



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



Change In Accounting Period

Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

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

OMB No 1545-0052

2011For calendar year 2011 or tax year beginning **May 1, 2011**, and ending **December 31, 2011**

Name of foundation Lucky Seven Foundation		A Employer identification number 91-1722000
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) (206) 324-0964
3414 NE 55th Street		
City or town, state, and ZIP code Seattle WA 98105		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 26,339,180	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(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 investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	705,291	619,289		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	-29,637			
	b Gross sales price for all assets on line 6a	1,714,856			
	7 Capital gain net income (from Part IV, line 2)		0		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	12,613	2,631			
12 Total. Add lines 1 through 11	688,267	621,920			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans (employee benefits)				
	16 a Legal fees (attach schedule)	175			175
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	36,878	36,878		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	20,599	5,199		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy	882			882
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	77,411	43,665		30,506
	24 Total operating and administrative expenses. Add lines 13 through 23	135,945	85,742		31,563
	25 Contributions, gifts, grants paid	625,140			625,140
26 Total expenses and disbursements. Add lines 24 and 25	761,085	85,742		656,703	
27 Subtract line 26 from line 12.					
a Excess of revenue over expenses and disbursements	-72,818				
b Net investment income (if negative, enter -0-)		536,178			
c Adjusted net income (if negative, enter -0-)					

For Paperwork Reduction Act Notice, see instructions.

(HTA)

Form 990-PF (2011)

SCANNED NOV 15 2012

SCANNED NOV 26 2012

2me 14

Part II Balance Sheets		Beginning of year (a) Book Value	End of year	
			(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	913,807	100,022	100,022
	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) ▶ 185,715			
	Less: allowance for doubtful accounts ▶	185,715	435,715	435,715
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments—U S and state government obligations (attach schedule)	2,925,987	2,259,677	2,246,379
	b Investments—corporate stock (attach schedule)	14,689,107	15,066,372	14,368,599
	c Investments—corporate bonds (attach schedule)	6,285,471	7,047,859	7,228,011
Liabilities	11 Investments—land, buildings, and equipment basis ▶ 108,300			
	Less: accumulated depreciation (attach schedule) ▶	108,300	208,300	95,556
	12 Investments—mortgage loans	664,039	664,039	512,364
	13 Investments—other (attach schedule)	1,321,737	1,239,361	1,252,534
	14 Land, buildings, and equipment basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶ Homesight PRI)	100,000	100,000	100,000
	16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	27,194,163	27,121,345	26,339,180
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☐			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ☒			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	27,194,163	27,121,345	
	30 Total net assets or fund balances (see instructions)	27,194,163	27,121,345	
	31 Total liabilities and net assets/fund balances (see instructions)	27,194,163	27,121,345	

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	27,194,163
2	Enter amount from Part I, line 27a	2	-72,818
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	27,121,345
5	Decreases 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	27,121,345

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a Publicly-traded Securities			
b Passthrough K1 Capital Gain			
c Toler Loan #7017	P	10/10/2007	5/1/2011
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 1,614,856		1,605,262	9,594
b			-36,568
c 100,000		100,000	
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			9,594
b			-36,568
c			
d			
e			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	-26,974
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

(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	1,527,021	25,937,089	0.058874
2009	1,398,441	25,181,351	0.055535
2008	1,233,504	25,183,730	0.048980
2007	1,360,383	29,032,474	0.046857
2006	1,248,901	28,017,327	0.044576

2 Total of line 1, column (d)	2	0.254822
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.050964
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	26,112,178
5 Multiply line 4 by line 3	5	1,330,781
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,362
7 Add lines 5 and 6	7	1,336,143
8 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	8	656,703

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 ☐ and enter "N/A" on line 1. Date of ruling or determination letter. (attach copy of letter if necessary—see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	10,724	
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0	
3 Add lines 1 and 2		3	10,724	
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4		
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	10,724	
6 Credits/Payments				
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	24,400		
b Exempt foreign organizations—tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	0		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d	7	24,400		
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	0		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	13,676		
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax 11,000 Refunded	11	2,676		

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 Form 1120-POL 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. \$ (2) On foundation managers. \$		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		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 Form 990-T for this year?	N/A	
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) 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

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 ▶				
14	The books are in care of ▶ Lucky Seven Foundation	Telephone no. ▶	(206) 324-0964	
	Located at ▶ 3414 NE 55th Street Seattle WA	ZIP+4 ▶	98105	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year	15		
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶	16	Yes	No
				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? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ 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)? ☐ Yes ☒ 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) ☐ Yes ☒ 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)? Organizations relying on a current notice regarding disaster assistance check here ▶ ☐	1b	N/A
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 ☒ No If "Yes," list the years ▶ 20____, 20____, 20____, 20____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see 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. ▶ 20____, 20____, 20____, 20____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ 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

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)?

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)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**6b**

X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870.☐ Yes ☒ No**7b**

N/A

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?**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
SEE ATTACHMENT				

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				
		.00		
		.00		
		.00		
		.00		
		.00		

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		0
.....		0
.....		
.....		
.....		
.....		

Total number of others receiving over \$50,000 for professional services ▶

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1	
2	
3	
4	

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

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

	Amount
1	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3 ▶	0

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	23,912,296
b	Average of monthly cash balances	1b	591,361
c	Fair market value of all other assets (see instructions)	1c	2,006,168
d	Total (add lines 1a, b, and c)	1d	26,509,825
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	26,509,825
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	397,647
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	26,112,178
6	Minimum investment return. Enter 5% of line 5 MIR PRO-RATED SHORT YEAR	6	876,367

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	876,367
2a	Tax on investment income for 2011 from Part VI, line 5	2a	10,724
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	0
c	Add lines 2a and 2b	2c	10,724
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	865,643
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	865,643
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	865,643

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	656,703
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	0
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	656,703
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	656,703

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
1 Distributable amount for 2011 from Part XI, line 7				865,643
2 Undistributed income, if any, as of the end of 2011.				
a Enter amount for 2010 only			339,335	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2011				
a From 2006	0			
b From 2007	0			
c From 2008	0			
d From 2009	0			
e From 2010	0			
f Total of lines 3a through e	0			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ <u>656,703</u>				
a Applied to 2010, but not more than line 2a			339,335	
b Applied to undistributed income of prior years (Election required—see instructions)		0		
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2011 distributable amount				317,368
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2011	0			0
<i>(If an amount appears in column (d), the same amount must be shown in column (a))</i>				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2010 Subtract line 4a from line 2a. Taxable amount—see instructions			0	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				548,275
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9.				
a Excess from 2007	0			
b Excess from 2008	0			
c Excess from 2009	0			
d Excess from 2010	0			
e Excess from 2011	0			

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year SEE ATTACHMENT				
Total			▶ 3a	0
b Approved for future payment				
Total			▶ 3b	0

Enter gross amounts unless otherwise indicated

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

[illegible]

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			X
(2) Other assets			X
b Other transactions.			
(1) Sales of assets to a noncharitable exempt organization			X
(2) Purchases of assets from a noncharitable exempt organization			X
(3) Rental of facilities, equipment, or other assets			X
(4) Reimbursement arrangements			X
(5) Loans or loan guarantees			X
(6) Performance of services or membership or fundraising solicitations			X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees		1c	X
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

[illegible]

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.			May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No
	Signature of officer or trustee 	Date 11/13/12	Title Treasurer	
Paid Preparer Use Only	Print/Type preparer's name Jeffrey D. Haskell	Preparer's signature Jeffrey D. Haskell	Date 11/13/2012	PTIN P01345770
	Firm's name ▶ Foundation Source			Firm's EIN ▶ 51-0398347
	Firm's address ▶ 55 Walls Drive, Fairfield, CT 06824			Phone no (800) 839-1754

Form 990-PF, Part I, Line 6 - Gain/Loss from Sale of Assets Other Than Inventory

Gross Sales	Cost Basis	Net Gain or Loss
0	0	-2,664
TOTAL:		

	Description	Gross Sales Price	Cost Basis	Valuation Method	Expense of Sale & Imprv Cost	Deprec.	Net Gain or Loss
1	Passthrough K1 Capital Gain UBI						-2,664
2							
3							
4							
5							
6							
7							
8							
9							
10							

Form 990-PF, Part I, Line 11 - Other Income

		TOTAL:	12,613	2,631	0
	Description	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income	
1	Federal Tax Refund	8,932	0	0	0
2	THE DARWIN PARTNERSHIP, LP K-1 Pass-Through Share of Partnership Income/(Loss)	1,125	819	0	0
3	THE FALLEN ANGEL PARTNERSHIP, LP K-1 Pass-Through Share of Partnership Income/(Loss)	2,556	1,812	0	0
4					
5					
6					
7					
8					
9					
10					

Form 990-PF, Part I, Line 16a - Legal Fees

TOTAL:					175	0	0	175
	Description	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose			
1	General Governance Matters and Counseling	175	0	0	175			
2								
3								
4								
5								
6								
7								
8								
9								
10								

Form 990-PF, Part I, Line 16c - Other Professional Fees

TOTAL:		36,878	36,878	0	0
	Description	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose
1	Investment Management Services	36,878	36,878	0	0
2					
3					
4					
5					
6					
7					
8					
9					
10					

Form 990-PF, Part I, Line 18 - Taxes

TOTAL:					20,599	5,199	0	0
	Description	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose			
1	Estimated Tax for 2011	15,400	0	0	0			
2	Foreign Tax Paid	1,249	1,249	0	0			
3	State or Local Property Taxes	3,950	3,950	0	0			
4								
5								
6								
7								
8								
9								
10								

Form 990-PF, Part I, Line 23 - Other Expenses

TOTAL:					77,411	43,665	0	30,506
	Description	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose			
1	Administrative Fees	30,481	0	0	30,481			
2	Bank Charges	80	80	0	0			
3	State or Local Filing Fees	25	0	0	25			
4	THE DARWIN PARTNERSHIP, LP K-1 Pass-Through Expenses	14,176	13,283	0	0			
5	THE FALLEN ANGEL PARTNERSHIP, LP K-1 Pass-Through Expenses	32,649	30,302	0	0			
6								
7								
8								
9								
10								

Form 990-PF, Part II, Line 7 - Other Notes

TOTAL: 435,715 435,715 0 435,715

Borrower's Name	501(c)(3) Org	Original Amount	Balance Due BV	Allow for Doubt. Acct End of Yr	Balance Due FMV	Security Provided	Date of Note	Maturity Date	Repay Terms	Interest Rate	Purpose of Loan	Consid Descrip.	Consid. FMV	Relationship
Farm Power 1 Northwest LLC		185,715	185,715	0	185,715	None	1/1/2009	12/31/2018	Quarterly Interest	7.00%	Buy back LLC interest from Foundation	Conversion of LLC to note	185,715	None
Capitol Hill Housing 2 Improvement Program		250,000	250,000	0	250,000	None	12/8/2011	12/31/2014	Per Annum.	1.00%- 3.00%	Predevelopment expenses and capital campaign bridge financing	Cash	250,000	None
3														
4														
5														
6														
7														
8														
9														
10														

Form 990-PF, Part II, Line 10a - Investments - U.S. and State Government Obligations

TOTAL:			2,259,677	2,246,379
	Description	Book Value End of Year	FMV End of Year	
1	CHICAGO IL PUB 7 125% OBLG 01/01/13 (167673BB7)	838,812	799,109	
2	CONN ST DEV AUTH GO REF BDS SER 04 920% 08/15/14 (20773AAX8)	106,050	111,115	
3	FRISCO TEX CTFS OBLIG SER 2001B 05 7% 02/15/13 (358775QU1)	84,240	80,232	
4	GRANT CNT WASH PUB UTIL - 4 810% - 01/01/2012 (387883HC8)	41,427	40,000	
5	INDIANA BD BK REV SCH - 5.680% - 07/15/2014 (454624RD1)	85,003	88,495	
6	JUNEAU ALASKA GO BDS SER 05.875% 06/1/21 (481718XA7)	96,064	106,915	
7	KANE & DU PAGE CTYSILL CMNTY UNIT SCH 6 70% 1/1/15 (483800SH2)	167,861	169,405	
8	LEXINGTON-FAYETTE URBAN CITY - 4.500% - 02/01/2017 (52908EPF4)	131,931	138,789	
9	MINNESOTA ST COLLEGES & UNIV REC - 6 375% - 10/01/ (60414FBG4)	51,109	46,769	
10	NEW YORK ST REF BDS SER. 2006 D 05 26% 04/15/2015 (6497872K3)	85,109	82,969	
11	NIAGARA FALLS N Y PUBWTRAUTH 05 300% 07/15/16 (653438AT8)	25,500	25,852	
12	OREGON SCH BRDS ASSN TAXABLE 04 77300% 06/30/2013 (686053DA4)	54,455	52,898	
13	PPL ENERGY SUPPLY LLC - 6 300% - 07/15/2013 (68607VKE4)	92,719	107,016	
14	SIOUX CITY IOWA TAXABLE GO BDS SER 5% 06/01/14 (8294555E0)	152,648	164,828	
15	TAOS N MEX MUN SCH DIST NO 001 04.25% 9/1/16 (876014FU0)	53,681	54,810	
16	TENNESSEE ST G O BDS SER C 07 300% 05/01/2018 (8805405Q8)	157,294	140,082	
17	WILL CO IL SCH DIST 4 75% BDS 11/01/19 (968717HB7)	35,774	37,095	

Form 990-PF, Part II, Line 10b - Investments - Corporate Stock

TOTAL:					15,066,372	14,368,599
	Description	Shares	Book Value End of Year	FMV End of Year		
1	ABBOTT LABS (ABT)	2,000	102,531	112,460		
2	APPLIED MATERIALS INC. (AMAT)	5,000	75,990	53,550		
3	ASH GROVE CEMENT CO (ASHG)	500	112,060	65,000		
4	AT&T CORP COM NEW (T)	3,000	78,137	90,720		
5	AUTOMATIC DATA PROCESSING INC. (ADP)	2,000	82,720	108,020		
6	AVISTA CORP (AVA)	10,000	198,339	257,500		
7	BANK OF MONTREAL (BMO)	3,000	178,892	164,430		
8	BARRICK GOLD CORP COM (ABX)	2,500	122,240	113,125		
9	BOSWELL JG CO COM (BWEL)	200	101,770	139,000		
10	CAMPBELL SOUP CO (CPB)	5,000	167,417	166,200		
11	CANADIAN PACIFIC RAILWAY LTD (CP)	2,500	146,992	169,175		
12	CENTRAL ILL PUB SVC 4 25% PFD STK (CIPSL)	3,475	263,231	271,050		
13	CENTRAL ILL PUB SVC CO PFD 5 16% (CIPSK)	1,675	150,750	162,894		
14	CHEVRON CORP (CVX)	1,000	51,865	106,400		
15	CLOROX CO (CLX)	1,500	95,157	99,840		
16	CON EDISON 4.65% (CEDNM.OB)	850	73,440	79,688		
17	CONCUR TECHNOLOGIES (CNQR)	1,500	19,615	76,185		
18	CONN LT & PWR 3.24% (CNLPL.OB)	1,400	71,960	72,492		
19	CONOCOPHILLIPS (COP)	5,000	248,887	364,350		
20	DAYTON PWR < 3.75 A PR (DAYTL)	644	45,724	52,808		
21	DENALI BANCORPORATION INC (248219107)	5,000	55,000	0		
22	DIAMOND OFFSHORE DRL (DO)	1,000	41,110	55,260		
23	DUQUESNE LIGHT 3 75 PFD (DQUEM)	2,630	65,750	101,255		
24	DUQUESNE LIGHT 6 50 PFD (DQUEK)	1,000	45,000	49,500		
25	DUQUESNE LIGHT CO PFD 4 10% (DQUEP)	650	26,000	24,505		
26	ELI LILLY & CO (LLY)	4,000	141,621	166,240		
27	ENCANA CORP (ECA)	5,000	157,840	92,650		
28	EXELON CORPORATION (EXC)	2,500	110,009	108,425		
29	EXPEDITORS INTL WASH INC. (EXPD)	3,500	135,354	143,360		
30	EXXON MOBIL CORP (XOM)	1,000	60,626	84,760		
31	FEDERATED INVESTRS B (FII)	5,000	127,982	75,750		
32	FIRST ENERGY CORP (FE)	3,000	111,205	132,900		
33	FIRST NATIONAL BANK - AK (FBAK.OB)	1,000	2,264,999	1,539,999		
34	FORWARD AIR CORP (FWRD)	3,000	95,889	96,150		
35	FRMRS & MRC HNT BK LONG BEACH CA (FMBL.OB)	117	655,200	472,680		
36	HEALTH CARE REIT INC (HCN)	4,000	188,911	218,120		
37	INDPLS PWR & LT 5 65 PFD (IPWLK)	1,200	103,800	118,237		
38	INTEL CORP (INTC)	6,000	129,297	145,500		
39	ISHARES MSCI PACIFIC EX-JAPAN (EPP)	4,935	226,421	192,120		
40	ISHARES S&P EUROPE 350 INDEX (IEV)	2,000	105,534	67,480		
41	ISHARES TRUST MSCI EAFE INDEX FUND (EFA)	6,000	484,541	297,180		

Form 990-PF, Part II, Line 10b - Investments - Corporate Stock

TOTAL:					15,066,372	14,368,599
	Description	Shares	Book Value End of Year	FMV End of Year		
42	ITT CORP. (ITT)	2,500	46,554	48,325		
43	JOHNSON & JOHNSON (JNJ)	3,000	190,355	196,740		
44	KRAFT FOODS INC (KFT)	12,500	372,587	467,000		
45	KROGER CO (KR)	4,000	86,748	96,880		
46	M&T BANK CORP (MTB)	1,250	110,147	95,425		
47	MEDTRONIC INC (MDT)	4,000	123,820	153,000		
48	MERCK & CO INC (MRK)	5,000	176,406	188,500		
49	MICROSOFT CORPORATION (MSFT)	7,000	173,713	181,720		
50	MISS PWR CO 4 72PR (MSPWP)	1,350	104,625	108,000		
51	MONARCH CEMENT CO (MCEM)	4,000	90,875	90,000		
52	MORGAN STANLEY ASIA-PAC FUND (APF)	22,500	363,287	294,750		
53	MS DW EMERGING MKT (MSF)	3,500	102,211	45,220		
54	NESTLE S.A. (NSRGY)	4,000	218,051	230,840		
55	NEWMONT MINING CORP (NEM)	3,000	129,435	180,030		
56	NIAGARA MOHAWK POWER CORP PFD CUM 3 90% (NMK-PC)	775	60,838	68,200		
57	NORTHERN TRUST CORPORATION (NTRS)	3,000	143,064	118,980		
58	NOVO NORDISK A S (NVO)	1,700	168,124	195,942		
59	NSTAR ELECT 4.78 PFD (NSARO)	850	72,675	81,218		
60	PACCAR INC (PCAR)	6,000	258,175	224,820		
61	PACIFIC GAS EL 4.50 (PCG-PH)	450	9,225	10,350		
62	PACIFICORP(OREG) 5.40 PR (PCPWP)	1,300	105,300	123,500		
63	PECO ENERGY 4 68 PFD (PE-PD)	1,000	88,000	91,740		
64	PFIZER INC. (PFE)	6,500	97,439	140,660		
65	POTLATCH CORP (PCH)	6,941	301,387	215,935		
66	PROLOGIS (PLD)	2,000	100,982	57,180		
67	QUEEN CITY INVESTMENT INC (QUCT)	50	50,500	49,300		
68	RAYONIER INC (RYN)	11,250	215,766	502,087		
69	ROYAL DUTCH SHELL PLC SPONS ADR B (RDS-B)	1,000	43,437	76,010		
70	ROYAL DUTCH SHELL PLC (RDS-A)	4,000	240,925	292,360		
71	SAN JUAN BASIN ROYAL (SJT)	20,000	694,599	455,200		
72	SOUTH CA EDIS 408 PF (SCE-PB)	4,000	73,200	83,000		
73	SOUTHERN CO (SO)	3,000	94,400	138,870		
74	STARBUCKS CORP COM (SBUX)	5,000	113,439	230,050		
75	SYSCO CORP (SY)	10,000	293,718	293,300		
76	TARGET CORPORATION (TGT)	2,000	104,877	102,440		
77	TESLA MOTORS INC (TSLA)	5,000	113,166	142,800		
78	THE MOSAIC CO (MOS)	2,000	150,422	100,860		
79	UNION ELECTRIC CO 4.5% (UEPEO)	2,000	174,125	173,000		
80	VANGUARD EMERGING MARKETS STOCK INDEX VIPERS (VVO)	2,000	96,806	76,420		
81	VODAFONE GROUP PLC (VOD)	4,000	113,570	112,120		
82	W.T.B FINL CORP CMT CL B (WTBFB)	2,100	384,300	238,350		

Form 990-PF, Part II, Line 10b - Investments - Corporate Stock

		TOTAL:		15,066,372	14,368,599
	Description	Shares	Book Value End of Year	FMV End of Year	
83	WASHINGTON FED INC. (WAFD)	10,000	197,711	139,900	
84	WEYERHAEUSER CO (WY)	10,000	154,823	186,700	
85	WISC POWER & LT 4 96 PR (WISCP)	1,500	118,500	136,500	
86	WISCONSIN PUB 5 04 (WIPSM)	1,000	89,000	98,969	
87	XYLEM INC (XYL)	5,000	135,259	128,450	

Form 990-PF, Part II, Line 10c - Investments - Corporate Bonds

		TOTAL:		7,047,859		7,228,011	
	Description	Shares	Book Value End of Year	FMV End of Year			
1	ABBOTT LABS NT - 4 350% - 03/15/2014 (002824AQ3)	100,000	101,386	108,079			
2	BALTIMORE CNTY MD PUB IMPT BDS 03.800% 11/01/2016 (05914FFP0)	200,000	204,102	222,204			
3	BEAUFORT CNTY S C SCH DIST GO 04 45% 03/01/2018 (073900XW7)	75,000	77,030	83,793			
4	BERKSHIRE HATHAWAY FIN - 4 850% - 01/15/2015 (084664AT8)	160,000	161,770	177,746			
5	BERKSHIRE HATHAWAY FIN CORP - 5.400% - 05/15/2018 (084664BE0)	100,000	109,770	116,622			
6	BOEING CO NOTE 03.50000% 02/15/2015 (097023AY1)	125,000	130,000	134,205			
7	CAMPBELL SOUP COMPANY - 5.000% - 12/3/2012 (134429AR0)	100,000	99,555	103,826			
8	CAPITAL ONE BK GLEN ALLEN VA 4 65000% 12/05/2012CD (14041AUT4)	50,000	50,000	51,820			
9	CATERPILLAR INC NT - 5.700% - 08/15/2016 (149123BM2)	125,000	139,588	146,683			
10	CHEVRON CORP - 3.950% - 03/03/2014 (166751AH0)	100,000	104,558	107,041			
11	COCA COLA CO NOTES 5.350% 11/15/2017 MAKE WHOLE (191216AK6)	100,000	103,439	120,432			
12	COCA-COLA CO NOTES 04 87500% 03/15/2019 (191216AM2)	150,000	162,594	174,953			
13	COLGATE PALM 5 98% MTNS 04/25/12 (19416QDB3)	100,000	108,073	101,643			
14	COLGATE PALMOLIVE CO MTNS BE - 5.200% - 11/07/2016 (19416QDH0)	100,000	105,645	117,276			
15	CONCOPHILLIPS NOTES 04.75000% 02/01/2014 (20825CAS3)	250,000	260,028	270,269			
16	COSTCO WHOLESALE CORP 5 500% 03/15/2017 (22160KAC9)	100,000	113,710	118,287			
17	E I DU PONT DE - 4 875% - 04/30/2014 (263534BN8)	150,000	151,139	163,845			
18	E I DU PONT DE NEMOUR NOTES - 5.875% - 01/15/2014 (263534BV0)	35,000	37,637	38,449			
19	ELI LILLY & CO 6 00% NTS 03/15/12 (532457AU2)	450,000	497,825	454,895			
20	ELI LILLY & CO BD 5 200% 03/15/2017 MAKE WHOLE (532457BB3)	75,000	83,506	86,957			
21	HONEYWELL INT - 5 300% - 03/15/2017 (438516AS5)	100,000	112,589	116,274			
22	IBM - 4 750% - 11/29/2012 (459200BA8)	100,000	109,094	104,046			
23	IBM CORP NOTES DTD 10/15/2008 6 5% 10/15/2013 (459200GN5)	100,000	115,393	110,280			
24	JOHNSON & JOHNSON - 5 550% - 08/15/2017 (478160AQ7)	70,000	80,446	84,503			
25	JOHNSON & JOHNSON NOTES 5 150% 08/15/2012 MAKE WHO (478160AP9)	100,000	114,107	102,877			
26	KIMBERLY CLARK 5 625% NT 02/15/012 (494368AR4)	100,000	106,551	100,541			
27	LILLY ELI & CO 6 57% DEB 01/01/16 (532457AN8)	200,000	202,250	237,112			
28	MERCK & CO INC NOTE - 4.375% - 02/15/2013 (589331AH0)	100,000	107,706	104,297			
29	MICROSOFT CORP 2 95% 6/1/14 (594918AB0)	250,000	256,918	265,568			
30	NATURAL RURAL UTILS-5 45%-04/10/2017 (637432HT5)	100,000	118,651	113,475			
31	NORDSTROM INC BOND 06.25000% 01/15/2018 (655664AK6)	130,000	145,405	153,754			
32	NORDSTROM INC NOTES 06 75000% 06/01/2014 (655664AM2)	150,000	153,366	168,200			
33	PACCAR INC NOTES 06 87500% 02/15/2014 (69373UAA5)	70,000	78,651	78,421			
34	PEPSICO INC NOTES 04.50000% 01/15/2020 (713448BN7)	300,000	328,923	339,836			
35	PEPSICO INC SR NT - 4.650% - 02/15/2013 (713448BG2)	100,000	110,144	104,596			
36	PEPSICO INC SR NT - 5.150% - 05/15/2012 (713448BF4)	100,000	110,244	101,641			
37	PFIZER INC - 4.500% - 02/15/2014 (717081AR4)	100,000	106,965	107,715			
38	PITNEY BOWES INC SR NT 4.625% 10/01/2012 MAKE WHOL (724479AF7)	250,000	255,783	256,318			
39	PROCTER & GAMBLE CO - 4 950% - 08/15/2014 (742718DA4)	250,000	273,656	277,387			
40	PROCTOR & GAMBLE CO SR NT - 4.850% - 12/15/2015 (742718BZ1)	270,000	300,452	308,577			
41	SHELL INTERNATIONAL FIN - 4 300% - 09/22/2019 (822582AJ1)	100,000	106,208	116,035			

Form 990-PF, Part II, Line 10c - Investments - Corporate Bonds

		TOTAL:		7,047,859	7,228,011
	Description	Shares	Book Value End of Year	FMV End of Year	
42	SOUTH CAROLINA ELEC & GAS CO-5 250%-11/01/2018 (837004BY5)	100,000	110,880	117,338	
43	TARGET CORP - 4.00% - 6/15/2013 (87612EAM8)	85,000	79,995	89,184	
44	UNITED PARCEL SRVC NT - 5 500% - 01/15/2018 (911312AH9)	100,000	111,640	119,104	
45	UPS - 4.500% - 01/15/2013 (911312AG1)	175,000	190,116	182,823	
46	WATERBURY CT TAX GOV PENSION - 4 517% -12/01/2015 (941247M88)	100,000	103,505	106,118	
47	WM WRIGLEY JR CO - 4.650% - 07/15/2015 (982526AB1)	240,000	241,307	248,400	
48	XTO ENERGY INC SR NT 5.30% 06/30/2015 (98385XAG1)	100,000	115,559	114,566	

Form 990-PF, Part II, Line 11 - Investments - Land, Buildings, and Equipment

TOTAL:			208,300	95,556
	Asset Description	Book Value End of Year	FMV End of Year	
1	HOUSE - 5512 S SHERIDAN AVE, TACOMA, WA	74,000	34,200	
2	LAND - 5512 S SHERIDAN AVE, TACOMA, WA	26,000	10,800	
3	LAND- BREMERTON WHEATON WAY	108,300	50,556	
4				
5				
6				
7				
8				
9				
10				

Form 990-PF, Part II, Line 13 - Investments - Other

TOTAL:			1,239,361	1,252,534
	Asset Description	Book Value End of Year	FMV End of Year	
1	THE DARWIN PARTNERSHIP, LP	413,379	378,399	
2	THE FALLEN ANGEL PARTNERSHIP, LP	825,982	874,135	
3				
4				
5				
6				
7				
8				
9				
10				

Form 990-PF, Part II, Line 15 - Other Assets

TOTAL:			100,000	100,000
	Asset Description	Book Value End of Year	FMV End of Year	
1	Homesight PRI	100,000	100,000	
2				
3				
4				
5				
6				
7				
8				
9				
10				

Form 990-PF, Part VIII, Line 1 - Compensation of Officers, Directors, Trustees and Foundation Managers

	Name	Street	City	State	Zip Code	Title	Avg Hrs	Comp	Benefits	TOTAL:	
										0	0
1	Carol A Backus	3414 NE 55th Street	Seattle	WA	98105	Director	1	0	0	0	0
2	Edward A Backus	3414 NE 55th Street	Seattle	WA	98105	President / Director	1	0	0	0	0
3	John Backus	3414 NE 55th Street	Seattle	WA	98105	Director / Treasurer	1	0	0	0	0
4	Valerie F Backus	3414 NE 55th Street	Seattle	WA	98105	Vice President / Director	1	0	0	0	0
5	Robert Fikso	3414 NE 55th Street	Seattle	WA	98105	Director	1	0	0	0	0
6	Willard Steckel	3414 NE 55th Street	Seattle	WA	98105	Director	1	0	0	0	0
7	Philip R Stoller	3414 NE 55th Street	Seattle	WA	98105	Director	1	0	0	0	0
8	Susan B Stoller	3414 NE 55th Street	Seattle	WA	98105	Director / Secretary	1	0	0	0	0
9											
10											

Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name	Address	City	State	Zip	Relationship to any foundation manager or substantial	Foundation status of recipient	Purpose of grant or contribution	Amount
826 SEATTLE	8414 GREENWOOD AVE N	SEATTLE	WA	98103	N/A	509(a)(1)	General & Unrestricted	\$300.00
A STEP AHEAD IN PIERCE CO	8717 S HOSMER ST STE A	TACOMA	WA	98444	N/A	509(a)(1)	Fostering Care Program	\$1,850.00
ABUSED DEAF WOMENS ADVOCACY SERVICES	8623 RSVT WAY NE	SEATTLE	WA	98115	N/A	509(a)(1)	General & Unrestricted	\$6,000.00
ACCESS FUND	PO BOX 17010	BOULDER	CO	80308	N/A	509(a)(1)	General & Unrestricted	\$250.00
ACE MENTOR PROGRAM OF AMERICA INC	1301 5TH AVE, STE 3200	SEATTLE	WA	98101	N/A	509(a)(1)	General & Unrestricted	\$600.00
ALEXANDER HAMILTON FRIENDS ASSOCIATION	218 - 1ST AVE S	SEATTLE	WA	98104	N/A	509(a)(1)	General & Unrestricted	\$100.00
ALZHEIMERS DISEASE AND RELATED DISORDERS ASSOCIATION	100 W HARRISON ST - N TOWER STE	SEATTLE	WA	98119	N/A	509(a)(1)	General & Unrestricted	\$250.00
AMERICAN TRUST	401 QUEEN CITY AVE	TUSCALOOSA	AL	35401	N/A	509(a)(1)	Rhodes Trust Fund	\$500.00
AMERICAS FOUNDATION FOR CHESS	11120 NE 33RD PL, STE 105	BELLEVUE	WA	98004	N/A	509(a)(1)	Seattle Schools Scholarship	\$5,000.00
ANNIE WRIGHT SCHOOL	827 N TACOMA AVE	TACOMA	WA	98403	N/A	509(a)(1)	General & Unrestricted	\$1,000.00
ARTS IN MOTION	10430 60TH AVE S	SEATTLE	WA	98178	N/A	509(a)(2)	General & Unrestricted	\$5,000.00
ASSISTANCE LEAGUE OF BELLINGHAM WASHINGTON	P O BOX 2998	BELLINGHAM	WA	98227	N/A	509(a)(1)	Operation School Bell (OSB) Division	\$5,000.00
ASSOCIATION FOR CATHOLIC CHILDHOOD	100 23RD AVE S	SEATTLE	WA	98144	N/A	509(a)(1)	Charitable Event	\$1,000.00
AUSTIN FOUNDATION	1918 TERRY AVE	SEATTLE	WA	98101	N/A	509(a)(1)	General & Unrestricted	\$1,400.00
BAINBRIDGE COMMUNITY FOUNDATION	221 WINSLOW WAY W STE 305	BAINBRIDGE IS	WA	98110	N/A	509(a)(1)	General & Unrestricted	\$1,000.00
BAINBRIDGE ISLAND ROWING CLUB	221 WINSLOW WAY W STE 204	BAINBRIDGE IS	WA	98110	N/A	509(a)(2)	High School Rowing Scholarship	\$2,000.00
BAINBRIDGE SCHOOLS FOUNDATION	8488 MADISON AVE NE	BAINBRIDGE ISLAND	WA	98110	N/A	509(a)(1)	General & Unrestricted	\$1,500.00
BELLEVUE CHRISTIAN SCHOOL	1601 98TH AVE NE	BELLEVUE	WA	98004	N/A	509(a)(1)	General & Unrestricted	\$1,000.00
BIG BROTHERS BIG SISTERS OF SOUTHWEST WASHINGTON	1802 BLK LK BLVD SW STE 102	OLYMPIA	WA	98512	N/A	509(a)(2)	Mentoring Youth in Foster Care Program	\$15,000.00
BIKE & BUILD INC	8109 RIDGE AVE, BLDG 2	PHILADELPHIA	PA	19128	N/A	509(a)(1)	General & Unrestricted	\$500.00

Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name	Address	City	State	Zip	Relationship to any foundation manager or board member	Foundation status of recipient	Purpose of grant or contribution	Amount
BOOK-IT REPERTORY THEATRE	SEATTLE CENTER 305 HARRISON ST	SEATTLE	WA	98109	N/A	509(a)(2)	General & Unrestricted	\$15,000.00
BOY SCOUTS OF AMERICA	3120 RAINIER AVE S	SEATTLE	WA	98144	N/A	509(a)(1)	Troop 609 Philmont Expedition Scholarship for Special Needs Fund	\$200.00
BOYS & GIRLS CLUBS OF WHATCOM CO	1715 KENTUCKY ST	BELLINGHAM	WA	98229	N/A	509(a)(1)	Summit Fund	\$5,000.00
BREMERTON HIGH SCHOOL PAY IT FORWARD SCHOLARSHIP	P O BOX 5317	BREMERTON	WA	98312	N/A	509(a)(1)	Bremerton High School Pay It Forward Scholarship Project	\$5,000.00
BRIDGE MINISTRIES	12356 NORTHUP WAY	BELLEVUE	WA	98005	N/A	509(a)(1)	General & Unrestricted	\$500.00
BRIDLE TRAILS PARK FOUNDATION	8619 132ND AVE NE STE 265	KIRKLAND	WA	98033	N/A	509(a)(1)	General & Unrestricted	\$5,000.00
BROOKLYN COMMUNITY HOUSING AND SERVICES INC	105 CARLTON AVE	BROOKLYN	NY	11205	N/A	509(a)(1)	General & Unrestricted	\$250.00
BROWN UNIVERSITY PROVIDENCE	164 ANGEL ST	PROVIDENCE	RI	02912	N/A	509(a)(1)	BOLT Program	\$1,000.00
BURKE MUSEUM ASSOCIATION	PO BOX 353010	SEATTLE	WA	98195	N/A	509(a)(1)	General & Unrestricted	\$1,000.00
CARINGBRIDGE	1715 YANKEE DOODLE RD, STE 301	EAGAN	MN	55121	N/A	509(a)(1)	General & Unrestricted	\$300.00
CASA LATINA	317 17TH AVE S	SEATTLE	WA	98144	N/A	509(a)(1)	General & Unrestricted	\$5,500.00
CENTER FOR WOODEN BOATS	1010 VALLEY ST	SEATTLE	WA	98109	N/A	509(a)(1)	General & Unrestricted	\$250.00
CHICAGO PUBLIC RADIO	NAVY PIER, 848 E GRAND AVE	CHICAGO	IL	60611	N/A	509(a)(1)	General & Unrestricted	\$750.00
CHILDHAVEN	318 BROADWAY	SEATTLE	WA	98122	N/A	509(a)(1)	General & Unrestricted	\$100.00
CHILDRENS INSTITUTE FOR LEARNING DIFFERENCES	4030 86TH AVE SE	MERCER ISLAND	WA	98040	N/A	509(a)(1)	General & Unrestricted	\$250.00
CITIZENS FOR OFF-LEASH AREAS	PO BOX 17469	SEATTLE	WA	98127	N/A	509(a)(1)	General & Unrestricted	\$500.00
COLLABORATIVE FOR ACADEMIC SOCIAL AND EMOTIONAL LEARNING - CASEL	815 W VAN BUREN ST STE 210	CHICAGO	IL	60607	N/A	509(a)(1)	General & Unrestricted	\$500.00
COLLEGE ACCESS NOW	PO BOX 22999	SEATTLE	WA	98122	N/A	509(a)(1)	General & Unrestricted	\$200.00
COMMUNITY CYCLING CENTER	3934 NE MLK BLVD NO 202	PORTLAND	OR	97212	N/A	509(a)(1)	General & Unrestricted	\$250.00
COMPANIS MISSION WORKERS ASSOCIATION	1111 HARVARD AVE	SEATTLE	WA	98122	N/A	509(a)(1)	General & Unrestricted	\$400.00

Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name	Address	City	State	Zip	Relationship to any foundation manager or individual	Foundation or other recipient	Purpose of grant or contribution	Amount
COMPASSION & CHOICES OF WASHINGTON	PO BOX 81989	SEATTLE	WA	98141	N/A	509(a)(2)	General & Unrestricted	\$150.00
COUNTRY DOCTOR COMMUNITY CLINIC	2101 E YESLER WAY STE 210	SEATTLE	WA	98122	N/A	509(a)(1)	General & Unrestricted	\$1,000.00
DAVID AND MARGARET HOME INC	1350 3RD ST	LA VERNE	CA	91750	N/A	509(a)(1)	General & Unrestricted	\$200.00
DAWN - DOMESTIC ABUSE WOMENS NETWORK	PO BOX 88007	TUKWILA	WA	98138	N/A	509(a)(1)	General & Unrestricted	\$350.00
DELTA SOCIETY	875 124TH AVE NE STE 101	BELLEVUE	WA	98005	N/A	509(a)(1)	General & Unrestricted	\$250.00
DOCTORS WITHOUT BORDERS USA INC	333 7TH AVE 2ND FL	NEW YORK	NY	10001	N/A	509(a)(1)	Improving Access to Women's Health Care Project	\$5,500.00
EASTSIDE LEGAL ASSISTANCE PROGRAM	1510 140TH AVE NE STE 110	BELLEVUE	WA	98005	N/A	509(a)(1)	ELAP's "Community Outreach Project"	\$5,000.00
ENGINEERS WITHOUT BORDERS USA INC	4685 NAUTILUS COURT, STE 300	BOULDER	CO	80301	N/A	509(a)(1)	General & Unrestricted	\$200.00
EPIPHANY PARISH	1805 38TH AVE	SEATTLE	WA	98122	N/A	509(a)(1)	Nightwatch Program	\$2,000.00
ETHIOPIAN COMMUNITY MUTUAL ASSOCIATION	8323 RAINIER AVE S	SEATTLE	WA	98118	N/A	509(a)(1)	Coffee House Project	\$1,000.00
FEDERAL WAY COMMUNITY CAREGIVING NETWORK	PO BOX 4717	FEDERAL WAY	WA	98063	N/A	509(a)(1)	Emergency Services Program	\$5,000.00
FRANKLIN W OLIN COLLEGE OF ENGINEERING INC	OLIN WAY MH-314	NEEDHAM	MA	02492	N/A	509(a)(1)	General & Unrestricted	\$2,000.00
FRIENDS OF TREES	3117 NE MILK BLVD	PORTLAND	OR	97212	N/A	509(a)(1)	General & Unrestricted	\$250.00
FRIENDS OF YOUTH	16225 NE 87TH ST STE A6	REDMOND	WA	98052	N/A	509(a)(2)	General & Unrestricted	\$5,000.00
GILDAS CLUB SEATTLE	1400 BROADWAY	SEATTLE	WA	98122	N/A	509(a)(1)	Cancer Education for Teens Program	\$15,000.00
GOODWILL DEVELOPMENT ASSOCIATION	1502 E YESLER WAY APT 2	SEATTLE	WA	98122	N/A	509(a)(1)	General & Unrestricted	\$500.00
GREATER MAPLE VALLEY COMMUNITY CENTER	22010 SE 248TH ST	MAPLE VALLEY	WA	98038	N/A	509(a)(1)	Maple Valley Youth Program	\$5,000.00
GREATER METRO PARKS FOUNDATION	4702 S 19TH ST	TACOMA	WA	98405	N/A	509(a)(1)	Metro Parks Tacoma Adaptive Recreation Program	\$5,000.00
GROWING GARDENS	2203 NE OREGON ST	PORTLAND	OR	97232	N/A	509(a)(1)	General & Unrestricted	\$250.00
GUIDE DOGS OF THE DESERT	60735 DILLON RD	WHITEWATER	CA	92282	N/A	509(a)(1)	General & Unrestricted	\$1,300.00

Name	Address	City	State	Zip	Relationship to any foundation manager or individual	Foundation status of recipient	Purpose of grant or contribution	Amount
HABITAT FOR HUMANITY PORTLAND METRO EAST	PO BOX 11527	PORTLAND	OR	97211	N/A	509(a)(1)	General & Unrestricted	\$250.00
HANFORD CHALLENGE	219 1ST AVE S STE 220	SEATTLE	WA	98104	N/A	509(a)(1)	General & Unrestricted	\$5,000.00
HEARING SPEECH & DEAFNESS CENTER	1625 19TH AVE	SEATTLE	WA	98122	N/A	509(a)(1)	General & Unrestricted	\$275.00
HELPING HAND HOUSE	P O BOX 710	PUYALLUP	WA	98371	N/A	509(a)(1)	General & Unrestricted	\$1,000.00
HELPING LINK	1032 S JACKSON ST STE C	SEATTLE	WA	98104	N/A	509(a)(1)	General & Unrestricted	\$800.00
HELPLINE HOUSE	282 KNECHTEL WAY NE	BAINBRIDGE IS	WA	98110	N/A	509(a)(1)	General & Unrestricted	\$500.00
HENDERSON-NORWESTER CAMP	PO BOX 668	LOPEZ ISLAND	WA	98261	N/A	509(a)(1)	Challenge Match Scholarship Fund	\$3,600.00
HILLSIDE FELLOWSHIP	5027 159TH PL SE	BELLEVUE	WA	98006	N/A	509(a)(1)	Scholarship Fund	\$200.00
HUMAN SOLUTIONS INC	12350 SE POWELL BLVD	PORTLAND	OR	97236	N/A	509(a)(1)	Warming or Homeless Shelters Division	\$250.00
HYLA MIDDLE SCHOOL	7861 BUCKLIN HILL RD NE	BAINBRIDGE IS	WA	98110	N/A	509(a)(1)	General Scholarship	\$500.00
ISLAND SCHOOL	8553 NE DAY RD	BAINBRIDGE IS	WA	98110	N/A	509(a)(1)	General & Unrestricted	\$1,000.00
JUMPING MOUSE CHILDRENS CENTER	1809 SHERIDAN ST	PORT TOWNSEND	WA	98368	N/A	509(a)(1)	General & Unrestricted	\$250.00
KCTS TELEVISION	401 MERCER ST	SEATTLE	WA	98109	N/A	509(a)(1)	General & Unrestricted	\$100.00
KING COUNTY SEXUAL ASSAULT RESOURCE CENTER	PO BOX 300	RENTON	WA	98057	N/A	509(a)(1)	Increasing Cyber Safety for At-Risk Youth Project	\$5,000.00
KUOW-PUGET SOUND PUBLIC RADIO	4518 UNIVERSITY WAY NE STE 310	SEATTLE	WA	98105	N/A	509(a)(1)	General & Unrestricted	\$850.00
LAKESIDE SCHOOL	14050 1ST AVE NE	SEATTLE	WA	98125	N/A	509(a)(1)	General & Unrestricted	\$1,000.00
LAW ADVOCATES	PO BOX 937	BELLINGHAM	WA	98227	N/A	509(a)(1)	Parenting Plan Clinic for Domestic Violence Victims and Survivors Program	\$5,000.00
LEFT FOOT ORGANICS	PO BOX 12772	OLYMPIA	WA	98508	N/A	509(a)(2)	General & Unrestricted	\$7,750.00
LIGHTHOUSE FOR THE BLIND INC	2501 S PLUM ST	SEATTLE	WA	98144	N/A	509(a)(2)	General & Unrestricted	\$1,000.00
LUTHERAN COMMUNITY SERVICES NORTHWEST	4040 S 188TH ST STE 300	SEATAC	WA	98188	N/A	509(a)(1)	Caregiver University Project	\$5,000.00

Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name	Address	City	State	Zip	Relationship to any foundation manager or substantial	Foundation status or recipient	Purpose of grant or contribution	Amount
MALOTO INC	85 S BROADWAY	NYACK	NY	10960	N/A	509(a)(2)	General & Unrestricted	\$700.00
MISSION TO SEAFARERS	3568 W MARGINAL WAY SW	SEATTLE	WA	98106	N/A	509(a)(1)	General & Unrestricted	\$5,000.00
MUSEUM OF HISTORY AND INDUSTRY	PO BOX 80816	SEATTLE	WA	98108	N/A	509(a)(1)	General & Unrestricted	\$150.00
NATIONAL MULTIPLE SCLEROSIS SOCIETY	192 NICKERSON ST STE 100	SEATTLE	WA	98109	N/A	509(a)(1)	General & Unrestricted	\$450.00
NATIONAL YOUTH SCIENCE FOUNDATION	PO BOX 3387	CHARLESTON	WV	25333	N/A	509(a)(1)	General & Unrestricted	\$500.00
NATURAL RESOURCES DEFENSE COUNCIL INC	40 W 20TH ST	NEW YORK	NY	10011	N/A	509(a)(1)	General & Unrestricted	\$350.00
NEW HORIZONS MINISTRIES NHM	2709 3RD AVE	SEATTLE	WA	98121	N/A	509(a)(1)	General & Unrestricted	\$5,000.00
NEW YORK PUBLIC RADIO	160 VARICK ST	NEW YORK	NY	10013	N/A	509(a)(1)	Radiolab Program	\$500.00
NORTHWEST HARVEST E M M	711 CHERRY ST	SEATTLE	WA	98104	N/A	509(a)(1)	The Stranger Challenge	\$1,000.00
NORTHWEST SCHOOL OF WOODEN BOAT BUILDING	42 N WATER ST	PORT HADLOCK	WA	98339	N/A	509(a)(1)	General & Unrestricted	\$725.00
NORTHWEST STRAITS MARINE CONSERVATION FOUNDATION	1155 N STATE ST STE 322	BELLINGHAM	WA	98225	N/A	509(a)(1)	General & Unrestricted	\$25,000.00
NW FURNITURE BANK	PO BOX 307	WAUNA	WA	98395	N/A	509(a)(1)	Expand Capacity of Furniture Bank Program	\$5,000.00
OPERATION NIGHTWATCH	PO BOX 21181	SEATTLE	WA	98111	N/A	509(a)(1)	Senior Shelter Project	\$5,000.00
OUTDOORS FOR ALL FOUNDATION	6344 NE 74TH ST	SEATTLE	WA	98115	N/A	509(a)(1)	General & Unrestricted	\$500.00
OYA NO KAI INC	PO BOX 13786	PORTLAND	OR	97213	N/A	509(a)(2)	Intern Program and Cultural Exchanges	\$1,500.00
PACIFIC BALLROOM DANCE	1604 15TH ST SW STE 109	AUBURN	WA	98001	N/A	509(a)(2)	5th Grade Dance Program Scholarship	\$1,000.00
PARADOX SPORTS	710 10TH ST	GOLDEN	CO	80401	N/A	509(a)(1)	General & Unrestricted	\$250.00
PEACE COMMUNITY CENTER	2106 S CUSHMAN AVE	TACOMA	WA	98405	N/A	509(a)(1)	Hilltop Scholars Program	\$7,500.00
PERKINS SCHOOL	9005 RSVT WAY NE	SEATTLE	WA	98115	N/A	509(a)(1)	General & Unrestricted	\$1,000.00
PLANNED PARENTHOOD OF GREATER WASHINGTON AND NORTH IDAHO	1117 TIETON DR	YAKIMA	WA	98902	N/A	509(a)(1)	General & Unrestricted	\$1,400.00

Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

NAME	Address	City	State	Zip	Relationship to any foundation manager or grantee	Foundation status of recipient	Purpose of grant or contribution	Amount
PLANNED PARENTHOOD OF THE GREAT NORTHWEST	2001 E MADISON ST	SEATTLE	WA	98122	N/A	509(a)(2)	General & Unrestricted	\$25,000.00
POST-PRISON EDUCATION PROGRAM	810 3RD AVE STE 180	SEATTLE	WA	98104	N/A	509(a)(1)	Implement a Program for Development	\$72,500.00
PRO PUBLICA INC	ONE EXCHANGE PLZ, 55 BROADWAY, 2	NEW YORK	NY	10006	N/A	509(a)(1)	General & Unrestricted	\$250.00
PROSPECT CONGREGATIONAL UNITED CHURCH OF CHRIST, Mental Health Chaplaincy Program	1919 E PROSPECT	SEATTLE	WA	98112	N/A	509(a)(1)	Mental Health Chaplaincy Division	\$500.00
PROVAIL	12550 AURORA AVE N	SEATTLE	WA	98133	N/A	509(a)(1)	2009 PROVAIL Assistive Technology Day Camp Project	\$10,000.00
PUGET SOUNDKEEPER ALLIANCE	5305 SHILSHOLE AVE NW STE 150	SEATTLE	WA	98107	N/A	509(a)(1)	General & Unrestricted	\$5,000.00
R MERLE PALMER MINORITY SCHOLARSHIP FOUNDATION	PO BOX 7119	TACOMA	WA	98417	N/A	509(a)(1)	Pre-college training and On-going Mentoring throughout College Project	\$10,000.00
RAGGED MOUNTAIN FOUNDATION INC	PO BOX 948	SOUTHINGTON	CT	06489	N/A	509(a)(1)	General & Unrestricted	\$500.00
RAILS TO TRAILS CONSERVANCY	2121 WARD COURT, NW 5TH FL	WASHINGTON	DC	20037	N/A	509(a)(1)	General & Unrestricted	\$250.00
RAINIER SCHOLARS	2100 24TH AVE S STE 360	SEATTLE	WA	98144	N/A	509(a)(1)	General & Unrestricted	\$500.00
RE SOURCES	2309 MERIDIAN ST	BELLINGHAM	WA	98225	N/A	509(a)(1)	General & Unrestricted	\$20,000.00
REAL CHANGE HOMELESS EMPOWERMENT PROJECT	219 1ST AVE S STE 220	SEATTLE	WA	98104	N/A	509(a)(1)	General & Unrestricted	\$18,000.00
RICHMOND ELEMENTARY SCHOOL PTA	2276 S E 41ST AVE	PORTLAND	OR	97214	N/A	509(a)(2)	Richmond School Foundation Fund	\$1,500.00
RISE & SHINE FOUNDATION	417 23RD AVE S	SEATTLE	WA	98144	N/A	509(a)(1)	Auction Fund	\$1,250.00
SAFEPLACE	PO BOX 2002	OLYMPIA	WA	98507	N/A	509(a)(1)	Crisis Intervention and Advocacy Services Program	\$5,000.00
SANCTUARY ART CENTER	1604 NE 50TH ST	SEATTLE	WA	98105	N/A	509(a)(1)	Art Education Program	\$10,000.00
SCIENCE AND MANAGEMENT OF ADDICTIONS	18 W MERCER ST STE 370	SEATTLE	WA	98119	N/A	509(a)(1)	General & Unrestricted	\$500.00
SEATTLE ANIMAL SHELTER	2081 15TH AVE W	SEATTLE	WA	98119	N/A	509(a)(1)	General & Unrestricted	\$200.00
SEATTLE AUDUBON SOCIETY	8050 35TH AVE NE	SEATTLE	WA	98115	N/A	509(a)(1)	General & Unrestricted	\$250.00
SEATTLE EDUCATION ACCESS	6920 RSVT WAY NE	SEATTLE	WA	98115	N/A	509(a)(1)	General & Unrestricted	\$250.00

Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name	Address	City	State	Zip	Relationship to any foundation manager or substantial	Foundation status of recipient	Purpose of grant or contribution	Amount
SEATTLE MUSIC PARTNERS	4533 SUNNYSIDE AVE N	SEATTLE	WA	98103	N/A	509(a)(1)	General & Unrestricted	\$10,000.00
SEATTLE PUBLIC LIBRARY FOUNDATION	1000 4TH AVE	SEATTLE	WA	98104	N/A	509(a)(1)	General & Unrestricted	\$200.00
SERVICE BOARD	4408 DELRIDGE WAY SW	SEATTLE	WA	98106	N/A	509(a)(1)	General & Unrestricted	\$2,000.00
SKAGIT FISHERIES ENHANCEMENT GROUP	1202 S 2ND ST STE C	MOUNT VERNON	WA	98273	N/A	509(a)(1)	General & Unrestricted	\$5,000.00
SKAGIT LAND TRUST	PO BOX 1017	MOUNT VERNON	WA	98273	N/A	509(a)(1)	General & Unrestricted	\$5,000.00
SOLID GROUND WASHINGTON	1501 N 45TH ST	SEATTLE	WA	98103	N/A	509(a)(1)	General & Unrestricted	\$5,000.00
SOUTHERN POVERTY LAW CENTER INC	400 WASHINGTON AVE	MONTGOMERY	AL	36104	N/A	509(a)(1)	General & Unrestricted	\$200.00
SPECIAL OLYMPICS WASHINGTON	1809 7TH AVE STE 1509	SEATTLE	WA	98101	N/A	509(a)(1)	General & Unrestricted	\$500.00
STREET ROOTS	211 NW DAVIS ST	PORTLAND	OR	97209	N/A	509(a)(2)	General & Unrestricted	\$500.00
STREET SENSE INC	1317 G ST NW	WASHINGTON	DC	20005	N/A	509(a)(2)	General & Unrestricted	\$500.00
SUMMER SCIENCE PROGRAM INC	436 JACKSON AVE	LIVERMORE	CA	94550	N/A	509(a)(1)	General & Unrestricted	\$750.00
TEACH FOR AMERICA INC	315 W 36TH ST	NEW YORK	NY	10018	N/A	509(a)(1)	General & Unrestricted	\$100,000.00
THE WASHINGTON BUS EDUCATION FUND	P O BOX 20188	SEATTLE	WA	98102	N/A	509(a)(1)	General & Unrestricted	\$300.00
THE MUSTARD SEED PROJECT OF KEY PENINSULA	PO BOX 182	VAUGHN	WA	98394	N/A	509(a)(1)	General & Unrestricted	\$5,000.00
THE NATURE CONSORTIUM	4408 DELRIDGE WAY SW STE 107	SEATTLE	WA	98106	N/A	509(a)(1)	General & Unrestricted	\$5,000.00
THE NEW HAVEN READS COMMUNITY BOOK BANK INC	45 BRISTOL ST	NEW HAVEN	CT	06511	N/A	509(a)(1)	General & Unrestricted	\$250.00
THE ROBERT PACKARD CENTER FOR ALS RESEARCH AT JOHNS HOPKINS UNIVERSITY	100 N CHARLES ST STE 405	BALTIMORE	MD	21201	N/A	509(a)(1)	Charitable Event	\$200.00
THE SEATTLE ACADEMY OF ARTS AND SCIENCES	1432 15TH AVE	SEATTLE	WA	98122	N/A	509(a)(1)	Zambia Program	\$1,000.00
THE WASHINGTON SUSTAINABLE FOOD & FARMING NETWORK	PO BOX 782	MOUNT VERNON	WA	98273	N/A	509(a)(1)	General & Unrestricted	\$10,000.00
TREASURE VALLEY COMMUNITY COLLEGE FOUNDATION	650 COLLEGE BLVD	ONTARIO	OR	97914	N/A	509(a)(1)	SRCI Inmate Education Program	\$250.00

Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name	Address	City	State	Zip	Relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
UNIDENTIFIED MOVING OBJECTS COMPANY INC - UMO ENSEMBLE	PO BOX 347	VASHON	WA	98070	N/A	509(a)(2)	General & Unrestricted	\$5,000.00
UNIVERSITY OF PUGET SOUND	1500 N WARNER ST STOP 1075	TACOMA	WA	98416	N/A	509(a)(1)	General & Unrestricted	\$500.00
UNIVERSITY PREPARATORY ACADEMY	8000 25TH AVE NE	SEATTLE	WA	98115	N/A	509(a)(1)	General & Unrestricted	\$500.00
VASHON ISLAND COMMUNITY CARE	15333 VASHON HWY SW	VASHON	WA	98070	N/A	509(a)(2)	General & Unrestricted	\$5,000.00
VIRGINIA MASON MEDICAL CENTER	P O BOX 1930, M S D1-M F	SEATTLE	WA	98111	N/A	509(a)(1)	Bailey-Boushay House Division	\$500.00
WASHINGTON STATE HOLOCAUST EDUCATION RESOURCE CENTER	2031 3RD AVE	SEATTLE	WA	98121	N/A	509(a)(1)	Teaching Tolerance Holocaust Teaching Trunks Program	\$10,000.00
WASHINGTON STATE PROSTATE CANCER COALITION	2680 169TH AVE SE	BELLEVUE	WA	98008	N/A	509(a)(1)	General & Unrestricted Domestic Violence Intervention and Prevention (DVIP) DV Dads Program	\$5,000.00
WELLSpring FAMILY SERVICES	1900 RAINIER AVE S	SEATTLE	WA	98144	N/A	509(a)(1)	Growing Up - Reaching Out Program	\$5,000.00
WESTSIDE BABY	10032 15TH AVE SW	SEATTLE	WA	98148	N/A	509(a)(1)		\$5,000.00
WIKIMEDIA FOUNDATION INC	P O BOX 894879	LOS ANGELES	CA	90189	N/A	509(a)(1)	General & Unrestricted	\$250.00
WOODS HOLE OCEANOGRAPHIC INSTITUTION	589 WOODS HOLE RD	WOODS HOLE	MA	2543	N/A	509(a)(1)	General & Unrestricted	\$250.00
YOUTH IN ACTION INC	672 BROAD ST	PROVIDENCE	RI	2907	N/A	509(a)(1)	General & Unrestricted	\$500.00
YOUTH SUICIDE PREVENTION PROGRAM	444 NE RAVENNA BLVD STE 103	SEATTLE	WA	98115	N/A	509(a)(1)	General & Unrestricted	\$7,500.00
YOUTHCARE	2500 NE 54TH ST	SEATTLE	WA	98105	N/A	509(a)(1)	General & Unrestricted	\$500.00
YWCA PIERCE COUNTY	405 BROADWAY	TACOMA	WA	98402	N/A	509(a)(2)	New Shelter Project	\$5,000.00