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

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

2011

For calendar year 2011 or tax year beginning

, 2011, and ending

, 20

Name of foundation T.E.W. FOUNDATION		A Employer identification number 91-1817398
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) (206) 667-0300
1000 SECOND AVENUE, 34TH FLOOR		
City or town, state, and ZIP code SEATTLE, WA 98104-1022		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) \$ 8,006,631.	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)	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)
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	185,826.	185,826.			ATCH 1
5a Gross rents	25,825.	25,825.			
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10	233,601.				
b Gross sales price for all assets on line 6a	1,040,910.				
7 Capital gain net income (from Part IV, line 2)		233,601.			
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	5.	5.			ATCH 2
12 Total. Add lines 1 through 11	445,257.	445,257.			
13 Compensation of officers, directors, trustees, etc.	0				
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule)					
b Accounting fees (attach schedule)					
c Other professional fees (attach schedule) *	24,000.	6,000.			18,000.
17 Interest					
18 Taxes (attach schedule) (see instructions) *	6,146.	2,332.			
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule) ATCH 5	55,659.	53,715.			
24 Total operating and administrative expenses. Add lines 13 through 23	85,805.	62,047.			18,000.
25 Contributions, gifts, grants paid	428,500.				428,500.
26 Total expenses and disbursements. Add lines 24 and 25	514,305.	62,047.			446,500.
27 Subtract line 26 from line 12.	-69,048.				
a Excess of revenue over expenses and disbursements		383,210.			
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)					

For Paperwork Reduction Act Notice, see instructions.

*ATCH 3 JSA ** ATCH 4

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing		1,817.	15,710.	15,710.
	2	Savings and temporary cash investments		38,087.	139,443.	139,443.
	3	Accounts receivable				
		Less allowance for doubtful accounts				
	4	Pledges receivable				
		Less allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule)				
		Less allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule), **	703,865.	589,083.	589,083.	
	b	Investments - corporate stock (attach schedule) ATCH 7	6,876,394.	6,219,544.	6,219,544.	
	c	Investments - corporate bonds (attach schedule) ATCH 8	702,445.	787,218.	787,218.	
	11	Investments - land, buildings, and equipment basis				
	Less accumulated depreciation (attach schedule)					
12	Investments - mortgage loans					
13	Investments - other (attach schedule) ATCH 9	242,648.	241,325.	241,325.		
14	Land, buildings, and equipment basis					
	Less accumulated depreciation (attach schedule)					
15	Other assets (describe ATCH 10)	19,951.	14,308.	14,308.		
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	8,585,207.	8,006,631.	8,006,631.		
Liabilities	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 ATCH 11)	5,770.	3,832.		
23	Total liabilities (add lines 17 through 22)	5,770.	3,832.			
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	8,579,437.	8,002,799.		
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ☐					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see instructions)	8,579,437.	8,002,799.		
	31	Total liabilities and net assets/fund balances (see instructions)	8,585,207.	8,006,631.		

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	8,579,437.
2	Enter amount from Part I, line 27a	2	-69,048.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	8,510,389.
5	Decreases not included in line 2 (itemize) ATTACHMENT 12	5	507,590.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	8,002,799.

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Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

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

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	233,601.
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	0

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	408,748.	8,021,827.	0.050954
2009	316,500.	7,124,327.	0.044425
2008	449,912.	8,618,725.	0.052202
2007	450,534.	9,917,288.	0.045429
2006	447,180.	9,114,536.	0.049062

2 Total of line 1, column (d)	2	0.242072
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	0.048414
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	8,336,775.
5 Multiply line 4 by line 3	5	403,617.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,832.
7 Add lines 5 and 6	7	407,449.
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	446,500.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	3,832.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	3,832.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	3,832.
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	5,752.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	5,752.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,920.	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax ☒ 1,920. Refunded ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		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 ☒ \$ 0 (2) On foundation managers ☒ \$ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☒ \$ 0		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? 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
4a 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?		
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	
8a 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

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ☐ N/A				
14	The books are in care of ☐ FOUNDATION MGMT GROUP, LLC Telephone no. ☐ 206-667-0300			
Located at ☐ 1000 SECOND AVENUE, 34TH FLOOR SEATTLE, WA ZIP + 4 ☐ 98104-1022				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ☐			
and enter the amount of tax-exempt interest received or accrued during the year ☐ 15				
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ☐				

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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)? ☐	1b	X
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 ☒ No		
If "Yes," list the years ☐		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) ☐	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ☐		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ 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	X
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? ☐	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011? ☐	4b	X

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?Organizations relying on a current notice regarding disaster assistance check here ☐**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**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 13		0	0	0

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

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

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

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

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

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 N/A	
2	
3	
4	

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

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

	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	8,256,074.
b	Average of monthly cash balances	1b	138,452.
c	Fair market value of all other assets (see instructions)	1c	69,205.
d	Total (add lines 1a, b, and c)	1d	8,463,731.
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	8,463,731.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	126,956.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,336,775.
6	Minimum investment return. Enter 5% of line 5	6	416,839.

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	416,839.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	3,832.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	3,832.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	413,007.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	413,007.
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	413,007.

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	446,500.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	446,500.
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	3,832.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	442,668.

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				413,007.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			32,057.	
b Total for prior years 20 09, 20 08, 20 07				
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e				
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 446,500.				
a Applied to 2010, but not more than line 2a			32,057.	
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2011 distributable amount				413,007.
e Remaining amount distributed out of corpus	1,436.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,436.			
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				
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)				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	1,436.			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011	1,436.			

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

NOT APPLICABLE

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling**b** Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year

Prior 3 years

(e) Total

(a) 2011

(b) 2010

(c) 2009

(d) 2008

b 85% of line 2a**c** Qualifying distributions from Part XII, line 4 for each year listed**d** Amounts included in line 2c not used directly for active conduct of exempt activities**e** Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c**3** Complete 3a, b, or c for the alternative test relied upon**a** "Assets" alternative test - enter

(1) Value of all assets

(2) Value of assets qualifying under section

4942(j)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed**c** "Support" alternative test - enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:****a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

N/A

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

N/A

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d**a** The name, address, and telephone number of the person to whom applications should be addressed**b** The form in which applications should be submitted and information and materials they should include**c** Any submission deadlines.**d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

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

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 <i>Paid during the year</i> ATTACHMENT 14				
Total			▶ 3a	428,500.
b <i>Approved for future payment</i>				
Total			▶ 3b	

Enter gross amounts unless otherwise indicated

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

JSA
1E1492 1 000

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- | | | Yes | No |
|----------|--|--------------|----|
| 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? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | 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.

Signature of officer or trustee

Date 11/7/12

X Secretary
Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

WALTER R. SMITH

Preparer's signature

W. G. Smith

Date:

NOV 5 219

Check		if
-------	--	----

self-employed

PTIN

P00937936

Firm's name ► BADER MARTIN, P.S.

Firm's EIN ► 91-1501421

Firm's address ► 1000 SECOND AVENUE, 34TH FLOOR
SEATTLE, WA

98104-1022

Phone no 206-621-1900

Form **990-PF** (2011)

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
11,886.		300 SH CREE INC PROPERTY TYPE: SECURITIES 20,307.				P	01/04/2011	05/03/2011
							-8,421.	
1,029,024.		SEE ATTACHMENT A PROPERTY TYPE: SECURITIES 787,002.				P	VARIOUS	VARIOUS
							242,022.	
TOTAL GAIN(LOSS)							<u>233,601.</u>	

ATTACHMENT 1FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
WELLS FARGO #3173 INTEREST INCOME	30,225.	30,225.
US GOVERNMENT INTEREST	27,895.	27,895.
WELLS FARGO #3173 DIVIDEND INCOME	123,170.	123,170.
ENDOWMENT TEI FUND, L.P.	1,892.	1,892.
CB RICHARD ELLIS	2,605.	2,605.
AUBURN SHOPPING CENTER	1.	1.
WELLS FARGO #3173 - OTHER INT	392.	392.
LESS ACC'D INT PAID	-354.	-354.
TOTAL	<u>185,826.</u>	<u>185,826.</u>

ATTACHMENT 2

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ENDOWMENT TEI FUND, L.P.	5.	5.
TOTALS	<u>5.</u>	<u>5.</u>

ATTACHMENT 3FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
MANAGEMENT FEES	24,000.	6,000.	18,000.
TOTALS	<u>24,000.</u>	<u>6,000.</u>	<u>18,000.</u>

ATTACHMENT 4FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FOREIGN TAX EXPENSE	2,332.	2,332.
FEDERAL EXCISE TAX	3,814.	
TOTALS	<u>6,146.</u>	<u>2,332.</u>

ATTACHMENT 5FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
BROKER AND COMMISSION FEES	51,742.	51,742.
DUES AND SUBSCRIPTIONS	1,760.	
LICENSE FEES	25.	
INVESTMENT EXPENSES	1,973.	1,973.
MEALS AND ENTERTAINMENT	159.	
TOTALS	<u>55,659.</u>	<u>53,715.</u>

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

<u>ATTACHMENT 6</u>		
<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
WELLS FARGO #3173	589,083.	589,083.
US OBLIGATIONS TOTAL	<u>589,083.</u>	<u>589,083.</u>

ATTACHMENT 7FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
WELLS FARGO #3173	6,219,544.	6,219,544.
TOTALS	<u>6,219,544.</u>	<u>6,219,544.</u>

ATTACHMENT 8FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
WELLS FARGO #3173	787,218.	787,218.
TOTALS	<u>787,218.</u>	<u>787,218.</u>

ATTACHMENT 9FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
INVEST. IN AUBURN SHOPPING LP	58,729.	58,729.
ENDOWMENT TEI FUND, L.P.	182,596.	182,596.
TOTALS	<u>241,325.</u>	<u>241,325.</u>

FORM 990PF, PART II - OTHER ASSETSATTACHMENT 10

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
DISTRIBUTION RECEIVABLE		
PREPAID FEDERAL EXCISE TAX	5,752.	5,752.
DIVIDEND RECEIVABLE	8,556.	8,556.
TOTALS	<u>14,308.</u>	<u>14,308.</u>

ATTACHMENT 11FORM 990PF, PART II - OTHER LIABILITIES

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>
FEDERAL EXCISE TAX PAYABLE	3,832.
TOTALS	<u>3,832.</u>

ATTACHMENT 12FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

CUMULATIVE ADJUSTMENT TO SECURITIES

507,590.

TOTAL

507,590.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 13TITLE AND AVERAGE HOURS PER
WEEK DEVOTED TO POSITIONNAME AND ADDRESS

ANN P WYCKOFF
1000 SECOND AVENUE, 34TH FLOOR
SEATTLE, WA 98104-1022

DIRECTOR
2.00

0 0 0

PAUL L WYCKOFF
1000 SECOND AVENUE, 34TH FLOOR
SEATTLE, WA 98104-1022

TREASURER/DIRECTOR
2.00

0 0 0

MARTHA WYCKOFF
1000 SECOND AVENUE, 34TH FLOOR
SEATTLE, WA 98104-1022

DIRECTOR
2.00

0 0 0

SHEILA WYCKOFF-DICKEY
1000 SECOND AVENUE, 34TH FLOOR
SEATTLE, WA 98104-1022

PRESIDENT/DIRECTOR
2.00

0 0 0

SUSAN WYCKOFF POHL
1000 SECOND AVENUE, 34TH FLOOR
SEATTLE, WA 98104-1022

VICE PRESIDENT/DIRECTOR
2.00

0 0 0

THEILINE WYCKOFF CRAMER
1000 SECOND AVENUE, 34TH FLOOR
SEATTLE, WA 98104-1022

DIRECTOR
2.00

0 0 0

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 13 (CONT'D)

TITLE AND AVERAGE HOURS PER
WEEK DEVOTED TO POSITION

NAME AND ADDRESS

ALISON WYCKOFF MILLIMAN
1000 SECOND AVENUE, 34TH FLOOR
SEATTLE, WA 98104-1022

DIRECTOR
2.00

0

0

DANIEL ASHER
1000 SECOND AVENUE, 34TH FLOOR
SEATTLE, WA 98104-1022

SECRETARY
2.00

0

0

GRAND TOTALS

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 14

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
LAKESIDE SCHOOL 14050 - 1ST AVE NE SEATTLE, WA 98125	NONE EXEMPT	TO SUPPORT THE LEEP PROGRAM	20,000.
TREEHOUSE 2100 - 24TH AVE. S., SUITE 200 SEATTLE, WA 98144	NONE EXEMPT	TO PROVIDE SUPPORT TO EXEMPT ORGANIZATION	10,000.
RAINIER SCHOLARS 2100 - 24TH AVE. S., SUITE 360 SEATTLE, WA 98144	NONE EXEMPT	TO PROVIDE SUPPORT TO EXEMPT ORGANIZATION	5,000.
PEOPLE FOR PUGET SOUND 911 WESTERN AVE., SUITE 580 SEATTLE, WA 98104	NONE EXEMPT	TO PROVIDE SUPPORT TO EXEMPT ORGANIZATION	2,500.
TUFTS UNIVERSITY 200 COLLEGE AVENUE MEDFORD, MA 02155	NONE EXEMPT	TO SUPPORT THE SCHOOL OF ENGINEERING	5,000.
SEATTLE AQUARIUM SOCIETY 1415 WESTERN AVE., SUITE 500 SEATTLE, WA 98101	NONE EXEMPT	TO PROVIDE SUPPORT TO EXEMPT ORGANIZATION	2,500.

FORM 990EF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 14 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
YMCA 909 FOURTH AVENUE SEATTLE, WA 98104	NONE EXEMPT	TO PROVIDE SUPPORT TO EXEMPT ORGANIZATION	40,000.
RECOVERY CAFE 2022 BOREN AVENUE SEATTLE, WA 98121	NONE EXEMPT	TO PROVIDE SUPPORT TO EXEMPT ORGANIZATION	5,000.
SEATTLE UNIVERSITY PO BOX 222000 SEATTLE, WA 98112	NONE EXEMPT	TO PROVIDE SUPPORT TO EXEMPT ORGANIZATION	10,000.
WA AEROSPACE SCHOLARS/AVIATION HIGH SCHOOL 9404 E. MARGINAL WAY SOUTH SEATTLE, WA 98108	NONE EXEMPT	TO PROVIDE SUPPORT TO EXEMPT ORGANIZATION	25,000.
BAINBRIDGE ISLAND LAND TRUST PO BOX 10144 BAINBRIDGE ISLAND, WA 98110	NONE EXEMPT	TO SUPPORT HILLTOP LAND ACQUISITION	20,000.
BURKE MUSEUM UNIVERSITY OF WASHINGTON PO BOX 353010 SEATTLE, WA 98195	NONE EXEMPT	TO SUPPORT DISCOVERIES IN GEOSCIENCE	15,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 14 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
FULCRUM FOUNDATION 710 NINTH AVENUE SEATTLE, WA 98104	NONE EXEMPT	TO PROVIDE SUPPORT TO EXEMPT ORGANIZATION	15,000.
NAVOS MENTAL HEALTH SOLUTIONS 2600 SW HOLDEN STREET SEATTLE, WA 98126	NONE EXEMPT	TO SUPPORT THE WELLNESS CENTER	15,000.
SEATTLE CHILDREN'S THEATRE 201 THOMAS STREET SEATTLE, WA 98109	NONE EXEMPT	TO PROVIDE SUPPORT TO EXEMPT ORGANIZATION	1,000.
WOODLAND PARK ZOO 601 N. 59TH STREET SEATTLE, WA 98103	NONE EXEMPT	TO SUPPORT PARTNERS FOR WILDLIFE	20,000.
ACT THEATRE 701 UNION STREET SEATTLE, WA 98101	NONE EXEMPT	TO SUPPORT THE YOUNG PLAYWRIGHTS PROGRAM	10,000.
CHIEF SEATTLE CLUB 410 - 2ND AVENUE, EXTENSION SOUTH SEATTLE, WA 98104	NONE EXEMPT	TO PROVIDE SUPPORT TO EXEMPT ORGANIZATION	25,000.

FORM 990EF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 14 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
WATER 1ST INTERNATIONAL 1904 - 3RD AVE., SUITE 1012 SEATTLE, WA 98101	NONE EXEMPT	TO PROVIDE SUPPORT TO EXEMPT ORGANIZATION	25,000.
YELLOWSTONE ASSOCIATION PO BOX 117 YELLOWSTONE NAT'L PARK, WY 82190	NONE EXEMPT	TO SUPPORT EDUCATIONAL PROGRAMS	1,000.
BENNINGTON COLLEGE ONE COLLEGE DRIVE BENNINGTON, VT 05201	NONE EXEMPT	TO PROVIDE SUPPORT TO EXEMPT ORGANIZATION	5,000.
CAPITOL HILL HOUSING FOUNDATION 1406 - 10TH AVE., SUITE 101 SEATTLE, WA 98122	NONE EXEMPT	TO SUPPORT THE 12TH AVENUE ARTS PROJECT	25,000.
DICKINSON COLLEGE PO BOX 1773 CARLISLE, PA 17013-2896	NONE EXEMPT	TO PROVIDE SUPPORT TO EXEMPT ORGANIZATION	5,000.
HAMLIN ROBINSON SCHOOL 1700 EAST UNION ST. SEATTLE, WA 98122	NONE EXEMPT	TO PROVIDE SUPPORT TO EXEMPT ORGANIZATION	2,500.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 14 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
LAFAYETTE COLLEGE 307 MARKLE HALL EASTON, PA 18042	NONE EXEMPT	TO SUPPORT THE LANDIS OUTREACH CENTER	5,000.
LARIMER COUNTY SEARCH & RESCUE 1300 N. SHIELDS ST. FORT COLLINS, CO 80524-1014	NONE EXEMPT	TO PROVIDE SUPPORT TO EXEMPT ORGANIZATION	2,500.
NATIONAL PARKS CONSERVATION ASSOCIATION 1200 - 5TH AVE., SUITE 1925 SEATTLE, WA 98101	NONE EXEMPT	TO SUPPORT THE NW REGION	9,500.
RYAN HILL RESEARCH FOUNDATION 7023 - 174TH ST SW EDMONDS, WA 98026	NONE EXEMPT	TO SUPPORT NATIONAL INPATIENT SAMPLE & ESOPHAGECTOMY STUDIES	9,500.
SEATTLE ACADEMY OF ARTS & SCIENCES 1201 E. UNION ST. SEATTLE, WA 98122	NONE EXEMPT	TO PROVIDE SUPPORT TO EXEMPT ORGANIZATION	5,000.
SEATTLE CHILDREN'S HOSPITAL FOUNDATION PO BOX 5371, M/S 200 SEATTLE, WA 98145	NONE EXEMPT	TO SUPPORT EMERGENCY SERVICES	1,000.

FORM 990PE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 14 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ST. JOSEPH SCHOOL 700 - 18TH AVE. E. SEATTLE, WA 98112	NONE EXEMPT		TO PROVIDE SUPPORT TO EXEMPT ORGANIZATION	2,500.
STUDENT CONSERVATION ASSOCIATION 1265 S. MAIN ST., SUITE 2010 SEATTLE, WA 98144	NONE EXEMPT		TO PROVIDE SUPPORT TO EXEMPT ORGANIZATION	70,000.
UNIVERSITY OF WASHINGTON - SCHOOL OF ART BOX 353765 SEATTLE, WA 98195	NONE EXEMPT		TO PROVIDE SUPPORT TO EXEMPT ORGANIZATION	7,000.
UNIVERSITY OF WASHINGTON - DEPT. OF ECONOMICS BOX 353765 SEATTLE, WA 98195	NONE EXEMPT		TO PROVIDE SUPPORT TO EXEMPT ORGANIZATION	7,000.
TOTAL CONTRIBUTIONS PAID				<u>428,500.</u>

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUEATTACHMENT 15

<u>DESCRIPTION</u>	<u>BUSINESS CODE</u>	<u>AMOUNT</u>	<u>EXCLUSION CODE</u>	<u>AMOUNT</u>	<u>RELATED OR EXEMPT FUNCTION INCOME</u>
--------------------	--------------------------	---------------	---------------------------	---------------	--

ENDOWMENT TEI FUND, L.P. K-1 - OTHER INCOME			18		5.
---	--	--	----	--	----

TOTALS

5.

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

► Attach to Form 1041, Form 5227, or Form 990-T. See the instructions for
Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2011

Name of estate or trust

T.E.W. FOUNDATION

Employer identification number

91-1817398

Note: Form 5227 filers need to complete **only** Parts I and II

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b **1b** -8,421.

2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824 **2**

3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts **3**

4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet **4** ()

5 **Net short-term gain or (loss).** Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back **5** -8,421.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b **6b** 242,022.

7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824 **7**

8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts **8**

9 Capital gain distributions **9**

10 Gain from Form 4797, Part I **10**

11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet **11** ()

12 **Net long-term gain or (loss).** Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back **12** 242,022.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2011

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part				
13	Net short-term gain or (loss)	13		-8,421.
14	Net long-term gain or (loss):			
a	Total for year	14a		242,022.
b	Unrecaptured section 1250 gain (see line 18 of the wrksh)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a	15		233,601.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation

16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of:	16	()
a	The loss on line 15, column (3) or		
b	\$3,000		

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if

- Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17	
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18	
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19	
20	Add lines 18 and 19	20	
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0-	21	
22	Subtract line 21 from line 20. If zero or less, enter -0-	22	
23	Subtract line 22 from line 17. If zero or less, enter -0-	23	
24	Enter the smaller of the amount on line 17 or \$2,300	24	
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ Yes. Skip lines 25 and 26, go to line 27 and check the "No" box. ☐ No. Enter the amount from line 23.	25	
26	Subtract line 25 from line 24.	26	
27	Are the amounts on lines 22 and 26 the same? ☐ Yes. Skip lines 27 thru 30, go to line 31. ☐ No. Enter the smaller of line 17 or line 22	27	
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28	
29	Subtract line 28 from line 27	29	
30	Multiply line 29 by 15% (15)	30	
31	Figure the tax on the amount on line 23. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31	
32	Add lines 30 and 31	32	
33	Figure the tax on the amount on line 17. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33	
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34	

Schedule D (Form 1041) 2011

Department of the Treasury
Internal Revenue Service

► See instructions for Schedule D (Form 1041).

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

2011

Name of estate or trust

T.E.W. FOUNDATION

Employer identification number

91-1817398

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less[illegible]

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b -8,421.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2011

TEW Foundation
Realized Gains and Losses
For the Calendar Year 2011

Description	Date		Proceeds	Cost	Gain/Loss
	Acquired	Sold			
Short Term:					
300 SHS CREE, INC	1/4/2011	5/3/2011	11,885.83	20,306.97	(8,421.14)
Long Term:					
200 SHS JOHNSON & JOHNSON	3/14/1985	1/4/2011	12,646.33	496.44	12,149.89
2000 SHS AMEX FINANCIAL SELECT SPDR	1/23/2008	1/4/2011	32,519.45	53,080.00	(20,560.55)
1500 SHS ISHARES S&P EUROPE 350	6/4/2003	1/4/2011	59,286.95	39,945.00	19,341.95
1800 SHS CVS/CAREMARK CORPORATION	4/28/2009	1/4/2011	63,016.93	54,522.00	8,494.93
500 SHS MICROSOFT	1/1/1990	1/4/2011	14,015.01	2,213.53	11,801.48
380 SHS EXXON MOBIL CORPORATION	8/18/1987	2/25/2011	32,592.24	3,654.36	28,937.88
300 SHS SPDR S&P MIDCAP 400 ETF TRUST	5/23/2002	3/2/2011	52,211.02	29,331.00	22,880.02
200 SHS E M C COPR MASS	8/28/2001	3/2/2011	5,366.07	3,404.00	1,962.07
150 SHS SPDR S&P MIDCAP 400 ETF TRUST	7/29/2003	3/18/2011	25,603.16	13,644.00	11,959.16
350 SHS SPDR S&P MIDCAP 400 ETF TRUST	5/23/2002	3/18/2011	59,740.70	34,219.50	25,521.20
200 SHS TARGET COPR	10/28/1997	3/18/2011	9,943.84	2,844.62	7,099.22
300 SHS E M C COPR MASS	8/28/2011	3/18/2011	7,656.12	5,106.00	2,550.12
500 SHS MICROSOFT	1/1/1990	3/18/2011	12,485.05	2,213.54	10,271.51
1800 SHS BEST BUY INC COM	11/20/2002	3/29/2011	52,145.54	29,547.49	22,598.05
200 CITRIX SYS INC COM	10/23/2007	5/3/2011	16,107.93	8,266.00	7,841.93
100000 FED HOME LN BK 5 375% 8/19/11	10/23/2006	8/11/2011	100,102.50	101,062.50	(960.00)
2000 SHS IPATH DOW JONES-UBS COM IDX	5/20/2010	9/23/2011	86,518.33	73,834.80	12,683.53
429.37 SHS HUSSMAN STRATEGIC GROWTH FD	10/2/2009	9/23/2011	5,641.93	5,586.11	55.82
2396.17 SHS HUSSMAN STRATEGIC GROWTH FD	3/3/2009	9/23/2011	31,485.62	30,000.00	1,485.62
100000 BANK ONE CORP 5.9% 11/15/11	6/20/2007	11/15/2011	100,000.00	100,972.00	(972.00)
200 SHS PEPSICO INC	8/21/1997	11/21/2011	12,623.76	6,772.03	5,851.73
1274 42 SHS MERGER FD SH BEN INT 260	10/2/2009	12/12/2011	20,365.24	19,409.43	955.81
903.18 SHS GATEWAY FUND - Y 1986	3/3/2009	12/12/2011	23,708.58	18,875.00	4,833.58
1263 52 SHS EATON VANCE GLOBAL MACRO - I	10/25/2010	12/12/2011	12,496.22	12,993.55	(497.33)
3250 SHS IPATH DOW JONES-UBS COM IDX	5/20/2010	12/21/2011	136,919.86	119,981.55	16,938.31
200 SHS VISA INC-CLASS A SHRS	4/2/2009	12/21/2011	20,125.63	11,238.36	8,887.27
1000 SHS INTEL CORP	12/14/1994	12/21/2011	23,699.54	3,789.06	19,910.48
Total Long Term			1,029,023.55	787,001.87	242,021.68
Total Short Term and Long Term			1,040,909.38	807,308.84	233,600.54

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

OMB No. 1545-1709

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

 you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

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

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

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

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

Part I only ☐

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

Enter filer's identifying number, see instructions

**Type or
print**

File by the
due date for
filing your
return. See
instructions

Name of exempt organization or other filer (see instructions)

Employer identification number (EIN) or

T.E.W. FOUNDATION

☒ 91-1817398

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

Social security number (SSN)

1000 SECOND AVENUE, 34TH FLOOR

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

SEATTLE, WA 98104-1022

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

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

• The books are in the care of ▶ FOUNDATION MGMT GROUP, LLC

Telephone No ▶ 206 667-0300FAX No. ▶ 206 682-1874

• If the organization does not have an office or place of business in the United States, check this box ☐

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach

a list with the names and EINs of all members the extension is for

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

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a \$	5,752.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b \$	5,752.
Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c \$	0

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

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

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

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box. ☒ **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

• If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed)

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions		Enter filer's identifying number, see instructions	
	T.E.W. FOUNDATION		☒ 91-1817398	Employer identification number (EIN) or
	Number, street, and room or suite no. If a P.O. box, see instructions		☐	Social security number (SSN)
	1000 SECOND AVENUE, 34TH FLOOR			
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.			
	SEATTLE, WA 98104-1022			

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

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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ☒ FOUNDATION MGMT GROUP, LLC
Telephone No ☒ 206 667-0300 FAX No ☒ 206 682-1874
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

I request an additional 3-month extension of time until 11/15, 2012
For calendar year 2011, or other tax year beginning _____, 20____, and ending _____, 20____

- 6 If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return
☐ Change in accounting period
- 7 State in detail why you need the extension ALL THE INFORMATION NECESSARY FOR THE PREPARATION OF A COMPLETE AND ACCURATE RETURN IS NOT CURRENTLY AVAILABLE, PRECLUDING THE FILING OF THE RETURN BY THE DUE DATE.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a \$	0
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b \$	0
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c \$	0

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ☒ V. S. Smith Title ☒ CA Date ☒ 8/14/12

Form 8868 (Rev 1-2012)