

## See a Social Security Number? Say Something! Report Privacy Problems to https://public.resource.org/privacy Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form **990-PF** 

OMB No 1545-0052

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. Department of the Treasury Internal Revenue Service For calendar year 2011 or tax year beginning and ending A Employer identification number Name of foundation BATES FAMILY FOUNDATION 36-7294980 Number and street (or P O box number if mail is not delivered to street address) Room/suite B Telephone number 253-752-4345 PO BOX 6861 City or town, state, and ZIP code C If exemption application is pending, check here 98417 TACOMA, WA G Check all that apply: Initial return Initial return of a former public charity D 1. Foreign organizations, check here Final return Amended return Foreign organizations meeting the 85% test, 2. check here and attach computation Address change Name change Section 501(c)(3) exempt private foundation H Check type of organization: E If private foundation status was terminated Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation under section 507(b)(1)(A), check here X Accrual I Fair market value of all assets at end of year | J Accounting method: Cash F If the foundation is in a 60-month termination. Other (specify) under section 507(b)(1)(B), check here (from Part II, col. (c), line 16) 12,170,244. (Part I, column (d) must be on cash basis.) ▶\$ (d) Disbursements for charitable purposes (cash basis only) Analysis of Revenue and Expenses Part I (a) Revenue and (c) Adjusted net (b) Net investment (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) ) expenses per books ıncome income N/A 1 Contributions, gifts, grants, etc., received 2 Check X If the foundation is not required to attach Sch B Interest on savings and temporary cash investments 1,108 1,108. STATEMENT 213,524 213,524. STATEMENT 4 Dividends and interest from securities 5a Gross rents Net rental income or (loss) 235,270 6a Net gain or (loss) from sale of assets not on line 10 b Gross sales price for all assets on line 6a 1,383,362. 7 Capital gain net income (from Part IV, line 2) 8 Net short-term capital gain TELLER \*\*\*\*\* 9 Income modifications IRS OGDEN, UTAH 10a Gross sales less returns and allowances b Less Cost of goods sold c Gross profit or (loss) 6,077 STATEMENT 11 Other income 455,979. 449,902 12 Total. Add lines 1 through 11 90,000 90,000. 180,000 Compensation of officers, directors, trustees, etc 14 Other employee salaries and wages 15 Pension plans, employee benefits 4,475. 4,475. 0. 16a Legal fees STMT 4,225. STMT 5 4,225. 0. **b** Accounting fees 18,620. 0. c Other professional fees STMT 6 18,620 17 Interest STMT 7 9,900 6,553 3,347. **₹8**≟ Taxes 19) Depreciation and depletion 201 Occupancy 21 Travel, conferences, and meetings Printing and publications 23 Other expenses 24 Total operating and administrative 217,220 115,173 102,047. expenses Add lines 13 through 23 631,750 631,750. 25 Contributions, gifts, grants paid Total expenses and disbursements. 848,970. 115,173 733,797. Add lines 24 and 25 27 Subtract line 26 from line 12: <392,991.

334,729

N/A

8 Excess of revenue over expenses and disbursements

b Net investment income (if negative, enter -0-)

c Adjusted net income (if negative, enter -0-)

Cach - non-netrest-bearing			Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	<u></u>	nd of year
2 Somps and temporary cash investments 3 Accounts receivable	<u> </u>	<u>art</u>	column should be for end-of-year amounts only	(a) Book Value	(b) Book Value	(c) Fair Market Value
Security receivable		1	Cash - non-interest-bearing			
Pickips receivable		2	Savings and temporary cash investments	2,572,193.	1,681,64	4. 1,681,644.
4 Piedges receivable    1. Less allowance for doubtful accounts    5. Grants receivable    6. Receivables due from officers, directors, trustees, and other disqualited persons    7. denontres set test excessed    1. Less allowance for doubtful accounts    1. Less allowance for sale or use    1. Preventiones for sale or use    1. Reventiones for sale or use    1. Reventiones for sale or use    1. Reventiones - copporate bonds    1. Investments - mortigage loans    1. Investments - other    1. Land, buildings, and sequipment basis    1. Less excensited repressor    1. Less excensited repressor    1. The counts payable and accrued expenses    1. Reventions payable and accrued expenses    1. The counts payable		3	Accounts receivable >			
4 Piedges receivable    1. Less allowance for doubtful accounts    5. Grants receivable    6. Receivables due from officers, directors, trustees, and other disqualited persons    7. denontres set test excessed    1. Less allowance for doubtful accounts    1. Less allowance for sale or use    1. Preventiones for sale or use    1. Reventiones for sale or use    1. Reventiones for sale or use    1. Reventiones - copporate bonds    1. Investments - mortigage loans    1. Investments - other    1. Land, buildings, and sequipment basis    1. Less excensited repressor    1. Less excensited repressor    1. The counts payable and accrued expenses    1. Reventions payable and accrued expenses    1. The counts payable			<del> </del>			
S Grants receivable  Reconvalies due from officers, directors, trustees, and other desqualited persons  To come attest admisserative  Best allowationises for sale or use  Best allowationises for sale or use a		4				
5 Grants recovable 6 Recovables due from orticars, directors, trustees, and other disqualified persons 7 Own-make administratives Less, allowance for doubtful accounts ► 28 Investments – corporate stock 19 Prepade ageneses and deferred charges 10 Investments – corporate bonds 11 Investments – corporate bonds 11 Investments – corporate bonds 11 Investments – corporate bonds 12 Investments – orbital dealers – to the dealers – to		`				
Receptables due from officers, directors, trustees, and other disqualified persons   Desire all training to sale or use   Desire all training training to sale or use   Desire all training train		_				
The investments of the complete for selection of the complete files of the complete for selection of the complete files of the compl		ء ا		-	<u> </u>	
Total lassets from the sets of under the sets or under the sets		"	· · · · · · · · · · · · · · · · · · ·			
8 Inventiones for sale or use 9		_ ا				
8   Investments cross and deferred charges   1,844.   9,567,598.   10,488,517.   10,488,518.   10,488,517.   10,488,518.   10,488,518.   10,		7				
Prepaid expenses and deterred charges   1,844.					·	
b   Investments - corporate bronds	şţ	8	· · · · · · · · · · · · · · · · · · ·	4 044		
b   Investments - corporate bronds	SS	1 -	, · · ·	1,844.		
c Investments - corporate bonds  11 investments - mortgage loans  12 Investments - mortgage loans  13 investments - orther  14 Land, buildings, and equipment basis buts accommanded septembers  15 Univestments - mortgage loans  16 Total assets (to be completed by all filers)  17 Accounts payable and accrued expenses  18 Grants payable and accrued expenses  19 Delerred revenue  20 Loans stem offices, directors, busieses, and other disqualified persons  21 Mortgages and other notes payable  22 Other labilities (describe by STATEMENT 9)  23 Total liabilities (describe by STATEMENT 9)  24 Unrestments - corporate bonds  25 Importantly restricted  26 Permanently restricted  27 Total inet assets or fund balances  28 Pard-in or capital surplus, or land, bligt, and equipment fund  29 Part III Analysis of Changes in Net Assets or Fund Balances  11,891,805. 11,969,977.  11,891,805. 11,969,977.  11,891,805. 11,969,977.  11,891,805. 11,969,977.  11,891,805. 11,969,977.  11,891,805. 11,969,977.  11,891,805. 11,969,977.  2 < 330 Part III Analysis of Changes in Net Assets or Fund Balances  1 Total net assets or fund balances  1 Total net assets or fund balances at beginning of year - Part III, column (a), line 30  1 Total net assets or fund balances at beginning of year - Part III, column (a), line 30  1 Total net assets or fund balances or fun	⋖	10a	investments - U.S. and state government obligations			
11   Investments - baid, tuidangs, and equipment basis   Less accumulated dispracation   Les		_ b	Investments - corporate stock STMT 8	9,567,598.	10,488,51°	7. 10,488,517.
tes azemaized deprecations    12		C	Investments - corporate bonds			
12   Investments - mortgage loans   13   Investments - other   14   Land, buildings, and equipment basis   15   Color assets (describe   INTEREST RECEIVABLE)   170.		11	Investments - land, buildings, and equipment basis			
12   Investments - mortgage loans   13   Investments - other   14   Land, buildings, and equipment basis   15   Color assets (describe   INTEREST RECEIVABLE)   170.			Less accumulated depreciation			
13 Investments - other  14 Land, buildings, and equipment basis buildings and complete by all filers)  15 Other assets (to be completed by all filers)  16 Total assets (to be completed by all filers)  17 Accounts payable and accrued expenses  18 Grants payable and accrued expenses  18 Grants payable and accrued expenses  21 Mortgages and other notes payable  22 Other liabilities (describe by STATEMENT 9)  23 Total filabilities (describe by STATEMENT 9)  24 Unrestricted  250,000. 200,000.  267.  250,000. 200,267.  267.  27 Total filabilities (add lines 17 through 22)  250,000. 200,267.  267.  27 Total filabilities (add lines 17 through 22)  250,000. 200,267.  268.  27 Emporarily restricted  28 Paid-in or capital surplus, or land, bidg., and equipment fund  28 Paid-in or capital surplus, or land, bidg., and equipment fund  28 Paid-in or capital surplus, or land, bidg., and equipment fund  29 Retained earnings, accumulated income, endowment, or other funds  29 Retained earnings, accumulated income, endowment, or other funds  29 Retained earnings, accumulated income, endowment, or other funds  29 Total liabilities and net assets/fund balances  11,891,805. 11,969,977.  11,891,805. 12,170,244.   Part III Analysis of Changes in Net Assets or Fund Balances  11,1491,805. 12,170,244.  11,969,977.  11,969,977.  11,969,977.  11,969,977.  11,969,977.  11,969,977.  11,969,977.  11,969,977.  11,969,977.  11,969,977.  11,969,977.  11,969,977.  11,969,977.		12				
14 Land, buildings, and equipment basis ► 15 Other assets (describe ► INTEREST RECEIVABLE) 16 Total assets (to be completed by all filers) 17 Accounts payable and accrued expenses 18 Grants payable 19 Deferred revenue 20 Loans from officers, directors, trustees, and other disqualified persons 21 Mortgages and other notes payable 22 Other labilities (describe ► STATEMENT 9) 23 Total liabilities (add lines 17 through 22) 25 Control from officers, directors, trustees, and other disqualified persons 26 Unrestricted 27 Total liabilities (add lines 17 through 22) 28 Temporarly restricted 29 Temporarly restricted 20 Emeranently restricted 21 Temporarly restricted 22 Permanently restricted 23 Pard-in or capital surplus, or land, bldg., and equipment fund 29 Retained earnings, accumulated income, endowment, or other funds 30 Total net assets or fund balances 30 Total net assets or fund balances in Net Assets or Fund Balances 31 Total liabilities and net assets/fund balances 32 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) 29 Enter amount from Part, line 27a 30 Other increases on dincided in line 2 (termize) ► UNREALIZED GATN ON INVESTMENTS 31 Total leases or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 65 Total net assets or fund balances are not of year fund et amount from Part, line 27a 31 Total reases or fund balances are not of year fund et amount from Part, line 27a 32 Add lines 1,2, and 3 33 Total net assets or fund balances are not of year fund et amount from Part, line 27a 34 Total net assets or fund balances are not of year fund et amount from Part, line 27a 35 Total net assets or fund balances are not of year fund et amount from Part, line 27a 36 Total net assets or fund balances are not of year fund et amount from Part, line 27a 37 Total net assets or fund balances are not of year fund et amount from Part, line 27a 38 Total net assets or fund balances are not of ye			· · ·			
15   Cither assets (describe   INTEREST   RECEIVABLE   170		_				
15 Other assets (describe   INTEREST RECEIVABLE   170. 83. 83.     16 Total assets (to be completed by all filers)   12,141,805. 12,170,244.     17 Accounts payable and accrued expenses   250,000. 200,000.     18 Grants payable   250,000. 200,000.     19 Deferred revenue   20 Loans from officers, directors, frustless, and other desqualified persons   20 Hortgages and other notes payable   22 Other labilities (describe   STATEMENT 9   0. 267.     23 Total liabilities (add lines 17 through 22)   250,000. 200,267.     Foundations that follow SFAS 117, check here   X  and complete lines 24 through 26 and lines 30 and 31.     Unrestricted   11,891,805. 11,969,977.     Total liabilities (add lines 17 through 22)   250,000. 200,267.     Foundations that do not follow SFAS 117, check here   x  and complete lines 24 through 31.     Total flabilities (add lines 17 through 31.   27 Capital stock, trust principal, or current funds 28 Retained earnings, accumulated income, endowment, or other funds 30 Total net assets or fund balances   11,891,805. 11,969,977.     Total liabilities and net assets/fund balances   12,141,805. 12,170,244.     Part III		'"	· · · · · · · · · · · · · · · · · · ·			
16 Total assets (to be completed by all filers)  17 Accounts payable and accrued expenses 18 Grants payable 29 Deferred revenue 20 Lears from efficers, directors, trustees, and other disqualified persons 21 Mortgages and other notes payable 22 Other liabilities (describe ▶ STATEMENT 9 O. 267.  23 Total liabilities (add lines 17 through 22) 25 O,000 . 200 , 267.  Foundations that follow SFAS 117, check here Interstricted 25 Temporarily restricted 26 Foundations that do not follow SFAS 117, check here Interstricted 27 Total liabilities (and lines 27 through 31. 28 Padr-nor capital surplus, or land, hidg, and equipment fund 29 Retained earnings, accumulated income, endowment, or other funds 30 Total net assets or fund balances 30 Total net assets or fund balances Interstricted		4.5		170	8.	3. 83.
Total liabilities (add lines 17 through 22)  Total liabilities (add lines 17 through 26)  Tomporarily restricted  Tomporarily restricted  Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.  Total liabilities (add lines 17 through 26)  Relained arrings, accumulated income, endowment, or other funds  Relained arrings, accumulated income, endowment, or other funds  Total net assets or fund balances  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)  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)  Total net assets or fund balances at lend of year (litemize) UNREALIZED GAIN ON INVESTMENTS  Total net assets or fund balances at end of year (litemize) UNREALIZED GAIN ON INVESTMENTS  Total net assets or fund balances at end of year (line 4 minus line 5) - Part III, column (b), line 30  Total net assets or fund balances at end of year (line 4 minus line 5) - Part III, column (b), line 30  Total net assets or fund balances at end of year (line 4 minus line 5) - Part III, column (b), line 30  Total net assets or fund balances at end of year (line 4 minus line 5) - Part III, column (b), line 30  Total net assets or fund balances at end of year (line 4 minus line 5) - Part III, column (b), line 30  Total net assets or fund balances at end of year (line 4 minus line 5) - Part III, column (b), line 30  Total net assets or fund balances at end of year (line 4 minus line 5) - Part III, column (b), line 30		15	Other assets (describe   INTEREST RECETVADUE)	170.		3.
Total liabilities (add lines 17 through 22)  Total liabilities (add lines 17 through 26)  Tomporarily restricted  Tomporarily restricted  Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.  Total liabilities (add lines 17 through 26)  Relained arrings, accumulated income, endowment, or other funds  Relained arrings, accumulated income, endowment, or other funds  Total net assets or fund balances  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)  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)  Total net assets or fund balances at lend of year (litemize) UNREALIZED GAIN ON INVESTMENTS  Total net assets or fund balances at end of year (litemize) UNREALIZED GAIN ON INVESTMENTS  Total net assets or fund balances at end of year (line 4 minus line 5) - Part III, column (b), line 30  Total net assets or fund balances at end of year (line 4 minus line 5) - Part III, column (b), line 30  Total net assets or fund balances at end of year (line 4 minus line 5) - Part III, column (b), line 30  Total net assets or fund balances at end of year (line 4 minus line 5) - Part III, column (b), line 30  Total net assets or fund balances at end of year (line 4 minus line 5) - Part III, column (b), line 30  Total net assets or fund balances at end of year (line 4 minus line 5) - Part III, column (b), line 30  Total net assets or fund balances at end of year (line 4 minus line 5) - Part III, column (b), line 30			Tatal accests (to be completed by all filers)	12 141 905	12 170 24	1 12 170 244
18 Grants payable   250,000. 200,000.     19 Deferred revenue   20 Leans from officers, directors, trustees, and other disqualified persons   21 Mortgages and other notes payable   22 Other liabilities (describe ► STATEMENT 9				12,141,003.	14,110,44	12,170,244.
19 Deferred revenue  10 Leans from officers, derectors, trustees, and other disqualified persons 21 Mortgages and other notes payable 22 Other liabilities (describe ► STATEMENT 9) 0. 267. 23 Total liabilities (add lines 17 through 22) 250,000. 200,267.  Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.  24 Unrestricted 11,891,805. 11,969,977.  25 Temporarily restricted 5 Temporarily restricted 6 Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.  27 Capital stock, trust principal, or current funds 28 Retained earnings, accumulated income, endowment, or other funds 30 Total net assets or fund balances 11,891,805. 11,969,977.  28 Total liabilities and net assets/fund balances 12,141,805. 12,170,244.  29 Retained earnings, accumulated income, endowment, or other funds 30 Total net assets or fund balances 12,141,805. 12,170,244.  20 Part III Analysis of Changes in Net Assets or Fund Balances 21 Total liabilities and net assets/fund prior year's return) 11,891,805.  20 Cither increases not included in line 2 (itemze) ► UNREALIZED GAIN ON INVESTMENTS 3 471,163.  31 Add lines 1, 2, and 3 4 11,969,977.  32 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 6 11,969,977.		1	· ·	250 000	200 000	$\rightarrow$
20   Loans from officers, directors, trustees, and other disqualified persons		1	· ·	250,000.	200,000	<del>J •</del>
23 Total liabilities (add lines 17 through 22)  250,000. 200,267.  Foundations that follow SFAS 117, check here	es	19	Deferred revenue			<b>⊣</b>
23 Total liabilities (add lines 17 through 22)  250,000. 200,267.  Foundations that follow SFAS 117, check here	≣	20	Loans from officers, directors, trustees, and other disqualified persons			<u> </u>
23 Total liabilities (add lines 17 through 22)  250,000. 200,267.  Foundations that follow SFAS 117, check here	iab	ı	[			
Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.  11,891,805. 11,969,977.  Temporarily restricted 25 Temporarily restricted 26 Permanently restricted 27 Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.  7 Capital stock, trust principal, or current funds 28 Paid-in or capital surplus, or land, bldg., and equipment fund 29 Retained earnings, accumulated income, endowment, or other funds 30 Total net assets or fund balances  11,891,805. 11,969,977.  11 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) 20 Enter amount from Part I, line 27a 30 Other increases not included in line 2 (itemize) UNREALIZED GAIN ON INVESTMENTS 4 Add lines 1, 2, and 3 5 Decreases not included in line 2 (itemize) UNREALIZED GAIN ON INVESTMENTS 5 Decreases not included in line 2 (itemize) 11,969,977. 5 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 6 11,969,977.	_	22	Other liabilities (describe STATEMENT 9)	0.	267	7.
Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.  11,891,805. 11,969,977.  Temporarily restricted 25 Temporarily restricted 26 Permanently restricted 27 Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.  7 Capital stock, trust principal, or current funds 28 Paid-in or capital surplus, or land, bldg., and equipment fund 29 Retained earnings, accumulated income, endowment, or other funds 30 Total net assets or fund balances  11,891,805. 11,969,977.  11 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) 20 Enter amount from Part I, line 27a 30 Other increases not included in line 2 (itemize) UNREALIZED GAIN ON INVESTMENTS 4 Add lines 1, 2, and 3 5 Decreases not included in line 2 (itemize) UNREALIZED GAIN ON INVESTMENTS 5 Decreases not included in line 2 (itemize) 11,969,977. 5 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 6 11,969,977.						_ 1
and complete lines 24 through 26 and lines 30 and 31.  24 Unrestricted 25 Temporarily restricted 26 Permanently restricted 27 Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.  28 Paid-in or capital surplus, or land, bldg., and equipment fund 29 Retained earnings, accumulated income, endowment, or other funds 30 Total net assets or fund balances  11,891,805. 11,969,977.  29 Total liabilities and net assets/fund balances  12,141,805. 12,170,244.  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) 29 Enter amount from Part I, line 27a 30 Other increases not included in line 2 (itemize) UNREALIZED GAIN ON INVESTMENTS 4 Add lines 1, 2, and 3 5 Decreases not included in line 2 (itemize) UNREALIZED GAIN ON INVESTMENTS 5 Occasses not included in line 2 (itemize) Decreases not included in line 2 (itemize) De		23		250,000.	200,26	<u>7 - </u>
24 Unrestricted 25 Temporarily restricted 26 Permanently restricted 27 Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.  28 Paid-in or capital surplus, or land, bldg., and equipment fund 29 Retained earnings, accumulated income, endowment, or other funds 30 Total net assets or fund balances  11,891,805. 11,969,977.  11,891,805. 11,969,977.  11,891,805. 11,969,977.  11,891,805. 12,170,244.  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)  2 Enter amount from Part I, line 27a 3 Other increases not included in line 2 (itemize) ► UNREALIZED GAIN ON INVESTMENTS 4 Add lines 1, 2, and 3 5 Decreases not included in line 2 (itemize) ► 0. 6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 6 11,969,977.			Foundations that follow SFAS 117, check here			
31 Total liabilities and net assets/fund balances   12,141,805.   12,170,244.			and complete lines 24 through 26 and lines 30 and 31.			
31 Total liabilities and net assets/fund balances   12,141,805.   12,170,244.	Ses	24	Unrestricted	11,891,805.	11,969,97	7.
31 Total liabilities and net assets/fund balances   12,141,805.   12,170,244.	ä	I				
31 Total liabilities and net assets/fund balances   12,141,805.   12,170,244.	Ba	I	Permanently restricted			
31 Total liabilities and net assets/fund balances   12,141,805.   12,170,244.	힏		. <del></del>			
31 Total liabilities and net assets/fund balances   12,141,805.   12,170,244.	Ē		· · · · · · · · · · · · · · · · · · ·			
31 Total liabilities and net assets/fund balances   12,141,805.   12,170,244.	ģ	27	·			
31 Total liabilities and net assets/fund balances   12,141,805.   12,170,244.	ets	l		· · · · · · · · · · · · · · · · · · ·		
31 Total liabilities and net assets/fund balances   12,141,805.   12,170,244.	\ss	l				
31 Total liabilities and net assets/fund balances   12,141,805.   12,170,244.	÷	l		11 891 805	11 969 97	7
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)  2 Enter amount from Part I, line 27a 3 Other increases not included in line 2 (itemize) ► UNREALIZED GAIN ON INVESTMENTS 4 Add lines 1, 2, and 3 5 Decreases not included in line 2 (itemize) ► 6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30  1 11,891,805. 2 <392,991. 3 471,163. 4 11,969,977. 5 0. 6 11,969,977.	Ž	30	Total net assets of fund datances	11,091,003.	11,000,01	<del>′ •</del>
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)  2 Enter amount from Part I, line 27a 3 Other increases not included in line 2 (itemize) ► UNREALIZED GAIN ON INVESTMENTS 4 Add lines 1, 2, and 3 5 Decreases not included in line 2 (itemize) ► 6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30  1 11,891,805. 2 <392,991. 3 471,163. 4 11,969,977. 5 0. 6 11,969,977.			Total lightitation and not constalling the language	12 141 805	12 170 247	1
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)  2 Enter amount from Part I, line 27a  3 Other increases not included in line 2 (itemize) ► UNREALIZED GAIN ON INVESTMENTS  4 Add lines 1, 2, and 3  5 Decreases not included in line 2 (itemize) ►  5 O.  6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30  1 11,891,805.  2 <392,991.  3 471,163.  4 11,969,977.  5 O.	_	131			14,110,44	± •
(must agree with end-of-year figure reported on prior year's return)  2 Enter amount from Part I, line 27a 3 Other increases not included in line 2 (itemize) ► UNREALIZED GAIN ON INVESTMENTS 4 Add lines 1, 2, and 3 5 Decreases not included in line 2 (itemize) ► 6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30  1 11,891,805. 2 <392,991.2 3 471,163. 4 11,969,977. 5 0.	P	art	III Analysis of Changes in Net Assets or Fund B	alances		
(must agree with end-of-year figure reported on prior year's return)  2 Enter amount from Part I, line 27a 3 Other increases not included in line 2 (itemize) ► UNREALIZED GAIN ON INVESTMENTS 4 Add lines 1, 2, and 3 5 Decreases not included in line 2 (itemize) ► 6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30  1 11,891,805. 2 <392,991.2 3 471,163. 4 11,969,977. 5 0.	1	Tota	I net assets or fund balances at beginning of year - Part II, column (a), line	30		
2 Enter amount from Part I, line 27a 3 Other increases not included in line 2 (itemize) UNREALIZED GAIN ON INVESTMENTS 4 Add lines 1, 2, and 3 5 Decreases not included in line 2 (itemize) Decreases	•			1 11,891,805.		
3 Other increases not included in line 2 (itemize) UNREALIZED GAIN ON INVESTMENTS 4 Add lines 1, 2, and 3 5 Decreases not included in line 2 (itemize) Dec	,	•				
4 Add lines 1, 2, and 3 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 11, 969, 977.				GATN ON INVEST	rments	
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 11,969,977.				<u></u>		
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 6 11,969,977.	-				<u> </u>	
				olumn (h). line 30		
	<u> </u>	iuld	i net assets of fund balances at end of year (line 4 fillings line 3) * Fact it, of	namm (b), mio oo		

36-7294980 Page 2

Form 990-PF (2011)

BATES FAMILY FOUNDATION

Form **990-PF** (2011)

Part IV

123521 12-02-11

(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>b)</b> H P - D -	ow acquired Purchase Donation		e acquired day, yr.)	(d) Date sold (mo., day, yr.)
12	5000 SHARES INTEGRYS ENERGY GROUP, INC.					<u> </u>	P	05/	18/09	05/23/11
$\overline{}$	8000 SHARES JC						P		22/09	05/23/11
	12500 SHARES S						P		24/10	05/23/11
	12500 SHARES S						P		24/10	05/24/11
	5000 SHARES EC						P		30/10	08/22/11
	(e) Gross sales price	(f) Deprecia	tion allowed owable)		st or other basis expense of sale			(h)	Gain or (loss us (f) minus	)
	265,353.				139,54	0.				125,813
_ <u>a</u>	500 005				518,58					3,624
<del>_</del>	1.00.0				161,27					4,536
	4.65 054				161,27				_	3,998
e	064 504				167,42					97,299.
	Complete only for assets show		(h) and owned by t	he foundation				(I) Gains (	Col. (h) gaın	
	(i) F.M.V. as of 12/31/69	(j) Adjus as of 12	ted basis 2/31/69		cess of col. (1) col. (j), if any			òl. (k), but	not less tha s (from col. (	n -0-) <b>or</b>
										125,813.
_ <u>_</u>	··									3,624.
c										4,536.
ď										3,998.
e										97,299.
			If gain, also enter			J				
2	Capital gain net income or (net c	apıtal loss) 🛛 🐧	If (loss), enter -0-	in Part I, line	7	J	2			235,270.
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).							27 / 2			
_	art V Qualification U	Indor Soction	n 4040(a) for	Poducos	l Tay on Not	Inve	stment In	come	N/A	·
Wa <u>If "</u> `	ection 4940(d)(2) applies, leave t s the foundation liable for the sec Yes," the foundation does not qua	ction 4942 tax on th	4940(e). Do not co	mplete this pa	ert.		_			Yes X No
1_	Enter the appropriate amount in	each column for e	ach year; see instru	ctions before	making any entrie	es	_			733
(	<b>(a)</b> Base period years Calendar year (or tax year beginn	ıng ın) Adju	(b) sted qualifying dist	ributions	Net value of nor	(c) nchard	able-use asse	ts	Distrit (col. (b) div	(d) oution ratio vided by col. (c))
	2010		59	4,245.		11,	198,32	7.		.053066
	2009		45	2,126.		10,	380,39	2.	· <del></del>	.043556
	2008		38	6,302.			443,65			.070964
	2007		27	3,415.			117,26			.066407
	2006		22	8,690.		<u> </u>	<u>698,07</u>	7.		.061840
2	Total of line 1, column (d)							2		.295833
	Average distribution ratio for the			n line 2 by 5,	or by the number	of yea	rs			
	the foundation has been in existe	ence if less than 5 y	/ears					3		.059167
4	Enter the net value of noncharita	ble-use assets for 2	2011 from Part X, I	ine 5				4	1	2,045,649.
5	Multiply line 4 by line 3							_5		712,705.
6	Enter 1% of net investment inco	me (1% of Part I, I	ne 27b)					6		3,347.
7	Add lines 5 and 6							7		716,052.
	Enter qualifying distributions from							8		733,797.
	If line 8 is equal to or greater tha See the Part VI instructions.	n line 7, check the	box in Part VI, line	1b, and comp	olete that part using	g a 1%	tax rate.			

			294980		Page 4
	art VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 494	<u>+0 - S</u> (	ee instru	ICTIO	ns)
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%	1		<u>3,3</u>	47.
	of Part I, line 27b				
	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				_
2	, , , , , , , , , , , , , , , , , , , ,	2			<u>   0                                 </u>
3		3		<u>3,3</u>	47.
4		4			<u>0.</u>
5		5		<u>3,3</u>	<u>47.</u>
6	Credits/Payments:				
а	2011 estimated tax payments and 2010 overpayment credited to 2011 6a 3,080.				
b	Exempt foreign organizations - tax withheld at source				
C	: Tax paid with application for extension of time to file (Form 8868)				
d	Backup withholding erroneously withheld 6d	l			
		7		<u>3,0</u>	80.
8	Enter any <b>penalty</b> 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		2	67.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	0			
11	Enter the amount of line 10 to be: Credited to 2012 estimated tax ▶ Refunded ▶ 1	1			
Pa	art VII-A Statements Regarding Activities				<del>,</del>
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in			Yes	No
	any political campaign?		1a		X
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?		1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published of	or .			
	distributed by the foundation in connection with the activities.				
C	Did the foundation file Form 1120-POL for this year?		1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:				
	(1) On the foundation. ▶ \$ 0 . (2) On foundation managers. ▶ \$				
е	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?		2		X
	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		X
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?		4a		X
b	olf "Yes," has it filed a tax return on Form 990-T for this year?	N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?		5		X
	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	<b>J</b>			
	remain in the governing instrument?		6		X
7	Did the foundation have at least \$5,000 in assets at any time during the year?		7	X	
	If "Yes," complete Part II, col (c), and Part XV.				
8a	Enter the states to which the foundation reports or with which it is registered (see instructions)				
	IL		_		
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	X	
9	is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calenda	ır			
	year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		9		_X_
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		10		X

orm	990-PF (2011) BATES FAMILY FOUNDATION 36-729	<u>4980</u>		Page 5
	rt 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	1		
	section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges?	1.		
	If "Yes," attach statement (see instructions)	12	7.	X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
	Website address ► N/A		4 4 4	
14	The books are in care of ► HEARTLAND BANK - MCLEAN COUNTY Telephone no. ► 309-6			
	Located at ► 205 N. MAIN ST., SUITE 101 BLOOMINGTON, IL ZIP+4 ►6	L7 <u>U</u> 4		_
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	N	/A	NI.
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank,	١	Yes	No
	securities, or other financial account in a foreign country?	16	L	<u>X</u>
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign			
<b>D</b> -	country  Int VII-B   Statements Regarding Activities for Which Form 4720 May Be Required	ــــــــــــــــــــــــــــــــــــــ		
Pa			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		162	140
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 X No			
	(1) =19=9+11 =11 =11 =11 =11 =11 =11 =11 =11 =11			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from)  a disqualified person?  Yes X No			
	(-)			
	(1) - 2) - 2 - 2 - 2 - 3 - 3 - 3 - 3 - 3 - 3 - 3			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?  Yes X No			
	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.)  If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations			
	section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?  N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here			
	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		х
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation	1		
2	defined in section 4942(j)(3) or 4942(j)(5)):	:		
9	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			
٠	before 2011? Yes X No			
	If "Yes," list the years  ,,,,,,,			
h	Are there any years listed in 2a for which the foundation is <b>not</b> applying the provisions of section 4942(a)(2) (relating to incorrect			
	valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach			
	statement - see instructions.)  N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here.			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time			
	during the year?			
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)  N/A	3b		
	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
t	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		X
	Fo	rm <b>990</b>	-PF (	2011)

Part VII-B   Statements Regarding Activities for Which	Form 4720 May Roll	Poguirod (santu	36-72945	180 F	<sup>2</sup> age <b>6</b>
	Form 4720 May be	Required (contil	nuea)		
5a During the year did the foundation pay or incur any amount to:	4045(-)\0		es X No		1
(1) Carry on propaganda, or otherwise attempt to influence legislation (section)	. ,,		es LALINO		
(2) Influence the outcome of any specific public election (see section 4955);	or to carry on, directly or mair		es X No		
any voter registration drive?	0		es X No		
(3) Provide a grant to an individual for travel, study, or other similar purpose		L 1	es LAJ NO	,	
(4) Provide a grant to an organization other than a charitable, etc., organization	ion described in section	П,	es X No		
509(a)(1), (2), or (3), or section 4940(d)(2)?			es LAJ NO		
(5) Provide for any purpose other than religious, charitable, scientific, literary	y, or educational purposes, or		es X No		
the prevention of cruelty to children or animals?			es LALINO		
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify u		in Regulations	37/3	.	
section 53.4945 or in a current notice regarding disaster assistance (see insti			N/A	5b	
Organizations relying on a current notice regarding disaster assistance check					
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption			—		
expenditure responsibility for the grant?		1/A 🗀 Y	es L No		
If "Yes," attach the statement required by Regulations section 53.49					
6a Did the foundation, during the year, receive any funds, directly or indirectly, to	pay premiums on	<b></b>	es X No		
a personal benefit contract?	naraonal hanafri accircato	<b>Y</b> (	85 LA_ NO	<u>_</u>	v
<b>b</b> Did the foundation, during the year, pay premiums, directly or indirectly, on a	personal benefit contract?		-	6b	<u> </u>
If "Yes" to 6b, file Form 8870.			es X No		
7a At any time during the tax year, was the foundation a party to a prohibited tax		Y		7.	
b If 'Yes,' did the foundation receive any proceeds or have any net income attrit		nogoro Highli		7b	
Part VIII Information About Officers, Directors, Trus Paid Employees, and Contractors	itees, Foundation Ma	magers, nigni	y		
List all officers, directors, trustees, foundation managers and their	r compensation.			<del></del>	
	(b) Title, and average	(c) Compensation	(d) Contributions to employee benefit plans and deferred	(e) Expe account,	enșe
(a) Name and address	hours per week devoted to position	(If not paid, enter -0-)	and deferred compensation	account, allowan	other ices
REX J. BATES	GRANTOR/TRUST	<del></del>	COMPENSATOR	u.io.iiu.i	
140 HILLTOP DR.					
SEQUIM, WA 98382	0.00	0.	0.		0.
PATRICIA ANN MATTINGLEY	TRUSTEE	<del> </del>			
61 COUGAR HEIGHTS DR.					
SEQUIM, WA 98382	10.00	0.	0.		0.
REX W. BATES	TRUSTEE	<u></u>			
3611 NORTH WASHINGTON ST.					
TACOMA, WA 98407	10.00	0.	0.		0.
111001217 1111 30 10 7					
	╡				
	1				
2 Compensation of five highest-paid employees (other than those in	cluded on line 1). If none,	enter "NONE."			
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expe account, allowan	ense other ices
NONE					
	7				
					_
	<del></del>				
					_
Total number of other employees paid over \$50,000	<u> </u>	<u> </u>	<u> </u>		0

Form 990-PF (2011) BATES FAMILY FOUNDATION		7294980 Page 7
Part VIII Information About Officers, Directors, Trustees, Founda Paid Employees, and Contractors (continued)	tion Managers, Highly	
3 Five highest-paid independent contractors for professional services. If none, enter	"NONE."	_
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
	_	
	_	
This amphase of others account on the CO 000 for professional convens		▶ 0
Total number of others receiving over \$50,000 for professional services  Part IX-A   Summary of Direct Charitable Activities		
List the foundation's four largest direct charitable activities during the tax year. Include relevant statist	real information such as the	
number of organizations and other beneficiaries served, conferences convened, research papers prod	uced, etc.	Expenses
1 N/A		<del>-</del>
2		
3		
4		
Part IX-B Summary of Program-Related Investments		
Describe the two largest program-related investments made by the foundation during the tax year on	lines 1 and 2.	Amount
1 N/A		
2		
All other program-related investments. See instructions.		
3		
Total. Add lines 1 through 3	<b>•</b>	0.
Total, Add lines Tullough S		<u></u>

Form **990-PF** (2011)

Page	R

P	Minimum Investment Return (All domestic foundations must complete this part. Foreign four	ndation	s, see instructions.)
1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	10,284,409.
b	Average of monthly cash balances	1b_	2,147,722.
C	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	12,432,131.
е	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	<u> </u>
3	Subtract line 2 from line 1d	3	12,432,131.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) STMT 10	4	386,482.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	12,045,649.
6	Minimum investment return. Enter 5% of line 5	6	602,282.
P	Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations are foreign organizations check here  and do not complete this part.)	d certair	
1	Minimum investment return from Part X, line 6	1	602,282.
2a	Tax on investment income for 2011 from Part VI, line 5		<del></del> ;;
þ	Income tax for 2011. (This does not include the tax from Part VI.)		
C	Add lines 2a and 2b	2c	3,347.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	598,935.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	_5	598,935.
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	598,935.
Ρ	art XII Qualifying Distributions (see instructions)		
1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
	Expenses, contributions, gifts, etc total from Part I, column (d), line 26	1a	733,797.
þ	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	733,797.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment		
	income. Enter 1% of Part I, line 27b	5	3,347.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	730,450.
	Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation q	ualifies f	or the section

Form **990-PF** (2011)

4940(e) reduction of tax in those years.

Page 9

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI,			-	
line 7				598,935.
2 Undistributed income, if any, as of the end of 2011		·		
a Enter amount for 2010 only			0.	
b Total for prior years:				
, ,		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006 37,946.				
<b>b</b> From 2007 73,052.				
c From 2008 117,535.				
<b>d</b> From 2009				
e From 2010 37, 405.				
f Total of lines 3a through e	265,938.			
4 Qualifying distributions for 2011 from	•			
Part XII, line 4: ►\$ 733,797.				
a Applied to 2010, but not more than line 2a			0.	
<b>b</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				598,935.
e Remaining amount distributed out of corpus	134,862.			33073331
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:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	400,800.			
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				<del></del>
amount - see instructions		0.		
e Undistributed income for 2010. Subtract line				
4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract				·
lines 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)	0.			
8 Excess distributions carryover from 2006				
not applied on line 5 or line 7	37,946.			
9 Excess distributions carryover to 2012.				
Subtract lines 7 and 8 from line 6a	362,854.			_
O Analysis of line 9:				
a Excess from 2007 73,052.				
b Excess from 2008 117,535.				
c Excess from 2009				
d Excess from 2010 37, 405.				
e Excess from 2011 134,862.				
	<del></del>			Form <b>990-PF</b> (2011)

	AMILY FOUND		***		294980 Page 10
Part XIV   Private Operating F	oundations (see in	structions and Part VII	-A, question 9)	N/A	
1 a If the foundation has received a ruling of	or determination letter that	it is a private operating			
foundation, and the ruling is effective fo	•	•	▶ └	1	
<b>b</b> Check box to indicate whether the foun		ng foundation described i		4942(j)(3) or4	942(j)(5)
2 a Enter the lesser of the adjusted net	Tax year	(b) 2010	Prior 3 years	(d) 2008	(a) Total
income from Part I or the minimum	(a) 2011	<b>(b)</b> 2010	(c) 2009	(u) 2000	(e) Total
investment return from Part X for					
each year listed		_		<u> </u>	<del> </del>
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				· <del>  </del>	<del> </del>
for active conduct of exempt activities.					
Subtract line 2d from line 2c					ii
3 Complete 3a, b, or c for the					<del></del>
alternative test relied upon:					
<ul><li>a "Assets" alternative test - enter:</li><li>(1) Value of all assets</li></ul>					
• •					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				i	
<b>b</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:				<del></del>	
(1) Total support other than gross					
investment income (interest,					
dividends, rents, payments on					
securities loans (section 512(a)(5)), or royalties)				İ	
(2) Support from general public					
and 5 or more exempt					
organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from					
an exempt organization					
(4) Gross investment income				."	
Part XV Supplementary Info			f the foundation	had \$5,000 or m	ore in assets
at any time during t	he year-see instr	uctions.)			
1 Information Regarding Foundation	on Managers:				
a List any managers of the foundation wh			ibutions received by the	foundation before the clo	se of any tax
year (but only if they have contributed r	nore than \$5,000). (See s	ection 507(d)(2).)			
NONE			<u> </u>		
<b>b</b> List any managers of the foundation wh			or an equally large portion	on of the ownership of a p	artnership or
other entity) of which the foundation ha	s a 10% or greater interes	iL			
NONE					
2 Information Regarding Contribut					
Check here X if the foundation of					
the foundation makes gifts, grants, etc.		•		ompiete items za, b, c, and	1 0.
a The name, address, and telephone num	per of the person to whom	n applications should be	aodressed:		
h. The form in which and between abouted h		and materials they als	and realized		
<b>b</b> The form in which applications should be	e suomitteo ano informat	ion and materials they sh	ould include:		
Any cultimiccion deadliness					
c Any submission deadlines:					
d Any restrictions or limitations on award	S Such as hy geographica	Lareas charitable fielde	kinds of institutions, or o	ther factors	<del></del>
2 Tary 1000 lottons of infinations on award.	o, coon ao oj goograpilloa	. a. vao, enamanti noido,	ao or montations, or t		

Part XV Supplementary Information (continued) Grants and Contributions Paid During the Year or Approved for Future Payment If recipient is an individual. Recipient show any relationship to Foundation Purpose of grant or Amount any foundation manager status of contribution Name and address (home or business) or substantial contributor recipient a Paid during the year 501(C)(3) PAYMENT FOR THE 5TH AVENUE THEATER NONE BENEFIT OF THEATRE 1308 5TH AVENUE SEATLE, WA 98101 ARTS 5,000. ANNIE WRIGHT SCHOOL NONE 501(C)(3) PAYMENT FOR EDUCATIONAL PROGRAMS 827 N. TACOMA AVE. TACOMA, WA 984039987 OF THE SCHOOL 191,750. NONE 501(C)(3) PAYMENT FOR THE BROOKINGS INSTITUTION 1775 MASSACHUSETTS AVE BENEFIT OF BROOKINGS WASHINGTON DC 20036 INSTITUTE 40,000. DUNGENESS RIVER AUDUBON CENTER NONE 501(C)(3) TO PROVIDE ASSISTANCVE PO BOX 2450 TO THE AUDUBON CENTER 25,000, SEQUIM, WA 98382 ESQUESTRIAN LAND CONCERVATION NONE 501(C)(3) PAYMENT FOR QUALITY RECOURCE EDUCATION FOR YOUTH IN 4037 IRON WORKS PARKWAY SUITE 120 HORSE PGM LEXINGTON KY 40511 40 000 SEE CONTINUATION SHEET(S) ▶ 3a Total 681 750. b Approved for future payment NONE

**▶** 3b

Total

## Part XVI-A **Analysis of Income-Producing Activities**

1,108. 213,524.	(c) Exclusion code	(d) Amount	(e) Related or exempt function income
1,108.			
1,108. 213,524.			
213,524.			
213,324.			
	<del>                                     </del>		
6,077.	<b>-</b>		<del>-</del>
			_
235,270.			
	· ·		
	1		_
			<del></del> -
			_
455,979.		0.	0.
		13	455,979.
	455,979.	455,979.	

## Relationship of Activities to the Accomplishment of Exempt Purposes

Line No.									
	the founda	ation's exempt purpose	s (othe	er than by providin	g funds for such	purpo	ses).		
3	INCOME	GENERATED	TO	PROVIDE	GRANTS	TO	CHARITABLE	ORGANIZATIONS	
4	INCOME	<b>GENERATED</b>	TO	PROVIDE	<b>GRANTS</b>	TO	CHARITABLE	ORGANIZATIONS	
8	INCOME	GENERATED	TO	PROVIDE	GRANTS	TO	CHARITABLE	ORGANIZATIONS	
									_
									_
_							<del></del>		_
-									
									_
							•		_
							•		_
					· · · · · · · · · · · · · · · · · · ·				
		• •							_
	· ·								_
_							•		
		·		-					_
									_
									_
	<del> </del>	·	-				<del>-</del> -		—

1) BATES FAMILY FOUNDATION 36-7294980
Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations Form 990-PF (2011)
Part XVII In

<b>1</b> Did	i the or	ganization directly or indi	rectly engage in any	of the followir	ng with any other organizati	on described in sec	tion 501(c) of		Yes	No
the	Code (	other than section 501(c)	)(3) organizations) or	r in section 52	27, relating to political orga	nizations?				
		from the reporting found								
(1)	Cash							1a(1)		X
	Other	assets						1a(2)		X
		sactions:								
_		of assets to a noncharita	ible exempt organizat	ion				1b(1)		X
		nases of assets from a no						1b(2)		X
٠,		il of facilities, equipment,	•	gamzation				1b(3)		X
٠.		bursement arrangements						1b(4)		X
٠,		•						1b(5)		X
٠.		s or loan guarantees	mbarchin or fundrair	ana colinitatio	200				-	X
		rmance of services or me						1b(6)		X
	•	facilities, equipment, ma	-					1c		
					edule. Column (b) should al				ets,	
					ed less than fair market val	ue in any transactioi	i or snaring arrangem	ent, snow in		
_	<u> </u>	) the value of the goods,				1 445 -				
a) Line n	•	(b) Amount involved	(c) Name of		e exempt organization	(0) Description	n of transfers, transactions	s, and sharing an	angeme	nts
		· · · · - · -		N/A						
		<u></u>								
		· · · -						-		
		· · · · · · · · · · · · · · · · · · ·								
			<del></del>			<del></del>				
-		•			<u></u>					
	+		<del></del>			<del></del>				
	-						<del></del>			
	-		<del> </del>							
	-									
	_									
			}		<del> </del>	]				
			=		or more tax-exempt organ	izations described				٦
		501(c) of the Code (other		(3)) or in sect	ion 527?			Yes	X	No
<b>b</b> If "	Yes, co	mplete the following sch	edule.		· · · · · · · · · · · · · · · · · · ·					
		(a) Name of org	janization		(b) Type of organization		(c) Description of rela	tionship		
		N/A								
-										
									•	
	Under	penalties of perjury, I declare	that I have examined this	return, includin	g accompanying schedules and	statements, and to the	best of my knowledge	M=#= 100 =		
Sign	and be	lie, It is true, correct, and con	nplete Declaration of pre	eparer (other tha	n taxpayer) is based on all inform	nation of which prepare	r has any knowledge	May the IRS of return with the	prepare	er I
Here		lles un hus	Ę		14/4/12	TRUST	OZ.	shown below X Yes	(see inst	٦' ا
	Sign	ature of officer or trustee				Title		Tes Tes		J No
	Joigii			Preparer's s	Date	Date	Check   If P	TIN		
		Print/Type preparer's na			4	Date	self- employed	110		
D-· ·		CATHERINE	L. ALLEN,	Catheri	ned aclen, CPA	00 405 445		-00055		
Paid		CPA			<del></del>	03/05/12		P00366		
Prepa		Firm's name 🕨 GUT	HOFF MEHA	LL ALL	EN & CO PC C	PAS	Firm's EIN ► 37	-09534	72	
Use (	Only									
		Firm's address ▶ 27	10 E. LIN	COLN						
			OOMINGTON		1704		Phone no. 30	9-662-	435	6
								Form <b>990</b>		

3 Grants and Contributions Paid During th	e Year (Continuation)			
Recipient	If recipient is an individual, show any relationship to	Foundation	Purpose of grant or contribution	Amount
Name and address (home or business)	any foundation manager or substantial contributor	status of recipient	CONTRIBUTION	Aillouilt
GREENHILL SCHOOL	NONE	501(C)(3)	PAYMENT TO BENEFIT	
4141 SPRING VALLEY ROAD	2		GREENHILL SCHOOL	
ADDISON, TX 75001				10,000
MARY BRIDGE HOSPITAL	NONE	501(C)(3)	PAYMENT TO BENEFIT THE	
РО ВОХ 5296			HOSPITAL	
TACOMA, WA 98415				20,000
DMC FOUNDATION	NONE	501(C)(3)	TO ASSIST THE OMC	
28 CAROLINE ST			FOUNDATION	
PORT ANGELES, WA 98362				15,000
PINE ISLAND CAMP, INC.	NONE	501(C)(3)	PAYMENT FOR THE	
P.O. BOX 242			BENEFIT OF SUMMER CAMP	
BRUNSWICK, ME 04011			FOR BOYS	10,000
PORT ANGELES SYMPHONY	NONE	501(C)(3)	TO ASSIST THE PORT	
PO BOX 2148			ANGELES SYMPHONY	
PORT ANGELES, WA 98362				10,000
PORT TOWNSEND MARINE CENTER	NONE	501(C)(3)	PAYMENT TO BENEFIT	
532 BATTERY WAY			MARINE CENTER	
PORT TOWNSEND, WA 98368				50,000
SEATTLE PACIFIC UNIVERSITY	NONE	501(C)(3)	PAYMENT TO BENEFIT	
3307 3RD AVENUE WEST			SEATTLE PACIFIC	
SEATLE, WA 98119			UNIVERSITY	20,000
SEQUIM CITY BAND	NONE	501(C)(3)	PAYMENT ALLOWS BAND TO	
9411 OLD OLYMPIC HWY.			BUY MUSIC & PLACE TO	
SEQUIM, WA 98382			REHEARSE	10,000
SHATTUCK ST. MARY'S SCHOOL	NONE	501(C)(3)	PAYMENT TO BENEFIT	
PO BOX 218			SHATTUCK ST.MARY'S	
FARIBAULT MN 55021		504 (0) (0)	SCHOOL	35,000
ST. PAUL'S SCHOOL	NONE	501(C)(3)	PAYMENT TO BENEFIT ANNUAL FUND. PAYMENT	
325 PLEASANT ST. CONCORD, NH 03301			ONE OF FIVE TO SATISFY	
			A \$250,000 PLEGDE	
			COMMITTMENT OF THE	50,000
Total from continuation sheets				380,000

BATES FAMILY FOUNDATION

**Supplementary Information** 

Grants and Contributions Paid During the Year (Continuation) If recipient is an individual, show any relationship to any foundation manager or substantial contributor Recipient Foundation Purpose of grant or Amount status of contribution Name and address (home or business) recipient TACOMA CITY BALLET NONE 501(C)(3) TO ASSIST THE BALLET 508 6TH AVENUE TACOMA, WA 98402 2,500. NONE TO ASSIST IN THE SINA TACOMA METRO PARKS - SINA LINNICK 501(C)(3) LINNICK PROJECT PROJECT 4702 S. 19TH STREET TACOMA, WA 98405 2,500. THE UNITED STATES PONY CLUBS, INC. NONE 501(C)(3) PAYMENT FOR QUALITY 4041 IRON WORKS EDUCATION FOR YOUTH IN LEXINGTON KY 40511-8483 HORSE PGM 20,000. UNIVERSITY OF CHICAGO NONE 501(C)(3) PAYMENT FOR THE BENEFIT OF THE 1427 E. 60TH ST. SUITE 120 CHICAGO, IL 60637 UNIVERSITY OF CHICAGO 60,000. UNIVERSITY OF WASHINGTON NONE 501(C)(3) PAYMENT TO BENEFIT THE 1900 COMMERCE ST. BOX 358420 SCHOOL OF BUSINESS TACOMA, WA 98402 7,500. TO ASSIST UW MEDICINE UW MEDICINE NONE 501(C)(3) BOX 358045 SEATTLE WA 98195-8045 10,000. WHITMAN COLLEGE NONE 501(C)(3) PAYMENT FOR AWARD ENDOWMENTS FOR 345 BOYER AVE. WALLA WALLA, WA 99362 STUDENTS 40,000. NONE 501(C)(3) PAYMENT FOR THE YMCA OF TACOMA PIERCE COUNTY 1614 S. MILDRED ST. SUITE #1 BENEFIT OF THE YMCA OF TACOMA WA 98465 TACOMA PIERCE 7.500. Total from continuation sheets

Part XV

FORM 990-PF INTEREST ON SAVINGS AND	TEMPORARY CA	SH INVESTMENTS	STATEMENT 1
SOURCE			AMOUNT
HEARTLAND BANK	1,108.		
TOTAL TO FORM 990-PF, PART I, LINE 3	1,108.		
FORM 990-PF DIVIDENDS AND I	INTEREST FROM	SECURITIES	STATEMENT 2
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ARCHER DANIELS MIDLAND	17,718.	0.	17,718.
CATERPILLAR	18,000.	0.	18,000.
EQT	12,100.	0.	12,100
EVERGREEN RACQUET CLUB	10,100.	0.	10,100
IBM	5,250.	0.	5,250
INTEGRYS	30,600.	0.	30,600
JOHNSON & JOHNSON	4,320.	0.	4,320
MARSH AND MCLENNAN MEDTRONIC	17,200. 14,025.	0. 0.	17,200. 14,025.
NORTHERN INST GOVT SELECT	14,025.	0.	14,025
PORTFOLIO	200.	0.	200
PEMBINA PIPELINE	39,305.	0.	39,305
PFIZER, INC	33,456.	0.	33,456
SYMETRA	2,750.	0.	2,750
US BANCORP	8,500.	0.	8,500
TOTAL TO FM 990-PF, PART I, LN 4	213,524.	0.	213,524.
FORM 990-PF OTH	HER INCOME		STATEMENT 3
	(A) REVENUE	(B) NET INVEST-	(C) ADJUSTED
DESCRIPTION	PER BOOKS		
SHARES RECEIVED DUE TO ANTI-DILUTION CLAUSE	6,0	77. 0	
TOTAL TO FORM 990-PF, PART I, LINE 1	6,0	77. 0	•
			- =

FORM 990-PF	LEGAL	FEES	S'	TATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME		(D) CHARITAE PURPOSE	
PROFESSIONAL FEES	4,475.	0.		4,47	75.
TO FM 990-PF, PG 1, LN 16A =	4,475.	0.		4,47	75.
FORM 990-PF	ACCOUNTI	NG FEES	S'	TATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITAE PURPOSE	
PROFESSIONAL FEES	4,225.	0.		4,22	25.
TO FORM 990-PF, PG 1, LN 16B	4,225.	0.		4,22	25.
FORM 990-PF C	THER PROFES	SIONAL FEES	S	TATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITAE PURPOSE	
BANK FEES	18,620.	18,620.			0.
TO FORM 990-PF, PG 1, LN 16C	18,620.	18,620.			0.
		RS	S'	PATEMENT	
FORM 990-PF	TAX			<del> </del>	_7 
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITAE PURPOSE	LE
	(A) EXPENSES	(B) NET INVEST-	ADJUSTED	CHARITAE	SLE SS

FORM 990-PF	CORPORATE STOCK		STATEMENT 8
DESCRIPTION		BOOK VALUE	FAIR MARKET VALUE
27050 SH. ARCHER DANIELS MIDLA	AND	773,630.	773,630.
10000 SHS BERKSHIRE HATHAWAY		763,000.	763,000.
101 SHS EVERGREEN RACQUET CLUI	В	202,000.	202,000.
41820 SHS PFIZER		904,985.	904,985.
408662 SHS REACTION DESIGN PRI	EFERRED STOCK	408,662.	408,662.
10000 SHS CATERPILLAR		906,000.	906,000.
30000 MYLAN LABS		643,800.	643,800.
20000 SHS MARSH & MCLENNAN		632,400.	632,400.
25000 SHS PEMBINA PIPELINE		729,335.	729,335.
10000 SHS SOUTHWEST ENERGY		319,400.	319,400.
10000 SHS INTEGRYS		541,800.	541,800.
8000 SHS JOHNSON & JOHNSON		0.	0.
15000 SHS MEDTRONIC		573,750.	573,750.
20000 SHS US BANCOPR		541,000.	541,000.
15000 SHS EQT		547,900.	547,900.
25000 SHS SYMETRA FINANCIAL CO	ORP	0.	0.
211188 SHS TELPHA INC		285,104.	285,104.
1 REACTION DESIGN "D" WARRANT		1.	1.
3500 SHS IBM 7000 SHS CONTINENTAL RESOURCES	C C	643,580. 466,970.	643,580.
	5	605,200.	466,970. 605,200.
40000 SHS QUIDEL CORP		005,200.	005,200.
TOTAL TO FORM 990-PF, PART II	, LINE 10B	10,488,517.	10,488,517.
			CEL EDICENTE
FORM 990-PF	OTHER LIABILITIES		STATEMENT 9
DESCRIPTION		BOY AMOUNT	EOY AMOUNT
EXCISE TAXES PAYABLE	•	0.	267.
TOTAL TO FORM 990-PF, PART II	, LINE 22	0.	267.

BATES FAMILY FOUNDATION

FORM 990-PF CASH DEEMED CHARITABLE EXPLANATION STATEMENT PART X, LINE 4

STATEMENT 10

THE FOUNDATION HAS PLEDGED \$250,000 TO A DONEE. THIS AMOUNT IS PAYABLE IN 5 ANNUAL INSTALLMENTS BEGINNING IN 2011. A \$50,000 PAYMENT WAS MADE IN 2011. THE REMAINING BALANCE (\$200,000) AND THE CUSTOMARY 1.5% OF THE AVERAGE FAIR MARKET VALUE OF THE INVESTMENTS AND THE AVERAGE MONTHLY CASH BALANCES IS BEING HELD FOR CHARITABLE ACTIVITIES.