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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
KOEPLIN FAMILY FOUNDATION

% FOUNDATION MANAGEMENT GROUP

Number and street (or P O box number if mail is not delivered to street address)
1000 SECOND AVENUE 34th floor

Room/suite

City or town, state, and ZIP code
SEATTLE, WA 981041022

A Employer identification number
41-1268766

B Telephone number (see page 10 of the instructions)
(206) 667-0300

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)
\$ 1,934,830

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)	0			
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	71,281	71,281		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	46,280			
	b Gross sales price for all assets on line 6a _____ 653,190				
	7 Capital gain net income (from Part IV , line 2)		37,759		
	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)	-35,644	-197		
	12 Total. Add lines 1 through 11	81,917	108,843		
	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule).				
	b Accounting fees (attach schedule).				
	c Other professional fees (attach schedule)	12,000	2,400		9,000
	17 Interest	4			
	18 Taxes (attach schedule) (see page 14 of the instructions)	1,359	372		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule).	7,582	7,542		
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	20,945	10,314		9,000
	25 Contributions, gifts, grants paid	300,000			150,009
	26 Total expenses and disbursements. Add lines 24 and 25	320,945	10,314		159,009
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-239,028			
	b Net investment income (if negative, enter -0-)		98,529		
	c Adjusted net income (if negative, enter -0-)				

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	360,132	105,395	105,395
	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)	0	77,118	77,118
	b	Investments—corporate stock (attach schedule)	874,175	 1,027,444	1,027,444
	c	Investments—corporate bonds (attach schedule).	815,971	 712,993	712,993
	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) ▶ _____			
15	Other assets (describe ▶ _____)	 10,738	 11,880	 11,880	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	2,061,016	1,934,830	1,934,830	
Liabilities	17	Accounts payable and accrued expenses	864	0	
	18	Grants payable	350,000	500,000	
	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)	350,864	500,000	
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	1,710,152	1,434,830	
	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			
	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 (see page 17 of the instructions)	1,710,152	1,434,830	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	2,061,016	1,934,830	

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)	11,710,152
2	Enter amount from Part I, line 27a	-239,028
3	Other increases not included in line 2 (itemize) ▶ _____	
4	Add lines 1, 2, and 3	1,471,124
5	Decreases not included in line 2 (itemize) ▶ _____ 	36,294
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	1,434,830

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	37,759
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	180,780	2,020,233	0 089485
2009	136,300	1,933,982	0 070476
2008	92,632	2,033,635	0 04555
2007	90,761	2,128,949	0 042632
2006	99,961	2,075,705	0 048158

2 Total of line 1, column (d).	2	0 296301
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 05926
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4	2,021,177
5 Multiply line 4 by line 3.	5	119,775
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	985
7 Add lines 5 and 6.	7	120,760
8 Enter qualifying distributions from Part XII, line 4.	8	159,009

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	985
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	
3		Add lines 1 and 2.		3	985
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	
5		Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	985
6		Credits/Payments			
a		2011 estimated tax payments and 2010 overpayment credited to 2011	6a	1,900	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c		
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments. Add lines 6a through 6d.		7	1,900
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	915
11		Enter the amount of line 10 to be Credited to 2012 estimated tax ☒	915	Refunded ☒	11

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		
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☒ \$ _____ (2) On foundation managers ☒ \$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☒ \$ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? 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	Yes	
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	Yes	
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	Yes	
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?	13	Yes	
Website address				
14	The books are in care of FOUNDATION MANAGEMENT GROUP Telephone no (206) 667-0300 Located at 1000 SECOND AVENUE 34TH FL SEATTLE WA ZIP+4 981041022			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year.	15		
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?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? (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		No
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
CARMELA M KOEPLIN 1000 SECOND AVENUE 34th floor SEATTLE, WA 981041022	PRESIDENT 2 0	0		
PATRICK J KOEPLIN 1000 SECOND AVENUE 34th floor SEATTLE, WA 981041022	VP/TREASURER 2 0	0		
DANIEL M ASHER 1000 SECOND AVENUE 34th floor SEATTLE, WA 981041022	SECRETARY 2 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
Total number of other employees paid over \$50,000.				

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
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 statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1	
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.	

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	1,759,952
b	Average of monthly cash balances.	1b	280,124
c	Fair market value of all other assets (see page 24 of the instructions).	1c	11,880
d	Total (add lines 1a, b, and c).	1d	2,051,956
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	2,051,956
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	30,779
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,021,177
6	Minimum investment return. Enter 5% of line 5.	6	101,059

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	101,059
2a	Tax on investment income for 2011 from Part VI, line 5.	2a	985
b	Income tax for 2011 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	985
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	100,074
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	100,074
6	Deduction from distributable amount (see page 25 of the instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	100,074

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	159,009
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	159,009
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	985
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	158,024
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				100,074
2	Undistributed income, if any, as of the end of 2011				
a	Enter amount for 2010 only.				
b	Total for prior years 2009 , 2008 , 2007				
3	Excess distributions carryover, if any, to 2011				
a	From 2006.				0
b	From 2007.				0
c	From 2008.				0
d	From 2009.				0
e	From 2010.				60,414
f	Total of lines 3a through e.	60,414			
4	Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 159,009				
a	Applied to 2010, but not more than line 2a				
b	Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c	Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .				
d	Applied to 2011 distributable amount.				100,074
e	Remaining amount distributed out of corpus	58,935			
5	Excess distributions carryover applied to 2011 (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	119,349			
b	Prior years' undistributed income Subtract line 4b from line 2b.				
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.				
d	Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions . . .				
e	Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				
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).				
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	119,349			
10	Analysis of line 9				
a	Excess from 2007.				0
b	Excess from 2008.				0
c	Excess from 2009.				0
d	Excess from 2010.				60,414
e	Excess from 2011.				58,935

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))

PATRICK CARMELA KOEPLIN

b

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

NONE

2

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

Check here ☒ if the 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	150,009
b Approved for future payment				
Total			3b	

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					
4	Dividends and interest from securities.			14	71,281	
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	46,280	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory.					
	INCOME FROM	211110	-35,447	14	-197	
11	Other revenue a PARTNERSHIPS					
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal. Add columns (b), (d), and (e).		-35,447		117,364	
13	Total. Add line 12, columns (b), (d), and (e).			13		81,917

(See worksheet in line 13 instructions on page 28 to verify calculations)

[illegible]

Part XVII

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

[illegible]

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

b If "Yes," complete the following schedule				
(a) Name of organization		(b) Type of organization	(c) Description of relationship	
Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.				
*****		2012-07-12	*****	
Signature of officer or trustee		Date	Title	
Sign Here Paid Preparer's Use Only	Preparer's Signature	WALTER R SMITH	Date	Check if self-employed ☒
	Firm's name	BADER MARTIN PS	Firm's EIN	PTIN
	Firm's address	1000 SECOND AVENUE 34TH FLOOR SEATTLE, WA 981041022	Phone no	(206) 621-1900

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

Additional Data

Software ID:
Software Version:
EIN: 41-1268766
Name: KOEPLIN FAMILY FOUNDATION

Form 990PF - Special Condition Description:

Special Condition Description

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)
51 SH IVANHOE MINES RTS 1/26/11		2011-01-04	2011-01-10
11 SH INVESCO LTD		2011-01-18	2011-07-01
20 SH IVANHOE MINES LTD		2011-02-09	2011-11-09
70 SH ATHEROS COMMUNICATIONS INC		2010-09-24	2011-01-13
55 SH ARM HOLDINGS PLC		2010-06-11	2011-03-31
90 SH ARM HOLDINGS PLC		2010-06-11	2011-05-04
90 SH NETSCOUT SYSTEMS INC		2011-01-14	2011-06-09
45 SH KENNAMETAL INC		2010-12-10	2011-08-18
35 SH COHERENT INC		2011-03-21	2011-08-29
10 SH COHERENT INC		2011-04-15	2011-08-29
25 SH ULTA SALON COS & FRAGRANCE INC		2011-01-14	2011-09-15
25 SH GOODRICH CORPORATION		2011-06-22	2011-09-29
18 SH ARCELORMITTAL NY REG		2010-08-02	2011-01-27
35 SH ASAHI KAISEI CORP		2010-11-24	2011-02-04
19 SH FUJITSU LTD		2010-03-16	2011-02-02
5 SH FUJITSU LTD		2010-04-30	2011-02-02
12 SH ROYAL DUTCH SHELL PLC		2010-11-01	2011-02-10
12 SH SONY CORP ADR 1974		2010-10-29	2011-02-07
80 SH GRAN TIERRA ENERGY INC		2010-11-16	2011-03-23
13 SH TEVA PHARMACEUTICALS		2010-06-21	2011-03-16
29 SH CHINA INFORMAT TECHNOLOGY INC		2010-05-05	2011-04-13
24 SH ELDORADO GOLD CP LTD		2010-06-22	2011-05-17
SH KONINKLIJKE PHIL EL SP (CIL)		2011-02-04	2011-05-04
21 SH KONINKLIJKE PHIL EL SP		2011-02-04	2011-05-23
7 SH KONINKLIJKE PHIL EL SP		2011-03-01	2011-05-23
28 SH SOUFUN HOLDINGS LTD		2011-01-26	2011-05-13
12 SH TECK RESOURCES LTD		2010-12-02	2011-06-17
52 SH TNT EXPRESS NV		2011-06-01	2011-07-14
11 SH BHP BILLITON LTD		2011-05-11	2011-08-31
26 SH VALEO SPONSORED ADR		2010-10-22	2011-09-08

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19 SH FORTESCUE METALS GROUP LTD		2011-01-24	2011-10-24
7 SH FORTESCUE METALS GROUP LTD		2011-05-12	2011-10-24
44 SH MICHELIN COMPAGNIE GENERALE		2010-12-08	2011-10-06
14 SH PRECISION DRILLING COR		2011-06-24	2011-10-28
7 SH NETAPP INC		2010-07-01	2011-01-26
8 SH JOHNSON & JOHNSON		2010-07-20	2011-03-10
8 SH PROCTER & GAMBLE		2010-07-20	2011-02-25
4 SH PROCTER & GAMBLE		2010-07-20	2011-03-03
20 SH SOUTHWESTERN ENERGY COMPANY		2010-04-05	2011-03-21
10 SH MERCK & CO INC		2010-07-20	2011-04-18
20 SH AMERICAN EXPRESS CO		2011-02-07	2011-05-17
9 SH AMERICAN EXPRESS CO		2011-03-25	2011-05-17
5 SH AMERICAN EXPRESS CO		2011-04-06	2011-05-17
10 SH AMGEN INC		2010-06-02	2011-05-17
6 SH AMGEN INC		2010-12-20	2011-05-17
15 SH AMPHENOL CORP		2011-03-16	2011-05-17
6 SH AMPHENOL CORP		2011-04-14	2011-05-17
15 SH AVON PRODUCTS INC		2010-11-02	2011-05-17
8 SH BED BATH & BEYOND INC		2010-06-30	2011-05-17
26 SH CISCO SYS INC		2010-09-27	2011-05-17
11 SH DEVON ENERGY CORP		2011-03-21	2011-05-17
15 SH EMERSON ELECTRIC CO		2011-04-25	2011-05-17
1 SH EQUINIX INC		2010-05-19	2011-05-17
3 SH EQUINIX INC		2010-06-09	2011-05-17
4 SH INTUIT INC		2011-05-17	2011-05-18
27 SH JOHNSON & JOHNSON		2010-07-20	2011-05-17
3 SH LOWES COMPANIES INC		2010-06-21	2011-05-17
13 SH LOWES COMPANIES INC		2010-10-06	2011-05-17
3 SH LOWES COMPANIES INC		2011-03-03	2011-05-17
1 SH MASTERCARD INC CL A		2010-05-28	2011-05-17

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2 SH MASTERCARD INC CL A		2010-08-02	2011-05-17
1 SH MASTERCARD INC CL A		2011-01-14	2011-05-17
13 SH MERCK & CO INC		2010-07-20	2011-05-17
3 SH MICROSOFT CORP		2010-08-02	2011-05-17
2 SH MORGAN STANLEY		2010-12-17	2011-05-17
13 SH NETAPP INC		2010-07-01	2011-05-17
18 SH NVIDIA CORPORATION		2011-02-18	2011-05-17
1 SH PRAXAIR INC		2011-02-07	2011-05-17
5 SH PRAXAIR INC		2011-02-23	2011-05-17
14 SH PROCTER & GAMBLE		2010-07-20	2011-05-17
23 SH RAYTHEON CO		2011-04-06	2011-05-17
2 SH SOUTHWESTERN ENERGY COMPANY		2010-06-02	2011-05-17
17 SH SOUTHWESTERN ENERGY COMPANY		2010-08-20	2011-05-17
3 SH ST JUDE MEDICAL INC		2010-06-30	2011-05-17
8 SH ST JUDE MEDICAL INC		2010-12-03	2011-05-17
3 SH ST JUDE MEDICAL INC		2011-02-16	2011-05-17
6 SH STAPLES INC		2010-08-03	2011-05-17
12 SH STAPLES INC		2010-10-07	2011-05-17
19 SH STAPLES INC		2010-10-27	2011-05-17
9 SH STAPLES INC		2011-03-03	2011-05-17
7 SH TEVA PHARMACEUTICALS		2010-12-10	2011-05-17
3 SH THERMO FISHER SCIENTIFIC INC		2010-08-02	2011-05-17
3 SH THERMO FISHER SCIENTIFIC INC		2010-08-04	2011-05-17
2 SH THERMO FISHER SCIENTIFIC INC		2010-08-04	2011-05-17
5 SH THERMO FISHER SCIENTIFIC INC		2010-08-12	2011-05-17
4 SH THERMO FISHER SCIENTIFIC INC		2011-01-31	2011-05-17
14 SH URBAN OUTFITTERS INC		2011-04-29	2011-05-17
6 SH VIACOM INC CLASS B		2010-07-30	2011-05-17
12 SH XILINX INC		2010-10-21	2011-05-17
6 SH DOLLAR GEN CORP		2011-05-17	2011-06-01

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20 SH DOLLAR GEN CORP		2011-05-17	2011-06-03
29 SH FORD MOTOR CO		2011-05-17	2011-06-24
6 SH JP MORGAN CHASE & CO		2011-05-17	2011-06-08
4 SH JP MORGAN CHASE & CO		2011-05-17	2011-06-24
6 SH JUNIPER NETWORKS		2011-05-17	2011-06-02
13 SH JUNIPER NETWORKS		2011-05-17	2011-06-07
37 SH MYLAN INC		2011-05-17	2011-05-26
3 SH SHIRE PLC		2011-05-17	2011-06-03
2 SH YUM BRANDS INC		2011-05-17	2011-06-21
12 SH EXPRESS SCRIPTS INC		2011-05-17	2011-07-21
33 SH FORD MOTOR CO		2011-05-17	2011-07-26
7 SH ILL TOOL WORKS INC		2011-05-17	2011-07-26
5 SH TEXAS INSTRUMENTS		2011-05-17	2011-07-13
6 SH TEXAS INSTRUMENTS		2011-05-17	2011-07-19
5 SH VMWARE INC CLASS A		2011-05-17	2011-07-07
8 SH AUTODESK INC DELAWARE		2011-05-17	2011-08-18
22 SH AUTODESK INC DELAWARE		2011-05-17	2011-08-22
1 SH CERNER CORP		2011-05-17	2011-07-27
5 SH FREEPORT MCMORAN CP GLD		2011-06-07	2011-08-05
4 SH FREEPORT MCMORAN CP GLD		2011-06-07	2011-08-08
3 SH FREEPORT MCMORAN CP GLD		2011-06-09	2011-08-08
1 SH FREEPORT MCMORAN CP GLD		2011-06-10	2011-08-08
5 SH FREEPORT MCMORAN CP GLD		2011-06-10	2011-08-09
2 SH GREEN MOUNTAIN COFFEE INC		2011-05-17	2011-08-18
8 SH SCRIPPS NETWORKS INTERAC CL A		2011-05-17	2011-08-18
5 SH TEXAS INSTRUMENTS		2011-05-17	2011-08-03
15 SH TEXAS INSTRUMENTS		2011-05-17	2011-08-05
3 SH TEXAS INSTRUMENTS		2011-05-31	2011-08-05
5 SH WALT DISNEY CO HLDG CO		2011-05-17	2011-08-03
4 SH WALT DISNEY CO HLDG CO		2011-05-17	2011-08-03

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24 SH WALT DISNEY CO HLDG CO		2011-05-17	2011-08-10
5 SH ALTERA CORP		2011-05-17	2011-09-06
8 SH ALTERA CORP		2011-05-17	2011-09-07
3 SH CLIFFS NATURAL RESOURCES INC		2011-05-17	2011-09-21
13 SH EXPRESS SCRIPTS INC		2011-05-17	2011-09-14
5 SH EXPRESS SCRIPTS INC		2011-05-17	2011-09-15
4 SH GOODRICH CORPORATION		2011-05-17	2011-09-19
2 SH GOODRICH CORPORATION		2011-05-17	2011-09-20
2 SH GREEN MOUNTAIN COFFEE INC		2011-05-17	2011-09-13
3 SH IL TOOL WORKS INC		2011-05-17	2011-08-31
1 SH NETFLIX INC		2011-05-31	2011-09-20
1 SH NETFLIX INC		2011-08-15	2011-09-20
1 SH NETFLIX INC		2011-08-22	2011-09-20
2 SH O'REILLY AUTOMOTIVE INC		2011-05-17	2011-09-13
4 SH VISA INC CL A		2011-05-17	2011-09-16
2 SH WALTER ENERGY INC		2011-05-17	2011-09-06
5 SH WALTER ENERGY INC		2011-05-17	2011-09-21
1 SH AMAZON COM INC		2011-05-17	2011-10-26
2 SH AMAZON COM INC		2011-05-17	2011-10-31
4 SH CERNER CORP		2011-05-17	2011-10-03
5 SH GOODRICH CORPORATION		2011-05-17	2011-10-03
3 SH GOODRICH CORPORATION		2011-05-17	2011-10-04
4 SH GREEN MOUNTAIN COFFEE INC		2011-05-17	2011-10-31
3 SH O'REILLY AUTOMOTIVE INC		2011-05-17	2011-10-27
4 SH SCRIPPS NETWORKS INTERAC CL A		2011-05-17	2011-10-04
6 SH SCRIPPS NETWORKS INTERAC CL A		2011-05-17	2011-10-11
4 SH ABERCROMBIE & FITCH CO		2011-08-11	2011-11-16
1 SH ABERCROMBIE & FITCH CO		2011-08-11	2011-11-16
2 SH ABERCROMBIE & FITCH CO		2011-08-16	2011-11-16
6 SH GREEN MOUNTAIN COFFEE INC		2011-05-17	2011-11-10

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2 SH PEABODY ENERGY CORP		2011-08-25	2011-11-11
4 SH PEABODY ENERGY CORP		2011-08-25	2011-11-14
8 SH FMC TECHNOLOGIES INC		2011-05-17	2011-12-06
2 SH PERRIGO CO		2011-05-17	2011-12-22
2 SH PERRIGO CO		2011-05-17	2011-12-27
3 SH RANGE RESOURCES CORP		2011-09-27	2011-12-12
3 SH RANGE RESOURCES CORP		2011-09-27	2011-12-13
0 227 SH GENERAL MOTORS CO WTS 071016		2002-11-15	2011-04-21
0 04 SH GENERAL MOTORS CO WTS 071016		2004-06-01	2011-04-21
0 227 SH GENERAL MOTORS CO WTS 071019		2002-11-15	2011-04-21
0 04 SH GENERAL MOTORS CO WTS 071019		2004-06-01	2011-04-21
0 95 SH GENERAL MOTORS CO		2002-11-15	2011-04-21
0 244 SH GENERAL MOTORS CO		2004-06-01	2011-04-21
100000 SH AURORA BANK CD		2002-11-15	2011-06-06
100000 SH M & I MARSHALL CD		2009-06-12	2011-06-27
100000 SH SALLIE MAE BANK		2009-06-12	2011-06-20
50000 SH HOUSEHOLD FINANCE 6 65%, DUE 7/15/11		2002-11-18	2011-07-15
GENERAL MOTORS CO WTS 071016 (CIL)		2002-11-15	2011-07-28
GENERAL MOTORS CO WTS 071019 (CIL)		2002-11-15	2011-07-28
GENERAL MOTORS CO (CIL)		2002-11-15	2011-07-28
40000 SH BANK OF AMERICA		2002-12-30	2011-09-15
GENERAL MOTORS CO WTS 071016 (CIL)		2002-11-15	2011-10-28
GENERAL MOTORS CO WTS 071019 (CIL)		2002-11-15	2011-10-28
GENERAL MOTORS CO (CIL)		2002-11-15	2011-10-28
100 SH CHIMERA INVESTMENT CORP		2009-05-28	2011-01-18
5 SH TIME WARNER CABLE INC		2007-07-25	2011-01-14
26 SH ALLSTATE CORP		2009-03-27	2011-02-09
17 SH AMEREN CORP		2007-07-25	2011-02-07
9 SH CON EDISON INC		2008-05-15	2011-02-11
34 SH MFA FINANCIAL INC		2009-09-02	2011-02-07

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32 SH DREAMWORKS ANIMATION SKG INC		2007-07-25	2011-02-28
8 SH TIME WARNER CABLE INC		2007-07-25	2011-03-18
14 SH ALLSTATE CORP		2009-03-27	2011-04-15
17 SH COVIDIEN PLC		2007-10-11	2011-03-30
2 667 SH TIME WARNER CABLE INC		2007-07-25	2011-03-29
5 333 SH TIME WARNER CABLE INC		2008-05-21	2011-03-29
6 SH TIME WARNER CABLE INC		2010-02-22	2011-03-29
9 SH ALLSTATE CORP		2009-03-27	2011-05-06
6 SH ALLSTATE CORP		2009-05-08	2011-05-06
3 SH ALLSTATE CORP		2009-06-02	2011-05-06
32 SH GENZYME WAIVER		2007-07-25	2011-05-05
GENZYME WAIVER		2007-07-25	2011-05-05
6 SH GENZYME WAIVER		2010-03-23	2011-05-05
GENZYME WAIVER		2010-03-23	2011-05-05
24 SH HEALTH CARE REIT INC		2007-07-25	2011-05-24
18 SH MILLICOM INTL CELLULAR SA		2007-07-25	2011-05-25
17 SH AON CORP		2007-07-25	2011-06-09
AMC NETWORKS INC CL A (CIL)		2007-07-25	2011-06-30
13 SH AMC NETWORKS INC CL A		2007-07-25	2011-07-13
2 SH AMC NETWORKS INC CL A		2008-10-16	2011-07-13
7 SH CLOROX CO DE		2009-11-03	2011-07-20
10 SH ALLSTATE CORP		2009-06-02	2011-08-05
20 SH ALLSTATE CORP		2009-06-12	2011-08-05
19 SH COVIDIEN PLC		2007-10-11	2011-08-11
27 SH WEATHERFORD INTERNATIONAL LTD		2010-04-29	2011-08-11
30 SH MCGRAW HILL CO INC		2010-05-19	2011-09-23
53 SH MFA FINANCIAL INC		2009-09-02	2011-09-13
17 SH MCGRAW HILL CO INC		2010-06-04	2011-10-26
14 SH MCGRAW HILL CO INC		2010-07-06	2011-10-26
14 SH MFA FINANCIAL INC		2009-09-02	2011-10-25

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)
54 SH MFA FINANCIAL INC		2009-09-25	2011-10-25
63 SH MFA FINANCIAL INC		2009-11-20	2011-10-25
61 SH ACTIVISION BLIZZARD INC		2010-07-16	2011-11-28
107 SH CHIMERA INVESTMENT CORP		2009-05-28	2011-11-21
111 SH CHIMERA INVESTMENT CORP		2009-06-05	2011-11-21
145 SH CHIMERA INVESTMENT CORP		2010-04-07	2011-11-21
51 SH IVANHOE MINES LTD		2007-07-25	2011-11-09
35 SH DARDEN RESTAURANTS		2009-05-06	2011-01-13
75 SH JUNIPER NETWORKS		2009-04-14	2011-01-13
15 SH FLOWSERVE CORP		2009-08-27	2011-01-27
25 SH NOBLE ENERGY INC		2007-12-28	2011-01-27
25 SH QUALITY SYSTEMS		2008-11-11	2011-02-17
60 SH AVNET INC		2010-02-11	2011-03-18
35 SH CANADIAN PACIFIC RAILWAY LTD		2007-12-28	2011-03-23
45 SH INFORMATICA CORP		2009-02-25	2011-04-15
15 SH INTERCONTINENTAL EXCHANGE INC		2007-12-28	2011-04-13
30 SH CITRIX SYSTEMS INC		2007-12-28	2011-05-04
5 SH CITRIX SYSTEMS INC		2008-06-26	2011-05-04
4 SH INTUITIVE SURGICAL INC		2007-12-28	2011-05-04
45 SH STIFEL FINANCIAL CORPORATION		2010-03-17	2011-06-08
35 SH ALLEGHENY TECH INC		2010-01-21	2011-08-26
10 SH PERRIGO CO		2008-11-25	2011-08-23
40 SH SCRIPPS NETWORKS INTERAC CL A		2010-09-27	2011-10-07
8 SH V F CORPORATION		2007-12-28	2011-11-30
3 SH KDDI CORP		2009-06-23	2011-01-18
4 SH SMITH & NEPHEW PLC		2009-01-15	2011-01-11
3 SH SMITH & NEPHEW PLC		2009-03-02	2011-01-11
59 SH ALCATEL-LUCENT ADS		2009-09-09	2011-02-18
5 SH BEIJING ENTERPRISES H SP ADR		2010-01-27	2011-02-07
10 SH NESTLE SPONSORED ADR		2008-06-04	2011-02-15

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)
14 SH UNILEVER NV NY		2008-06-19	2011-02-15
6 SH UNILEVER NV NY		2008-08-27	2011-02-15
65 SH ALCATEL-LUCENT		2009-09-09	2011-03-03
1 SH HSBC HOLDINGS PLC		2009-05-01	2011-03-01
3 SH HSBC HOLDINGS PLC		2009-06-11	2011-03-01
4 SH HSBC HOLDINGS PLC		2009-07-20	2011-03-01
7 SH HSBC HOLDINGS PLC		2009-08-17	2011-03-01
1 SH NOVO NORDISK A/S		2008-06-04	2011-03-23
2 SH NOVO NORDISK A/S		2008-10-15	2011-03-23
4 SH SMITH & NEPHEW PLC		2009-03-02	2011-03-18
9 SH SMITH & NEPHEW PLC		2009-03-25	2011-03-18
2 SH SMITH & NEPHEW PLC		2009-04-03	2011-03-18
16 SH SWEDBANK AB		2009-08-21	2011-03-24
35 SH SWEDBANK AB		2009-11-10	2011-03-24
TNT N V (CIL)		2008-06-04	2011-03-18
111 SH CHINA INFORMAT TECHNOLOGY INC		2010-04-06	2011-04-13
2 SH CNOOC LTD		2008-12-01	2011-04-26
9 SH SILVER WHEATON CORP		2010-01-12	2011-04-14
22 SH ANTOFAGOSTA HLDGS PLC		2009-08-27	2011-05-06
1 SH CNOOC LTD		2008-12-01	2011-05-20
3 SH CNOOC LTD		2010-03-22	2011-05-20
1 SH CNOOC LTD		2010-04-29	2011-05-20
23 SH ELDORADO GOLD CP LTD		2010-03-15	2011-05-17
21 SH SILVER WHEATON CORP		2010-01-12	2011-05-12
17 SH SOCIEDAD QUIMICA Y MINERA		2008-08-21	2011-05-20
20 SH CANADIAN NATURAL RESOURCES LTD		2010-04-29	2011-06-17
26 SH EXPERIAN GP LTD		2008-06-04	2011-05-26
44 SH POSTNL N V		2008-06-04	2011-06-24
8 SH POSTNL N V		2009-01-08	2011-06-24
5 SH SIEMENS AKTIENGESELLSCHAFT		2008-07-29	2011-06-27

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)
3 SH SIEMENS AKTIENGESELLSCHAFT		2008-09-09	2011-06-27
1 SH SIEMENS AKTIENGESELLSCHAFT		2008-11-26	2011-06-27
4 SH SIEMENS AKTIENGESELLSCHAFT		2009-04-30	2011-06-27
2 SH BG GROUP PLC		2010-01-25	2011-07-12
9 SH BNP PARIBAS SP		2010-04-29	2011-07-21
7 SH CENOVUS ENERGY INC COM		2010-04-27	2011-07-12
119 SH DEUTSCHE BOERSE AG		2009-02-17	2011-07-12
43 SH DEUTSCHE BOERSE AG		2009-02-26	2011-07-12
43 SH DEUTSCHE BOERSE AG		2009-03-09	2011-07-12
27 SH DEUTSCHE BOERSE AG		2010-01-25	2011-07-12
13 SH BANCO SANTANDER BRASIL SA ADS		2009-12-11	2011-07-28
22 SH BANCO SANTANDER BRASIL SA ADS		2010-02-09	2011-07-28
18 SH BANCO SANTANDER BRASIL SA ADS		2010-03-22	2011-07-28
14 SH BANCO SANTANDER BRASIL SA ADS		2010-04-27	2011-07-28
59 SH BANK OF CHINA		2010-02-02	2011-09-27
17 SH BANK OF CHINA		2010-03-02	2011-09-27
2 SH BNO PARIBAS SP		2010-04-29	2011-09-20
25 SH BNO PARIBAS SP		2010-07-22	2011-09-20
13 SH CENOVUS ENERGY INC COM		2010-04-27	2011-10-31
8 SH BASF SE SP ADR		2009-02-23	2011-11-07
18 SH MAKITA CORPORATION LTD		2010-05-06	2011-11-11
7 SH MAKITA CORPORATION LTD		2010-05-19	2011-11-11
6 SH BAXTER INTL INC		2009-07-31	2011-01-25
9 SH HALLIBURTON CO		2009-08-12	2010-12-29
11 SH HALLIBURTON CO		2009-08-12	2011-01-25
20 SH KRAFT FOODS INC CL A		2009-08-12	2011-01-06
7 SH BAXTER INT'L INC		2009-07-31	2011-02-08
2 SH BAXTER INT'L INC		2009-08-12	2011-02-08
8 SH CISCO SYS INC		2009-07-16	2011-02-11
28 SH CISCO SYS INC		2009-07-21	2011-02-11

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)
18 SH CISCO SYS INC		2009-08-12	2011-02-11
1 SH CME GROUP INC		2009-08-12	2011-02-15
7 SH VISA INC CL A		2009-08-12	2011-02-07
2 SH VISA INC CL A		2010-01-20	2011-02-07
5 SH BROADCOM CORP CL A		2009-09-25	2011-02-24
5 SH BROADCOM CORP CL A		2009-10-23	2011-02-24
4 SH BROADCOM CORP CL A		2009-10-23	2011-03-11
7 SH BROADCOM CORP CL A		2010-01-20	2011-03-11
2 SH MASTERCARD INC CL A		2010-02-08	2011-03-24
44 SH PEOPLE'S UNITED FINANCIAL INC		2009-08-11	2011-03-25
7 SH TARGET CORPORATION		2009-08-12	2011-03-18
7 SH BAXTER INT'L INC		2009-08-12	2011-04-11
5 SH BIOGEN IDEC INC		2009-12-17	2011-04-21
4 SH BIOGEN IDEC INC		2010-01-20	2011-04-21
6 SH PEPSICO INC		2009-08-12	2011-04-06
10 SH ST JUDE MEDICAL INC		2009-08-12	2011-04-14
25 SH AMERICAN TOWER CORP CLASS A		2009-08-12	2011-05-17
1 SH APPLE INC		2009-08-12	2011-05-17
28 SH AVON PRODUCTS INC		2009-08-12	2011-05-17
15 SH AVON PRODUCTS INC		2010-04-13	2011-05-17
1 SH BAXTER INT'L INC		2009-08-12	2011-05-17
4 SH BAXTER INT'L INC		2009-12-02	2011-05-17
4 SH BAXTER INT'L INC		2009-12-09	2011-05-17
7 SH BAXTER INT'L INC		2010-01-20	2011-05-17
18 SH BED BATH & BEYOND INC		2010-04-26	2011-05-17
16 SH CHARLES SCHWAB		2009-08-12	2011-05-17
44 SH CISCO SYS INC		2009-08-12	2011-05-17
8 SH CISCO SYS INC		2010-01-20	2011-05-17
3 SH CME GROUP INC		2009-08-12	2011-05-17
26 SH COSTCO WHOLESALE CORP		2009-08-12	2011-05-17

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)
44 SH CROWN CASTLE INTL		2009-08-12	2011-05-17
4 SH ECOLAB INC		2010-02-10	2011-05-17
1 SH EQUINIX INC		2010-05-04	2011-05-17
3 SH EQUINIX INC		2010-05-06	2011-05-17
12 SH GILEAD SCIENCE		2009-08-12	2011-05-17
10 SH GILEAD SCIENCE		2009-10-28	2011-05-17
4 SH GILEAD SCIENCE		2010-01-20	2011-05-17
2 SH GOOGLE INC - CL A		2009-08-12	2011-05-17
4 SH HALLIBURTON CO		2009-08-12	2011-05-17
10 SH HALLIBURTON CO		2009-12-08	2011-05-17
55 SH LOWES COMPANIES INC		2009-08-12	2011-05-17
22 SH LOWES COMPANIES INC		2009-09-25	2011-05-17
8 SH LOWES COMPANIES INC		2010-01-20	2011-05-17
1 SH MASTERCARD INC CL A		2010-02-08	2011-05-17
2 SH MASTERCARD INC CL A		2010-05-13	2011-05-17
8 SH MCDONALDS CORP		2008-06-03	2011-05-17
6 SH MCDONALDS CORP		2009-11-13	2011-05-17
77 SH MICROSOFT CORPORATION		2009-08-12	2011-05-17
12 SH MICROSOFT CORPORATION		2010-01-20	2011-05-17
38 SH MORGAN STANLEY		2009-08-12	2011-05-17
12 SH NIKE INC B		2009-10-22	2011-05-17
3 SH NIKE INC B		2009-11-16	2011-05-17
6 SH NIKE INC B		2010-01-04	2011-05-17
3 SH NIKE INC B		2010-01-20	2011-05-17
15 SH NORTHERN TRUST CORP		2009-10-22	2011-05-17
8 SH NORTHERN TRUST CORP		2009-10-30	2011-05-17
4 SH NORTHERN TRUST CORP		2010-01-06	2011-05-17
10 SH ORACLE CORP		2009-08-12	2011-05-17
26 SH PEPSICO INC		2009-08-12	2011-05-17
5 SH PEPSICO INC		2009-10-06	2011-05-17

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)
6 SH PEPSICO INC		2009-10-15	2011-05-17
5 SH PEPSICO INC		2009-11-25	2011-05-17
6 SH PEPSICO INC		2010-01-20	2011-05-17
15 SH PRAXAIR INC		2009-08-12	2011-05-17
26 SH QUALCOMM INC		2009-08-12	2011-05-17
21 SH SCHLUMBERGER LTD		2009-08-12	2011-05-17
7 SH SOUTHWESTERN ENERGY COMPANY		2010-04-14	2011-05-17
6 SH ST JUDE MEDICAL INC		2009-08-12	2011-05-17
13 SH ST JUDE MEDICAL INC		2009-10-22	2011-05-17
6 SH ST JUDE MEDICAL INC		2010-01-20	2011-05-17
43 SH STAPLES INC		2009-08-12	2011-05-17
17 SH STAPLES INC		2009-08-27	2011-05-17
6 SH STAPLES INC		2010-01-20	2011-05-17
18 SH TARGET CORPORATION		2009-08-12	2011-05-17
4 SH TARGET CORPORATION		2010-01-20	2011-05-17
6 SH TEVA PHARMACEUTICALS		2009-03-16	2011-05-17
4 SH TEVA PHARMACEUTICALS		2009-11-16	2011-05-17
3 SH TEVA PHARMACEUTICALS		2010-01-20	2011-05-17
18 SH THERMO FISHER SCIENTIFIC INC		2009-08-12	2011-05-17
24 SH VIACOM INC CLASS B		2009-08-12	2011-05-17
48 SH WESTERN UNION CO		2009-08-12	2011-05-17
10 SH WESTERN UNION CO		2010-01-20	2011-05-17
33 SH XILINX INC		2010-01-25	2011-05-17
22 SH XILINX INC		2010-02-25	2011-05-17
21 SH CHARLES SCHWAB		2009-08-12	2011-07-06
1 SH CHARLES SCHWAB		2009-09-17	2011-07-06
19 SH CHARLES SCHWAB		2009-09-17	2011-07-08
9 SH CHARLES SCHWAB		2010-01-20	2011-07-08
2 SH APPLE INC		2009-08-12	2011-07-28
7 SH ORACLE CORP		2009-08-12	2011-07-29

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)
1 SH APPLE INC		2009-08-12	2011-09-27
6 SH HALLIBURTON CO		2010-01-20	2011-09-21
5 SH HALLIBURTON CO		2010-04-30	2011-09-21
9 SH HALLIBURTON CO		2010-06-02	2011-09-21
3 SH ORACLE CORP		2009-08-12	2011-09-06
3 SH SCHLUMBERGER LTD		2009-08-12	2011-12-09
700 SHS WILLIAMS PARTNERS, LP		2010-09-23	2011-07-11
657 SHS ENERGY TRANSFER EQUITY, LP		2009-12-08	2011-05-11
LESS REPORTED AS ORDINARY INCOME		2011-01-01	2011-12-31
LESS REPORTED AS ORDINARY INCOME		2010-01-01	2011-12-31
CAPITAL GAIN DISTRIBUTION - MORGAN STANLEY SMITH BARNEY		2010-01-01	2011-12-31

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)
76			76
259		274	-15
426		569	-143
3,127		1,961	1,166
1,547		697	850
2,574		1,141	1,433
1,783		2,285	-502
1,447		1,703	-256
1,483		1,980	-497
424		550	-126
1,750		926	824
3,028		2,327	701
675		574	101
495		421	74
595		588	7
157		177	-20
829		789	40
417		405	12
643		604	39
618		688	-70
70		174	-104
366		433	-67
1			1
562		651	-89
187		193	-6
653		562	91
544		638	-94
523		718	-195
940		1,054	-114
621		714	-93

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)
439		620	-181
162		238	-76
521		644	-123
178		192	-14
382		259	123
479		466	13
503		495	8
249		248	1
838		853	-15
339		355	-16
1,007		896	111
453		407	46
252		231	21
594		559	35
356		345	11
818		832	-14
327		315	12
454		436	18
441		303	138
431		575	-144
897		1,018	-121
796		881	-85
99		97	2
296		249	47
217		218	-1
1,793		1,572	221
75		68	7
326		293	33
75		79	-4
280		202	78

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)
560		408	152
280		235	45
481		461	20
73		79	-6
48		53	-5
687		482	205
313		459	-146
103		95	8
513		485	28
945		866	79
1,127		1,177	-50
83		79	4
705		572	133
155		109	46
414		322	92
155		142	13
119		122	-3
239		251	-12
378		385	-7
179		189	-10
344		371	-27
186		135	51
186		137	49
124		90	34
309		223	86
247		229	18
465		445	20
297		198	99
422		301	121
195		203	-8

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)
629		675	-46
384		439	-55
245		262	-17
158		175	-17
205		232	-27
414		503	-89
845		873	-28
277		278	-1
111		108	3
668		716	-48
434		499	-65
373		400	-27
156		172	-16
187		207	-20
513		456	57
210		353	-143
538		970	-432
62		59	3
227		251	-24
175		201	-26
131		148	-17
44		49	-5
220		246	-26
184		150	34
320		402	-82
144		172	-28
402		517	-115
80		105	-25
184		205	-21
146		164	-18

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)
739		986	-247
171		231	-60
277		370	-93
201		256	-55
566		775	-209
204		298	-94
416		361	55
209		180	29
220		150	70
141		171	-30
131		268	-137
131		245	-114
131		205	-74
136		120	16
362		321	41
148		241	-93
340		602	-262
201		195	6
432		390	42
270		235	35
600		451	149
360		271	89
265		300	-35
226		180	46
144		201	-57
230		301	-71
193		267	-74
47		67	-20
94		140	-46
243		450	-207

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)
81		90	-9
160		180	-20
428		334	94
202		170	32
201		170	31
194		192	2
192		192	
5		21	-16
1		4	-3
4		16	-12
1		3	-2
29		118	-89
7		30	-23
100,000		100,000	
100,000		100,000	
100,000		100,000	
50,000		49,755	245
12			12
8			8
42			42
40,000		40,000	
28			28
19			19
27			27
412		331	81
326		516	-190
845		530	315
484		860	-376
452		373	79
282		263	19

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)
881		989	-108
547		826	-279
441		285	156
884		703	181
187		275	-88
374		379	-5
421		283	138
303		184	119
202		153	49
101		79	22
2,368		1,923	445
75		61	14
444		343	101
14		11	3
1,248		861	387
1,890		1,521	369
864		696	168
19			19
481		463	18
74		35	39
521		410	111
262		264	-2
524		495	29
915		785	130
468		498	-30
1,284		877	407
375		409	-34
737		467	270
607		387	220
95		108	-13

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)
366		426	-60
426		475	-49
738		680	58
283		354	-71
293		374	-81
383		569	-186
1,085		772	313
1,610		1,348	262
2,859		1,356	1,503
1,844		1,289	555
2,147		2,019	128
1,974		967	1,007
1,921		1,600	321
2,204		2,325	-121
2,361		586	1,775
1,819		2,828	-1,009
2,411		1,133	1,278
402		153	249
1,381		1,298	83
1,642		1,667	-25
1,608		1,571	37
894		331	563
1,527		1,876	-349
1,109		565	544
169		157	12
208		138	70
156		103	53
297		219	78
277		362	-85
542		494	48

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)
413		417	-4
177		166	11
348		241	107
53		36	17
160		138	22
213		185	28
372		369	3
123		65	58
246		98	148
220		137	83
495		299	196
110		65	45
275		172	103
602		332	270
22			22
269		761	-492
508		159	349
386		153	233
860		546	314
232		80	152
697		481	216
232		176	56
351		300	51
713		357	356
980		627	353
784		775	9
325		200	125
352		1,753	-1,401
64		149	-85
662		575	87

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)
397		294	103
132		60	72
529		267	262
220		191	29
318		304	14
256		205	51
851		581	270
307		212	95
307		167	140
193		196	-3
122		179	-57
206		255	-49
168		220	-52
131		156	-25
486		721	-235
140		219	-79
35		68	-33
435		792	-357
455		380	75
551		230	321
633		544	89
246		200	46
303		339	-36
357		210	147
441		256	185
628		572	56
343		395	-52
98		111	-13
150		159	-9
526		592	-66

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)
338		388	-50
293		286	7
518		482	36
148		173	-25
203		144	59
203		139	64
161		111	50
282		202	80
494		451	43
553		734	-181
349		298	51
380		388	-8
512		247	265
410		218	192
395		343	52
515		385	130
1,305		813	492
334		166	168
847		914	-67
454		480	-26
60		55	5
239		224	15
239		221	18
418		424	-6
992		868	124
276		300	-24
729		949	-220
133		194	-61
887		859	28
2,151		1,282	869

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)
1,811		1,199	612
207		176	31
99		101	-2
296		280	16
485		553	-68
404		433	-29
162		183	-21
1,046		919	127
181		93	88
453		272	181
1,379		1,265	114
552		463	89
201		182	19
280		226	54
560		472	88
650		461	189
487		380	107
1,874		1,824	50
292		365	-73
916		1,141	-225
1,018		780	238
254		196	58
509		395	114
254		191	63
729		798	-69
389		399	-10
194		210	-16
341		219	122
1,844		1,487	357
355		306	49

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)
426		375	51
355		316	39
426		371	55
1,540		1,172	368
1,465		1,212	253
1,726		1,136	590
290		290	
311		231	80
673		444	229
311		230	81
855		971	-116
338		370	-32
119		148	-29
914		767	147
203		203	
295		271	24
196		211	-15
147		174	-27
1,114		823	291
1,189		597	592
990		874	116
206		194	12
1,159		804	355
773		564	209
336		394	-58
16		18	-2
293		341	-48
139		170	-31
781		332	449
215		154	61

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)
406		166	240
220		199	21
184		151	33
330		212	118
78		66	12
219		162	57
37,668		26,468	11,200
27,141		14,528	12,613
			-5,132
			-3,383
188		0	188

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	
			76
			-15
			-143
			1,166
			850
			1,433
			-502
			-256
			-497
			-126
			824
			701
			101
			74
			7
			-20
			40
			12
			39
			-70
			-104
			-67
			1
			-89
			-6
			91
			-94
			-195
			-114
			-93

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	
			-181
			-76
			-123
			-14
			123
			13
			8
			1
			-15
			-16
			111
			46
			21
			35
			11
			-14
			12
			18
			138
			-144
			-121
			-85
			2
			47
			-1
			221
			7
			33
			-4
			78

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	
			152
			45
			20
			-6
			-5
			205
			-146
			8
			28
			79
			-50
			4
			133
			46
			92
			13
			-3
			-12
			-7
			-10
			-27
			51
			49
			34
			86
			18
			20
			99
			121
			-8

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	
			-46
			-55
			-17
			-17
			-27
			-89
			-28
			-1
			3
			-48
			-65
			-27
			-16
			-20
			57
			-143
			-432
			3
			-24
			-26
			-17
			-5
			-26
			34
			-82
			-28
			-115
			-25
			-21
			-18

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	
			-247
			-60
			-93
			-55
			-209
			-94
			55
			29
			70
			-30
			-137
			-114
			-74
			16
			41
			-93
			-262
			6
			42
			35
			149
			89
			-35
			46
			-57
			-71
			-74
			-20
			-46
			-207

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	
			-9
			-20
			94
			32
			31
			2
			-16
			-3
			-12
			-2
			-89
			-23
			245
			12
			8
			42
			28
			19
			27
			81
			-190
			315
			-376
			79
			19

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	
			-108
			-279
			156
			181
			-88
			-5
			138
			119
			49
			22
			445
			14
			101
			3
			387
			369
			168
			19
			18
			39
			111
			-2
			29
			130
			-30
			407
			-34
			270
			220
			-13

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	
			-60
			-49
			58
			-71
			-81
			-186
			313
			262
			1,503
			555
			128
			1,007
			321
			-121
			1,775
			-1,009
			1,278
			249
			83
			-25
			37
			563
			-349
			544
			12
			70
			53
			78
			-85
			48

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	
			-4
			11
			107
			17
			22
			28
			3
			58
			148
			83
			196
			45
			103
			270
			22
			-492
			349
			233
			314
			152
			216
			56
			51
			356
			353
			9
			125
			-1,401
			-85
			87

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	
			103
			72
			262
			29
			14
			51
			270
			95
			140
			-3
			-57
			-49
			-52
			-25
			-235
			-79
			-33
			-357
			75
			321
			89
			46
			-36
			147
			185
			56
			-52
			-13
			-9
			-66

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	
			-50
			7
			36
			-25
			59
			64
			50
			80
			43
			-181
			51
			-8
			265
			192
			52
			130
			492
			168
			-67
			-26
			5
			15
			18
			-6
			124
			-24
			-220
			-61
			28
			869

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	
			612
			31
			-2
			16
			-68
			-29
			-21
			127
			88
			181
			114
			89
			19
			54
			88
			189
			107
			50
			-73
			-225
			238
			58
			114
			63
			-69
			-10
			-16
			122
			357
			49

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	
			51
			39
			55
			368
			253
			590
			80
			229
			81
			-116
			-32
			-29
			147
			24
			-15
			-27
			291
			592
			116
			12
			355
			209
			-58
			-2
			-48
			-31
			449
			61

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	
			240
			21
			33
			118
			12
			57
			11,200
			12,613
			188

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				
BLESSED TERESA OF CALCUTTA PARISHPO BOX 705 WOODINVILLE,WA 98072	NONE	EXEMPT	HUMAN SERVICES	110,000
RECOVERY CAFE2202 BOREN AVENUE SEATTLE,WA 98121	NONE	EXEMPT	HUMAN SERVICES	5,000
IGNATIAN SPIRITUALITY CENTER 732 - 18TH AVENUE EAST SEATTLE,WA 98112	NONE	EXEMPT	HUMAN SERVICES	5,000
SEATTLE UNIVERSITYPO BOX 222000 SEATTLE,WA 981121090	NONE	EXEMPT	EDUCATION	20,000
THE SMILE TRAIN41 MADISON AVENUE 28TH FL NEWYORK,NY 10010	NONE	EXEMPT	HEALTH	3,000
LIVE OAK ADULT DAY SERVICES 1147 MINNESOTA AVE SAN JOSE,CA 95125	NONE	EXEMPT	HUMAN SERVICES	4,000
LIVERMORE VETERANS FOUNDATION1692 RUTGERS WAY LIVERMORE,CA 94550	NONE	EXEMPT	HUMAN SERVICES	1,500
OUR MOTHER'S HOUSEPO BOX 2240 VENICE,FL 342842240	NONE	EXEMPT	HUMAN SERVICES	1,500
FROM BOARDWALK PIPELINE PARTNERS LP K-19 GREENWAY PLAZA SUITE 2800 HOUSTON,TX 77046	NONE	EXEMPT	PER K-1	3
FROM BUCKEYE PARTNERS LP K-15 TEK PARK 9999 HAMILTON BLVD BREINIGSVILLE,PA 18031	NONE	EXEMPT	PER K-1	3
FROM ENBRIDGE ENERGY PARTNERS LP K-11100 LOUISIANA SUITE 3300 HOUSTON,TX 77002	NONE	EXEMPT	PER K-1	2
FROM WILLIAMS PARTNERS LP K-1 ONE WILLIAMS CENTER TULSA,OK 74172	NONE	EXEMPT	PER K-1	1
Total  3a				150,009

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2011 Depreciation Schedule

Name: KOEPLIN FAMILY FOUNDATION

EIN: 41-1268766

**TY 2011 Investments Corporate
Bonds Schedule**

Name: KOEPLIN FAMILY FOUNDATION
EIN: 41-1268766

Name of Bond	End of Year Book Value	End of Year Fair Market Value
BONDS	712,993	712,993

**TY 2011 Investments Corporate
Stock Schedule**

Name: KOEPLIN FAMILY FOUNDATION

EIN: 41-1268766

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SECURITIES	1,027,444	1,027,444

TY 2011 Land, Etc. Schedule**Name:** KOEPLIN FAMILY FOUNDATION**EIN:** 41-1268766

TY 2011 Other Assets Schedule

Name: KOEPLIN FAMILY FOUNDATION

EIN: 41-1268766

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ACCRUED INTEREST RECEIVABLE	10,618	10,263	10,263
DIVIDENDS RECEIVABLE	120	304	304
PREPAID TAXES	0	1,313	1,313

TY 2011 Other Decreases Schedule

Name: KOEPLIN FAMILY FOUNDATION

EIN: 41-1268766

Description	Amount
UNREALIZED LOSS	36,294

TY 2011 Other Expenses Schedule**Name:** KOEPLIN FAMILY FOUNDATION**EIN:** 41-1268766

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BROKER FEES	7,542	7,542		
LICENSES EXPENSE	35			
	5			

TY 2011 Other Income Schedule

Name: KOEPLIN FAMILY FOUNDATION

EIN: 41-1268766

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Net Activity from AmeriGas Partners LP	-3,871	189	
Net Activity from Buckeye Partners LP	-665	223	
NET ACTIVITY FROM ENBRIDGE TRANSFER PTRS	-960	1	
NET ACTIVITY FROM ENERGY TRANSFER EQ LP	-3,433	18	
Net Activity from Energy Transfer Prtns	-5,080	70	
Net Activity from INERGY, LP	-1,268	9	
Net Activity from Kinder Morgan Energy	-5,512	102	
Net Activity from Plains All-American	-658	-58	
NET ACTIVITY FROM REGENCY ENERGY PTRS	-3,921	20	
NET ACTIVITY FROM SUBURBAN PROPANE PTRS	-2,496	-133	
Net Activity from TC Pipelines LP	-1,694	-132	
NET ACTIVITY FROM BOARDWALK PIPELINE PTR	-2,057	96	
NET ACTIVITY FROM WILLIAMS PARTNERS LP	-1,203	-6	
NET ACTIVITY FROM DCP MIDSTREAM PTRS	-2,297	-596	
NET ACTIVITY FROM MAGELLAN MIDSTREAM PTR	-529		

TY 2011 Other Professional Fees Schedule

Name: KOEPLIN FAMILY FOUNDATION

EIN: 41-1268766

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MANAGEMENT FEES	12,000	2,400		9,000

TY 2011 Taxes Schedule**Name:** KOEPLIN FAMILY FOUNDATION**EIN:** 41-1268766

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAX EXPENSE	987			
FOREIGN TAXES	372	372		

KOEPLIN FAMILY FOUNDATION

Realized Gains/Losses - 2011

2011 Form 990 PF

EIN: 41-1268766

<u>MS Acct #</u>	<u>Security</u>	<u># Shares</u>	<u>Purchase Date</u>	<u>Sale Date</u>	<u>Proceeds</u>	<u>Cost</u>	<u>G/(L)</u>
Short Term Capital Gains and Losses							
130-06142	51 Ivanhoe Mines Rts 1/26/11		1/4/2011	1/10/2011	75 53		75 53
	11 Invesco Ltd		1/18/2011	7/1/2011	258 75	273 96	(15 21)
	20 Ivanhoe Mines Ltd		2/9/2011	11/9/2011	425 61	568 52	(142 91)
							-
130 06634	70 Atheros Communications Inc		9/24/2010	1/13/2011	3,126 74	1,960 77	1,165 97
	55 ARM Holdings PLC		6/11/2010	3/31/2011	1,546 83	697 31	849 52
	90 ARM Holdings PLC		6/11/2010	5/4/2011	2,573 64	1,141 05	1,432 59
	90 Netscout Systems Inc		1/14/2011	6/9/2011	1,782 57	2,284 58	(502 01)
	45 Kennametal Inc		12/10/2010	8/18/2011	1,446 62	1,702 67	(256 05)
	35 Coherent Inc		3/21/2011	8/29/2011	1,483 34	1,979 57	(496 23)
	10 Coherent Inc		4/15/2011	8/29/2011	423 81	550 48	(126 67)
	25 ULTA Salon Cos & Fragrance Inc		1/14/2011	9/15/2011	1,749 55	925 54	824 01
	25 Goodrich Corporation		6/22/2011	9/29/2011	3,027 66	2,326 67	700 99
130 08075	18 Arcelormittal NY Reg		8/2/2010	1/27/2011	675 11	574 25	100 86
	35 Asahi Kasei Corp		11/24/2010	2/4/2011	495 42	420 66	74 76
	19 Fujitsu Ltd		3/16/2010	2/2/2011	594 69	587 93	6 76
	5 Fujitsu Ltd		4/30/2010	2/2/2011	156 50	177 22	(20 72)
	12 Royal Dutch Shell PLC		11/1/2010	2/10/2011	829 00	789 02	39 98
	12 Sony Corp ADR 1974		10/29/2010	2/7/2011	417 11	404 86	12 25
	80 Gran Tierra Energy Inc		11/16/2010	3/23/2011	642 50	604 21	38 29
	13 Teva Pharmaceuticals		6/21/2010	3/16/2011	618 20	687 74	(69 54)
	29 China Informat Technology Inc		5/5/2010	4/13/2011	70 31	174 00	(103 69)
	24 Eldorado Gold CP Ltd		6/22/2010	5/17/2011	366 10	432 92	(66 82)
	Koninklijke Phil EL SP (CIL)		2/4/2011	5/4/2011	1 03		1 03
	21 Koninklijke Phil EL SP		2/4/2011	5/23/2011	561 96	651 34	(89 38)
	7 Koninklijke Phil EL SP		3/1/2011	5/23/2011	187 32	193 02	(5 70)
	28 Soufun Holdings Ltd		1/26/2011	5/13/2011	652 72	562 36	90 36
	12 Teck Resources Ltd		12/2/2010	6/17/2011	544 04	638 39	(94 35)
	52 TNT Express NV		6/1/2011	7/14/2011	523 44	717 60	(194 16)
	11 BHP Billiton Ltd		5/11/2011	8/31/2011	939 84	1,053 95	(114 11)
	26 Valeo Sponsored ADR		10/22/2010	9/8/2011	620 58	713 62	(93 04)
	19 Fortescue Metals Group Ltd		1/24/2011	10/24/2011	438 77	620 48	(181 71)
	7 Fortescue Metals Group Ltd		5/12/2011	10/24/2011	161 65	237 82	(76 17)
	44 Michelin Compagnie Generale		12/8/2010	10/6/2011	521 41	644 29	(122 88)
	14 Precision Drilling Cor		6/24/2011	10/28/2011	177 87	192 08	(14 21)
130 08075	7 Netapp Inc		7/1/2010	1/26/2011	382 31	259 35	122 96
	8 Johnson & Johnson		7/20/2010	3/10/2011	479 38	465 76	13 62
	8 Procter & Gamble		7/20/2010	2/25/2011	502 66	495 01	7 65
	4 Procter & Gamble		7/20/2010	3/3/2011	249 05	247 50	1 55
	20 Southwestern Energy Company		4/5/2010	3/21/2011	838 44	852 72	(14 28)
	10 Merck & Co Inc		7/20/2010	4/18/2011	339 24	354 70	(15 46)
	20 American Express Co		2/7/2011	5/17/2011	1,007 34	896 49	110 85
	9 American Express Co		3/25/2011	5/17/2011	453 30	407 09	46 21
	5 American Express Co		4/6/2011	5/17/2011	251 83	230 80	21 03
	10 Amgen Inc		6/2/2010	5/17/2011	593 89	558 71	35 18

6	Amgen Inc	12/20/2010	5/17/2011	356 33	345 25	11 08
15	Amphenol Corp	3/16/2011	5/17/2011	818 06	832 22	(14 16)
6	Amphenol Corp	4/14/2011	5/17/2011	327 23	314 70	12 53
15	Avon Products Inc	11/2/2010	5/17/2011	453 85	436 46	17 39
8	Bed Bath & Beyond Inc	6/30/2010	5/17/2011	440 75	302 89	137 86
26	Cisco Sys Inc	9/27/2010	5/17/2011	430 81	575 23	(144 42)
11	Devon Energy Corp	3/21/2011	5/17/2011	896 59	1,018 43	(121 84)
15	Emerson Electric Co	4/25/2011	5/17/2011	796 48	880 65	(84 17)
1	Equinix Inc	5/19/2010	5/17/2011	98 79	97 02	1 77
3	Equinix Inc	6/9/2010	5/17/2011	296 36	248 88	47 48
4	Intuit Inc	5/17/2011	5/18/2011	217 18	218 16	(0 98)
27	Johnson & Johnson	7/20/2010	5/17/2011	1,792 77	1,571 94	220 83
3	Lowes Companies Inc	6/21/2010	5/17/2011	75 23	68 08	7 15
13	Lowes Companies Inc	10/6/2010	5/17/2011	326 01	292 81	33 20
3	Lowes Companies Inc	3/3/2011	5/17/2011	75 23	78 75	(3 52)
1	Mastercard Inc Cl A	5/28/2010	5/17/2011	279 78	202 17	77 61
2	Mastercard Inc Cl A	8/2/2010	5/17/2011	559 57	408 00	151 57
1	Mastercard Inc Cl A	1/14/2011	5/17/2011	279 78	235 10	44 68
13	Merck & Co Inc	7/20/2010	5/17/2011	481 25	461 11	20 14
3	Microsoft Corp	8/2/2010	5/17/2011	73 00	78 63	(5 63)
2	Morgan Stanley	12/17/2010	5/17/2011	48 23	52 67	(4 44)
13	Netapp Inc	7/1/2010	5/17/2011	686 51	481 66	204 85
18	Nvidia Corporation	2/18/2011	5/17/2011	312 83	459 26	(146 43)
1	Praxair Inc	2/7/2011	5/17/2011	102 67	95 27	7 40
5	Praxair Inc	2/23/2011	5/17/2011	513 33	485 31	28 02
14	Procter & Gamble	7/20/2010	5/17/2011	944 84	866 26	78 58
23	Raytheon Co	4/6/2011	5/17/2011	1,127 20	1,177 37	(50 17)
2	Southwestern Energy Company	6/2/2010	5/17/2011	82 93	78 87	4 06
17	Southwestern Energy Company	8/20/2010	5/17/2011	704 91	571 72	133 19
3	St Jude Medical Inc	6/30/2010	5/17/2011	155 34	109 22	46 12
8	St Jude Medical Inc	12/3/2010	5/17/2011	414 23	322 28	91 95
3	St Jude Medical Inc	2/16/2011	5/17/2011	155 34	142 03	13 31
6	Staples Inc	8/3/2010	5/17/2011	119 32	122 30	(2 98)
12	Staples Inc	10/7/2010	5/17/2011	238 64	250 88	(12 24)
19	Staples Inc	10/27/2010	5/17/2011	377 84	384 79	(6 95)
9	Staples Inc	3/3/2011	5/17/2011	178 98	189 27	(10 29)
7	Teva Pharmaceuticals	12/10/2010	5/17/2011	343 84	371 14	(27 30)
3	Thermo Fisher Scientific Inc	8/2/2010	5/17/2011	185 62	135 00	50 62
3	Thermo Fisher Scientific Inc	8/4/2010	5/17/2011	185 62	136 67	48 95
2	Thermo Fisher Scientific Inc	8/4/2010	5/17/2011	123 75	89 64	34 11
5	Thermo Fisher Scientific Inc	8/12/2010	5/17/2011	309 37	223 48	85 89
4	Thermo Fisher Scientific Inc	1/31/2011	5/17/2011	247 49	228 61	18 88
14	Urban Outfitters Inc	4/29/2011	5/17/2011	464 79	445 04	19 75
6	Viacom Inc Class B	7/30/2010	5/17/2011	297 33	197 88	99 45
12	Xilinx Inc	10/21/2010	5/17/2011	421 50	300 92	120 58
6	Dollar Gen Corp	5/17/2011	6/1/2011	195 00	202 50	(7 50)
20	Dollar Gen Corp	5/17/2011	6/3/2011	628 86	675 00	(46 14)
29	Ford Motor Co	5/17/2011	6/24/2011	383 62	438 58	(54 96)
6	JP Morgan Chase & Co	5/17/2011	6/8/2011	244 74	261 82	(17 08)
4	JP Morgan Chase & Co	5/17/2011	6/24/2011	157 96	174 55	(16 59)
6	Juniper Networks	5/17/2011	6/2/2011	204 60	232 14	(27 54)
13	Juniper Networks	5/17/2011	6/7/2011	413 79	502 97	(89 18)
37	Mylan Inc	5/17/2011	5/26/2011	845 06	873 20	(28 14)
3	Shire PLC	5/17/2011	6/3/2011	276 57	278 40	(1 83)
2	Yum Brands Inc	5/17/2011	6/21/2011	110 99	107 66	3 33

12	Express Scripts Inc	5/17/2011	7/21/2011	668 33	715 71	(47 38)
33	Ford Motor Co	5/17/2011	7/26/2011	433 99	499 07	(65 08)
7	ILL Tool Works Inc	5/17/2011	7/26/2011	373 42	400 00	(26 58)
5	Texas Instruments	5/17/2011	7/13/2011	155 85	172 38	(16 53)
6	Texas Instruments	5/17/2011	7/19/2011	186 62	206 86	(20 24)
5	VMWare Inc Class A	5/17/2011	7/7/2011	513 07	456 30	56 77
8	Autodesk Inc Delaware	5/17/2011	8/18/2011	210 40	352 56	(142 16)
22	Autodesk Inc Delaware	5/17/2011	8/22/2011	538 18	969 54	(431 36)
1	Cerner Corp	5/17/2011	7/27/2011	61 97	58 81	3 16
5	Freeport McMoran Cp Gld	6/7/2011	8/5/2011	226 64	251 19	(24 55)
4	Freeport McMoran Cp Gld	6/7/2011	8/8/2011	174 76	200 95	(26 19)
3	Freeport McMoran Cp Gld	6/9/2011	8/8/2011	131 07	148 01	(16 94)
1	Freeport McMoran Cp Gld	6/10/2011	8/8/2011	43 69	49 13	(5 44)
5	Freeport McMoran Cp Gld	6/10/2011	8/9/2011	219 53	245 65	(26 12)
2	Green Mountain Coffee Inc	5/17/2011	8/18/2011	183 98	149 90	34 08
8	Scripps Networks Interac Cl A	5/17/2011	8/18/2011	319 99	401 92	(81 93)
5	Texas Instruments	5/17/2011	8/3/2011	144 33	172 38	(28 05)
15	Texas Instruments	5/17/2011	8/5/2011	402 02	517 15	(115 13)
3	Texas Instruments	5/31/2011	8/5/2011	80 41	105 12	(24 71)
5	Walt Disney Co Hldg Co	5/17/2011	8/3/2011	184 44	205 39	(20 95)
4	Walt Disney Co Hldg Co	5/17/2011	8/3/2011	146 30	164 31	(18 01)
24	Walt Disney Co Hldg Co	5/17/2011	8/10/2011	739 31	985 86	(246 55)
5	Altera Corp	5/17/2011	9/6/2011	171 37	231 05	(59 68)
8	Altera Corp	5/17/2011	9/7/2011	277 26	369 68	(92 42)
3	Cliffs Natural Resources Inc	5/17/2011	9/21/2011	200 77	256 47	(55 70)
13	Express Scripts Inc	5/17/2011	9/14/2011	565 58	775 36	(209 78)
5	Express Scripts Inc	5/17/2011	9/15/2011	204 24	298 21	(93 97)
4	Goodrich Corporation	5/17/2011	9/19/2011	416 25	360 84	55 41
2	Goodrich Corporation	5/17/2011	9/20/2011	209 04	180 42	28 62
2	Green Mountain Coffee Inc	5/17/2011	9/13/2011	220 20	149 90	70 30
3	IL Tool Works Inc	5/17/2011	8/31/2011	141 36	171 43	(30 07)
1	Netflix Inc	5/31/2011	9/20/2011	131 47	267 65	(136 18)
1	Netflix Inc	8/15/2011	9/20/2011	131 47	244 58	(113 11)
1	Netflix Inc	8/22/2011	9/20/2011	131 47	204 84	(73 37)
2	O'Reilly Automotive Inc	5/17/2011	9/13/2011	135 56	119 80	15 76
4	VISA Inc Cl A	5/17/2011	9/16/2011	361 63	320 68	40 95
2	Walter Energy Inc	5/17/2011	9/6/2011	148 16	240 84	(92 68)
5	Walter Energy Inc	5/17/2011	9/21/2011	340 23	602 10	(261 87)
1	Amazon com Inc	5/17/2011	10/26/2011	200 73	194 93	5 80
2	Amazon com Inc	5/17/2011	10/31/2011	432 02	389 86	42 16
4	Cerner Corp	5/17/2011	10/3/2011	269 99	235 24	34 75
5	Goodrich Corporation	5/17/2011	10/3/2011	599 99	451 05	148 94
3	Goodrich Corporation	5/17/2011	10/4/2011	359 53	270 63	88 90
4	Green Mountain Coffee Inc	5/17/2011	10/31/2011	265 31	299 80	(34 49)
3	O'Reilly Automotive Inc	5/17/2011	10/27/2011	225 65	179 70	45 95
4	Scripps Networks Interac Cl A	5/17/2011	10/4/2011	144 31	200 96	(56 65)
6	Scripps Networks Interac Cl A	5/17/2011	10/11/2011	230 03	301 44	(71 41)
4	Abercrombie & Fitch Co	8/11/2011	11/16/2011	192 51	266 54	(74 03)
1	Abercrombie & Fitch Co	8/11/2011	11/16/2011	47 11	66 63	(19 52)
2	Abercrombie & Fitch Co	8/16/2011	11/16/2011	94 23	139 80	(45 57)
6	Green Mountain Coffee Inc	5/17/2011	11/10/2011	242 69	449 70	(207 01)
2	Peabody Energy Corp	8/25/2011	11/11/2011	80 80	90 06	(9 26)
4	Peabody Energy Corp	8/25/2011	11/14/2011	159 99	180 12	(20 13)
8	FMC Technologies Inc	5/17/2011	12/6/2011	428 29	334 09	94 20
2	Perrigo Co	5/17/2011	12/22/2011	202 04	170 26	31 78

2	Perrigo Co	5/17/2011	12/27/2011	201 15	170 26	30 89
3	Range Resources Corp	9/27/2011	12/12/2011	193 79	191 89	1 90
3	Range Resources Corp	9/27/2011	12/13/2011	191 99	191 89	0 10

Net Short Term Capital Gain

69,178 86 67,584 74 1,594 12

Long Term Capital Gains and Losses

130 02532.	0 227	General Motors Co Wts 071016	11/15/2002	4/21/2011	4 80	20 80	(16 00)
	0 040	General Motors Co Wts 071016	6/1/2004	4/21/2011	0 85	3 61	(2 76)
	0 227	General Motors Co Wts 071019	11/15/2002	4/21/2011	3 73	16 14	(12 41)
	0 040	General Motors Co Wts 071019	6/1/2004	4/21/2011	0 66	2 80	(2 14)
	0 950	General Motors Co	11/15/2002	4/21/2011	28 95	118 41	(89 46)
	0 244	General Motors Co	6/1/2004	4/21/2011	7 45	29 69	(22 24)
	100,000	Aurora Bank CD	11/15/2002	6/6/2011	100,000 00	100,000 00	-
	100,000	M & I Marshall CD	6/12/2009	6/27/2011	100,000 00	100,000 00	-
	100,000	Sallie Mae Bank	6/12/2009	6/20/2011	100,000 00	100,000 00	-
	50,000	Household Finance 6 65%, due 7/15/11	11/18/2002	7/15/2011	50,000 00	49,755 00	245 00
		General Motors Co Wts 071016 (CIL)	11/15/2002	7/28/2011	12 23		12 23
		General Motors Co Wts 071019 (CIL)	11/15/2002	7/28/2011	7 95		7 95
		General Motors Co (CIL)	11/15/2002	7/28/2011	41 78		41 78
	40,000	Bank of America	12/30/2002	9/15/2011	40,000 00	40,000 00	-
		General Motors Co WTS 071016 (CIL)	11/15/2002	10/28/2011	27 80		27 80
		General Motors Co WTS 071019 (CIL)	11/15/2002	10/28/2011	19 31		19 31
		General Motors Co (CIL)	11/15/2002	10/28/2011	26 57		26 57
130 06142:	100	Chimera Investment Corp	5/28/2009	1/18/2011	412 12	331 13	80 99
	5	Time Warner Cable Inc	7/25/2007	1/14/2011	326 48	516 27	(189 79)
	26	Allstate Corp	3/27/2009	2/9/2011	845 19	530 16	315 03
	17	Ameren Corp	7/25/2007	2/7/2011	484 21	859 86	(375 65)
	9	Con Edison Inc	5/15/2008	2/11/2011	451 63	373 40	78 23
	34	MFA Financial Inc	9/2/2009	2/7/2011	281 50	262 56	18 94
	32	Dreamworks Animation SKG Inc	7/25/2007	2/28/2011	880 99	988 53	(107 54)
	8	Time Warner Cable Inc	7/25/2007	3/18/2011	547 34	826 03	(278 69)
	14	Allstate Corp	3/27/2009	4/15/2011	441 07	285 47	155 60
	17	Covidien PLC	10/11/2007	3/30/2011	883 99	702 57	181 42
	2 667	Time Warner Cable Inc	7/25/2007	3/29/2011	187 13	275 38	(88 25)
	5 333	Time Warner Cable Inc	5/21/2008	3/29/2011	374 19	379 24	(5 05)
	6	Time Warner Cable Inc	2/22/2010	3/29/2011	420 99	283 05	137 94
	9	Allstate Corp	3/27/2009	5/6/2011	302 81	183 52	119 29
	6	Allstate Corp	5/8/2009	5/6/2011	201 87	152 64	49 23
	3	Allstate Corp	6/2/2009	5/6/2011	100 94	79 32	21 62
	32	Genzyme Waiver	7/25/2007	5/5/2011	2,368 00	1,923 43	444 57
		Genzyme Waiver	7/25/2007	5/5/2011	75 33	61 19	14 14
	6	Genzyme Waiver	3/23/2010	5/5/2011	444 00	343 18	100 82
		Genzyme Waiver	3/23/2010	5/5/2011	14 12	10 91	3 21
	24	Health Care REIT Inc	7/25/2007	5/24/2011	1,248 00	860 95	387 05
	18	Millicom Intl Cellular SA	7/25/2007	5/25/2011	1,889 59	1,521 08	368 51
	17	AON Corp	7/25/2007	6/9/2011	863 66	695 95	167 71
		AMC Networks Inc Cl A (CIL)	7/25/2007	6/30/2011	19 24		19 24
	13	AMC Networks Inc Cl A	7/25/2007	7/13/2011	481 41	463 22	18 19
	2	AMC Networks Inc Cl A	10/16/2008	7/13/2011	74 06	34 70	39 36
	7	Clorox Co DE	11/3/2009	7/20/2011	520 76	409 81	110 95
	10	Allstate Corp	6/2/2009	8/5/2011	262 05	264 42	(2 37)
	20	Allstate Corp	6/12/2009	8/5/2011	524 10	494 81	29 29

	19	Covidien PLC	10/11/2007	8/11/2011	915 48	785 22	130 26
	27	Weatherford International Ltd	4/29/2010	8/11/2011	467 81	497 80	(29 99)
	30	McGraw Hill Co Inc	5/19/2010	9/23/2011	1,283 69	877 33	406 36
	53	MFA Financial Inc	9/2/2009	9/13/2011	374 95	409 28	(34 33)
	17	McGraw Hill Co Inc	6/4/2010	10/26/2011	737 42	467 29	270 13
	14	McGraw Hill Co Inc	7/6/2010	10/26/2011	607 28	386 92	220 36
	14	MFA Financial Inc	9/2/2009	10/25/2011	94 76	108 11	(13 35)
	54	MFA Financial Inc	9/25/2009	10/25/2011	365 50	426 42	(60 92)
	63	MFA Financial Inc	11/20/2009	10/25/2011	426 42	475 49	(49 07)
	61	Activision Blizzard Inc	7/16/2010	11/28/2011	738 49	679 83	58 66
	107	Chimera Investment Corp	5/28/2009	11/21/2011	282 63	354 31	(71 68)
	111	Chimera Investment Corp	6/5/2009	11/21/2011	293 20	373 86	(80 66)
	145	Chimera Investment Corp	4/7/2010	11/21/2011	383 01	569 43	(186 42)
	51	Ivanhoe Mines Ltd	7/25/2007	11/9/2011	1,085 30	772 36	312 94
130 06634:	35	Darden Restaurants	5/6/2009	1/13/2011	1,610 46	1,348 24	262 22
	75	Juniper Networks	4/14/2009	1/13/2011	2,858 51	1,356 02	1,502 49
	15	Flowserve Corp	8/27/2009	1/27/2011	1,843 98	1,289 39	554 59
	25	Noble Energy Inc	12/28/2007	1/27/2011	2,146 74	2,018 50	128 24
	25	Quality Systems	11/11/2008	2/17/2011	1,973 81	966 74	1,007 07
	60	Avnet Inc	2/11/2010	3/18/2011	1,921 16	1,599 68	321 48
	35	Canadian Pacific Railway Ltd	12/28/2007	3/23/2011	2,204 36	2,324 70	(120 34)
	45	Informatica Corp	2/25/2009	4/15/2011	2,360 54	586 24	1,774 30
	15	Intercontinental Exchange Inc	12/28/2007	4/13/2011	1,819 49	2,827 80	(1,008 31)
	30	Citrix Systems Inc	12/28/2007	5/4/2011	2,411 07	1,132 80	1,278 27
	5	Citrix Systems Inc	6/26/2008	5/4/2011	401 84	153 40	248 44
	4	Intuitive Surgical Inc	12/28/2007	5/4/2011	1,381 37	1,298 36	83 01
	45	Stifel Financial Corporation	3/17/2010	6/8/2011	1,642 25	1,666 70	(24 45)
	35	Allegheny Tech Inc	1/21/2010	8/26/2011	1,607 95	1,570 50	37 45
	10	Perrigo Co	11/25/2008	8/23/2011	893 68	331 28	562 40
	40	Scripps Networks Interac Cl A	9/27/2010	10/7/2011	1,527 30	1,876 27	(348 97)
	8	V F Corporation	12/28/2007	11/30/2011	1,108 98	564 96	544 02
130 08075:	3	KDDI Corp	6/23/2009	1/18/2011	168 93	157 30	11 63
	4	Smith & Nephew PLC	1/15/2009	1/11/2011	208 05	138 34	69 71
	3	Smith & Nephew PLC	3/2/2009	1/11/2011	156 03	103 12	52 91
	59	Alcatel-Lucent ADS	9/9/2009	2/18/2011	296 82	218 78	78 04
	5	Beijing Enterprises H SP ADR	1/27/2010	2/7/2011	277 24	361 98	(84 74)
	10	Nestle Sponsored ADR	6/4/2008	2/15/2011	542 08	493 80	48 28
	14	Unilever NV NY	6/19/2008	2/15/2011	412 52	416 71	(4 19)
	6	Unilever NV NY	8/27/2008	2/15/2011	176 79	165 84	10 95
	65	Alcatel-Lucent	9/9/2009	3/3/2011	347 74	241 03	106 71
	1	HSBC Holdings PLC	5/1/2009	3/1/2011	53 21	35 98	17 23
	3	HSBC Holdings PLC	6/11/2009	3/1/2011	159 62	137 55	22 07
	4	HSBC Holdings PLC	7/20/2009	3/1/2011	212 83	185 05	27 78
	7	HSBC Holdings PLC	8/17/2009	3/1/2011	372 45	369 28	3 17
	1	Novo Nordisk A/S	6/4/2008	3/23/2011	122 92	65 24	57 68
	2	Novo Nordisk A/S	10/15/2008	3/23/2011	245 85	97 90	147 95
	4	Smith & Nephew PLC	3/2/2009	3/18/2011	219 90	137 49	82 41
	9	Smith & Nephew PLC	3/25/2009	3/18/2011	494 77	298 74	196 03
	2	Smith & Nephew PLC	4/3/2009	3/18/2011	109 95	64 55	45 40
	16	Swedbank AB	8/21/2009	3/24/2011	275 10	171 70	103 40
	35	Swedbank AB	11/10/2009	3/24/2011	601 77	331 86	269 91
		TNT N V (CIL)	6/4/2008	3/18/2011	21 57		21 57
	111	China Informat Technology Inc	4/6/2010	4/13/2011	269 12	760 84	(491 72)

2	CNOOC Ltd	12/1/2008	4/26/2011	508 01	159 10	348 91
9	Silver Wheaton Corp	1/12/2010	4/14/2011	386 18	152 92	233 26
22	Antofagasta Hldgs PLC	8/27/2009	5/6/2011	859 69	546 32	313 37
1	CNOOC Ltd	12/1/2008	5/20/2011	232 23	79 55	152 68
3	CNOOC Ltd	3/22/2010	5/20/2011	696 68	481 31	215 37
1	CNOOC Ltd	4/29/2010	5/20/2011	232 23	176 25	55 98
23	Eldorado Gold CP Ltd	3/15/2010	5/17/2011	350 84	299 96	50 88
21	Silver Wheaton Corp	1/12/2010	5/12/2011	712 66	356 81	355 85
17	Sociedad Quimica Y Minera	8/21/2008	5/20/2011	980 14	627 38	352 76
20	Canadian Natural Resources Ltd	4/29/2010	6/17/2011	784 13	774 53	9 60
26	Experian GP Ltd	6/4/2008	5/26/2011	325 19	199 94	125 25
44	PostNL N V	6/4/2008	6/24/2011	352 28	1,753 40	(1,401 12)
8	PostNL N V	1/8/2009	6/24/2011	64 05	148 58	(84 53)
5	Siemens Aktiengesellschaft	7/29/2008	6/27/2011	661 72	575 41	86 31
3	Siemens Aktiengesellschaft	9/9/2008	6/27/2011	397 03	294 04	102 99
1	Siemens Aktiengesellschaft	11/26/2008	6/27/2011	132 34	59 55	72 79
4	Siemens Aktiengesellschaft	4/30/2009	6/27/2011	529 37	267 38	261 99
2	BG Group PLC	1/25/2010	7/12/2011	219 71	190 80	28 91
9	BNP Paribas SP	4/29/2010	7/21/2011	318 23	304 03	14 20
7	Cenovus Energy Inc Com	4/27/2010	7/12/2011	256 15	204 83	51 32
119	Deutsche Boerse AG	2/17/2009	7/12/2011	850 70	581 08	269 62
43	Deutsche Boerse AG	2/26/2009	7/12/2011	307 39	211 93	95 46
43	Deutsche Boerse AG	3/9/2009	7/12/2011	307 39	166 52	140 87
27	Deutsche Boerse AG	1/25/2010	7/12/2011	193 02	196 16	(3 14)
13	Banco Santander Brasil SA ADS	12/11/2009	7/28/2011	121 52	178 52	(57 00)
22	Banco Santander Brasil SA ADS	2/9/2010	7/28/2011	205 65	254 71	(49 06)
18	Banco Santander Brasil SA ADS	3/22/2010	7/28/2011	168 26	220 03	(51 77)
14	Banco Santander Brasil SA ADS	4/27/2010	7/28/2011	130 87	156 27	(25 40)
59	Bank of China	2/2/2010	9/27/2011	485 97	721 19	(235 22)
17	Bank of China	3/2/2010	9/27/2011	140 03	219 25	(79 22)
2	BNO Paribas Sp	4/29/2010	9/20/2011	34 77	67 56	(32 79)
25	BNO Paribas Sp	7/22/2010	9/20/2011	434 59	792 16	(357 57)
13	Cenovus Energy Inc Com	4/27/2010	10/31/2011	455 27	380 40	74 87
8	BASF SE SP ADR	2/23/2009	11/7/2011	551 35	229 54	321 81
18	Makita Corporation Ltd	5/6/2010	11/11/2011	633 02	544 38	88 64
7	Makita Corporation Ltd	5/19/2010	11/11/2011	246 17	199 71	46 46
130 08075.	6 Baxter Intl Inc	7/31/2009	1/25/2011	302 83	338 63	(35 80)
	9 Halliburton Co	8/12/2009	12/29/2010	357 46	209 77	147 69
	11 Halliburton Co	8/12/2009	1/25/2011	441 33	256 39	184 94
	20 Kraft Foods Inc CL A	8/12/2009	1/6/2011	627 86	571 72	56 14
	7 Baxter Int'l Inc	7/31/2009	2/8/2011	343 12	395 07	(51 95)
	2 Baxter Int'l Inc	8/12/2009	2/8/2011	98 03	110 92	(12 89)
	8 Cisco Sys Inc	7/16/2009	2/11/2011	150 34	159 31	(8 97)
	28 Cisco Sys Inc	7/21/2009	2/11/2011	526 18	591 86	(65 68)
	18 Cisco Sys Inc	8/12/2009	2/11/2011	338 26	388 25	(49 99)
	1 CME Group Inc	8/12/2009	2/15/2011	293 17	286 36	6 81
	7 VISA Inc Cl A	8/12/2009	2/7/2011	517 70	481 53	36 17
	2 VISA Inc Cl A	1/20/2010	2/7/2011	147 92	173 12	(25 20)
	5 Broadcom Corp Cl A	9/25/2009	2/24/2011	203 15	143 99	59 16
	5 Broadcom Corp Cl A	10/23/2009	2/24/2011	203 15	139 32	63 83
	4 Broadcom Corp Cl A	10/23/2009	3/11/2011	161 29	111 46	49 83
	7 Broadcom Corp Cl A	1/20/2010	3/11/2011	282 25	202 02	80 23
	2 Mastercard Inc Cl A	2/8/2010	3/24/2011	494 23	451 39	42 84
	44 People's United Financial Inc	8/11/2009	3/25/2011	552 76	733 89	(181 13)

7	Target Corporation	8/12/2009	3/18/2011	348 88	298 47	50 41
7	Baxter Int'l Inc	8/12/2009	4/11/2011	380 05	388 21	(8 16)
5	Biogen IDEC Inc	12/17/2009	4/21/2011	512 33	247 42	264 91
4	Biogen IDEC Inc	1/20/2010	4/21/2011	409 87	217 56	192 31
6	Pepsico Inc	8/12/2009	4/6/2011	394 85	343 07	51 78
10	St Jude Medical Inc	8/12/2009	4/14/2011	515 47	384 77	130 70
25	American Tower Corp Class A	8/12/2009	5/17/2011	1,305 29	812 93	492 36
1	Apple Inc	8/12/2009	5/17/2011	334 00	165 81	168 19
28	Avon Products Inc	8/12/2009	5/17/2011	847 19	913 84	(66 65)
15	Avon Products Inc	4/13/2010	5/17/2011	453 85	479 89	(26 04)
1	Baxter Int'l Inc	8/12/2009	5/17/2011	59 71	55 46	4 25
4	Baxter Int'l Inc	12/2/2009	5/17/2011	238 84	223 55	15 29
4	Baxter Int'l Inc	12/9/2009	5/17/2011	238 84	221 24	17 60
7	Baxter Int'l Inc	1/20/2010	5/17/2011	417 96	424 05	(6 09)
18	Bed Bath & Beyond Inc	4/26/2010	5/17/2011	991 70	868 32	123 38
16	Charles Schwab	8/12/2009	5/17/2011	276 21	300 44	(24 23)
44	Cisco Sys Inc	8/12/2009	5/17/2011	729 06	949 07	(220 01)
8	Cisco Sys Inc	1/20/2010	5/17/2011	132 56	194 32	(61 76)
3	CME Group Inc	8/12/2009	5/17/2011	886 75	859 08	27 67
26	Costco Wholesale Corp	8/12/2009	5/17/2011	2,151 27	1,282 38	868 89
44	Crown Castle Intl	8/12/2009	5/17/2011	1,810 92	1,199 11	611 81
4	Ecolab Inc	2/10/2010	5/17/2011	207 43	175 60	31 83
1	Equinix Inc	5/4/2010	5/17/2011	98 79	100 67	(1 88)
3	Equinix Inc	5/6/2010	5/17/2011	296 36	279 66	16 70
12	Gilead Science	8/12/2009	5/17/2011	485 11	553 29	(68 18)
10	Gilead Science	10/28/2009	5/17/2011	404 26	432 93	(28 67)
4	Gilead Science	1/20/2010	5/17/2011	161 70	182 76	(21 06)
2	Google Inc - Cl A	8/12/2009	5/17/2011	1,046 43	919 38	127 05
4	Halliburton Co	8/12/2009	5/17/2011	181 39	93 23	88 16
10	Halliburton Co	12/8/2009	5/17/2011	453 49	271 67	181 82
55	Lowes Companies Inc	8/12/2009	5/17/2011	1,379 28	1,264 89	114 39
22	Lowes Companies Inc	9/25/2009	5/17/2011	551 71	462 89	88 82
8	Lowes Companies Inc	1/20/2010	5/17/2011	200 62	182 32	18 30
1	Mastercard Inc Cl A	2/8/2010	5/17/2011	279 78	225 69	54 09
2	Mastercard Inc Cl A	5/13/2010	5/17/2011	559 57	471 71	87 86
8	McDonalds Corp	6/3/2008	5/17/2011	649 58	460 88	188 70
6	McDonalds Corp	11/13/2009	5/17/2011	487 19	380 42	106 77
77	Microsoft Corporation	8/12/2009	5/17/2011	1,873 74	1,823 98	49 76
12	Microsoft Corporation	1/20/2010	5/17/2011	292 01	365 28	(73 27)
38	Morgan Stanley	8/12/2009	5/17/2011	916 37	1,140 67	(224 30)
12	Nike Inc B	10/22/2009	5/17/2011	1,017 91	780 41	237 50
3	Nike Inc B	11/16/2009	5/17/2011	254 48	195 69	58 79
6	Nike Inc B	1/4/2010	5/17/2011	508 95	395 18	113 77
3	Nike Inc B	1/20/2010	5/17/2011	254 48	191 07	63 41
15	Northern Trust Corp	10/22/2009	5/17/2011	728 98	797 94	(68 96)
8	Northern Trust Corp	10/30/2009	5/17/2011	388 79	398 90	(10 11)
4	Northern Trust Corp	1/6/2010	5/17/2011	194 40	209 77	(15 37)
10	Oracle Corp	8/12/2009	5/17/2011	340 99	219 28	121 71
26	Pepsico Inc	8/12/2009	5/17/2011	1,844 24	1,486 63	357 61
5	Pepsico Inc	10/6/2009	5/17/2011	354 66	305 53	49 13
6	Pepsico Inc	10/15/2009	5/17/2011	425 59	375 02	50 57
5	Pepsico Inc	11/25/2009	5/17/2011	354 66	315 87	38 79
6	Pepsico Inc	1/20/2010	5/17/2011	425 59	371 04	54 55
15	Praxair Inc	8/12/2009	5/17/2011	1,539 99	1,172 42	367 57
26	Qualcomm Inc	8/12/2009	5/17/2011	1,465 07	1,211 81	253 26

21	Schlumberger Ltd	8/12/2009	5/17/2011	1,725 73	1,136 05	589 68
7	Southwestern Energy Company	4/14/2010	5/17/2011	290 26	290 46	(0 20)
6	St Jude Medical Inc	8/12/2009	5/17/2011	310 67	230 86	79 81
13	St Jude Medical Inc	10/22/2009	5/17/2011	673 13	443 90	229 23
6	St Jude Medical Inc	1/20/2010	5/17/2011	310 67	230 10	80 57
43	Staples Inc	8/12/2009	5/17/2011	855 11	970 91	(115 80)
17	Staples Inc	8/27/2009	5/17/2011	338 07	370 20	(32 13)
6	Staples Inc	1/20/2010	5/17/2011	119 32	148 20	(28 88)
18	Target Corporation	8/12/2009	5/17/2011	914 27	767 49	146 78
4	Target Corporation	1/20/2010	5/17/2011	203 17	203 04	0 13
6	Teva Pharmaceuticals	3/16/2009	5/17/2011	294 72	270 57	24 15
4	Teva Pharmaceuticals	11/16/2009	5/17/2011	196 48	210 73	(14 25)
3	Teva Pharmaceuticals	1/20/2010	5/17/2011	147 36	173 76	(26 40)
18	Thermo Fisher Scientific Inc	8/12/2009	5/17/2011	1,113 73	822 73	291 00
24	Viacom Inc Class B	8/12/2009	5/17/2011	1,189 32	597 35	591 97
48	Western Union Co	8/12/2009	5/17/2011	990 36	873 59	116 77
10	Western Union Co	1/20/2010	5/17/2011	206 33	194 20	12 13
33	Xilinx Inc	1/25/2010	5/17/2011	1,159 11	803 61	355 50
22	Xilinx Inc	2/25/2010	5/17/2011	772 74	563 51	209 23
21	Charles Schwab	8/12/2009	7/6/2011	335 99	394 33	(58 34)
1	Charles Schwab	9/17/2009	7/6/2011	16 00	17 95	(1 95)
19	Charles Schwab	9/17/2009	7/8/2011	292 57	340 96	(48 39)
9	Charles Schwab	1/20/2010	7/8/2011	138 59	169 56	(30 97)
2	Apple Inc	8/12/2009	7/28/2011	780 57	331 61	448 96
7	Oracle Corp	8/12/2009	7/29/2011	215 45	153 50	61 95
1	Apple Inc	8/12/2009	9/27/2011	406 28	165 81	240 47
6	Halliburton Co	1/20/2010	9/21/2011	220 22	198 66	21 56
5	Halliburton Co	4/30/2010	9/21/2011	183 52	151 00	32 52
9	Halliburton Co	6/2/2010	9/21/2011	330 33	211 87	118 46
3	Oracle Corp	8/12/2009	9/6/2011	78 38	65 78	12 60
3	Schlumberger Ltd	8/12/2009	12/9/2011	219 38	162 29	57 09

Net Long Term Capital Gains

519,016 42 498,332 09 20,684 33

Net Capital Gains, excluding Partnerships (K-1)

588,195 28 565,916 83 22,278 45

KOEPLIN FAMILY FOUNDATION
GRANTS AND ALLOCATIONS PAID DURING 2011
EIN: 41-1268766

<u>Recipient Name and Address</u>	<u>Relationship to Substantial Contributor and Foundation Status of Recipient</u>	<u>Purpose of Grant or Contribution</u>	<u>Amount</u>
Blessed Teresa of Calcutta Parish PO Box 705 Woodinville, WA 98072	None Exempt	Human Services	110,000 00
Recovery Café 2202 Boren Avenue Seattle, WA 98121	None Exempt	Human Services	5,000 00
Ignatian Spirituality Center 732 - 18th Ave E Seattle, WA 98112	None Exempt	Human Services	5,000 00
Seattle University PO Box 222000 Seattle, WA 98112-1090	None Exempt	Education	20,000 00
The Smile Train 41 Madison Avenue, 28th floor New York, NY 10010	None Exempt	Health	3,000 00
Live Oak Adult Day Services 1147 Minnesota Ave San Jose, CA 95125	None Exempt	Human Services	4,000 00
Livermore Veterans Foundation 1692 Rutgers Way Livermore, CA 94550	None Exempt	Human Services	1,500 00
Our Mother's House PO Box 2240 Venice, FL 34284-2240	None Exempt	Human Services	1,500 00
		Total Grants Paid	<u>150,000 00</u>