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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 calendar year 2011, or tax year beginning 01-01-2011 , and ending 12-31-2011

G Check all that apply

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☐ Amended return

☐ Address change

☐ Name change

Name of foundation
LILY POINTE FAMILY FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)
PO BOX 40329

City or town, state, and ZIP code
BELLEVUE, WA 980154329

A Employer identification number
27-1540216

B Telephone number (see page 10 of the instructions)
(425) 641-5846

C If exemption application is pending, check here ☐
D 1. Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐
E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
F If the foundation is in a 60-month termination under section 507(b)(1)(B), 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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)
\$ 2,982,352

J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis.)

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) (see page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	500			
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	21,882	21,882		
	4 Dividends and interest from securities.	25,005	25,005		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	-17,284			
	b Gross sales price for all assets on line 6a _____ 1,008,199				
	7 Capital gain net income (from Part IV, line 2)		0		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	30,103	46,887		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule).	823	412		411
	b Accounting fees (attach schedule).	5,475	2,738		2,737
	c Other professional fees (attach schedule)	18,101	18,101		0
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)				
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule).	2,122	2,122		0
	24 Total operating and administrative expenses. Add lines 13 through 23	26,521	23,373		3,148
	25 Contributions, gifts, grants paid.	181,500			181,500
	26 Total expenses and disbursements. Add lines 24 and 25	208,021	23,373		184,648
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-177,918			
	b Net investment income (if negative, enter -0-)		23,514		
c Adjusted net income (if negative, enter -0-)					

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

Cat No 11289X

Form **990-PF** (2011)

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	93,204	78,340	78,340
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	1,852,949	1,689,894	1,973,603
	c	Investments—corporate bonds (attach schedule).	917,147	917,148	930,409
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
Liabilities	15	Other assets (describe ▶ _____)			
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	2,863,300	2,685,382	2,982,352
	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 (attach schedule)			
	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	2,863,300	2,685,382	
	30	Total net assets or fund balances (see page 17 of the instructions)	2,863,300	2,685,382	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	2,863,300	2,685,382	

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	2,863,300
2	Enter amount from Part I, line 27a	2	-177,918
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	2,685,382
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	2,685,382

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	See Additional Data Table			
b				
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 See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a See Additional Data Table			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	-17,284
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

Was the 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 page 18 of the 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))
2010	150,672	3,006,463	0 050116
2009	0	0	0 0
2008			
2007			
2006			

2 Total of line 1, column (d).	2	0 050116
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 025058
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4	3,015,664
5 Multiply line 4 by line 3.	5	75,567
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	235
7 Add lines 5 and 6.	7	75,802
8 Enter qualifying distributions from Part XII, line 4.	8	184,648

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 on page 18

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the 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	235
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	235
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	235
6		Credits/Payments			
a		2011 estimated tax payments and 2010 overpayment credited to 2011	6a	110	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c	250	
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments Add lines 6a through 6d.		7	360
8		Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	125
11		Enter the amount of line 10 to be Credited to 2012 estimated tax 125	Refunded	11	0

Part VII-AStatements Regarding Activities

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?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	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.			
c	Did the foundation file Form 1120-POL for this year?	1c		No
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.	2		No
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		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
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? If "Yes," attach the statement required by General Instruction T.	5		No
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		No
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	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the 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 .	8b	Yes	
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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

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 page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14	The books are in care of CAROL-ANN O'MACK Telephone no (425) 641-5846 Located at PO BOX 40329 BELLEVUE WA ZIP+4 980154329			
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 over a bank, securities, or other financial account in a foreign country?	15		
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country	16	Yes	No

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? (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? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (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	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	1b		
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 2011?	1c		No
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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If "Yes," list the years 20 , 20 , 20 , 20			
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 page 20 of the instructions).	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 20 , 20 , 20 , 20			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?			
b	If "Yes," did it have excess business holdings in 2011 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 2011.).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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?	4b		No

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)? (see page 22 of the instructions).	☐ 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 page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	☒	5b	
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? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>	☐ Yes ☐ No		
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? <i>If "Yes" to 6b, file Form 8870.</i>		6b	No
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?		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 (see page 22 of the instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
CAROL-ANN O'MACK PO BOX 40329 BELLEVUE, WA 980154329	PRESIDENT 1 00	0	0	0
JOHN DEININGER PO BOX 40329 BELLEVUE, WA 980154329	SECRETARY/TREASURER 1 00	0	0	0
2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				0

Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). 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 SELECTION OF ORGANIZATIONS TO RECEIVE CONTRIBUTIONS IN FURTHERANCE OF THE FOUNDATION'S MISSION	181,500
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions	
3	
Total. Add lines 1 through 3.	0

Part X

Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	2,999,624
b	Average of monthly cash balances.	1b	61,964
c	Fair market value of all other assets (see page 24 of the instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	3,061,588
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	3,061,588
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	45,924
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,015,664
6	Minimum investment return. Enter 5% of line 5.	6	150,783

Part XI

Distributable Amount (see page 25 of the 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	150,783
2a	Tax on investment income for 2011 from Part VI, line 5.	2a	235
b	Income tax for 2011 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	235
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	150,548
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	150,548
6	Deduction from distributable amount (see page 25 of the instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	150,548

Part XII

Qualifying Distributions (see page 25 of the 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	184,648
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	184,648
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 page 26 of the instructions).	5	235
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	184,413
Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years			

Part XIII

Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				150,548
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__		0		
3 Excess distributions carryover, if any, to 2011				
a From 2006.				
b From 2007.				
c From 2008.				
d From 2009.				
e From 2010.				629
f Total of lines 3a through e.	629			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 184,648				
a Applied to 2010, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .	0			
d Applied to 2011 distributable amount.				150,548
e Remaining amount distributed out of corpus	34,100			
5 Excess distributions carryover applied to 2011 (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	34,729			
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 page 27 of the instructions . . .		0		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011.				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions).	0			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions).	0			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a.	34,729			
10 Analysis of line 9				
a Excess from 2007. . . .				
b Excess from 2008. . . .				
c Excess from 2009. . . .				
d Excess from 2010. . . .				629
e Excess from 2011. . . .				34,100

Part XIVPrivate Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling.

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2011	(b) 2010	(c) 2009	(d) 2008	
b	85% of line 2a					
c	Qualifying distributions from Part XII, line 4 for each year listed.					
d	Amounts included in line 2c not used directly for active conduct of exempt activities.					
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c.					
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test—enter					
	(1) Value of all assets					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b	"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c	"Support" alternative test—enter					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					

Part XVSupplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see page 27 of the instructions.)

1

Information Regarding Foundation Managers:

a

List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

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 page 28 of the 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 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 or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	181,500
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments. . . .					
3	Interest on savings and temporary cash investments			14	21,882	
4	Dividends and interest from securities. . . .			14	25,005	
5	Net rental income or (loss) from real estate					
a	Debt-financed property.					
b	Not debt-financed property.					
6	Net rental income or (loss) from personal property					
7	Other investment income.					
8	Gain or (loss) from sales of assets other than inventory			18	-17,284	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory. .					
11	Other revenue a _____					
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal. Add columns (b), (d), and (e). .		0		29,603	0
13	Total. Add line 12, columns (b), (d), and (e).			13		29,603

[illegible]

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)		No
	(2) Other assets.	1a(2)		No
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
	(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
	(3) Rental of facilities, equipment, or other assets.	1b(3)		No
	(4) Reimbursement arrangements.	1b(4)		No
	(5) Loans or loan guarantees.	1b(5)		No
	(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

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
--------------------------	--------------------------	---------------------------------

May the IRS discuss this return with the preparer shown above? See instructions ☒ Yes ☐ No

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
MICROSOFT CORP			2011-07-08
NESTLE S A REGISTERED SHARES ADR			2011-09-16
PEPSICO INC			2011-08-01
PRAXAIR INC COM			2011-07-08
THERMO FISHER SCIENTIFIC INC			2011-11-07
URBAN OUTFITTERS INCORPORATED			2011-09-16
ACCENTURE PLC			2011-12-02
AFLAC INC			2011-02-18
ALLERGAN INC			2011-12-02
AMAZON COM INC COM			2011-05-12
AMAZON COM INC COM			2011-12-02
AMERICAN TOWER SYSTEMS CORP CLASS A			2011-12-02
APPLE INC			2011-05-12
APPLE INC			2011-08-29
APPLE INC			2011-12-02
CARNIVAL CORP			2011-12-02
CARNIVAL CORP			2011-12-05
CELANESE CORP			2011-12-02
CELGENE CORP COM			2011-12-02
CHIPOTLE MEXICAN GRILL INC			2011-12-02
CITRIX SYS INC COM			2011-12-02
COACH INC			2011-12-02
COCA COLA CO			2011-12-02
COGNIZANT TECH SOLUTIONS CRP COM			2011-12-02
COMPANHIA DE BEBIDAS-PRF ADR			2011-12-02
COMPLETE PRODTN SVCS INC			2011-10-21
CONCHO RESOURCES INC			2011-12-02
COOPER INDUSTRIES PLC NEW IRELAND			2011-12-02
COSTCO WHOLESALE CORP			2011-12-02
CREE, INC			2011-02-18

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
CREE, INC			2011-05-12
DANAHER CORP			2011-03-09
DANAHER CORP			2011-12-02
DEERE & CO			2011-11-14
DIAGEO PLC ADR			2011-12-02
DOLBY LABORATORIES INC			2011-02-18
ECOLAB INC			2011-12-02
EDWARDS LIFESCIENCES CORP			2011-08-01
ESTEE LAUDER COMPANIES INC			2011-12-02
EXXON MOBIL CORPORATION			2011-12-02
FASTENAL CO			2011-03-09
FASTENAL CO			2011-09-16
FASTENAL CO			2011-12-02
FASTENAL CO			2011-12-15
FMC TECHNOLOGIES INC			2011-12-02
FMC TECHNOLOGIES INC			2011-12-15
GOLDMAN SACHS GROUP INC			2011-09-16
HMS HLDGS CORP			2011-12-02
INTERCONTINENTALEXCHANGE INC			2011-12-02
INTUIT COM			2011-12-02
JUNIPER NETWORKS INC			2011-08-29
KOHL'S CORP			2011-01-20
LAS VEGAS SANDS CORP			2011-12-02
MARVELL TECHNOLOGY GROUP			2011-04-07
MARVELL TECHNOLOGY GROUP			2011-05-12
MEDCO HEALTH SOLUTIONS INC			2011-12-02
MEDCO HEALTH SOLUTIONS INC			2011-12-15
MONSANTO CO NEW			2011-12-02
NESTLE S A REGISTERED SHARES ADR			2011-08-29
NESTLE S A REGISTERED SHARES ADR			2011-11-29

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
NETAPP INC			2011-12-02
ORACLE CORPORATION			2011-12-02
PEPSICO INC			2011-03-30
POTASH CORP SASK			2011-12-02
PRECISION CASTPARTS CORP			2011-09-16
PRECISION CASTPARTS CORP			2011-12-02
PRICELINE COM INC			2011-12-02
QUALCOMM INC			2011-12-02
RACKSPACE HOSTING INC			2011-12-02
SCHLUMBERGER LTD			2011-12-02
STARWOOD HOTELS & RESORTS WORLDWIDE			2011-12-02
STERICYCLE INC COM			2011-01-20
STERICYCLE INC COM			2011-12-02
TARGET CORP			2011-03-09
TARGET CORP			2011-05-26
TEVA PHARMACEUTICAL INDUSTRIES ADR			2011-06-29
THERMO FISHER SCIENTIFIC INC			2011-06-29
TRACTOR SUPPLY CO COM			2011-05-12
TRACTOR SUPPLY CO COM			2011-12-02
UNION PACIFIC CORP			2011-12-02
UNIVERSAL HEALTH SVCS INC CL B			2011-12-02
URBAN OUTFITTERS INCORPORATED			2011-03-28
VISA INC-CLASS A SHRS			2011-05-23
WATERS CORP			2011-12-02
WHOLE FOODS MKT INC			2011-12-02
GOOGLE INC			2011-12-02

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
34,319		32,142	2,177
9,824		9,774	50
23,032		22,243	789
35,307		27,362	7,945
32,499		32,664	-165
16,399		21,815	-5,416
4,704		3,852	852
31,443		26,577	4,866
3,664		3,661	3
1,006		886	120
5,667		5,082	585
3,748		3,288	460
1,739		1,574	165
14,928		12,439	2,489
9,302		7,716	1,586
2,249		2,977	-728
25,050		25,930	-880
1,487		1,928	-441
3,064		3,159	-95
3,125		2,330	795
2,996		2,939	57
2,113		1,976	137
1,985		2,071	-86
2,902		3,501	-599
4,450		4,367	83
35,430		31,366	4,064
2,879		2,964	-85
3,193		3,217	-24
832		838	-6
10,830		13,669	-2,839

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
28,180		42,222	-14,042
10,862		9,489	1,373
3,030		2,868	162
27,155		32,972	-5,817
4,554		4,128	426
46,414		58,366	-11,952
3,033		2,709	324
16,983		12,924	4,059
2,794		2,639	155
7,323		7,675	-352
11,056		9,564	1,492
10,872		8,319	2,553
2,990		1,936	1,054
10,009		6,205	3,804
4,975		4,028	947
13,440		10,532	2,908
19,121		31,117	-11,996
3,166		2,693	473
3,539		3,421	118
2,286		2,367	-81
18,147		30,605	-12,458
63,847		64,822	-975
663		718	-55
19,877		23,896	-4,019
20,240		22,485	-2,245
3,277		3,614	-337
15,751		16,126	-375
351		369	-18
10,390		9,265	1,125
34,112		30,580	3,532

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
2,300		3,528	-1,228
4,768		4,590	178
21,510		21,680	-170
5,100		5,608	-508
11,385		9,508	1,877
6,395		5,354	1,041
2,319		2,582	-263
4,269		4,530	-261
2,720		1,784	936
5,302		5,617	-315
2,510		3,588	-1,078
7,404		6,421	983
2,714		2,300	414
10,633		11,201	-568
26,520		26,824	-304
33,940		37,678	-3,738
19,011		15,817	3,194
21,722		16,787	4,935
5,907		3,964	1,943
4,979		4,596	383
1,531		1,627	-96
18,912		21,562	-2,650
28,785		26,124	2,661
1,502		1,832	-330
1,630		1,594	36
5,828		5,826	2

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			2,177
			50
			789
			7,945
			-165
			-5,416
			852
			4,866
			3
			120
			585
			460
			165
			2,489
			1,586
			-728
			-880
			-441
			-95
			795
			57
			137
			-86
			-599
			83
			4,064
			-85
			-24
			-6
			-2,839

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-14,042
			1,373
			162
			-5,817
			426
			-11,952
			324
			4,059
			155
			-352
			1,492
			2,553
			1,054
			3,804
			947
			2,908
			-11,996
			473
			118
			-81
			-12,458
			-975
			-55
			-4,019
			-2,245
			-337
			-375
			-18
			1,125
			3,532

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-1,228
			178
			-170
			-508
			1,877
			1,041
			-263
			-261
			936
			-315
			-1,078
			983
			414
			-568
			-304
			-3,738
			3,194
			4,935
			1,943
			383
			-96
			-2,650
			2,661
			-330
			36
			2

Form 990PF Part XV Line 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 or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SEATTLE CHILDREN'S HOSPITAL 4800 SAND POINT WAY NE SEATTLE,WA 98105	NONE	501(C)(3)	MEDICAL RESEARCH	53,500
ENCOMPASS NORTHWEST1407 BOALCH AVE NW NORTH BEND,WA 98045	NONE	501(C)(3)	NURTURE CHILDREN AND FAMILIES	1,000
FRED HUTCHINSON FOUNDATION 1100 FAIRVIEW AVE N SEATTLE,WA 98109	NONE	501(C)(3)	CANCER RESEARCH	62,500
NORTHWEST HARVESTPO BOX 12272 SEATTLE,WA 98102	NONE	501(C)(3)	RELIEVE HUMAN SUFFERING	10,000
WOODLAND PARK ZOO601 N 59TH STREET SEATTLE,WA 98103	NONE	501(C)(3)	WILD ANIMAL ACQUISITION	11,500
SEATTLE AQUARIUM1483 ALASKAN WAY PIER 59 SEATTLE,WA 98101	NONE	501(C)(3)	EDUCATION	10,000
CHILDHAVEN316 BROADWAY SEATTLE,WA 981225325	NONE	501(C)(3)	RELIEVE HUMAN SUFFERING	8,000
CHARITY WATER200 VARICK STREET SUITE 201 NEW YORK,NY 10014	NONE	501(C)(3)	WATER PROJECTS-AFRICA	6,000
GAGE ACADEMY OF ART1501 10TH AVE EAST SEATTLE,WA 98102	NONE	501(C)(3)	MISSION SUPPORT-ARTISTS	5,000
MAUI PREPARATORY ACADEMY 5095 NAPILIHOU ST 109B LAHAINA,HI 96761	NONE	501(C)(3)	TO SUPPORT "BRIDGE THE GAP" AND THE CORE VALUES AND EDUCATION	5,000
NORTHWEST BURN FOUNDATION 1515 NW 52ND ST SUITE A SEATTLE,WA 98107	NONE	501(C)(3)	TO SUPPORT PROGRAMS, EDUCATION AND RESEARCH	5,000
HOPELINK10675 WILLOWS ROAD NE SUITE 275 REDMOND,WA 98052	NONE	501(C)(3)	TO PROMOTE SELF-SUFFICIENCY FOR LOCAL FAMILIES	1,000
KING COUNTY SEXUAL ASSAULT RESOURCE CENTER200 MILL AVENUE SOUTH SUITE 10 RENTON,WA 98057	NONE	501(C)(3)	TO SUPPORT PROGRAMS, COUNSELING AND SUPPORT GROUPS TO VICTIMS OF SEXUAL ASSAULT	1,000
MILLIONAIRE CLUB INC2515 WESTERN AVE SEATTLE,WA 981211387	NONE	501(C)(3)	TO PROVIDE SUPPORT AND SERVICES TO LOCAL COMMUNITY	1,000
CARNATION ELEMENTARY PTSA 4950 TOLT AVE CARNATION,WA 98014	NONE	501(C)(3)	TO PROVIDE SUPPORT FOR LOCAL SCHOOL AND TEACHING ACTIVITIES	500
SEATTLE'S UNION GOSPEL MISSION3800 SOUTH OTHELLO STREET SEATTLE,WA 98118	NONE	501(C)(3)	TO SUPPORT PROGRAMS THAT SUPPORT LOCAL CITIZENS	500
Total  3a				181,500

TY 2011 Accounting Fees Schedule

Name: LILY POINTE FAMILY FOUNDATION

EIN: 27-1540216

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PROFESSIONAL FEES	5,475	2,738		2,737

TY 2011 Investments Corporate Bonds Schedule

Name: LILY POINTE FAMILY FOUNDATION

EIN: 27-1540216

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CORPORATE OBLIGATIONS	816,830	830,643
DOMESTIC MUTUAL FUNDS	100,318	99,766

TY 2011 Investments Corporate Stock Schedule

Name: LILY POINTE FAMILY FOUNDATION

EIN: 27-1540216

Name of Stock	End of Year Book Value	End of Year Fair Market Value
EQUITIES	1,689,894	1,973,603

TY 2011 Legal Fees Schedule

Name: LILY POINTE FAMILY FOUNDATION

EIN: 27-1540216

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	823	412		411

TY 2011 Other Expenses Schedule

Name: LILY POINTE FAMILY FOUNDATION

EIN: 27-1540216

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX	1,227	1,227		0
LICENSES AND TAXES	895	895		0

TY 2011 Other Professional Fees Schedule

Name: LILY POINTE FAMILY FOUNDATION

EIN: 27-1540216

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT	18,101	18,101		0

Additional Data

Software ID:
Software Version:
EIN: 27-1540216
Name: LILY POINTE FAMILY FOUNDATION

Form 990PF - Special Condition Description:

Special Condition Description