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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

OMB No 1545-0052

**2011****Note.** The foundation may be able to use a copy of this return to satisfy state reporting requirements**For calendar year 2011 or tax year beginning****, 2011, and ending****, 20**Name of foundation **THE KAPHAN FOUNDATION**  
**C/O KING & OLIASON PLLC****A Employer identification number**  
**65-1211107**

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

Room/suite

**B Telephone number (see instructions)****(206) 285-7242****514 SECOND AVENUE WEST**

City or town, state, and ZIP code

**SEATTLE, WA 98119****G Check all that apply**☐ Initial return☐ Final return☐ Address change☐ Initial return of a former public charity☐ Amended return☐ Name change**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****J Accounting method**☒ Cash☐ Accrual

of year (from Part II, col (c), line

☐ Other (specify)**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 ☐16) **\$ 32,763,667.**

(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 instructions))**(a) Revenue and expenses per books****(b) Net investment income****(c) Adjusted net income****(d) Disbursements for charitable purposes (cash basis only)**

Revenue

Operating and Administrative Expenses

<b>1</b> Contributions, gifts, grants, etc., received (attach schedule)	2,109,313.			
<b>2</b> Check <input type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
<b>3</b> Interest on savings and temporary cash investments				
<b>4</b> Dividends and interest from securities	605,307.	605,307.		ATCH 1
<b>5a</b> Gross rents				
<b>b</b> Net rental income or (loss)				
<b>6a</b> Net gain or (loss) from sale of assets not on line 10	-85,536.			
<b>b</b> Gross sales price for all assets on line 6a	3,980,769.			
<b>7</b> Capital gain net income (from Part IV, line 2)		2,360,883.		
<b>8</b> Net short-term capital gain				
<b>9</b> Income modifications				
<b>10a</b> Gross sales less returns and allowances				
<b>b</b> Less Cost of goods sold				
<b>c</b> Gross profit or (loss) (attach schedule)				
<b>11</b> Other income (attach schedule)				
<b>12 Total.</b> Add lines 1 through 11	2,629,084.	2,966,190.		
<b>13</b> Compensation of officers, directors, trustees, etc.	0			
<b>14</b> Other employee salaries and wages				
<b>15</b> Pension plans, employee benefits				
<b>16a</b> Legal fees (attach schedule)				
<b>b</b> Accounting fees (attach schedule)	6,792.	3,396.		3,396.
<b>c</b> Other professional fees (attach schedule)				
<b>17</b> Interest				
<b>18</b> Taxes (attach schedule) (see instructions)	26,997.	7,724.		
<b>19</b> Depreciation (attach schedule) and depletion				
<b>20</b> Occupancy				
<b>21</b> Travel, conferences, and meetings	600.			600.
<b>22</b> Printing and publications				
<b>23</b> Other expenses (attach schedule)	14,539.	14,514.		25.
<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23	48,928.	25,634.		4,021.
<b>25</b> Contributions, gifts, grants paid	1,340,400.			1,340,400.
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	1,389,328.	25,634.	0	1,344,421.
<b>27 Subtract line 26 from line 12</b>				
<b>a Excess of revenue over expenses and disbursements</b>	1,239,756.			
<b>b Net investment income</b> (if negative, enter -0-)		2,940,556.		
<b>c Adjusted net income</b> (if negative, enter -0-)				

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**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
<b>Assets</b>	1 Cash - non-interest-bearing . . . . .	20,707.	13,890.	13,890.
	2 Savings and temporary cash investments . . . . .	3,582,585.	2,860,074.	2,860,074.
	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 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 . . . . .			
	10 a Investments - U.S. and state government obligations (attach schedule) . . . . .			
	b Investments - corporate stock (attach schedule) <b>ATCH 5</b> . . . . .	20,136,163.	17,041,282.	23,923,252.
	c Investments - corporate bonds (attach schedule) . . . . .			
	<b>Liabilities</b>	11 Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶		
12 Investments - mortgage loans . . . . .				
13 Investments - other (attach schedule) <b>ATCH 6</b> . . . . .		1,509,504.	2,787,385.	2,713,372.
14 Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶				
15 Other assets (describe ▶ <b>ATCH 7</b> ) . . . . .			3,531,345.	3,253,079.
16 <b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I) . . . . .		25,248,959.	26,233,976.	32,763,667.
17 Accounts payable and accrued expenses . . . . .				
18 Grants payable . . . . .				
19 Deferred revenue . . . . .				
20 Loans from officers, directors, trustees, and other disqualified persons . . . . .				
21 Mortgages and other notes payable (attach schedule) . . . . .				
22 Other liabilities (describe ▶) . . . . .				
23 <b>Total liabilities</b> (add lines 17 through 22) . . . . .	0	0		
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> <input type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	24 Unrestricted . . . . .			
	25 Temporarily restricted . . . . .			
	26 Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b> <input checked="" type="checkbox"/> <b>X</b>			
	27 Capital stock, trust principal, or current funds . . . . .	25,248,959.	26,233,976.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund . . . . .			
	29 Retained earnings, accumulated income, endowment, or other funds . . . . .			
30 <b>Total net assets or fund balances</b> (see instructions) . . . . .	25,248,959.	26,233,976.		
31 <b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	25,248,959.	26,233,976.		

**Part III Analysis of Changes in Net Assets or Fund Balances**

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) . . . . .	1	25,248,959.
2 Enter amount from Part I, line 27a . . . . .	2	1,239,756.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3 . . . . .	4	26,488,715.
5 Decreases not included in line 2 (itemize) ▶ <b>ATTACHMENT 8</b>	5	254,739.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	26,233,976.

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**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
<b>1a</b> SEE PART IV SCHEDULE					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					

(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)
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>2</b> 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 }	<b>2</b>	2,360,883.
<b>3</b> 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 instructions) If (loss), enter -0- in Part I, line 8		<b>3</b>	0

**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 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	974,932.	27,266,100.	0.035756
2009	836,812.	21,347,620.	0.039199
2008	693,601.	19,255,980.	0.036020
2007	275,492.	15,150,653.	0.018184
2006	164,665.	6,685,827.	0.024629

<b>2</b> Total of line 1, column (d)	<b>2</b>	0.153788
<b>3</b> 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	<b>3</b>	0.030758
<b>4</b> Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	<b>4</b>	31,178,992.
<b>5</b> Multiply line 4 by line 3	<b>5</b>	959,003.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	29,406.
<b>7</b> Add lines 5 and 6	<b>7</b>	988,409.
<b>8</b> Enter qualifying distributions from Part XII, line 4 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	<b>8</b>	4,875,766.

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)**

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . .		1	29,406.
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	29,406.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0
5 <b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0- . . . . .		5	29,406.
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011 . . . . .	6a	4,800.	
b Exempt foreign organizations - tax withheld at source . . . . .	6b		
c Tax paid with application for extension of time to file (Form 8868) . . . . .	6c	32,000.	
d Backup withholding erroneously withheld . . . . .	6d		
7 Total credits and payments. Add lines 6a through 6d . . . . .	7	36,800.	
8 Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached . . . . .	8		
9 <b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .	9		
10 <b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .	10	7,394.	
11 Enter the amount of line 10 to be <b>Credited to 2012 estimated tax</b> <input checked="" type="checkbox"/> <b>Refunded</b> <input type="checkbox"/> . . . . .	11		

**Part VII-A Statements Regarding Activities**

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . . . . If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file <b>Form 1120-POL</b> for this year? . . . . .		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input checked="" type="checkbox"/> \$ _____ (2) On foundation managers <input checked="" type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes . . . . .	X	
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .		X
b If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . . . .		<b>NA</b>
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> WA, _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation . . . . .	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV . . . . .		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses . . . . .		X

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**Part VII-A Statements Regarding Activities (continued)**

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <b>N/A</b>				
14	The books are in care of <b>KING &amp; OLIASON PLLC</b> Telephone no <b>206-285-7242</b>			
Located at <b>514 SECOND AVE. WEST, SEATTLE, WA</b> ZIP + 4 <b>98119-3928</b>				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <b>N/A</b> 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				X

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required****File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	N/A
Organizations relying on a current notice regarding disaster assistance check here		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If "Yes," list the years		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

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**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)****5a** During the year did the foundation pay or incur any amount to

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

Organizations relying on a current notice regarding disaster assistance check here ☐

5b

N/A

**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? ☐ Yes ☒ No

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

N/A

**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? ☐ Yes ☒ No

6b

If "Yes" to 6b, file Form 8870

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

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 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
ATTACHMENT 9		0	0	0

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

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

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

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

**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE ----- ----- ----- ----- ----- ----- ----- ----- -----		
<b>Total number of others receiving over \$50,000 for professional services</b>		

**Part IX-A Summary of Direct Charitable Activities**

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

1	N/A	
2		
3		
4		

**Part IX-B**      **Summary of Program-Related Investments** (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

1	DONOR-GUARANTOR PARTICIPATION FOR GRAMEEN FOUNDATION USA OFFERING LOAN GUARANTEE TO ENABLE THE FURTHERANCE OF GFUSA MICROFINANCE ACTIVITIES FOR PURPOSES OF ERADICATING POVERTY.	3,531,345.
2		
All other program-related investments See instructions		
3	NONE	
<b>Total.</b> Add lines 1 through 3 . . . . .		3,531,345.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	28,806,925.
b	Average of monthly cash balances	1b	2,512,458.
c	Fair market value of all other assets (see instructions)	1c	334,416.
d	<b>Total</b> (add lines 1a, b, and c)	1d	31,653,799.
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	
3	Subtract line 2 from line 1d	3	31,653,799.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	474,807.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	31,178,992.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	1,558,950.

**Part XI Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6	1	1,558,950.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	29,406.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	29,406.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,529,544.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,529,544.
6	Deduction from distributable amount (see instructions)	6	
7	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,529,544.

**Part XII Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,344,421.
b	Program-related investments - total from Part IX-B	1b	3,531,345.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	4,875,766.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	29,406.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	4,846,360.

**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 instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
<b>1</b> Distributable amount for 2011 from Part XI, line 7 . . . . .				1,529,544.
<b>2</b> Undistributed income, if any, as of the end of 2011				
<b>a</b> Enter amount for 2010 only . . . . .			1,340,034.	
<b>b</b> Total for prior years 20 09, 20 08, 20 07 . . . . .				
<b>3</b> Excess distributions carryover, if any, to 2011				
<b>a</b> From 2006 . . . . .				
<b>b</b> From 2007 . . . . .				
<b>c</b> From 2008 . . . . .				
<b>d</b> From 2009 . . . . .				
<b>e</b> From 2010 . . . . .				
<b>f</b> Total of lines 3a through e . . . . .				
<b>4</b> Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 4,875,766.				
<b>a</b> Applied to 2010, but not more than line 2a . . . . .			1,340,034.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions) . . . . .				
<b>c</b> Treated as distributions out of corpus (Election required - see instructions) . . . . .				
<b>d</b> Applied to 2011 distributable amount . . . . .				1,529,544.
<b>e</b> Remaining amount distributed out of corpus . . . . .	2,006,188.			
<b>5</b> Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a) ) . . . . .				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5 . . . . .	2,006,188.			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .				
<b>c</b> 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 . . . . .				
<b>d</b> Subtract line 6c from line 6b Taxable amount - see instructions . . . . .				
<b>e</b> Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions . . . . .				
<b>f</b> Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012 . . . . .				
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .				
<b>8</b> Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions) . . . . .				
<b>9</b> Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a . . . . .	2,006,188.			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2007 . . . . .				
<b>b</b> Excess from 2008 . . . . .				
<b>c</b> Excess from 2009 . . . . .				
<b>d</b> Excess from 2010 . . . . .				
<b>e</b> Excess from 2011 . . . . .	2,006,188.			

**Part XIV Private Operating Foundations** (see instructions and Part VII-A, question 9)

NOT APPLICABLE

- 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 foundation is a private operating foundation described in section

4942(i)(3) or

4942(1)(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

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

SHELDON J KAPHAN

- 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.

N/A

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

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

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

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

- c Any submission deadlines**

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

**Part XV** Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

<div>Recipient</div> <div>Name and address (home or business)</div>	<div>If recipient is an individual, show any relationship to any foundation manager or substantial contributor</div>	<div>Foundation status of recipient</div>	<div>Purpose of grant or contribution</div>	<div>Amount</div>
<b>a</b> <i>Paid during the year</i>  ATTACHMENT 10				
<b>Total</b> .....			▶ <b>3a</b>	1,340,400.
<b>b</b> <i>Approved for future payment</i> NONE				
<b>Total</b> .....			▶ <b>3b</b>	

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

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
<b>1</b> Program service revenue					
<b>a</b> _____					
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>f</b> _____					
<b>g</b> Fees and contracts from government agencies					
<b>2</b> Membership dues and assessments . . . . .					
<b>3</b> Interest on savings and temporary cash investments					
<b>4</b> Dividends and interest from securities . . . . .			14	605,307.	
<b>5</b> Net rental income or (loss) from real estate					
<b>a</b> Debt-financed property . . . . .					
<b>b</b> Not debt-financed property . . . . .					
<b>6</b> Net rental income or (loss) from personal property .					
<b>7</b> Other investment income . . . . .					
<b>8</b> Gain or (loss) from sales of assets other than inventory			18	-85,536.	
<b>9</b> Net income or (loss) from special events . . .					
<b>10</b> Gross profit or (loss) from sales of inventory . .					
<b>11</b> Other revenue <b>a</b> _____					
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>12</b> Subtotal. Add columns (b), (d), and (e) . . . .				519,771.	
<b>13</b> Total. Add line 12, columns (b), (d), and (e) . . . . .				519,771.	519,771.

## Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]



**Schedule of Contributors**

OMB No 1545-0047

► Attach to Form 990, Form 990-EZ, or Form 990-PF.

**2011**

**Name of the organization**

THE KAPHAN FOUNDATION  
C/O KING & OLIASON PLLC

**Employer identification number**

65-1211107

**Organization type** (check one)

**Filers of:**

**Section:**

Form 990 or 990-EZ

☐ 501(c)( ) (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

**General Rule**

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

**Special Rules**

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. . . . . ► \$ \_\_\_\_\_

**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2, of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization **THE KAPHAN FOUNDATION**  
**C/O KING & OLIASON PLLC**

Employer identification number  
**65-1211107**

**Part I Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	SHELDON J KAPHAN C/O KING & OLIASON, 514 SECOND AVE W SEATTLE, WA 98119	\$ 1,359,313.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	SHELDON J KAPHAN C/O KING & OLIASON, 514 SECOND AVE W SEATTLE, WA 98119	\$ 750,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Employer Identification number	65-1211107
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(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	ATTACHMENT A	\$ 1,359,313.	12/22/2011
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

Name of organization THE KAPHAN FOUNDATION

Employer identification number

C/O KING &amp; OLIASON PLLC

65-1211107

**Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year.** Complete columns (a) through (e) and the following line entry.For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year (Enter this information once See instructions.) ► \$

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

ATTACHMENT 1

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
CHARLES SCHWAB	535,083.	535,083.
MORGAN STANLEY	70,224.	70,224.
TOTAL	<u>605,307.</u>	<u>605,307.</u>

ATTACHMENT 2FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING FEES	6,792.	3,396.		3,396.
TOTALS	<u>6,792.</u>	<u>3,396.</u>		<u>3,396.</u>

ATTACHMENT 3FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FOREIGN TAXES PAID	7,724.	7,724.
FEDERAL EXCISE TAX	19,273.	
TOTALS	<u>26,997.</u>	<u>7,724.</u>

ATTACHMENT 4FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
LICENSES AND PERMITS	25.		25.
INVESTMENT MGMT FEES	14,514.	14,514.	
TOTALS	14,539.	14,514.	25.

ATTACHMENT 5FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
AMAZON.COM	3,209,173.	10,126,350.
BLACKROCK FUND	8,972,241.	8,775,102.
VANGUARD FUND	4,525,824.	4,292,800.
SECURITIES	334,044.	729,000.
TOTALS	<u>17,041,282.</u>	<u>23,923,252.</u>

ATTACHMENT 6FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
FLAG INT'L PARTNERS II (OFS)	234,355.	240,153.
FLAG PRIVATE EQUITY IV (OFS)	103,834.	81,824.
FLAG VENTURE PTNRS VII (OFS)	79,209.	95,017.
BARCLAYS BANK IPATH ETN	2,369,987.	2,296,378.
TOTALS	<u>2,787,385.</u>	<u>2,713,372.</u>

ATTACHMENT 7FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
PRI ASSETS	3,531,345.	3,253,079.
TOTALS	<u>3,531,345.</u>	<u>3,253,079.</u>

ATTACHMENT 8FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

DIFFERENCE BETWEEN FMV AND BOOK BASIS ON  
FUNDING OF PROGRAM RELATED INVESTMENT.

254,739.

TOTAL

254,739.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 9

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
SHELDON J KAPHAN C/O KING & OLIASON PLLC 514 SECOND AVENUE WEST SEATTLE, WA 98119	PRES, VP, TREAS 1.00	0	0	0
MATTHEW B. MCCUTCHEN C/O KING & OLIASON PLLC 514 SECOND AVENUE WEST SEATTLE, WA 98119	SECRETARY 1.00	0	0	0
GRAND TOTALS		<u>0</u>	<u>0</u>	<u>0</u>

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 10

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
GRAVEEN FOUNDATION USA ADDRESS AVAILABLE UPON REQUEST	N/A	PUBLIC CHARITY	HUMAN AND HEALTH SERVICE	60,000.
OXFAM OF AMERICA ADDRESS AVAILABLE UPON REQUEST	N/A	PUBLIC CHARITY	TO SUPPORT INTERNATIONAL AGRICULTURAL AND ECONOMIC DEVELOPMENT AND RELIEF	120,000.
ELECTRONIC FRONTIER FOUNDATION ADDRESS AVAILABLE UPON REQUEST	N/A	PUBLIC CHARITY	PROMOTE RIGHTS IN ELECTRONIC COMMUNICATION	50,000.
CHANCES FOR CHILDREN ADDRESS AVAILABLE UPON REQUEST	N/A	PUBLIC CHARITY	HUMAN AND HEALTH SERVICE FOR CHILDREN	50,000.
THE LONG NOW FOUNDATION ADDRESS AVAILABLE UPON REQUEST	N/A	PUBLIC CHARITY	PROMOTE SOCIAL RESPONSIBILITY	39,400.
FUSE INNOVATION FUND ADDRESS AVAILABLE UPON REQUEST	N/A	PUBLIC CHARITY	TO SUPPORT EFFORTS TO PROVIDE ONLINE ORGANIZING AND COMMUNICATIONS OF WASHINGTON STATE GOVERNMENT ACTIVITIES	30,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 10 (CONT'D)

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND			PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT			
WASHINGTON PROGRESS FUND ADDRESS AVAILABLE UPON REQUEST	N/A PUBLIC CHARITY		TO SUPPORT DEMOCRACY IN THE US	30,000.
CENTER FOR CONSTITUTIONAL RIGHTS ADDRESS AVAILABLE UPON REQUEST	N/A PUBLIC CHARITY		TO SUPPORT EFFORTS TO DEFEND AND PROTECT CONSTITUTIONAL RIGHTS	150,000.
NATURAL RESOURCES DEFENSE COUNCIL ADDRESS AVAILABLE UPON REQUEST	N/A PUBLIC CHARITY		TO SUPPORT EFFORTS TO PROTECT WILDLIFE AND WILDLIFE HABITAT	100,000.
DEMOCRACY NOW ADDRESS AVAILABLE UPON REQUEST	N/A PUBLIC CHARITY		TO SUPPORT EFFORTS TO PROVIDE NATIONAL, NON-COMMERCIAL, PUBLIC MEDIA.	150,000.
THE SUNLIGHT FOUNDATION ADDRESS AVAILABLE UPON REQUEST	N/A PUBLIC CHARITY		TO SUPPORT EFFORTS TO DEVELOP INTERNET TECHNOLOGIES, MAKING GOVERNMENT INFORMATION MORE ACCESSIBLE TO THE GENERAL PUBLIC	110,000.
LAKE UNION OUTREACH FOUNDATION ADDRESS AVAILABLE UPON REQUEST	N/A PUBLIC CHARITY		TO SUPPORT EFFORTS TO PROMOTE COMMUNITY SERVICE AND SOCIAL RESPONSIBILITY	100,000.

## FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
TOWN HALL ASSOCIATION ADDRESS AVAILABLE UPON REQUEST	N/A	PUBLIC CHARITY	TO SUPPORT COMMUNITY CULTURAL PROGRAMS	40,000.
WIKIMEDIA FOUNDATION ADDRESS AVAILABLE UPON REQUEST	N/A	PUBLIC CHARITY	TO SUPPORT EFFORTS TO BRING FREE CONTENT TO THE WORLD VIA THE INTERNET	100,000.
CODE FOR AMERICA ADDRESS AVAILABLE UPON REQUEST	N/A	PUBLIC CHARITY	TO SUPPORT EFFORTS TO PROVIDE ONLINE ORGANIZING OF CITY GOVERNMENTS	50,000.
DESC ADDRESS AVAILABLE UPON REQUEST	N/A	PUBLIC CHARITY	HUMAN AND HEALTH SERVICE FOR THE HOMELESS	15,000.
SEATTLE TILTH ADDRESS AVAILABLE UPON REQUEST	N/A	PUBLIC CHARITY	CREATING A HEALTHIER COMMUNITY	10,000.
COYOTE CENTRAL ADDRESS AVAILABLE UPON REQUEST	N/A	PUBLIC CHARITY	HUMAN AND HEALTH SERVICE FOR CHILDREN	1,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
GLOBAL PARTNERSHIPS ADDRESS AVAILABLE UPON REQUEST	N/A	PUBLIC CHARITY	TO PROVIDE MICROCREDIT FINANCING TO HELP COUNTERACT POVERTY.	25,000.
MAPLIGHT ADDRESS AVAILABLE UPON REQUEST	N/A	PUBLIC CHARITY	TO SUPPORT EFFORTS TO REVEAL MONEY'S INFLUENCE ON POLITICS.	30,000.
WORLDREADER ADDRESS AVAILABLE UPON REQUEST	N/A	PUBLIC CHARITY	TO SUPPORT EFFORTS PROVIDING DIGITAL BOOKS TO CHILDREN IN THE DEVELOPING WORLD.	80,000.
TOTAL CONTRIBUTIONS PAID				<u>1,340,400.</u>

**The Kaphan Foundation**

**Contributions of Stock - 12/22/2011**

**2011**

<b>Symbol</b>	<b>Quantity</b>	<b>Security Name</b>	<b>Amount</b>
ABT	2,509	ABBOTT LABS	139,199
ALX	100	ALEXANDERS INC	38,150
AVB	78	AVALON BAY COMUNITY	10,204
BWA	800	BORG-WARNER AUTOMOTIVE	51,672
CACC	100	CREDIT ACCEP CORP MICH	8,451
CSCO	8,390	CISCO SYS INC	151,817
DECK	150	DECKERS OUTDOOR CORP	12,980
DIN	100	DINEEQUITY INC COM	4,276
DIN	300	DINEEQUITY INC COM	12,828
DIN	200	DINEEQUITY INC COM	8,552
EBAY	1,557	EBAY INC	47,434
ESRX	16	EXPRESS SCRIPTS INC	720
ESRX	213	EXPRESS SCRIPTS INC	9,586
EW	400	EDWARDS LIFESCIENCES	28,398
EXPE	1,605	EXPEDIA INC	45,943
FFIV	337	F5 NETWORKS INC	35,126
FITB	2,600	FIFTH THIRD BANCORP	33,358
GDI	135	GARDNER DENVER MACHY I	10,537
HUM	200	HUMANA INC	17,654
ISRG	100	INTUITIVE SURGICAL INC	44,641
JPM	1,733	JP MORGAN CHASE & CO	57,267
LMCA	95	Liberty Media Corp LIB CAP COM A	7,288
LMCA	105	Liberty Media Corp LIB CAP COM A	8,056
LO	100	LORILLARD INC COM	11,255
LVS	1,025	LAS VEGAS SANDS CORP	44,065
MCD	935	MCDONALDS CORP	92,518
MMM	727	3M CO	58,563
MO	898	ALTRIA GROUP INC	26,796
NC	200	NACCO INDS INC	17,990
OXY	974	OCCIDENTAL PETE CORP	91,084
PRGO	500	PERRIGO CO	51,280
ROC	100	ROCKWOOD HOLDINGS INC	4,004
ROC	100	ROCKWOOD HOLDINGS INC	4,004
ROC	100	ROCKWOOD HOLDINGS INC	4,004
ROC	150	ROCKWOOD HOLDINGS INC	6,005
ROC	100	ROCKWOOD HOLDINGS INC	4,004
ROC	100	ROCKWOOD HOLDINGS INC	4,004
ROST	400	ROSS STORES INC	19,114
SAM	100	BOSTON BEER INC	10,845
THG	274	THE HANOVER INSURANCE GROUP COM	9,587
WAB	100	WABTEC	6,790
WFC	2,488	WELLS FARGO & COMPANY	67,487
XL	2,100	XL CAPITAL LTD	41,780
<b>Total Stock Donated</b>			<b>1,359,313</b>

**FORM 990-PF - PART IV**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
2,646,770.		PUBLICLY TRADED SECURITIES 321,975.				D	VARIOUS 2,324,795.	VARIOUS
1,309,320.		PUBLICLY TRADED SECURITIES 1,272,169.				P	VARIOUS 37,151.	VARIOUS
16,410.		FLAG INTERNATIONAL PARTNERS II PROPERTY TYPE: OTHER 16,285.				P	VARIOUS 125.	VARIOUS
3,985.		FLAG PRIVATE EQUITY PARTNERS IV PROPERTY TYPE: OTHER 5,440.				P	VARIOUS -1,455.	VARIOUS
4,284.		FLAG VENTURE PARTNERS VII PROPERTY TYPE: OTHER 3,997.				P	VARIOUS 287.	VARIOUS
		CAPITAL ADJUSTMENT PROPERTY TYPE: SECURITIES 20.				P	VAR -20.	VAR
TOTAL GAIN(LOSS) .....							<u>2,360,883.</u>	

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**BYLAWS**  
**OF**  
**THE KAPHAN FOUNDATION**

Effective: September 7, 2011

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**BYLAWS  
OF  
THE KAPHAN FOUNDATION**

**ARTICLE 1  
MEMBERSHIP**

**Section 1.1 Members.** The corporation shall initially have one member, Sheldon Kaphan. Upon his death, incapacity or written resignation, the successor members shall be Lori B. Saxon and Ericka Lock. In the event of the death, incapacity or written resignation of both Sheldon Kaphan and Lori B. Saxon, the sole successor member shall be Ericka Lock ; or in the event of the death, incapacity or written resignation of both Sheldon Kaphan and Ericka Lock , the sole successor member shall be Lori B. Saxon.

**Section 1.2 Voting Rights.** Member(s) of this corporation shall have the right to vote, as set forth in these Bylaws on:

- (a) the election of directors, provided, however, that if at any time the corporation shall have no members, the board of directors shall have the power to elect successor directors, pursuant to Section 3.5;
- (b) any increases or decreases in the number of directors, provided that no decrease in number shall have the effect of shortening the term of any incumbent;
- (c) the removal of directors at any time with or without cause or notice;
- (d) all amendments to these Bylaws;
- (e) all amendments to the corporation's Articles of Incorporation;
- (f) any disposition of all or substantially all of the corporation's assets;
- (g) any merger or consolidation of the corporation;
- (h) any dissolution of this corporation; and
- (i) any other matters that may properly be presented to the members for a vote, pursuant to this corporation's Articles of Incorporation, Bylaws, or action of the board of directors, or by operation of law.

**Section 1.3 Status of Membership.** Membership in the corporation shall be personal, and shall not survive the death of any individual member.

**ARTICLE 2  
MEETINGS OF MEMBERS**

**Section 2.1 Annual Meetings.** The annual meeting of the members for election of directors to succeed those whose terms expire, and for the transaction of such other business as

may properly come before the meeting, shall be held each year at such date, time and place as as the president or the board of directors may prescribe.

**Section 2.2 Special Meetings.** Special meetings of the membership for any purpose or purposes may be called at any time by the president of the corporation or by the board of directors, at such time and place as the president or the board of directors may prescribe. Special meetings of the members may also be called by any member. Upon request by such members, it shall be the duty of the secretary to call such a special meeting of the membership at such time and place as the secretary may fix, not less than ten (10) nor more than fifty (50) days after the receipt of said request. If the secretary shall neglect or refuse to issue such call within five (5) days of such receipt, the members making the request may issue the call, specifying the time and place of the meeting.

**Section 2.3 Notice of Meetings.** At any time at which the corporation shall have more than one member, written or printed notices stating the date, place and hour of the meeting, and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered to each member entitled to vote at such meeting not less than ten (10) nor more than fifty (50) days before the date of the meeting, either personally or by mail, at the direction of the president or the secretary, or the members calling the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his or her address as it appears in the records of the corporation, with postage prepaid.

**Section 2.4 Quorum.** A majority of the members shall constitute a quorum. The vote of a majority of the votes entitled to be cast by the members present at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members.

**Section 2.5 Meetings Held by Telephone or Similar Communications Equipment.** Meetings of members may be conducted by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

### **ARTICLE 3 BOARD OF DIRECTORS**

**Section 3.1 Powers and Qualifications.** The affairs of the corporation shall be managed by the board of directors.

**Section 3.2 Number and Term.** The number of directors of the corporation shall be not less than one (1). The member(s), by amendment of these Bylaws, may increase or decrease the number of directors, provided that no decrease in number shall have the effect of shortening the term of any incumbent. Each director shall hold office for a term of three (3) years, and until his or her successor shall have been elected and qualified, or until the director is removed as provided in Section 3.7 of this Article.

**Section 3.3 Term Limits.** There shall be no limitation on the number of consecutive terms that a director may serve.

**Section 3.4 Committees.** The board of directors, by resolution adopted by a majority of the directors in office, may designate and appoint committees of the board. If the corporation has more than one (1) director in office, any such committee shall consist of two (2) or more directors and shall have and exercise such authority of the board of directors in the management of the corporation as may be specified in said resolution. However, no such committee shall have the authority of the board of directors to amend, alter or repeal the Bylaws; elect, appoint or remove any member of any such committee or any director or officer of the corporation; amend the Articles of Incorporation; adopt a plan of merger or adopt a plan of consolidation with another corporation; authorize the voluntary dissolution of the corporation or revoke proceedings therefor; adopt a plan for the distribution of the assets of the corporation not in the ordinary course of business; or amend, alter or repeal any resolution of the board of directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation of authority to it shall not operate to relieve the board of directors or any individual director of any responsibility imposed upon it, him or her by law.

**Section 3.5 Election.** The corporation's member(s) at the annual membership meeting shall elect director(s) to succeed those whose terms expire. Such director(s) shall hold office until the expiration of the term of office to which elected, and until his, her or their respective successors are elected and qualified, or until such director is removed as provided by Section 3.7 of this Article. If at any time the corporation shall have no members, the board of directors shall have the power to elect director(s) to succeed those whose terms expire.

**Section 3.6 Vacancies.** The member(s) shall have the power to fill any vacancy occurring in the board and any directorship to be filled by reason of an increase in the number of directors by amendment to these Bylaws. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

**Section 3.7 Removal.** The corporation's member(s) may remove a director at any time, with or without cause or notice, by a majority vote of the member(s). If at any time the corporation shall have no members, the board of directors may remove a director at any time, other than one elected by the member(s), by a majority vote of the board of directors, if in the judgment of the directors the best interests of the corporation would be served thereby.

**Section 3.8 Advisory Board.** The corporation may have an advisory board, whose members may advise the corporation's board of directors. The advisory board members shall have no voting rights. The corporation's member(s) may appoint advisory board members as the member(s) shall from time to time deem appropriate by written notice to the advisory board member so appointed. The member(s) may by resolution remove any advisory board member at any time with or without cause or notice. If the corporation has no member(s), the board of directors may appoint members to the advisory board as the board of directors shall from time to time deem appropriate by written notice to the advisory board member so appointed, and the board of directors may by resolution remove any advisory board member at any time with or without cause or notice.

## **ARTICLE 4**

### **MEETINGS OF BOARD OF DIRECTORS**

**Section 4.1 Annual Meeting.** The annual meeting of the board of directors shall be held immediately after the annual membership meeting or any membership meeting at which any class of members of the board of directors is elected. Said meeting shall be held at the same place as the membership meeting unless some other place shall be specified by resolution of the membership at such meeting.

**Section 4.2 Special Meetings.** Special meetings of the board of directors may be held at any place and time, whenever called by the president, secretary, or any two (2) directors.

**Section 4.3 Notice of Meetings.** No notice of the annual meeting of the board of directors shall be required. Notice of the time and place of any special meeting of the board of directors or of any committee of the board shall be given by the secretary, or by the person or persons calling the meeting, to each member of the corporation and to each board member (or, in the case of committees of the board, to each board member serving on such committee by regular or express mail, facsimile, electronic communication, telegram, or by personal communication over the telephone or otherwise, at least three (3) days prior to the date on which the meeting is to be held. Attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where the director attends a meeting for the purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted nor the purpose of any meeting of the board of directors or any committee of the board of directors need be specified in the notice or any waiver of notice of such meeting.

**Section 4.4 Quorum.** A majority of the board of directors shall constitute a quorum for the transaction of business. The act of the majority of directors present at a meeting at which a quorum is present shall be the act of the board of directors. At any meeting of the board of directors at which a quorum is present, any business may be transacted, and the board may exercise all of its powers. A director who is present at such a meeting shall be presumed to have assented to the action taken at that meeting unless the director's dissent or abstention is entered in the minutes of the meeting or the director files his or her written dissent or abstention to such action with either the person acting as secretary of the meeting before the adjournment of the meeting or by registered mail to the secretary of the corporation immediately after the adjournment of the meeting.

**Section 4.5 Meetings Held by Telephone or Similar Communications Equipment.** Members of the board of directors or its committees may participate in a meeting of the board or such committees by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

## **ARTICLE 5 ACTIONS BY WRITTEN CONSENT**

Any corporate action required or permitted by the Articles of Incorporation or Bylaws, or by the laws of the State of Washington, to be taken at a meeting of the members or the board of directors (or its committees) of the corporation, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members or directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote, and may be described as such.

## **ARTICLE 6 WAIVER OF NOTICE**

Whenever any notice is required to be given to any member or director of the corporation by the Articles of Incorporation or Bylaws, or by the laws of the State of Washington, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

## **ARTICLE 7 OFFICERS**

**Section 7.1 Officers Enumerated.** The officers of the corporation shall be a president, one or more vice presidents, a secretary, a treasurer, and such other officers and assistant officers as may be deemed necessary by the board of directors, each of whom shall be annually elected by the board of directors, and shall serve until their successors are duly elected and qualified. Any two (2) or more offices may be held by the same person, except the offices of president and secretary. In addition to the powers and duties specified below, the officers shall have such powers and perform such duties as the board of directors may prescribe.

**Section 7.2 The President.** The president shall exercise the usual executive powers pertaining to the office of president. He or she shall preside at meetings of the board of directors and committees exercising any authority of the board and of the membership.

**Section 7.3 The Vice President.** In the absence or disability of the president, the vice president shall act as president.

**Section 7.4 The Secretary.** It shall be the duty of the secretary to keep records of the proceedings of the board of directors and of the membership, to administer the membership register, to sign and execute with the president all deeds, bonds, contracts, and other obligations or instruments, in the name of the corporation, to keep the corporate seal, and to affix the same to other proper documents.

**Section 7.5 The Treasurer.** The treasurer shall have the care and custody of and be responsible for all funds and investments of the corporation and shall cause to be kept regular books of account. The treasurer shall cause to be deposited all funds and other valuable effects in the name of the corporation in such depositories as may be designated by the board of directors, and in general, shall perform all of the duties incident to the office of treasurer.

**Section 7.6 Vacancies.** Vacancies in any office arising from any cause may be filled by the board of directors at any annual or special meeting.

**Section 7.7 Salaries.** The salaries of all officers and agents of the corporation, if any, shall be fixed by the board of directors.

**Section 7.8 Removal.** The board of directors may by majority vote remove any officer at any time whenever in its judgment the best interests of the corporation will be served thereby.

## **ARTICLE 8 ADMINISTRATIVE AND FINANCIAL PROVISIONS**

**Section 8.1 Annual Dues.** The corporation shall not impose membership dues.

**Section 8.2 Fiscal Year.** The last day of the corporation's fiscal year shall be December 31.

**Section 8.3 Loans Prohibited.** The corporation shall make no loans to any officer or to any director.

**Section 8.4 Corporate Seal.** The board of directors may provide for a corporate seal which shall have inscribed thereon the name of the corporation, the year and state of incorporation and the words "corporate seal."

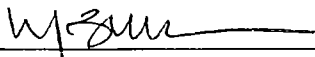
**Section 8.5 Books and Records.** The corporation shall keep at its registered office, its principal office in this state, or at its secretary's office if in this state, the following: current Articles of Incorporation and Bylaws; a record of members, including names, addresses and classes of membership, if any; correct and adequate records of accounts and finances; a record of officers' and directors' names and addresses; minutes of the proceedings of the members, if any, and of the board, and any minutes which may be maintained by committees of the board. Records may be written or electronic if capable of being converted to writing. The records shall be open at any reasonable time to inspection by any member.

**Section 8.6 Amendment of Bylaws.** These Bylaws may be altered, amended or repealed by the affirmative vote of a majority of the corporation's member(s) at any annual or special meeting of the member(s).

**Section 8.7 Rules of Procedure.** The rules of procedure at meetings of the membership and of the board of directors of the corporation shall be the rules contained in Roberts' Rules of Order on Parliamentary Procedure, newly revised, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation or with any resolution of the board of directors.

### CERTIFICATION

Matthew B. McCutchen, being Secretary of The Kaphan Foundation, hereby certifies that the foregoing Bylaws were duly adopted by the board of directors on September 7, 2011.

  
\_\_\_\_\_  
Matthew B. McCutchen  
Secretary

**Application for Extension of Time To File an  
Exempt Organization Return**

OMB No. 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

**Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868

**Electronic filing (e-file).** You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on **e-file for Charities & Nonprofits**

**Part I Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

**Type or  
print**File by the  
due date for  
filing your  
return. See  
instructions

Name of exempt organization or other filer, see instructions

THE KAPHAN FOUNDATION  
C/O KING & OLIASON PLLC

Enter filer's identifying number, see instructions

Employer identification number (EIN) or

☒ **X** 65-1211107

Number, street, and room or suite no. If a P.O. box, see instructions

514 SECOND AVENUE WEST

☐ Social security number (SSN)

City, town or post office, state, and ZIP code. For a foreign address, see instructions

SEATTLE, WA 98119

Enter the Return code for the return that this application is for (file a separate application for each return)  0  4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► KING & OLIASON PLLC

Telephone No. ► 206 285-7242

FAX No. ► \_\_\_\_\_

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_ If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 20 12, to file the exempt organization return for the organization named above. The extension is for the organization's return for
- ☒ **X** calendar year 20 11 or
- ☐ tax year beginning \_\_\_\_\_, 20 \_\_\_\_\_, and ending \_\_\_\_\_, 20 \_\_\_\_\_

- 2 If the tax year entered in line 1 is for less than 12 months, check reason ☐ Initial return ☐ Final return
- ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a \$	36,800.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b \$	4,800.
c <b>Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c \$	32,000.

**Caution.** If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2012)