To wo it X ie No | rksheet in line 13 instructions to verify calculation WI-B Relationship of Activities to the Activities to the Activity for which accomplishment of the foundation's exempt put | ns.) Accomplishm | nent of Exemp | ot Purposes | | mportantly to the ctions.) |
| 13 (See Pa | To wo it X ie No | rksheet in line 13 instructions to verify calculation WI-B Relationship of Activities to the Activities to the Activity for which accomplishment of the foundation's exempt put | ns.) Accomplishm | nent of Exemp | ot Purposes | | importantly to the ctions.) |
| 13 (See Pa | To wo it X ie No | rksheet in line 13 instructions to verify calculation WI-B Relationship of Activities to the Activities to the Activity for which accomplishment of the foundation's exempt put | ns.) Accomplishm | nent of Exemp | ot Purposes | | importantly to the ctions.) |
| 13 (See Pa | To wo it X ie No | rksheet in line 13 instructions to verify calculation WI-B Relationship of Activities to the Activities to the Activity for which accomplishment of the foundation's exempt put | ns.) Accomplishm | nent of Exemp | ot Purposes | | mportantly to the ctions.) |
| 13 (See Pa | To wo it X ie No | rksheet in line 13 instructions to verify calculation WI-B Relationship of Activities to the Activities to the Activity for which accomplishment of the foundation's exempt put | ns.) Accomplishm | nent of Exemp | ot Purposes | | importantly to the ctions.) |
| 13 (See Pa | To wo it X ie No | rksheet in line 13 instructions to verify calculation WI-B Relationship of Activities to the Activities to the Activity for which accomplishment of the foundation's exempt put | ns.) Accomplishm | nent of Exemp | ot Purposes | | importantly to the |
| 13 (See Pa | To wo it X ie No | rksheet in line 13 instructions to verify calculation WI-B Relationship of Activities to the Activities to the Activity for which accomplishment of the foundation's exempt put | ns.) Accomplishm | nent of Exemp | ot Purposes | | importantly to the |
| 13 (See Pa | To wo it X ie No | rksheet in line 13 instructions to verify calculation WI-B Relationship of Activities to the Activities to the Activity for which accomplishment of the foundation's exempt put | ns.) Accomplishm | nent of Exemp | ot Purposes | | importantly to the ctions.) |
| 13 (See Pa | To wo it X ie No | rksheet in line 13 instructions to verify calculation WI-B Relationship of Activities to the Activities to the Activity for which accomplishment of the foundation's exempt put | ns.) Accomplishm | nent of Exemp | ot Purposes | | importantly to the ctions.) |
| 13 (See Pa | To wo it X ie No | rksheet in line 13 instructions to verify calculation WI-B Relationship of Activities to the Activities to the Activity for which accomplishment of the foundation's exempt put | ns.) Accomplishm | nent of Exemp | ot Purposes | | importantly to the ctions.) |
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| 13 (See Pa | To wo it X ie No | rksheet in line 13 instructions to verify calculation WI-B Relationship of Activities to the Activities to the Activity for which accomplishment of the foundation's exempt put | ns.) Accomplishm | nent of Exemp | ot Purposes | | importantly to the ctions.) |
| 13 (See Pa | To wo it X ie No | rksheet in line 13 instructions to verify calculation WI-B Relationship of Activities to the Activities to the Activity for which accomplishment of the foundation's exempt put | ns.) Accomplishm | nent of Exemp | ot Purposes | | importantly to the ctions.) |
| 13 (See Pa | To wo it X ie No | rksheet in line 13 instructions to verify calculation WI-B Relationship of Activities to the Activities to the Activity for which accomplishment of the foundation's exempt put | ns.) Accomplishm | nent of Exemp | ot Purposes | | importantly to the ctions.) |
| 13 (See Pa | To wo it X ie No | rksheet in line 13 instructions to verify calculation WI-B Relationship of Activities to the Activities to the Activity for which accomplishment of the foundation's exempt put | ns.) Accomplishm | nent of Exemp | ot Purposes | | importantly to the ctions.) |
| 13 (See Pa | To wo it X ie No | rksheet in line 13 instructions to verify calculation WI-B Relationship of Activities to the Activities to the Activity for which accomplishment of the foundation's exempt put | ns.) Accomplishm | nent of Exemp | ot Purposes | | importantly to the ctions.) |
| 13 (See Pa | To wo it X ie No | rksheet in line 13 instructions to verify calculation WI-B Relationship of Activities to the Activities to the Activity for which accomplishment of the foundation's exempt put | ns.) Accomplishm | nent of Exemp | ot Purposes | | mportantly to the ctions.) |

| Part | XVII | | n Regarding Tra | insfers To and Tran | sactions and R | delationships With Noncha | ritable |
|-------------|--------------------|--|--|---|-------------------------|--|---|
| 1 | in sect organi: | e organization of tion 501(c) of th zations? | directly or indirectly or Code (other than | n section 501(c)(3) orga | anizations) or in se | other organization described ection 527, relating to political | Yes No |
| а | | | porting foundation | to a noncharitable exe | • | of: | 10(1) |
| | | her assets . | | | | | 1a(1) |
| b | • • | transactions: | | | | | 1d(2) V |
| | - | | a noncharitable e | xempt organization . | | | 1b(1) ✓ |
| | | | | itable exempt organiza | | | 1b(2) ✓ |
| | | | | ner assets | | | 1b(3) 🗸 |
| | | | | | | | 1b(4) 🗸 |
| | | ans or loan gua | - | | | | 1b(5) |
| | (6) Pe | rformance of se | ervices or member | ship or fundraising soli | citations | | 1b(6) 🗸 |
| С | | | | | | | 1c 🗸 |
| d | | | | | | Column (b) should always sho | |
| | | | | | | If the foundation received less | |
| | | | | | | f the goods, other assets, or se | |
| (a) Line | |) Amount involved | (c) Name of no | nchantable exempt organizati | on (d) Descr | iption of transfers, transactions, and sh | aring arrangements |
| N// | <u> </u> | | | | | | |
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| | | | <u> </u> | | | | |
| | | | | | - | | |
| | | | | | | | |
| 2a b | descr | bed in section s," complete the | 501(c) of the Code e following schedu | e (other than section 50 ule. | 11(c)(3)) or in section | | ☐ Yes ☑ No |
| | | (a) Name of organ | nization | (b) Type of or | ganization | (c) Description of relation | onship |
| N/A | | | | | | | |
| | | | | | | | |
| | | | | | | | |
| | | | | | | | |
| Sigr Her | e corre | of, and complete. Dec | claration of probater (other | than taxpayer) is based on all HEC 9-26-12 | DIRECTOR | May the with the | edge and belief, it is true IRS discuss this return preparer shown below uctions)? Yes No |
| | Sign | / | | Date | Title | | |
| Paid | // | Print/Type prepare | er's name | Preparer's signature | - | Date Check I if | PTIN |
| | oaker | KELI TRAN | ,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,, | Byll D | | 7/23//2 self-employed | P01312138 |
| | Only | Firm's name ▶ | KENNETH V MOL | | | Firm's EIN ▶ | 91-1415469 |
| | | Firm's address | P U BUX 30340, S | POKANE, WA 99223 | | I Phone no 5 | 09-459-0665 |

The Welsh Family Foundation

Form 990-PF 2011 Part 1

Administrative expenses

| 16 a | Legal fees | Witherspoon Kelley | 95.00 |
|------|----------------|--|----------|
| 18 | Taxes | Excise tax based on investment income - Form 990-PF (2011) | 2,951.00 |
| 23 | Other expenses | Morgan Stanley - advisory fees | 9,233.00 |

THE WELSH FAMILY FOUNDATION

Form 990-PF 2011
Part II, Line 10(b)
Investments - Other

The Welsh Family Foundation had the following investments at December 31, 2011.

| Description | Symbol | Quantity | Cost | Fair Value |
|-----------------------------|--------|----------|----------|-------------|
| SMSB ACCT 1 | | | | |
| Allianz SE ADS | AZSEY | 104 | 1,070.38 | 984.88 |
| Amer Intl Gp Inc | AIG | 167 | 3,767.56 | 3,874.40 |
| Amgen Inc | AMGN | 27 | 1,462.32 | 1,733.67 |
| Anglogold Ashanti Ltd | AU | 56 | 2,504.19 | 2,377.20 |
| Archer Daniels Midland | ADM | 72 | 2,184.24 | 2,059.20 |
| Banco Santander Brasil SA | BSBR | 96 | 771.20 | 781.44 |
| Barrick Gold Corp | ABX | 127 | 4,809.81 | 5,746.75 |
| Best Buy Co | BBY | 122 | 2,917.25 | 2,851.14 |
| Cameco Corp | CCJ | 262 | 7,067.04 | 4,729.10 |
| Carrefour SA | CRRFY | 156 | 1,323.19 | 698.88 |
| Centrais Elec Bras SP | EBR | 161 | 2,325.48 | 1,563.31 |
| Chesapeake Energy Corp | СНК | 33 | 755.54 | 735.57 |
| Computer Sciences CP | CSC | 75 | 2,085.27 | 1,777.50 |
| Credit Suisse Group | CS | 41 | 916.95 | 962.68 |
| Daiwa Secs Group Inc. | DSEEY | 749 | 3,160.59 | 2,351.86 |
| Dean Foods Co | DF | 195 | 1,706.13 | 2,184.00 |
| East Japan RY Co ADR | EJPRV | 375 | 3,365.44 | 3,918.75 |
| Electricite De France ADR | EDIFY | 1,318 | 7,976.81 | 6,339.58 |
| Eli Lilly & Co | LLY | 112 | 3,998.35 | 4,654.72 |
| Finmeccanica SPA Roma | FINMY | 632 | 1,684.00 | 1,124.96 |
| Forrest Laboratories Inc | FRX | 38 | 1,189.05 | 1,149.88 |
| Fresh Del Monte Produce Inc | FDP | 62 | 1,390.02 | 1,550.62 |
| Gazprom O A O Spon | OGZPY | 299 | 3,402.08 | 3,193.61 |

THE WELSH FAMILY FOUNDATION

Form 990-PF 2011
Part II, Line 10(b)
Investments - Other

| Description | Symbol | Quantity | Cost | Fair Value |
|------------------------------|--------|----------|----------|------------|
| Gold Fields Ltd Sp ADR | GFI | 89 | 1,161.31 | 1,357.25 |
| Guoco Group Ltd Unspon ADR | GULRY | 103 | 2,062.99 | 1,896.23 |
| Impala Platinum Hldgs Ltd | IMPUY | 55 | 1,293.28 | 1,133.55 |
| Industrias Bachoco BA | IBA | 34 | 717.23 | 648.38 |
| Ingram Micro Inc | IM | 64 | 1,144.31 | 1,164.16 |
| Japan STL Wks Ltd | JPSWY | 36 | 2,647.54 | 2,462.40 |
| JSC Rushydro Spons ADR | RSHYY | 1,103 | 5,014.58 | 3,342.09 |
| Kinross Gold Corp | KGC | 169 | 2,545.27 | 1,926.60 |
| Korea Electric Power Corp | KEP | 244 | 3,131.38 | 2,679.12 |
| KT Corp Spon ADR | KT | 99 | 1,973.07 | 1,548.36 |
| Lockheed Martin Corp | LMT | 21 | 1,569.75 | 1,698.90 |
| Marine Harvest ASA ADR | MNHVY | 197 | 1,871.93 | 1,676.47 |
| Microsoft Corp | MSFT | 154 | 3,949.44 | 3,997.84 |
| Mitsui & Co Ltd | MITSY | 6 | 2,006.76 | 1,857.00 |
| MS&AD Ins Group Hldgs ADR | MSADY | 227 | 2,755.01 | 2,063.43 |
| Mtn Grp Ltd | MTNOY | 67 | 1,134.81 | 1,185.90 |
| Newcrest Mining Ltd | NCMGY | 105 | 3,964.78 | 3,182.55 |
| Newmont Mining Corp | NEM | 109 | 5,795.10 | 6,541.09 |
| Nexen Inc | NXY | 48 | 1,038.89 | 763.68 |
| NII Holdings Inc | NIHD | 63 | 2,268.56 | 1,341.90 |
| Nintendo Co Ltd | NTDOY | 121 | 2,618.51 | 2,049.74 |
| Nippon Telegraph & Telephone | NTT | 138 | 3,185.43 | 3,495.54 |
| Nokia CP Adr | NOK | 240 | 1,306.92 | 1,156.80 |
| NTT Docomo Inc | DCM | 41 | 623.20 | 752.35 |
| Old Republic Intl CP | ORI | 203 | 1,959.54 | 1,881.81 |
| Petrobras Argentina SA | PZE | 84 | 1,390.47 | 1,060.08 |

Page 2 of 5

THE WELSH FAMILY FOUNDATION

Form 990-PF 2011
Part II, Line 10(b)
Investments - Other

| Description | Symbol | Quantity | Cost | Fair Value |
|-------------------------------|--------|----------|------------|------------|
| Petroleo Brasileiro SA | PBR'A | 85 | 2,543.90 | 1,996.65 |
| Polyus Gold Intl Ltd | PLZLY | 974 | 3,338.98 | 2,873.30 |
| PT TeleKomunikasi Indonesia | TLK | 74 | 2,407.15 | 2,274.76 |
| Seven & Holdgs Co Ltd | SVNDY | 27 | 1,278.80 | 1,491.75 |
| Shin ETSU Chem Co Tld | SHECY | 60 | 760.72 | 736.80 |
| Silver Standard Resources Inc | SSRI | 52 | 779.45 | 718.64 |
| SK Telecom Co Ltd | SKM | 154 | 2,744.16 | 2,095.94 |
| Southwest Airlines | LUV | 184 | 1,577.90 | 1,575.04 |
| Statoil ASA ADR | STO | 120 | 2,613.08 | 3,073.20 |
| Sumitomo Mitsui TR Hldgs | SUTNY | 703 | 2,457.76 | 1,996.52 |
| Teva Pharaceuticals | TEVA | 57 | 2,528.18 | 2,300.52 |
| TNT Express NV | TNTEY | 104 | 1,039.19 | 765.44 |
| Transocean Ltd | RIG | 38 | 1,507.35 | 1,458.82 |
| Turkcell Iletism | TKC | 259 | 2,974.85 | 3,045.84 |
| Wal Mart Stores | WMT | 26 | 1,367.96 | 1,553.76 |
| West Japan Railway Co | WJRYY | 18 | 743.96 | 781.02 |
| Western Digital Corp | WDC | 126 | 3,400.36 | 3,899.70 |
| Sentrais Elec Bras | EBR"R | 205 | 2,717.33 | 2,972.50 |
| Subtotal | 45.7 | | 157,744.03 | 145,817.12 |

THE WELSH FAMILY FOUNDATION

Form 990-PF 2011
Part II, Line 10(b)
Investments - Other

| Description | Symbol | Quantity | Cost | Fair Value |
|----------------------------|--------|-----------|--------------|--------------|
| SMSB ACCT 1 | | | | |
| Mutual Funds: | | | | |
| Alger SMID Cap | ALMAX | 1734.743 | 25,014.99 | 26,211.97 |
| Calamos Market Neutral Inc | CMNIX | 5357.621 | 63,469.98 | 64,184.30 |
| E V Income Fund | EVIBX | 6834.789 | 37,522.99 | 38,684.91 |
| E V Large Cap Value | EILVX | 3034.020 | 50,030.99 | 52,094.12 |
| Ing Global Real Estate | IGLAX | 1697.082 | 25,014.99 | 25,456.23 |
| Lateef Fund | LIMIX | 6336.271 | 62,538.99 | 64,756.69 |
| Mainstay Large Cap Fd | MLAAX | 7198.704 | 50,030.99 | 49,383.11 |
| Metropolitan Wst Tot Ret | MWTRX | 19848.979 | 205,899.98 | 205,833.91 |
| Natixis ASG Global | GAFYX | 7527.558 | 77,859.98 | 77,834.95 |
| Pimco All Asset | PALPX | 5331.542 | 62,538.99 | 61,525.99 |
| Pimco Commod Real Ret | PCRPX | 4892.176 | 37,522.99 | 31,945.91 |
| Pimco Low Duration | PLDPX | 13791.765 | 141,811.98 | 141,917.26 |
| Rydex/SGI Managed Fut | ŖĮYMTX | 3820.727 | 91,810.97 | 91,468.20 |
| Templeton Global BD Fd | TPINX | 7897.952 | 102,858.98 | 98,013.58 |
| Virtus Insight Emerg Mkts | HIEMX | 7147.313 | 62,538.99 | 62,181.62 |
| Well Gargo S/M Cap Val | WWMDX | 1775.372 | 25,014.99 | 25,671.88 |
| Subtotal | | | 1,121,481.77 | 1,117,164.63 |
| | 1. | | | |
| Totals - SMSB Acct 1 | | | 1,279,225.80 | 1,262,981.75 |

Page 4 of 5

THE WELSH FAMILY FOUNDATION

Form 990-PF 2011
Part II, Line 10(b)
Investments - Other

SMSB ACCT 2

| Entertainment Gaming Asia | EGT | 300,000 | 95,290.97 | 67,530.00 |
|---------------------------|-----|---------|--------------|--------------|
| Totals – SMSB Acct 2 | | | 95,290.97 | 67,530.00 |
| Grand Total | | | 1,374,516.77 | 1,330,511.75 |

The Welsh Family Foundation

EIN: 26-3836748

Form 990-PF (2011)

Part XV

Supplementary Information (continued)

3

Grants and Contributions Paid During the Year or Approved for Future Payment

| Recipient | If recipient is an individual show any relationship to any foundation manager | Foundation status of | Purpose of grant or | |
|---|---|----------------------|----------------------|--------|
| Name and address | or substantial contributor | recipient | contribution | Amount |
| a. Paid during the year | | | | |
| Women Helping Women | | | Job placement for | |
| 1325 W. 1st Ave, Ste 318, Spokane, Wa 99201 | N/A | 501(c)3 | battered women | 1000 |
| EWU Foundation | | | Scholarships for | |
| 102 Hargreaves Hall, Cheney, WA 99004 | N/A | 501 (c)3 | business students | 25000 |
| Community Colleges of Spokane | | | Endowed scholarships | |
| PO Box 6000 - MS 1005, Spokane, WA 99217 | N/A | 501(c)3 | for students in need | 50000 |
| Basketball Maui | | | Support for youth | |
| 380 Huku Li'I Place, Ste 105, Kihei, HI 96753 | N/A | 501 (c)3 | camps and clinics | 1000 |
| The First Tee | | | Support for youth | |
| 425 S Legacy Trail, St. Augustine, FL 32092 | N/A | 501(c)3 | development programs | 2000 |
| | | | Support tutoring and | |
| Reach for Future | | | mentoring for low | |
| PO Box 30851, Spokane, WA 99223 | N/A | 501 (c)3 | income neighborhoods | 5000 |
| | | | | |
| Total | | | 3a | 84000 |

Form **8868**

(Rev. January 2012)

Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No 1545-1709

• If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II (on page 2 of this form). Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868. Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Chanties & Nonprofits. Automatic 3-Month Extension of Time. Only submit original (no copies needed). A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns. Enter filer's identifying number, see instructions Name of exempt organization or other filer, see instructions. Employer identification number (EIN) or Type or THE WELSH FAMILY FOUNDATION 26-3836748 print Number, street, and room or suite no. If a P.O. box, see instructions. Social security number (SSN) File by the **5423 S QUAIL RIDGE CIR** due date for filing your City, town or post office, state, and ZIP code. For a foreign address, see instructions. return See SPOKANE, WA 99223 instructions 0 4 Enter the Return code for the return that this application is for (file a separate application for each return) **Application** Return **Application** Return Is For Code Is For Code Form 990 01 Form 990-T (corporation) 07 Form 990-BL 02 Form 1041-A 80 01 Form 4720 Form 990-EZ 09 Form 990-PF 04 Form 5227 10 Form 990-T (sec. 401(a) or 408(a) trust) 05 Form 6069 11 Form 990-T (trust other than above) Form 8870 12 The books are in the care of ► JAMES T WELSH Telephone No. ► 509-535-4688 FAX No. ▶ • If the organization does not have an office or place of business in the United States, check this box • If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) for the whole group, check this box . . . ▶ 🗍 If it is for part of the group, check this box ▶ 🗍 and attach a list with the names and EINs of all members the extension is for. I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15 , 20 12 , to file the exempt organization return for the organization named above. The extension is for the organization's return for: ► ☑ calendar year 20 11 or ▶ ☐ tax year beginning ______, 20 _____, and ending If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return ☐ Change in accounting period 3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions. 3a b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit. 3b Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions. 3c |\$ 0 Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

| Form 886 | 8 (Rev 1-2012) | | | Page 2 | | |
|-----------------------------|---|--|--|-------------------------------|--|--|
| • If you | are filing for an Additional (Not Automati | c) 3-Month Exten | sion, complete only Part II and check | | | |
| | only complete Part II if you have already be | | | _ | | |
| | are filing for an Automatic 3-Month Exter | | | • | | |
| Part I | Additional (Not Automatic) 3-Mo | onth Extension | of Time. Only file the original (no co | ppies needed). | | |
| | | | Enter filer's identify | ying number, see instructions | | |
| Туре о | Name of exempt organization or other file | er, see instructions. | Employer ide | ntification number (EIN) or | | |
| print | | | 🗆 | <u> </u> | | |
| File by the | Number, street, and room or suite no. If | a P.O. box, see instr | uctions Social securi | y number (SSN) | | |
| due date | for | | | | | |
| filing your return Se | | code. For a foreign a | ddress, see instructions. | | | |
| instructio | ns | | | | | |
| Enter th | ne Return code for the return that this appli | ication is for (file a | senarate application for each return | | | |
| | · | · | | | | |
| Applic | | Return | Application | Return | | |
| Is For | | Code | Is For | Code | | |
| Form 9 | | 01 | | | | |
| | 990-BL | 02 | Form 1041-A | 08 | | |
| | 990-EZ | 01 | Form 4720 | 09 | | |
| | 990-PF | 04 | Form 5227 | 10 | | |
| | 990-T (sec. 401(a) or 408(a) trust) | 05 | Form 6069 | | | |
| Form | 990-T (trust other than above) | 06 | Form 8870 | 12 | | |
| • If this for the list with | organization does not have an office or places for a Group Return, enter the organization whole group, check this box | ion's four digit Gro If it is for parextension is for. of time until beginning | rt of the group, check this box | . If this is | | |
| 7 | State in detail why you need the extension | 1 | | | | |
| | | | | | | |
| | | | | | | |
| | | BE 000 = 1=== | | | | |
| 8a | If this application is for Form 990-BL, 990 nonrefundable credits. See instructions. |)-PF, 990-T, 4720, | or 6069, enter the tentative tax, less a | ny | | |
| b | b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868. | | | | | |
| С | | | | | | |
| - | Signature and ' | Verification mus | st be completed for Part II only. | | | |
| | penalties of perjury, it declare that I have exa dge and belief, it is true, correct, and complete, | | | ements, and to the best of my | | |
| Signatui | e ▶ | Title (| • | Date ▶ | | |
| | | | | Form 8868 (Pay 1-2012) | | |