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FOFF 990-PF

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

OMB No 1545-0052

2011

Department of the Treasury Internal Revenue Service

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

For cale	endar year 2011, or tax year beginning	, 2011,	and ending	,	
WITH	COMBE FOUNDATION N. 59TH PLACE			A Employer identification n 86-0818957	umber
PARAI	DISE VALLEY, AZ 85253			B Telephone number (see the 480-905-7155	e instructions)
				C If exemption application	is pending, check here 🕨 🗌
G Che	ck all that apply: Initial return Final return	Initial Return of a forn Amended return	ner public charity	D 1 Foreign organizations, ch	_
H Ct	Address change	Name change (c)(3) exempt private fo	undation	2 Foreign organizations me here and attach computa	eting the 85% test, check
	Section 4947(a)(1) nonexempt charitable tri	ust Other taxable p	rivate foundation	E If private foundation stat under section 507(b)(1)(
(fr	rom Part II, column (c), line 16)	Other (specify)		F If the foundation is in a 6 under section 507(b)(1)(60-month termination
<u>►\$</u>		column (d) must be on	Casii Dasis /	ander section 307(B)(1)(b), check here
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 investmer income	nt (c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
	1 Contributions, gifts, grants, etc, received (att sch)	25,479.			[
	2 Ck ► If the foundn is not req to att Sch B				
	3 Interest on savings and temporary				
	cash investments		20.25	7 20 257	
	4 Dividends and interest from securities	39,357.	39,35	39,357	•
	5 a Gross rents				
	b Net rental income or (loss)	22 207			
R	6 a Net gain/(loss) from sale of assets not on line 10 b Gross sales price for all 398 255	22,387.			
RE>EZU	assets on line 6a		22,38	7	
Ē	7 Capital gain net income (from Part IV, line 2)		22,38	863	
a N ∣	8 Net short-term capital gain		·····	003	•
Q E	9 Income modifications				
_	10 a Gross sales less returns and allowances				1
MA				***************************************	
2	b Less Cost of RECEIVED				
	c Gross profit/(loss) (att sch)	78			
<u></u>	11 Other income (attach schedule)	\S\			
9	12 Total. Add Intes 1 through 11	87,223.	61,74	40,220	
SCANNED	12 Total. Add Ines 1 through 11 13 Compensation of officers, directors, trustees, etc.	01,223.	01,74	40,220	•
	14 Other employee salaries and wages N,				· · · · · · · · · · · · · · · · · · ·
(9)2	15 Pension plans, employee benefits				-
	16a Legal fees (attach schedule) See St 1	1,000.	1,00	10	
A D		3,400.	3,40		
D M		5,400.	3,40	5.	
O N	,			<u> </u>	
μ̈́s		962.	96	52.	
O I S T R A T T	18 Taxes (attach schedule)(see instrs) See Stm 4 19 Depreciation (attach	702.			
7 A	sch) and depletion				·
I I N V G E	20 Occupancy				
N V G E	21 Travel, conferences, and meetings				
A E N X D P	22 Printing and publications.				
A E N X D P	23 Other expenses (attach schedule)				
E N					
S F	24 Total operating and administrative	E 267	5,36	57	
š	expenses. Add lines 13 through 23	5,367.	5,30	01.	237,520.
	25 Contributions, gifts, grants paid Part XV	237,520.			231,320.
	26 Total expenses and disbursements. Add lines 24 and 25	242,887.	5,36	57. 0	. 237,520.
	27 Subtract line 26 from line 12:				1
	a Excess of revenue over expenses and disbursements	-155,664.			‡
		100,004.	56,37	77.	
	b Net investment income (if negative, enter -0-)		30,31	40,220	
	C Adjusted net income (if negative, enter -0-)			TETACON 10/05/11	Form 990-DF (2011)

Page 2

Dar	HE	Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	<u>End</u>	of year
T AL	***	(See instructions)	(a) Book Value	(b) Book Value	(c) Fair Market Value
	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	64,308.	10,842.	10,842.
	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 sch)			Ī
A		Less: allowance for doubtful accounts ▶			
A S E T	8	Inventories for sale or use			
E	9	Prepaid expenses and deferred charges			
Ś	10 a	Investments – U.S. and state government obligations (attach schedule)			
	b	Investments — corporate stock (attach schedule)	874,204.	772,006.	719,880.
	С	Investments — corporate bonds (attach schedule)			
ļ	11	Investments – land, buildings, and equipment: basis			
		Less: accumulated depreciation (attach schedule)			
	12	Investments – mortgage loans			
		Investments – other (attach schedule)			
		Land, buildings, and equipment: basis ►		······································	
		Less accumulated depreciation (attach schedule)			
ļ		Other assets (describe Total assets (to be completed by all filers —			
		see the instructions. Also, see page 1, item I)	938,512.	782,848.	730,722.
L	17	Accounts payable and accrued expenses			}
Å	18	Grants payable			
В	19	Deferred revenue			
Ľ	20	Loans from officers, directors, trustees, & other disqualified persons			
T	21	Mortgages and other notes payable (attach schedule)			
l i	22	Other fiabilities (describe			
E S	23	Total liabilities (add lines 17 through 22)	0.	0.	
3		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.		<u></u>	
N F	24	Unrestricted	938,512.	782,848.	
TN		Temporarily restricted			
, D	26	Permanently restricted			
A S B S A E L T A		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.			
E L	27	Capital stock, trust principal, or current funds	}		
SN	28	Paid-in or capital surplus, or land, building, and equipment fund			
O E	29	Retained earnings, accumulated income, endowment, or other funds.			
ŘŠ	30	Total net assets or fund balances (see instructions)	938,512.	782,848.	
		Total liabilities and net assets/fund balances (see instructions)	938,512.	782,848.	
Part		Analysis of Changes in Net Assets or Fund Balanc	es		
1	Total end-c	net assets or fund balances at beginning of year — Part II, colun	nn (a), line 30 (must agre	e with	938,512.
		amount from Part I, line 27a		2	-155,664.
		ncreases not included in line 2 (itemize)		3	200,001.
		nes 1, 2, and 3		4	782,848.
		ses not included in line 2 (itemize)		5	
6	Total	net assets or fund balances at end of year (line 4 minus line 5)	- Part II, column (b), line	30 6	782,848.

(a) List and descri 2-story brick wareho	be the kınd(s) of property sold (e g , r use, or common stock, 200 shares ML	C Company)	b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a Morgan Stanley Smi	th Barney		P	Various	Various
b Morgan Stanley Smi			P	Various	Various
С					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale		(h) Gain or (e) plus (f) m	
a 377,782		356	258.		21,524.
22 450			610.		863.
	'	13,	010.		005.
					
d				-	
e		100150			
	ing gain in column (h) and owned by	,		(I) Gains (Colu	
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any) <u>t</u>	gain minus column (k nan -0-) or Losses (fr	
a					21,524.
b					863.
c					-
d					
e					
2 Capital gain net income or (net	t capital loss). If gain, also If (loss), entitles) as defined in sections 1222(5) a	enter in Part I, line 7 ter -0- in Part I, line 7	2		22,387.
ın Part I, line 8	e 8, column (c) (see instructions). If (leer Section 4940(e) for Reduce		t Income		863.
If 'Yes,' the foundation does not qual	tion 4942 tax on the distributable amo ify under section 4940(e). Do not com	plete this part.		Yes	X No
1 Enter the appropriate amount i	n 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	s (col	(d) Distribution umn (b) divided t	
2010	289,077.	95,	146.		3.038246
2009	297, 416.	177,			1.671928
2008	292,817.		639.		3.631208
2007	158, 403.	135,			1.169475
2006	149,538.		014.		
2 Total of line 1, column (d)					2.231444
A A			2		
3 Average distribution ratio for th number of years the foundation	e 5-year base period — divide the tota i has been in existence if less than 5	il on line 2 by 5, or by the years	3		2.231444
number of years the foundation	e 5-year base period — divide the tota has been in existence if less than 5 that the total table-use assets for 2011 from Part X	years			2.231444 11.742301
number of years the foundation	has been in existence if less than 5	years	3		2.231444 11.742301 2.348460
number of years the foundation 4 Enter the net value of nonchari	nhas been in existence if less than 5 that the table-use assets for 2011 from Part X	years	3		2.231444 11.742301 2.348460 29,888.
number of years the foundation4 Enter the net value of nonchari5 Multiply line 4 by line 3	nhas been in existence if less than 5 that the table-use assets for 2011 from Part X	years	3 4 5		2.231444 11.742301 2.348460 29,888. 70,191.
 number of years the foundation Enter the net value of noncharing Multiply line 4 by line 3 Enter 1% of net investment income 	n has been in existence if less than 5 table-use assets for 2011 from Part X ome (1% of Part I, line 27b)	years	3 4 5		2.231444 11.742301 2.348460 29,888. 70,191. 564.

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	t VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instruc	tions)	<u>) </u>		
1 a	Exempt operating foundations described in section 4940(d)(2), check here				
	Date of ruling or determination letter (attach copy of letter if necessary — see instrs)				- <i>-</i> 4
t	Domestic foundations that meet the section 4940(e) requirements in Part V,				564.
	check here ► X and enter 1% of Part I, line 27b				
(: All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b).				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable				٥
_	foundations only. Others enter -0-) Add lines 1 and 2				<u>0.</u> 564.
3	The lines of the E				0.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- 5				564.
6	Credits/Payments:				JU1.
a	2011 estimated tax pmts and 2010 overpayment credited to 2011 6a 876.				
	Exempt foreign organizations — tax withheld at source 6b				
	Tax paid with application for extension of time to file (Form 8868)				
	Backup withholding erroneously withheld				
	Total credits and payments Add lines 6a through 6d. 7			:	876.
8	Enter any penalty for underpayment of estimated tax. Check here X if Form 2220 is attached.				1.
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed				0.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			,	311.
11	Enter the amount of line 10 to be: Credited to 2012 estimated tax				0.
Par	t VII-A Statements Regarding Activities				
1 a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it	ļ.		Yes	No
	participate or intervene in any political campaign?	-	1a		X
Ł	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	L	1ь		X
	If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published	ĺ			
	or distributed by the foundation in connection with the activities		.]		
	Did the foundation file Form 1120-POL for this year? Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year.	ŀ	1 c		X
•	(1) On the foundation \Rightarrow \$ 0. (2) On foundation managers \Rightarrow \$	0.	- 1		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on				
	foundation managers \$0.	f			,,
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	-	_2		X
	If 'Yes,' attach a detailed description of the activities				
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles	•	3		v
4-	of incorporation, or bylaws, or other similar instruments? If 'Yes,' attach a conformed copy of the changes	}			X
	Did the foundation have unrelated business gross income of \$1,000 or more during the year? If 'Yes,' has it filed a tax return on Form 990-T for this year?	ŀ	4a 4b	N	/A
	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	F	5	- 11	X
•	If 'Yes,' attach the statement required by General Instruction T	r	-		
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:				
	By language in the governing instrument, or	[
		ŀ			
	 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? 	L	6	X	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV		7	X	
88	Enter the states to which the foundation reports or with which it is registered (see instructions)	_ [1		
	AZ	- [
Ł	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 <i>General Instruction G? If 'No,' attach explanation</i>		8ь	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 XI	5)	9		Х
10					- -
10	Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses		10		Х
RΔΔ		For	m qq	N_PE	(2011)

Pa	R 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		Х
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		Х
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? N/A	13	_X_	
14	The books are in care of ► F. KEITH WITHYCOMBE Telephone no ► 480-9	05-7	155	
	Located at ► 6237 N. 59TH PLACE Paradise Valley AZ ZIP + 4 ► 85253-803		= = =	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 — Check here	N/A		ГТ -
13	and enter the amount of tax-exempt interest received or accrued during the year			N/A
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 X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country ►			
Pai	t VII-B Statements Regarding Activities for Which Form 4720 May Be Required			
L	File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.	T	Yes	No
1 a	During the year did the foundation (either directly or indirectly).			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes X No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a			
	disqualified person?			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes X 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)?			
	(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.) Yes X No			
t	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	<u>/A</u>
	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? Yes X No			
	If 'Yes,' list the years ▶ 20, 20, 20			
t	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	<u>'A_</u>
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			
3 <i>a</i>	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes X No			
t	olf '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	<u>'A</u>
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		_X
	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
BAA	Fi	orm 99 (J-PF (2	2011)

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Part VII-B Statements Regarding Activit		m 4720 May Be Red	quired (continued)) 	
5a During the year did the foundation pay or incu		40454310	m, v	1	
(1) Carry on propaganda, or otherwise attempt	ot to influence legislation	n (section 4945(e))?	∐ Yes X	No	
(2) Influence the outcome of any specific pub on, directly or indirectly, any voter registra	lic election (see section ation drive?	4955); or to carry		No	
(3) Provide a grant to an individual for travel,	study, or other similar i	purposes?	Yes X	No	
(4) Provide a grant to an organization other the in section 509(a)(1), (2), or (3), or section	nan a charitable, etc, or 4940(d)(2)? (see instru	ganization described ctions)	Yes X	No	
(5) Provide for any purpose other than religion educational purposes, or for the prevention	us, charitable, scientific n of cruelty to children (, literary, or or animals?	Yes X	No	
b If any answer is 'Yes' to 5a(1)-(5), did any of t described in Regulations section 53.4945 or in (see instructions)?	a current notice regard	ling disaster assistance	ons	5b	N/A
Organizations relying on a current notice regains	rding disaster assistanc	e check here	▶ _		
c If the answer is 'Yes' to question 5a(4), does to tax because it maintained expenditure responsible. If 'Yes,' attach the statement required by Regions 16 'Y	sibility for the grant?		N/A Yes] No	
,		• •			
6a Did the foundation, during the year, receive ar on a personal benefit contract?b Did the foundation, during the year, pay premi				No 6b	Х
If 'Yes' to 6b, file Form 8870	ums, an oday or maneo	ay, on a personal benefit	t conti dot.		
7a At any time during the tax year, was the found	lation a party to a prohil	bited tax shelter transac	tion? Yes X	No	
b If 'Yes,' did the foundation receive any procee				N/A 7b	
Part VIII Information About Officers, Dand Contractors	irectors, Trustees	, Foundation Mana	gers, Highly Paid	Employees,	
			-tional		
1 List all officers, directors, trustees, foundation	(b) Title, and average		(d) Contributions to	(e) Expense ac	count
(a) Name and address	hours per week devoted to position	(If not paid, enter -0-)	employee benefit plans and deferred compensation	other allowa	
F. KEITH WITHYCOMBE	Trustee As N	0.	0.		0.
6237 North 59th Place	0				
PARADISE VALLEY, AZ 85253	Trustee As N				0.
PATRICIA A. WITHYCOMBE 6237 North 59th Place	o litustee As N	0.	0.		υ.
PARADISE VALLEY, AZ 85253					
					·
2 Compensation of five highest-paid employees	(other than those inclu	llded on line 1— see inst	ructions). If none, enter	r 'NONE.'	
(a) Name and address of each employee	(b) Title, and average	(c) Compensation	(d) Contributions to	(e) Expense ac	count,
paid more than \$50,000	hours per week devoted to position		employee benefit plans and deferred compensation	other allowar	
None					
~			<u> </u>		
Total number of other employees paid over \$50,000	TEE ADROGUE	2/05/11		Form 990-PF	0

Form 990-PF (2011)

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Form 990-PF (2011) WITHYCOMBE FOUNDATION		86-0818957	Page 8
Part X Minimum Investment Return (All dom see instructions.)	lestic foundations must complete this pai	rt. Foreign four	ndations,
1 Fair market value of assets not used (or held for use) d a Average monthly fair market value of securities	rectly in carrying out charitable, etc, purposes	1a	
b Average of monthly cash balances		1b	30,343.
c Fair market value of all other assets (see instructions)		1c	
d Total (add lines 1a, b, and c)		1d	<u>30,343.</u>
e Reduction claimed for blockage or other factors reporte	d on lines 1a and 1c		
(attach detailed explanation)	1e	0.	
2 Acquisition indebtedness applicable to line 1 assets		2	0.
3 Subtract line 2 from line 1d		3	30,343.
4 Cash deemed held for charitable activities Enter 1-1/29 (for greater amount, see instructions)	6 of line 3	4	455.
5 Net value of noncharitable-use assets. Subtract line 4 fr	om line 3 Enter here and on Part V, line 4	5	29,888.
6 Minimum investment return. Enter 5% of line 5		6_	1,494.
	s) (Section 4942(j)(3) and (j)(5) private of the F and do not complete this par		lations
1 Minimum investment return from Part X, line 6		1	1,494.
2a Tax on investment income for 2011 from Part VI, line 5	2a 56	54.	
b Income tax for 2011. (This does not include the tax from	n Part VI.)		
c Add lines 2a and 2b		2c	564.
3 Distributable amount before adjustments. Subtract line 2	2c from line 1	3	930.
4 Recoveries of amounts treated as qualifying distribution		4	
5 Add lines 3 and 4		5	930.
6 Deduction from distributable amount (see instructions)		6	
7 Distributable amount as adjusted Subtract line 6 from I	ine 5. Enter here and on Part XIII, line 1	7	930.
Part XII Qualifying Distributions (see Instruction			
1 Amounts paid (including administrative expenses) to acc a Expenses, contributions, gifts, etc — total from Part I, c	complish charitable, etc, purposes:	1a	237,520.
b Program-related investments — total from Part IX-B		1 b	
2 Amounts paid to acquire assets used (or held for use) of	lirectly in carrying out charitable, etc, purposes	2	
3 Amounts set aside for specific charitable projects that s a Suitability test (prior IRS approval required)	atisfy the:	3a	
b Cash distribution test (attach the required schedule)		3b	-
4 Qualifying distributions. Add lines 1a through 3b. Enter	here and on Part V, line 8, and Part XIII, line 4	4	237,520.
Foundations that qualify under section 4940(e) for the re Enter 1% of Part I, line 27b (see instructions)	educed rate of tax on net investment income.	5	564.
6 Adjusted qualifying distributions. Subtract line 5 from li	ne 4	6	236,956.
Note. The amount on line 6 will be used in Part V, coluqualifies for the section 4940(e) reduction of tax is	mn (b), in subsequent years when calculating whetl n those years.	her the foundation	
ΒΔΔ		Form	990-PF (2011)

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI,				930.
line 7 2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			0.	
b Total for prior years 20, 20, 20		0.		
3 Excess distributions carryover, if any, to 2011				
a From 2006 147,111.				
b From 2007 154,825.				
c From 2008 290,951.			ļ	
d From 2009 289,590.			ļ	
e From 2010 286,066.			-	
f Total of lines 3a through e	1,168,543.			
4 Qualifying distributions for 2011 from Part			1	
XII, line 4: ► \$ 237, 520.			, 1	
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required – see instructions)		0.		
c Treated as distributions out of corpus				
(Election required - see instructions)	0.			930.
d Applied to 2011 distributable amount	226 500			330.
e Remaining amount distributed out of corpus	236,590.			0.
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the	υ.			<u> </u>
same amount must be shown in column (a))			1	
			1	
6 Enter the net total of each column as			1	
indicated below: a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,405,133.		#	
	1,405,155.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.	·	
c Enter the amount of prior years' undistribut- ed income for which a notice of deficiency				
has been issued, or on which the section				
4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable				
amount – see instructions		0.		
e Undistributed income for 2010 Subtract line 4a from			0.	
line 2a Taxable amount — see instructions			<u> </u>	
f Undistributed income for 2011. Subtract lines			1	
4d and 5 from line 1. This amount must be				0.
distributed in 2012 7 Amounts treated as distributions out of	<u></u>			
corpus to satisfy requirements imposed	İ			
by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
,			***************************************	***************************************
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	147,111.			
9 Excess distributions carryover to 2012.			1	
Subtract lines 7 and 8 from line 6a	1,258,022.			***************************************
10 Analysis of line 9.			1	
a Excess from 2007 154, 825.			1	
b Excess from 2008 290, 951.	i e		‡	
c Excess from 2009 289, 590.	Į.		!	
d Excess from 2010 286, 066.			1	
e Excess from 2011 236, 590.	<u> </u>		<u></u> <u></u>	Form 990-PF (2011)

the state state of the control of th	BAA	TE	EA0310L 07/14/11			orm 990-PF (2011)
1. If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, either the date of the ruling or settlement for 2011, either the date of the ruling or the settlement of 2011 and 4942(0/3) or 4942(0/3) or 2 a Enter the lesser of the adjusted net income from Part 10 or the minimum investment return from Part X for each year listed 58% of line devity year listed 58% of line devity year listed 58% of line devity each lested of the part X III, line 4 for each year listed of line devity each lested of the part X III, line 4 for each year lested of the part X III, line 4 for each year lested of the part X III, line 4 for each year lested of the part X III, line 4 for each year lested for year lest devited year lested of the part X III line 4 for each year lest received upon: a 'Assets' alternative test - enter (1) Yokus of all assets (2) Yakus of assets qualifying under section 4942(0/3)(5)(5) b Endowment alternative test - enter (2) or line 4942(0/3)(5)(5) b Endowment alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities losins (section 512(3)(5), or royalest a pound of support of the rath gross investment income (interest, dividends, rents, payments on securities losins (section 512(3)(5), or royalest a pound of support for an expert amount of support for an expert organization in assets at any filme during the year - see instructions.) 1 Information Regarding Foundation Minagers: a close of any tax year but only if they have contributed more than 5% of the total contributions received by the foundation before the dises of any tax year but only if they have contributed more than 5% of the total contributions received by the foundation before the dises of any tax year but only if they have contributed more than 5% of the total contributions and does not accept unsolited requests for funds if the foundation makes gifts, grants, etc. (see instructions) to in	d Any restrictions or limitations on awards, si	uch as by geograpi	hical areas, charitat	ble fields, kinds of in	stitutions, or other fa	octors.
1 at the foundation has received a ruing or determination letter that it is a private operating foundation, and the ruling is sefective for 2011, enter the date of the ruling be Check box to indicate whether the foundation is a private operating foundation described in section 3442(j)(3) or 4942(j)(5) or 24 a Einter 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 time 2 at 10 the minimum investment return from Part X for each year listed b 85% of time 2 at 10 the minimum investment return from Part XII, lime 4 for each year listed d Amounts included in line 2 and used directly for after collected exempt adultities. 4 Couplifying distributions made directly for after collect of exempt adultities. 5 Qualifying distributions made directly for after collection of the 2 and the part of the 2 and the part of the 2 and the part of the 2 and the adultities. 6 Qualifying distributions made directly for after collection of the 2 and the part of the 2 and	c Any submission deadlines.					
1 af the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is selective for 2011, enter the date of the ruling be Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(3) or 2a Enter the lesser of the adjusted retrievant from Part XI for each year listed 58% of time 2a coulifying distributions from Part XII, line 4 for each year listed d Amounts included in line 2 not used directly for early conduct of exempt activities. 3 Complete 3a, b, or c for the alternative test relied upon: a 'Assets' atternative test - enter (1) Value of all assets. 2 Value of all assets. 2 Value of all assets. 3 Support alternative test - enter (1) Total support other than gross investment income (interest, dividents), encomplete shall be a securities loans (section 512(j,0)), or royalees) 2 Support alternative test - enter (1) Total support other than gross investment income (interest, dividents), encomplete shall be a section 4942(j)(3)(3)(4), programments on securities loans (section 512(j,0)), or royalees) 2 Support from general public and 5 or more sempt agrantation as provided in section 4942(j)(3)(3)(4), programment income (interest, dividents), encomplete this part only if the organization 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 where contributed more than \$5,000). (See section 507(d)(2).) 5 Ees Statement 5 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 parthership 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 * XI in the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If th		ubmitted and inforr	mation and material	Is they should includ	e:	
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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			412 2010		(-h) 2000	/ · · · · · · · · · · · · · · · · · · ·
1 a if the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling	b Check box to indicate whether the foundat	ion is a private ope	erating foundation d	lescribed in section	4942(j)(3) or	4942(j)(5)
	1a if the foundation has received a ruling or course is effective for 2011, enter the date of the	letermination letter ruling	that it is a private of	operating foundation	, and the ruling	
Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A						N/A

3 Grants and Contributions Paid During the Y	ear or Approved for Futu	re 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)	substantial contributor	- Toolpiont		
a Paid during the year See Statement 6				
Total			► 3a	237,520.
b Approved for future payment				
Total			► 3b	

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Form 990-PF (2011)

Part XVI-A	A 1 2 .		- D., - J., -i.,	A -4::4:
PAR IVIDA	Anaivsie	i ot incom	e-Producina	Activities
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	Unrelated	business income	Excluded by	section 512, 513, or 514	(e)
	(a) Business code	(b) Amount	(c) Exclu- sion	(d) Amount	Related or exempt function income (See instructions)
1 Program service revenue			code		···
b			 		
с			 		
d					
e					
f					
g Fees and contracts from government agencies			<u> </u>		
Membership dues and assessments					
Interest on savings and temporary cash investments					
Dividends and interest from securities		······································	14	39,357.	
Net rental income or (loss) from real estate.					
a Debt-financed property	-	·			
b Not debt-financed property			 		
Net rental income or (loss) from personal property	-		_		
7 Other investment income					22 207
8 Gain or (loss) from sales of assets other than inventory	-		+ + -		22,387
Net income or (loss) from special events			-		
Gross profit or (loss) from sales of inventory			1	<u> </u>	
1 Other revenue					
a		<u> </u>	 		
b			 		
d					· · · · · ·
Subtotal. Add columns (b), (d), and (e)				39,357.	22,387
	t <u> </u>				61,744
				-	
Total. Add line 12, columns (b), (d), and (e) see worksheet in line 13 instructions to verify calculate	ions.)				
3 Total. Add line 12, columns (b), (d), and (e) see worksheet in line 13 instructions to verify calculate		hment of Exem	ot Purpose	S	
Total. Add line 12, columns (b), (d), and (e) ee worksheet in line 13 instructions to verify calculated art XVI-B Relationship of Activities to the second s	he Accomplis	d in column (e) of Pa	art XVI-A cont	ributed importantly to	the uctions.)
Total. Add line 12, columns (b), (d), and (e) se worksheet in line 13 instructions to verify calculate art XVI-B Relationship of Activities to time No. Explain below how each activity for which accomplishment of the foundation's exemptions.	he Accomplis	d in column (e) of Pa	art XVI-A cont	ributed importantly to	the uctions.)
Total. Add line 12, columns (b), (d), and (e) se worksheet in line 13 instructions to verify calculated at XVI-B Relationship of Activities to the No. Explain below how each activity for which	he Accomplis	d in column (e) of Pa	art XVI-A cont	ributed importantly to	the uctions.)
Total. Add line 12, columns (b), (d), and (e) se worksheet in line 13 instructions to verify calculate art XVI-B Relationship of Activities to time No. Explain below how each activity for which accomplishment of the foundation's exemptions.	he Accomplis	d in column (e) of Pa	art XVI-A cont	ributed importantly to	the uctions.)
Total. Add line 12, columns (b), (d), and (e) se worksheet in line 13 instructions to verify calculate art XVI-B Relationship of Activities to time No. Explain below how each activity for which accomplishment of the foundation's exemptions.	he Accomplis	d in column (e) of Pa	art XVI-A cont	ributed importantly to	the uctions.)
Total. Add line 12, columns (b), (d), and (e) se worksheet in line 13 instructions to verify calculate art XVI-B Relationship of Activities to time No. Explain below how each activity for which accomplishment of the foundation's exemptions.	he Accomplis	d in column (e) of Pa	art XVI-A cont	ributed importantly to	the uctions.)
Total. Add line 12, columns (b), (d), and (e) se worksheet in line 13 instructions to verify calculate art XVI-B Relationship of Activities to time No. Explain below how each activity for which accomplishment of the foundation's exemptions.	he Accomplis	d in column (e) of Pa	art XVI-A cont	ributed importantly to	o the uctions.)
Total. Add line 12, columns (b), (d), and (e) se worksheet in line 13 instructions to verify calculate art XVI-B Relationship of Activities to time No. Explain below how each activity for which accomplishment of the foundation's exemptions.	he Accomplis	d in column (e) of Pa	art XVI-A cont	ributed importantly to	the uctions.)
Total. Add line 12, columns (b), (d), and (e) se worksheet in line 13 instructions to verify calculate art XVI-B Relationship of Activities to time No. Explain below how each activity for which accomplishment of the foundation's exemptions.	he Accomplis	d in column (e) of Pa	art XVI-A cont	ributed importantly to	o the uctions.)
Total. Add line 12, columns (b), (d), and (e) se worksheet in line 13 instructions to verify calculate art XVI-B Relationship of Activities to time No. Explain below how each activity for which accomplishment of the foundation's exemptions.	he Accomplis	d in column (e) of Pa	art XVI-A cont	ributed importantly to	the uctions.)
Total. Add line 12, columns (b), (d), and (e) se worksheet in line 13 instructions to verify calculate art XVI-B Relationship of Activities to time No. Explain below how each activity for which accomplishment of the foundation's exemptions.	he Accomplis	d in column (e) of Pa	art XVI-A cont	ributed importantly to	o the uctions.)
Total. Add line 12, columns (b), (d), and (e) se worksheet in line 13 instructions to verify calculate art XVI-B Relationship of Activities to time No. Explain below how each activity for which accomplishment of the foundation's exemptions.	he Accomplis	d in column (e) of Pa	art XVI-A cont	ributed importantly to	o the uctions.)
Total. Add line 12, columns (b), (d), and (e) se worksheet in line 13 instructions to verify calculate art XVI-B Relationship of Activities to time No. Explain below how each activity for which accomplishment of the foundation's exemptions.	he Accomplis	d in column (e) of Pa	art XVI-A cont	ributed importantly to	o the uctions.)
Total. Add line 12, columns (b), (d), and (e) see worksheet in line 13 instructions to verify calculate art XVI-B Relationship of Activities to tine No. Explain below how each activity for which accomplishment of the foundation's exemptions.	he Accomplis	d in column (e) of Pa	art XVI-A cont	ributed importantly to	o the uctions.)
Total. Add line 12, columns (b), (d), and (e) see worksheet in line 13 instructions to verify calculate art XVI-B Relationship of Activities to tine No. Explain below how each activity for which accomplishment of the foundation's exemptions.	he Accomplis	d in column (e) of Pa	art XVI-A cont	ributed importantly to	o the uctions.)

Form 990-PF (2011) WITHYCOMBE FOUNDATION 86-0818957 Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable

Exempt Organizations			
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)	1 1	X
(2) Other assets	1a (2)		X
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		Х
	1b(2)		$\frac{x}{X}$
(2) Purchases of assets from a noncharitable exempt organization			$\frac{X}{X}$
(3) Rental of facilities, equipment, or other assets.	1b (3)		$\frac{\Lambda}{X}$
(4) Reimbursement arrangements	1b (4)		$\frac{\Lambda}{X}$
(5) Loans or loan guarantees	1b (5)		$\frac{\Lambda}{X}$
(6) Performance of services or membership or fundraising solicitations	1b (6)		$\frac{\Lambda}{X}$
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		<u>^</u>
d If the answer to any of the above is 'Yes,' complete the following schedule. Column (b) should always show the fair in the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair marke any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services receive	t value ın	of	
(a) Line no (b) Amount involved (c) Name of noncharitable exempt organization (d) Description of transfers, transactions, and	sharing arran	gements	
N/A			
		_	
			—
 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? b If 'Yes,' complete the following schedule 	Yes	XN	0
(a) Name of organization (b) Type of organization (c) Description of re	ationship		
N/A			
			_
Under penalties of penury, pecuare that I have examined this return, including accompanying schedules and statements, and to the best of my knowle correct, and complete Deplaration of preparer (other than tax payayer) is based on all information of which preparer has any knowledge	dge and belief,	ıt ıs true,	
Sign //// F//// AF/17	this return	RS discuss	
Here Man 4/14 Strustee As Need	preparer s — (see instri	shown belo uctions)?	ow
Signature of officer of trustee / Date Title	X		No
Print/Type preparer's name Preparer's signature Date Check if	PTIN		
Paid Howard N. Beckman Applation Beckman Stoll self-employed	P00142	255	
Preparer Firm's name ► Beckman & Company, P.C. Firm's EIN ► 86-0	748961		
Use Only Firm's address ► 14850 N. Scottsdale Rd., #205			_
)) 315-1	.040	
BAA	Form 99 0		211
		(4)	/

Schedule B (Form 990, 990-EZ, or 990-PF)

Department of the Treasury Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2011

Name of the organization		Employer identification number
WITHYCOMBE FOUNDATION	86-0818957	
Organization type (check one):		
Filers of:	Section:	
Form 990 or 990-EZ	501(c)() (enter number) organization 4947(a)(1) nonexempt charitable trust not to the second	
Form 990-PF	X 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treat 501(c)(3) taxable private foundation	ted as a private foundation
Check if your organization is covered Note. Only a section 501(c)(7), (8), or	by the General Rule or a Special Rule . (10) organization can check boxes for both the General R	Rule and a Special Rule. See instructions.
General Rule X For an organization filing Form 99 contributor. (Complete Parts I and	$90,990 ext{-EZ}$, or $990 ext{-PF}$ that received, during the year, $$5,000$ d III)	00 or more (in money or property) from any one
Special Rules		
509(a)(1) and $170(b)(1)(A)(v)$ and	on filing Form 990 or 990-EZ that met the 33-1/3% support d received from any one contributor, during the year, a co 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1 Complet	ontribution of the greater of (1) \$5,000 or
total contributions of more than \$	 organization filing Form 990 or 990-EZ that received fror 1,000 for use exclusively for religious, charitable, scientific en or animals. Complete Parts I, II, and III. 	m any one contributor, during the year, c, literary, or educational purposes, or
contributions for use exclusively for If this box is checked, enter here purpose. Do not complete any of	o) organization filing Form 990 or 990-EZ that received from from religious, charitable, etc., purposes, but these contributions that were received during the year the parts unless the General Rule applies to this organization.	ions did not total to more than \$1,000 for an <i>exclusively</i> religious, charitable, etc,
religious, charitable, etc, contribu	tions of \$5,000 or more during the year	\$
990-PF) but it must answer 'No' on P:	covered by the General Rule and/or the Special Rules does art IV, line 2, of its Form 990, or check the box on line H o ot meet the filing requirements of Schedule B (Form 990, 9	of its Form 990-EZ or on Part I. line 2. of its
BAA For Paperwork Reduction Act 990EZ, or 990-PF.	Notice, see the Instructions for Form 990,	Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

	B (Form 990, 990-EZ, or 990-PF) (2011)	Page	1 of 1 of Part	
Name of org	anization COMBE FOUNDATION		yer identification number 0818957	
Part I	Contributors (see instructions). Use duplicate copies of Part I if additional sp	pace is needed.	· · · · · · · · · · · · · · · · · · ·	
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution	
1	Keith & Patricia Withycombe 6237 N. 59th Place Paradise Valley, AZ 85253	\$25,479	Person X Payroll Noncash (Complete Part II if there is a noncash contribution.)	
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution	
		\$	Person Payroll Noncash (Complete Part II if there is a noncash contribution.)	
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution	
		\$	Person Payroll Noncash (Complete Part II if there is a noncash contribution.)	
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution	
		\$	Person Payroll Noncash (Complete Part II if there is a noncash contribution.)	
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution	
		\$	Person Payroil Noncash (Complete Part II if there is a noncash contribution.)	
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution	
		\$	Person Payroll Noncash	

BAA

(Complete Part II if there is a noncash contribution)

to

of Part II

WITHYCOMBE FOUNDATION

Employer identification number

86-0818957 Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	N/A		
		\$\$	-
(a) lo. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$\$	
(a) lo. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
li L		\$\$	
(a) lo. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) lo. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$\$	
(a) lo. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$\$	
		Schedule B (Form 990, 990-F	<u> </u>

BAA

Schedule **B** (Form 990, 990-EZ, or 990-PF) (2011)

1 to

of Part III

Schedule **B** (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization

WITHYCOMBE FOUNDATION

Employer identification number 86-0818957

Part III	Exclusively religious, charitable, e organizations that total more than	1 \$1,000 for the year. Comp	olete cols (a) ti	tion 501(c)(7), (8), or (10) hrough (e) and the following line entry	,	
	contributions of \$1,000 or less for the year.	inizations completing Part III, enter total of <i>exclusively</i> religious, charitable, etc, tions of \$1,000 or less for the year. (Enter this information once. See instructions) licate copies of Part III if additional space is needed.			N/A	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift		(d) Description of how gift is held	1	
	N/A					
	Transferee's name, addres	(e) Transfer of gift ss, and ZIP +4	Rela	ationship of transferor to transferee		
(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		
(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			ationship of transferor to transferee		
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift		(d) Description of how gift is held		
	Transferee's name, addres	(e) Transfer of gift	Rela	ationship of transferor to transferee		
	Tansionee 3 manie, addies	-,	1,010	The state of the s		

2011	Federal Statements	Page 1		
	WITHYCOMBE FOUNDATION			
Statement 1 Form 990-PF, Part I, Line 16a Legal Fees				
	(a) (b) Net (c) Expenses Investment Adjusted Per Books Income Net Income \$ 1,000. \$ 1,000. \$ 1,000. \$ 1,000.	(d) Charitable Purposes 0.		
Statement 2 Form 990-PF, Part I, Line 16b Accounting Fees				
	(a) (b) Net (c) Expenses Investment Adjusted per Books Income Net Income \$ 3,400. \$ 3,400. \$ 3,400. \$ 3,400.	(d) Charitable Purposes 0.		
Statement 3 Form 990-PF, Part I, Line 16c Other Professional Fees				
Investment	(a) (b) Net (c) Expenses Investment Adjusted per Books Income Net Income \$ 5. \$ Total \$ 5. \$ \$ 5. \$ 0.	(d) Charitable Purposes 0.		
Statement 4 Form 990-PF, Part I, Line 18 Taxes				
2011 Federal Estimated Payme Foreign Taxes Paid	(a) (b) Net (c) Expenses Investment Adjusted Pents \$ 876. \$ 876. 86. 86. 86. Total \$ 962. \$ 962. \$ 0. \$	(d) Charitable Purposes 0.		
Statement 5 Form 990-PF, Part XV, Line 1a Foundation Managers - 2% or More F. KEITH WITHYCOMBE PATRICIA A. WITHYCOMBE	e Contributors			

Ď11	Federal Sta	tements		Page 2
	WITHYCOMBE FOUNDATION			 86-081895
Statement 6 Form 990-PF, Part XV, Line 3a Recipient Paid During the Year				
N 202 222000	Donee	Found- ation	Purpose of	7ma+
Name and Address SCOTTSDALE HEALTHCARE FDN 10001 N 92nd Street Ste 121 SCOTTSDALE, AZ 85258	Relationship N/A	<u>Status</u> PUBLIC	GENERAL CHARITABLE	\$ Amount 50,000
ASU FOUNDATION 300 E University Drive TEMPE, AZ 85281	N/A	PUBLIC	GENERAL CHARITABLE	18,000
The US Air Force Academy Endowment 3116 Academy Drive, Ste 200 USAF Academy, CO 80840	N/A	PUBLIC	GENERAL CHARITABLE	62,520
VALLEY OF THE SUN UNITED WAY 1515 East Osborn Road PHOENIX, AZ 85014	N/A	PUBLIC	GENERAL CHARITABLE	10,000
ARIZONA HUMANE SOCIETY 226 North 13th Avenue PHOENIX, AZ 85021	n/a	PUBLIC	GENERAL CHARITABLE	25,000
The Nature Conservancy 4245 North Fairfax Drive, Suite 100 Arlington, VA 22203	n/a	PUBLIC	General Charitable	10,000
Helping Hands Housing Services 1530 E. Sahuaro Drive #105 Phoenix, AZ 85020	n/a	PUBLIC	General Charitable	2,500
US Air Force Academy Association of Grad 3116 Academy Drive ASAF Academy, CO 80840	n/a	PUBLIC	General Charitable	50,000
Barrows Neurological Foundation 350 W. Thomas Road Phoenix, AZ 85013	n/a	PUBLIC	General Charitable	1,000
The Wellness Community 360 East Palm Lane Phoenix, AZ 85004	n/a	PUBLIC	General Charitable	2,500
Valley of the Sun YMCA 350 N First Ave Phoenix, AZ 85003		PUBLIC	Charitable	250

011	Fe	ederal Stat	ements			Page 3
- 	WITHYCOMBE FOUNDATION				86-081895	
Statement 6 (continued) Form 990-PF, Part XV, Line 3a Recipient Paid During the Year						
		Donee	Found- ation	Purpose		
Name and Address	Rel	<u>ationship</u>	<u>Status</u>	<u> </u>		Amount
Teach for America 315 W 36th St, 7th Floor New York, NY 10018	n/a		PUBLIC	Charitable	\$	1,000
The Phoenix Symphony One North First Street, Ste 200	n/a		PUBLIC	Charitable		1,000
Phoenix, AZ 85004						
ASU Mary Lou Fulton Teachers College PO Box 37100 Phoenix, AZ 85069	n/a		PUBLIC	Charitable		2,000
Fresh Start Women's Foundation 1130 East McDowell Road Phoenix, AZ 85006	n/a		PUBLIC	Charitable		1,000
Liberty Wildlife Foundation PO Box 14345 Scottsdale, AZ 85267	n/a		PUBLIC	Charitable		500
UAF/Arizona Cancer Center 1515 N Campbell Ave Tucson, AZ 85724	n/a		PUBLIC	Charitable		250
					Total 🔄	237,520