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- CHANGE of Accounting Period -

Form **990-PF**

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

OMB No 1545-0052

2011

Department of the Treasury
Internal Revenue Service

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

For calendar year 2011 or tax year beginning **04/01/11**, and ending **12/31/11**

Name of foundation Clara and Art Bald Trust		A Employer identification number 91-6275061
Number and street (or P O box number if mail is not delivered to street address) 2459 Smoke Tree Lane		B Telephone number (see instructions) 509-525-1664
City or town, state, and ZIP code Walla Walla WA 99362		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 1,972,754	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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 <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	9,603	9,603	9,603	
4 Dividends and interest from securities	39,101	39,101	39,101	
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10 Stmnt 1	37,257			
b Gross sales price for all assets on line 6a 234,772				
7 Capital gain net income (from Part IV, line 2)		9,783		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns & allowances				
b Less. Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	85,961	58,487	48,704	
13 Compensation of officers, directors, trustees, etc.	6,750	6,750		
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) Stmnt 2	2,250	2,250		
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions) Stmnt 3	1,969	1,969		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (att sch) Stmnt 4	83	83		
24 Total operating and administrative expenses. Add lines 13 through 23	11,052	11,052	0	0
25 Contributions, gifts, grants paid	101,020			101,020
26 Total expenses and disbursements. Add lines 24 and 25	112,072	11,052	0	101,020
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-26,111			
b Net investment income (if negative, enter -0-)		47,435		
c Adjusted net income (if negative, enter -0-)			48,704	

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2011)

G-14 21

SCANNED MAY 23 2012 Revenue

Operating and Administrative Expenses

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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	9,817	13,129	13,129
	2 Savings and temporary cash investments	10,393	26,531	26,531
	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 (att. schedule) ▶ Less: allowance for doubtful accounts ▶	0		
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U S. and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule) See Stmt 5	1,668,394	1,627,879	1,719,250
	c Investments—corporate bonds (attach schedule) See Stmt 6	227,278	221,278	212,890
	11 Investments—land, buildings, and equipment basis ▶ Less: accumulated depreciation (attach sch) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	14 Land, buildings, and equipment basis ▶ Less: accumulated depreciation (attach sch) ▶			
	15 Other assets (describe ▶ See Statement 7)		954	954
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	1,915,882	1,889,771	1,972,754
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 ▶)			
	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. ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	2,078,287	2,078,287	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	-162,405	-188,516	
	30 Total net assets or fund balances (see instructions)	1,915,882	1,889,771	
	31 Total liabilities and net assets/fund balances (see instructions)	1,915,882	1,889,771	

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	1,915,882
2 Enter amount from Part I, line 27a	2	-26,111
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	1,889,771
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	1,889,771

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 LT Capital Gain Distributions			
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 9,783			9,783
b			
c			
d			
e			

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			9,783
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**9,783****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.

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	89,602	2,062,603	0.043441
2009	99,436	1,798,674	0.055283
2008	124,059	2,007,972	0.061783
2007	120,145	2,489,230	0.048266
2006	115,431	2,434,429	0.047416

2 Total of line 1, column (d)**2****0.256189****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****0.051238****4** Enter the net value of noncharitable-use assets for 2011 from Part X, line 5**4****2,033,447****5** Multiply line 4 by line 3**5****104,190****6** Enter 1% of net investment income (1% of Part I, line 27b)**6****474****7** Add lines 5 and 6**7****104,664****8** Enter qualifying distributions from Part XII, line 4**8****101,020**

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.

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 <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	949
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	949
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	949
6	Credits/Payments:		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	898
b	Exempt foreign organizations—tax withheld at source	6b	374
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	1,272
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	1
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	322
11	Enter the amount of line 10 to be. Credited to 2012 estimated tax 322 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
1b 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
1c 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
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
4b 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		
8b 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? Website address ► N/A	13	X	

14 The books are in care of ► **Robert Zagelow** Telephone no. ► **509-525-1664**
2459 Smoke Tree Lane
 Located at ► **Walla Walla** WA ZIP+4 ► **99362**

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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A	1b		
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? N/A	1c		
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)): a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If "Yes," list the years ► 20 , 20 , 20 , 20 <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No 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) 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	2b		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No b If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011) N/A	3b		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 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?	4a		X
	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)? **N/A** ☐ **5b**

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? **N/A** ☐ 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? **6b** ☒

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

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

b If Yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **N/A** **7b**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Robert Zagelow 2459 Smoke Tree Lane Walla Walla WA 99362	Trustee 20.00	6,750	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

0

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 N/A	
2	
All other program-related investments. See instructions. 3	

Total. Add lines 1 through 3 ▶

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	2,034,478
b	Average of monthly cash balances	1b	29,935
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	2,064,413
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	2,064,413
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	30,966
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,033,447
6	Minimum investment return. Enter 5% of line 5	6	76,602

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	76,602
2a	Tax on investment income for 2011 from Part VI, line 5	2a	949
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	949
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	75,653
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	75,653
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	75,653

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	101,020
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	101,020
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	101,020

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				75,653
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			99,704	
b Total for prior years: 20____, 20____, 20____				
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: ▶ \$ 101,020				
a Applied to 2010, but not more than line 2a			99,704	
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				1,316
e Remaining amount distributed out of corpus				
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				
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				74,337
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				
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				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test—enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)**1 Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

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:

Robert Zagelow 509-525-1664
2459 Smoke Tree Lane Walla Walla WA 99362

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

No specific form

c Any submission deadlines:

Reasonable time to allow review by trustee

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

See Statement 8

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 Statement 9				101,020
Total			▶ 3a	101,020
b Approved for future payment N/A				
Total			▶ 3b	

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets

Whom Sold	Description	Date Acquired	Date Sold	How Received		Cost	Expense	Depreciation	Net Gain / Loss
				Sale Price	Purchase				
FNMA Ser 2001-78 C1 LL		10/23/09	2/25/11	\$ 1,000	Purchase 1,000	\$ 1,000	\$	\$	
FNMA Ser 2001-78 C1 LL		10/23/09	3/31/11	\$ 1,000	Purchase 1,000	1,000			
FNMA Ser 2001-78 C1 LL		10/23/09	5/25/11	\$ 2,000	Purchase 2,000	2,000			
FNMA Ser 2001-78 C1 LL		10/23/09	9/26/11	\$ 1,000	Purchase 1,000	1,000			
FNMA Ser 2001-78 C1 LL		10/23/09	11/25/11	\$ 2,000	Purchase 2,000	2,000			
Invesco VK Grwth & Inc Fund A		10/23/09	12/05/11	\$ 20,000	Purchase 20,000	18,544			1,456
Invesco VK Glb Franchise Fund A		10/23/09	3/30/11	\$ 17,489	Purchase 17,489	14,875			2,614
Invesco VK Corp Bond Fund A		10/23/09	12/05/11	\$ 20,000	Purchase 20,000	19,114			886
Franklin Utilities Fund C1 A		10/23/09	12/05/11	\$ 10,500	Purchase 10,500	10,500			
Invesco VK Grwth & Inc Fund A		10/23/09	3/29/11	\$ 50,000	Purchase 50,000	42,357			7,643
Invesco VK Glb Franchise Fund a		10/23/09	3/29/11	\$ 25,000	Purchase 25,000	21,281			3,719
Invesco VK Glb Franchise Fund A		10/23/09	3/29/11	\$ 75,000	Purchase 75,000	63,844			11,156
Total				\$ 224,989	\$ 197,515	\$ 0	\$ 0	\$ 0	\$ 27,474

Statement 2 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Indirect Accounting Fees	\$ 2,250	\$ 2,250	\$	\$
Total	\$ 2,250	\$ 2,250	\$ 0	\$ 0

Federal Statements

Statement 3 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Foreign Tax Withheld	\$ 374	\$ 374	\$	\$
Federal Income Tax	1,595	1,595		
Total	\$ 1,969	\$ 1,969	\$ 0	\$ 0

Statement 4 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Expenses			\$	
Miscellaneous	63	63		
Bank Service Charges	20	20		
Total	\$ 83	\$ 83	\$ 0	\$ 0

Federal Statements

Statement 5 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
Bond Fund of America Cl A	\$ 62,577	\$ 62,577	Cost	\$ 65,774
Capital Income Builder Fund	60,486	60,486	Cost	62,348
Franklin Utilities Fund	70,119	59,619	Cost	75,850
Invest. Co. of America	78,274	78,274	Cost	79,656
WA Mutual Investors	91,609	91,609	Cost	102,591
Amcap Fund Cl A	43,000	43,000	Cost	51,344
American International Growth & Inc	25,000	25,000	Cost	23,202
Capital World Bond Fund Cl A	62,000	62,000	Cost	62,366
Capital World Growth & Income Fd Cl	25,000	25,000	Cost	24,071
Europacific Growth Fund Cl A	25,000	25,000	Cost	22,968
Growth Fund of America Cl A	62,000	62,000	Cost	67,729
Income Fund of America Cl A	62,000	62,000	Cost	69,321
New World Fund Cl A	25,000	25,000	Cost	24,822
Van Kampen American Value Fd Cl A	50,000	50,000	Cost	62,374
Van Kampen Capital Growth Fd Cl A	50,000	31,456	Cost	38,411
Van Kampen Corporate Bond Fd Cl A	150,000	130,886	Cost	137,967
Van Kampen Emerging Markets Fd Cl A	50,000	50,000	Cost	50,392
Van Kampen Global Franchise Fd Cl A	100,000	14,875	Cost	14,875
Van Kampen Government Securities Fd	50,000	50,000	Cost	52,308
Van Kampen Growth & Income Fd Cl A	223,732	166,500	Cost	177,139
Van Kampen Harbor Fund Cl A	50,000	50,000	Cost	57,147
Van Kampen High Yield Fund Cl A	50,000	50,000	Cost	49,268
Van Kampen International Growth Fd	50,000	50,000	Cost	47,907
Van Kampen Real Estate Securities Fd	50,000	50,000	Cost	73,088
Van Kampen Small Cap Value Fd Cl A	50,000	50,000	Cost	54,716
Invesco Mid Cap Core Equity Fund	52,597	52,597	Cost	53,774
Invesco Sector Gold & Precious Metal		75,000	Cost	57,861
Invesco Sector Energy Fund		75,000	Cost	59,981
Total	\$ 1,668,394	\$ 1,627,879		\$ 1,719,250

Federal Statements

Statement 6 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
Federal Natl Mtg Assn Remic	\$ 15,000	\$ 9,000	Cost	\$ 9,733
Pub Svc Elec & Gas Co	27,000	27,000	Cost	31,797
General Electric	20,000	20,000	Cost	19,979
General Electric Cap Corp	40,000	40,000	Cost	38,793
Bank of America Corp	50,000	50,000	Cost	40,459
General Electric Capita Corp	50,000	50,000	Cost	49,162
MFS Charter Income Trust	25,278	25,278	Cost	22,967
Total	\$ 227,278	\$ 221,278		\$ 212,890

Federal Statements**Statement 7 - Form 990-PF, Part II, Line 15 - Other Assets**

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Fair Market Value</u>
Interest Receivable	\$ <u> </u>	\$ <u> 954</u>	\$ <u> 954</u>
Total	\$ <u> 0</u>	\$ <u> 954</u>	\$ <u> 954</u>

Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

Description

No specific form

Form 990-PF, Part XV, Line 2c - Submission Deadlines

Description

Reasonable time to allow review by trustee

Statement 8 - Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations

Description

Organizations listed under IRC Sections 501(c)(3) and (10) and Veteran's Organizations incorporated by Act of Congress and their subsidiaries.

Federal Statements

Statement 9 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year

Name	Address		Relationship	Status	Purpose	Amount
	Address					
Northwest Public Radio		PO Box 642530			General Operations	1,500
Pullman WA 99164		None				
WW County Conservation		315 W. Main Street			Trees	1,100
Walla Walla WA 99362		None				
WW Chamber Music Festival		PO Box 119			General Operations	2,500
Walla Walla WA 99362		None				
WW Symphony		26 E. Main St., Ste 201			Children's Programs	2,500
Walla Walla WA 99362		None				
Blue Mountain Land Trust		PO Box 1473			General Operations	5,000
Walla Walla WA 99362		None				
Carnegie Art Center		109 S. Palouse Street			Picture Lab	2,500
Walla Walla WA 99362		None				
Fort Walla Walla Museum		755 NE Myra Rd			Exhibits	4,000
Walla Walla WA 99362		None				
Campfire USA		414 South Park Street			After School Programs	3,000
Walla Walla WA 99362		None				
City of WW Parks & Rec		55 Moore Street			Scholarships	2,500
Walla Walla WA 99362		None				
Lincoln Health Center		534 S. 3rd, Ste 16			General Operations	3,000
Walla Walla WA 99362		None				
Planned Parenthood		828 S. 1st Avenue			General Operations	2,500
Walla Walla WA 99362		None				
Ag Forestry Leadership		9211 E. Mission, Ste J			General Operations	1,500
Spokane WA 99206		None				
Children's Home Society		1612 Penny Lane			General Operations	4,000
Walla Walla WA 99362		None				
Walla Walla Hospice		1067 Isaacs Avenue			General Operations	1,000
Walla Walla WA 99362		None				
Helpline		16 S. Colville Street			General Operations	5,000
Walla Walla WA 99362		None				
YWCA		213 S. 1st Avenue			General Operations	3,420
Walla Walla WA 99362		None				
WW County Public Health		314 W. Main Street			General Operations	2,500
Walla Walla WA 99362		None				
Touchnet Educational Found		PO Box 272			General Operations	4,000
Touchnet WA 99360		None				
Whitman College		345 Boyer Avenue			Harper Joy Building	10,000
Walla Walla WA 99362		None				

Federal Statements

**Statement 9 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year (continued)**

Name		Address		Relationship	Status	Purpose	Amount
Christian Aid Center	Walla Walla WA 99362		202 W. Birch	None		General Operations	2,500
Friends of Children of WW	Walla Walla WA 99362		120 E. Birch Street	None		General Operations	3,000
Whitman College Publishing Fund	Walla Walla WA 99362		345 Boyer Avenue	None		Publishing Fund	1,000
WW General Hospital Foundation	Walla Walla WA 99362		PO Box 1398	None		General Operations	500
Books for Babies	Walla Walla WA 99362		PO Box 2995	None		General Operations	1,500
Blue Mountain Humane Society	Walla Walla WA 99362		7 George Street	None		General Operations	4,500
Walla Walla YMCA	Walla Walla WA 99362		PO Box 1637	None		Medical/Seniors	1,500
Community Council	Walla Walla WA 99362		PO Box 2936	None		General Operations	3,000
St. Basil Academy	Walla Walla WA 99362		2347 S Wilbur Avenue	None		Scholarships	2,500
SOS Health Services of WW	College Place WA 99324		1200 SE 12th Street	None		General Operations	3,000
The Pantry Shelf of WW	Walla Walla WA 99362		325 S First Avenue	None		General Operations	1,500
WW Public Schools	Walla Walla WA 99362		451 S 45th Avenue	None		Sports Equip - Lincoln	2,500
St. Vincent De Paul	Walla Walla WA 99362		308 W Main Street	None		General Operations	2,500
Blue Mountain Action Council	Walla Walla WA 99362		342 Catherine Street	None		General Operations	2,500
Lillie Rice Center	Walla Walla WA 99362		2616 E Isaacs	None		General Operations	2,500
Blue Mountain Wildlife	Pendleton OR 97801		71046 Appaloosa Lane	None		Capital Campaign	5,000

