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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

OMB No 1545-0052

2011

For calendar year 2011, or tax year beginning 01-01-2011 , and ending 12-31-2011

G Check all that apply

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☐ Amended return

☐ Address change

☐ Name change

Name of foundation
SB SCHAAR & PK WHELPTON FOUNDATION
C/O DAN KOVARIK

A Employer identification number
91-6468169

Number and street (or P O box number if mail is not delivered to street address)
10655 NE FOURTH STREET SUITE 510

B Telephone number (see page 10 of the instructions)
(425) 213-1550

City or town, state, and ZIP code
BELLEVUE, WA 98004

C If exemption application is pending, check here ☐

D 1. Foreign organizations, check here ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

H Check type of organization

☒ Section 501(c)(3) exempt private foundation

☐ Section 4947(a)(1) nonexempt charitable trust

☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)
\$ 5,439,386

J Accounting method

☒ Cash

☐ Accrual

☐ Other (specify) _____
(Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	85,160			
	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.	157,385	157,385		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	97,173			
	b Gross sales price for all assets on line 6a <u>1,117,788</u>				
	7 Capital gain net income (from Part IV, line 2)		97,173		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	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	339,718	254,558		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule).				
	b Accounting fees (attach schedule).	2,845	1,422		1,423
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	5,778	3,278		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule).	1,309	82		1,227
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	9,932	4,782		2,650
	25 Contributions, gifts, grants paid.	206,350			206,350
	26 Total expenses and disbursements. Add lines 24 and 25	216,282	4,782		209,000
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	123,436			
	b Net investment income (if negative, enter -0-)		249,776		
	c Adjusted net income (if negative, enter -0-)				

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

Cat No 11289X

Form **990-PF** (2011)

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		
	2	Savings and temporary cash investments	300,484	280,547
	3	Accounts receivable ▶ <u>1,195</u>		
		Less allowance for doubtful accounts ▶ _____	958	1,195
	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 page 15 of the 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		
	10a	Investments—U S and state government obligations (attach schedule)		
	b	Investments—corporate stock (attach schedule)		
	c	Investments—corporate bonds (attach schedule).		
	11	Investments—land, buildings, and equipment basis ▶ _____		
		Less accumulated depreciation (attach schedule) ▶ _____		
	12	Investments—mortgage loans		
	13	Investments—other (attach schedule)	4,303,148	4,446,284
	14	Land, buildings, and equipment basis ▶ _____		
		Less accumulated depreciation (attach schedule) ▶ _____		
	15	Other assets (describe ▶ _____)		
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	4,604,590	4,728,026
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.		
	24	Unrestricted		
	25	Temporarily restricted		
	26	Permanently restricted		
		Foundations that do not follow SFAS 117, check here ▶ ☒		
		and complete lines 27 through 31.		
	27	Capital stock, trust principal, or current funds	4,548,502	4,728,026
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0
	29	Retained earnings, accumulated income, endowment, or other funds	56,088	0
	30	Total net assets or fund balances (see page 17 of the instructions)	4,604,590	4,728,026
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	4,604,590	4,728,026

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	4,604,590
2	Enter amount from Part I, line 27a	2	123,436
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	4,728,026
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	4,728,026

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 Additional Data Table			
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 See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) 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 See Additional Data Table			
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	97,173
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 pages 13 and 17 of the 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 page 18 of 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	198,814	4,596,407	0 043254
2009	279,079	4,279,961	0 065206
2008	286,890	5,365,724	0 053467
2007	182,296	5,518,605	0 033033
2006	107,142	4,050,855	0 026449

2	Total of line 1, column (d).	2	0 221409
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 044282
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4	5,275,364
5	Multiply line 4 by line 3.	5	233,604
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	2,498
7	Add lines 5 and 6.	7	236,102
8	Enter qualifying distributions from Part XII, line 4.	8	209,000

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 on page 18

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the 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)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	4,996
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	4,996
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	4,996
6		Credits/Payments			
a		2011 estimated tax payments and 2010 overpayment credited to 2011	6a	10,871	
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	10,871
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	5,875
11		Enter the amount of line 10 to be Credited to 2012 estimated tax ☐ 5,875	Refunded ☐	11	0

Part VII-AStatements Regarding Activities

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?		Yes	No
		1a		No
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)?			No
	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.			
c	Did the foundation file Form 1120-POL for this year?	1c		No
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.	2		No
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	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		No
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?	6		No
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	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the 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 .	8b	Yes	
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 on page 27)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

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 page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address  N/A	13	Yes	
14	The books are in care of  DAN KOVARIK Telephone no  (425) 213-1550 Located at  10655 NE FOURTH STREET SUITE 510 BELLEVUE WA ZIP +4  98004			
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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. 	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?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?  Yes  No If "Yes," list the years  20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the 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  20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?  Yes  No			
b	If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.</i>)	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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 page 22 of the 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 page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.		5b		
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? If "Yes," attach the statement required by Regulations section 53.4945–5(d).		☐ Yes	☐ No	
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.		6b No		
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?		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 page 22 of the 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
JULIE E EDSFORTH 10655 NE FOURTH STREET SUITE 510 BELLEVUE, WA 98004	MANAGING TRUSTEE 1 00	0	0	0
JABE BLUMENTHAL 10655 NE FOURTH STREET SUITE 510 BELLEVUE, WA 98004	TRUSTEE 1 00	0	0	0
2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the 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 page 23 of the 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.		0

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	0

Part X

Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	5,139,196
b	Average of monthly cash balances.	1b	216,504
c	Fair market value of all other assets (see page 24 of the instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	5,355,700
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	5,355,700
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	80,336
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	5,275,364
6	Minimum investment return. Enter 5% of line 5.	6	263,768

Part XI

Distributable Amount (see page 25 of the 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	263,768
2a	Tax on investment income for 2011 from Part VI, line 5.	2a	4,996
b	Income tax for 2011 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	4,996
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	258,772
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	258,772
6	Deduction from distributable amount (see page 25 of the instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	258,772

Part XII

Qualifying Distributions (see page 25 of the 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	209,000
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
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	209,000
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 page 26 of the instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	209,000
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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1	Distributable amount for 2011 from Part XI, line 7			
2	Undistributed income, if any, as of the end of 2011			
a	Enter amount for 2010 only.			
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 ▶ \$ 209,000			
a	Applied to 2010, but not more than line 2a			
b	Applied to undistributed income of prior years (Election required—see page 26 of the instructions)			
c	Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .			
d	Applied to 2011 distributable amount.			
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 page 27 of the instructions. . .			
e	Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions.			
f	Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011.			
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions).			
8	Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the 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 page 27 of the 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 organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	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 organization had \$5,000 or more in assets at any time during the year—see page 27 of the 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))

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

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 page 28 of the 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

DAN KOVARIK
10655 NE FOURTH STREET SUITE 510
BELLEVUE, WA 98004
(425) 213-1550

b

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

WRITTEN REQUEST STATING PURPOSE FOR WHICH THE CONTRIBUTION WILL BE USED

c

Any submission deadlines

NONE

d

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

NONE

Form 990-PF (2011)

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 Additional Data Table				
Total			3a	206,350
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities. . . .			14	157,385	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	97,173	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e). .		0		254,558	0
13 Total. Add line 12, columns (b), (d), and (e).			13		254,558

[illegible]

Part XVII

1

(a)

2.

■

1

4.

Schedule B

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2011

Name of organization SB SCHAAR & PK WHELPTON FOUNDATION C/O DAN KOVARIK	Employer identification number 91-6468169
--	---

Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)() (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

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

General Rule—

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ, that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or 990-EZ, that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or 990-EZ, that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

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

Name of organization SB SCHAAR & PK WHELPTON FOUNDATION C/O DAN KOVARIK	Employer identification number 91-6468169
--	---

Part I

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	JABE BLUMENTHAL JULIE EDSFORTH 10655 NE FOURTH STREET SUITE 510 BELLEVUE, WA 98004	\$ 85,160	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization SB SCHAAR & PK WHELPTON FOUNDATION C/O DAN KOVARIK	Employer identification number 91-6468169
--	---

Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. (Complete columns (a) through (e) and the following line entry)

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **\$1,000 or less** for the year (Enter this information once See instructions) ➤ \$

Use duplicate copies of Part III if additional space is needed

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

Additional Data

Software ID:
Software Version:
EIN: 91-6468169
Name: SB SCHAAR & PK WHELP
TON FOUNDATION
C/O DAN KOVARIK

Form 990PF - Special Condition Description:

Special Condition Description

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
ACCENTURE PLC CL A F	P	2007-04-10	2011-03-25
BARCLAYS BK IPATH ETN UBS COMM	P	2008-12-16	2011-01-28
CATERPILLAR INC	P	2011-01-28	2011-11-11
CATERPILLAR INC	P	2009-02-19	2011-01-05
CHEVRON CORPORATION	P	2008-10-17	2011-02-02
COLUMBIA ACORN INTL FD CL Z	P	2007-12-28	2011-04-14
DISCOVERY COMMUN SER A SERIES A	P	2011-08-01	2011-11-02
DONNA TX INDEPENDENT SCHOOL DIST BUILDING PRE-RE AT 2/15/11	P	2011-01-12	2011-02-15
EATON VANCE PARAMETRIC TAX MGD EMRG MKTS I	P	2008-12-16	2011-11-11
FHLB	P	2011-01-18	2011-03-28
GAMESTOP CORP CL A NEW	P	2009-12-02	2011-01-24
GAMESTOP CORP CL A NEW	P	2009-12-02	2011-04-14
GAMESTOP CORP CL A NEW	P	2009-12-02	2011-11-11
GOLDMAN SACHS ABSOLUTE RETURN TRACKER INST	P	2011-04-27	2011-11-02
GOLDMAN SACHS ABSOLUTE RETURN TRACKER INST	P	2008-12-16	2011-11-02
GOLDMAN SACHS ABSOLUTE RETURN TRACKER INST	P	2009-06-29	2011-11-02
GOLDMAN SACHS ABSOLUTE RETURN TRACKER INST	P	2009-10-22	2011-11-02
GUESS INC	P	2011-03-10	2011-12-28
GUESS INC	P	2011-03-10	2011-12-28
HENDERSON INTL OPPTY FD CL A	P	2009-10-22	2011-01-28
HONDA MOTOR CO LTD ADR	P	2005-09-08	2011-01-24
HUSSMAN STRATEGIC GRWTH	P	2008-05-06	2011-03-04
HUSSMAN STRATEGIC GRWTH	P	2009-06-29	2011-03-04
HUSSMAN STRATEGIC GRWTH	P	2009-10-14	2011-03-04
ILLINOIS TOOL WORKS INC	P	2007-01-10	2011-08-11
ILLINOIS TOOL WORKS INC	P	2007-01-10	2011-11-02
ISHARES S&P MIDCAP 400 INDEX FD	P	2007-03-12	2011-01-24
ISHARES S&P MIDCAP 400 INDEX FD	P	2007-03-12	2011-07-29
ISHARES S&P MIDCAP 400 INDEX FD	P	2007-03-12	2011-11-11
ISHARES S&P MIDCAP 400 INDEX FD	P	2007-03-12	2011-11-11

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
ISHARES S&P MIDCAP 400 INDEX FD	P	2007-03-12	2011-11-11
ISHARES S&P MIDCAP 400 INDEX FD	P	2009-03-20	2011-11-11
ISHARES TR BARCLAYS TIPS BOND FUND	P	2007-07-17	2011-01-18
ISHARES TR BARCLAYS TIPS BOND FUND	P	2007-07-17	2011-01-24
ISHARES TR BARCLAYS TIPS BOND FUND	P	2007-07-17	2011-11-02
ISHARES TR BARCLAYS TIPS BOND FUND	P	2009-10-12	2011-11-02
ISHARES TR COHEN & STEER REALTY MAJORS IND	P	2007-03-12	2011-07-29
ISHARES TR COHEN & STEER REALTY MAJORS IND	P	2007-03-12	2011-11-11
ISHARES TR COHEN & STEER REALTY MAJORS IND	P	2007-12-31	2011-11-11
ISHARES TR COHEN & STEER REALTY MAJORS IND	P	2007-12-31	2011-11-11
ISHARES TR MSCI EAFE FD MSCI EAFE INDEX FU	P	2007-07-17	2011-11-02
ISHARES TRUST S&P 500	P	2009-04-15	2011-04-21
ISHARES TRUST S&P 500	P	2009-04-15	2011-11-02
ISHARES TRUST S&P 500	P	2009-07-28	2011-11-02
JP MORGAN CHASE 3 125% DUE 12-01-11	P	2008-12-16	2011-12-01
MATTHEWS ASIAN GROWTH & INCOME FUND INV CL	P	2009-07-15	2011-01-28
MERIDIAN GROWTH FUND	P	2009-03-10	2011-01-24
MICROSOFT CORP	D	1996-01-03	2011-01-06
MKT VECTORS ETF TRUST GLOBAL ALTERNAT	P	2010-11-16	2011-11-02
MKT VECTORS ETF TRUST GLOBAL ALTERNAT	P	2011-01-24	2011-11-02
MKT VECTORS ETF TRUST GLOBAL ALTERNAT	P	2009-03-31	2011-11-02
MKT VECTORS ETF TRUST GLOBAL ALTERNAT	P	2009-10-12	2011-11-02
PEPSICO INCORPORATED	P	2004-08-18	2011-05-16
PIMCO TOTAL RETURN FD I	P	2006-04-11	2011-11-02
PIMCO TOTAL RETURN FD I	P	2007-06-28	2011-11-02
ROYCE VALUE FUND SERVICE CL	P	2006-05-08	2011-01-28
SASOL LIMITED SPON ADR F SPONSORED ADR 1 A	P	2010-05-03	2011-07-07
SCHLUMBERGER LTD F	P	2009-02-20	2011-04-07
SCHWINTL EQ ETF	P	2010-04-27	2011-01-24
SECTOR SPDR UTIL SELECT SHARES OF BENEFICI	P	2009-02-20	2011-01-28

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
SECTOR SPDR UTIL SELECT SHARES OF BENEFICI	P	2009-02-20	2011-06-06
SOHU COM INC F	P	2009-07-02	2011-02-07
SPDR GOLD TRUST SPDR GOLD SHARES	P	2009-02-13	2011-11-02
SPDR GOLD TRUST SPDR GOLD SHARES	P	2009-04-13	2011-11-02
VAN ECK GLOBAL HARD ASSETS FD	P	2009-07-31	2011-01-24
VAN ECK GLOBAL HARD ASSETS FD	P	2009-07-31	2011-11-11
VANGUARD DV GROWTH FD	P	2008-12-08	2011-01-31
VANGUARD EMERGING MKT ETF	P	2010-10-26	2011-01-24
WAL-MART STORES INC	P	2008-10-17	2011-01-24
WISDOMTREE INTL SMCP DIV INTL SMALLCAP DIV	P	2010-10-26	2011-08-10
WISDOMTREE INTL SMCP DIV INTL SMALLCAP DIV	P	2007-12-31	2011-08-10
WISDOMTREE INTL SMCP DIV INTL SMALLCAP DIV	P	2008-12-16	2011-08-10
WISDOMTREE INTL SMCP DIV INTL SMALLCAP DIV	P	2009-10-12	2011-08-10
WISDOMTREE INTL SMCP DIV INTL SMALLCAP DIV	P	2009-10-12	2011-08-10
POWERSHARES DB AGRICULTURE FUND	P		
POWERSHARES DB ENERGY FUND	P		
CAPITAL GAINS DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
5,441		3,829	1,612
4,869		3,457	1,412
9,578		9,574	4
4,722		1,363	3,359
4,810		3,210	1,600
4,500		4,699	-199
4,351		3,916	435
50,000		50,000	0
9,750		6,000	3,750
50,000		50,014	-14
2,093		2,194	-101
7,608		6,582	1,026
2,528		2,194	334
5,200		5,500	-300
72,915		70,000	2,915
18,326		18,000	326
44,738		45,000	-262
2,969		4,342	-1,373
2,969		4,342	-1,373
5,000		4,829	171
8,212		5,396	2,816
49,741		62,817	-13,076
15,777		17,000	-1,223
44,007		47,000	-2,993
4,427		4,665	-238
4,772		4,665	107
9,202		8,334	868
9,421		8,335	1,086
8,916		8,335	581
8,916		8,335	581

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
17,831		16,669	1,162
26,747		14,164	12,583
21,577		19,690	1,887
5,337		4,923	414
29,379		23,654	5,725
11,752		10,316	1,436
7,392		10,567	-3,175
5,192		7,925	-2,733
1,731		1,968	-237
13,846		15,746	-1,900
20,405		33,380	-12,975
6,692		4,240	2,452
52,605		36,036	16,569
15,472		12,211	3,261
100,000		101,906	-1,906
5,000		3,863	1,137
6,962		3,413	3,549
33,909		6,732	27,177
2,515		3,951	-1,436
2,515		4,204	-1,689
25,145		37,462	-12,317
5,029		10,189	-5,160
14,199		10,022	4,177
1,371		1,313	58
11,580		10,881	699
8,000		7,022	978
5,457		4,085	1,372
9,115		3,685	5,430
2,832		2,568	264
3,166		2,609	557

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
3,307		2,609	698
8,518		6,100	2,418
25,304		13,860	11,444
12,652		6,588	6,064
5,968		4,114	1,854
21,950		16,072	5,878
2,971		2,257	714
4,738		4,729	9
5,579		5,376	203
4,494		4,928	-434
22,468		32,548	-10,080
13,481		10,231	3,250
6,740		6,853	-113
2,247		2,287	-40
		1,554	-1,554
		1,188	-1,188
28,860			28,860

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			1,612
			1,412
			4
			3,359
			1,600
			-199
			435
			0
			3,750
			-14
			-101
			1,026
			334
			-300
			2,915
			326
			-262
			-1,373
			-1,373
			171
			2,816
			-13,076
			-1,223
			-2,993
			-238
			107
			868
			1,086
			581
			581

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			1,162
			12,583
			1,887
			414
			5,725
			1,436
			-3,175
			-2,733
			-237
			-1,900
			-12,975
			2,452
			16,569
			3,261
			-1,906
			1,137
			3,549
			27,177
			-1,436
			-1,689
			-12,317
			-5,160
			4,177
			58
			699
			978
			1,372
			5,430
			264
			557

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			698
			2,418
			11,444
			6,064
			1,854
			5,878
			714
			9
			203
			-434
			-10,080
			3,250
			-113
			-40
			-1,554
			-1,188
			28,860

Form 990PF Part XV Line 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				
826 SEATTLE8414 GREENWOOD AVENUE NORTH SEATTLE,WA 98103	NONE	501(C)(3)	CONTRIBUTION TO BE USED FOR CHARITABLE PURPOSES	1,000
ACLU OF WASHINGTON FOUNDTION705 - 2ND AVENUE 3RD FLOOR SEATTLE,WA 98104	NONE	501(C)(3)	CONTRIBUTION TO BE USED FOR CHARITABLE PURPOSES	750
AMERICAN FARMLAND TRUST 1200 18TH STREET NW SUITE 800 WASHINGTON,DC 20036	NONE	501(C)(3)	CONTRIBUTION TO BE USED FOR CHARITABLE PURPOSES	500
CAIR PROJECTPO BOX 17121 SEATTLE,WA 98127	NONE	501(C)(3)	CONTRIBUTION TO BE USED FOR CHARITABLE PURPOSES	500
CASA LATINA220 BLANCHARD ST SEATTLE,WA 98121	NONE	501(C)(3)	CONTRIBUTION TO BE USED FOR CHARITABLE PURPOSES	1,500
CHELAN DOUGLAS LAND TRUST 15 PALOUSE WENATCHEE,WA 98807	NONE	501(C)(3)	CONTRIBUTION TO BE USED FOR CHARITABLE PURPOSES	2,500
CHILDCARE RESOURCES1225 SOUTH WELLER - SUITE 300 SEATTLE,WA 98144	NONE	501(C)(3)	CONTRIBUTION TO BE USED FOR CHARITABLE PURPOSES	500
CLIMATE SOLUTIONS1601 SECOND AVE SUITE 615 SEATTLE,WA 98101	NONE	501(C)(3)	CONTRIBUTION TO BE USED FOR CHARITABLE PURPOSES	10,000
COLLEGE ACCESS NOW7203 LEDROIT COURT SW SEATTLE,WA 98136	NONE	501(C)(3)	CONTRIBUTION TO BE USED FOR CHARITABLE PURPOSES	2,500
COLLEGE SUCCESS FOUNDATION 1605 NW SAMMAMISH ROAD SUITE 200 ISSAQUAH,WA 98027	NONE	501(C)(3)	CONTRIBUTION TO BE USED FOR CHARITABLE PURPOSES	20,000
EARTH JUSTICE426 17TH STREET OAKLAND,CA 94612	NONE	501(C)(3)	CONTRIBUTION TO BE USED FOR CHARITABLE PURPOSES	4,000
EXHALE484 LAKE PARK AVENUE 63 OAKLAND,CA 94610	NONE	501(C)(3)	CONTRIBUTION TO BE USED FOR CHARITABLE PURPOSES	1,000
FOOD BANK AT ST MARY'S2831 N 31ST AVENUE PHOENIX,AZ 85009	NONE	501(C)(3)	CONTRIBUTION TO BE USED FOR CHARITABLE PURPOSES	1,000
FOOD LIFELINE1702 NE 150TH STREET SHORELINE,WA 98155	NONE	501(C)(3)	CONTRIBUTION TO BE USED FOR CHARITABLE PURPOSES	1,000
FRED HUTCHINSON BREAST CANCER RESEARCH1100 FAIRVIEW AVENUE NORTH SEATTLE,WA 98109	NONE	501(C)(3)	CONTRIBUTION TO BE USED FOR CHARITABLE PURPOSES	2,000
FUTUREWISE814 SECOND AVENUE SUITE 500 SEATTLE,WA 98104	NONE	501(C)(3)	CONTRIBUTION TO BE USED FOR CHARITABLE PURPOSES	2,000
GIDDENS SCHOOL620 20TH AVE S SEATTLE,WA 98144	NONE	501(C)(3)	CONTRIBUTION TO BE USED FOR CHARITABLE PURPOSES	22,000
GRIST710 SECOND AVENUE SUITE 860 SEATTLE,WA 98104	NONE	501(C)(3)	CONTRIBUTION TO BE USED FOR CHARITABLE PURPOSES	500
GROUNDWIRE1402 THIRD AVE SUITE 1000 SEATTLE,WA 98101	NONE	501(C)(3)	CONTRIBUTION TO BE USED FOR CHARITABLE PURPOSES	2,000
INTL GAY & LESBIAN HUMAN RIGHTS80 MAIDEN LANE SUITE 1505 NEW YORK,NY 10038	NONE	501(C)(3)	CONTRIBUTION TO BE USED FOR CHARITABLE PURPOSES	500
ISLANDWOOD4450 BLAKELY AVE NE BAINBRIDGE ISLAND,WA 98110	NONE	501(C)(3)	CONTRIBUTION TO BE USED FOR CHARITABLE PURPOSES	500
KUOWNPR4518 UNIVERSITY WAY NE SUITE 310 SEATTLE,WA 98105	NONE	501(C)(3)	CONTRIBUTION TO BE USED FOR CHARITABLE PURPOSES	1,500
LAKESIDE SCHOOL13510 1ST AVENUE NORTHEAST SEATTLE,WA 98125	NONE	501(C)(3)	CONTRIBUTION TO BE USED FOR CHARITABLE PURPOSES	1,000
LEGAL VOICE907 PINE STREET SUITE 500 SEATTLE,WA 98101	NONE	501(C)(3)	CONTRIBUTION TO BE USED FOR CHARITABLE PURPOSES	2,000
LEV FOUNDATIONPO BOX 3831 BEVERLY HILLS,CA 90212	NONE	501(C)(3)	CONTRIBUTION TO BE USED FOR CHARITABLE PURPOSES	4,000
MEDICAL STUDENTS FOR CHOICE PO BOX 40188 PHILADELPHIA,PA 19106	NONE	501(C)(3)	CONTRIBUTION TO BE USED FOR CHARITABLE PURPOSES	300
NATURAL RESOURCES DEFENSE COUNCIL40 WEST 20TH STREET NEW YORK,NY 10011	NONE	501(C)(3)	CONTRIBUTION TO BE USED FOR CHARITABLE PURPOSES	1,000
ONE AMERICA1227 WELLER STREET SEATTLE,WA 98144	NONE	501(C)(3)	CONTRIBUTION TO BE USED FOR CHARITABLE PURPOSES	1,000
OPEN ARMS PERINATAL SERVICES2524 16TH AVE S 207-A SEATTLE,WA 98144	NONE	501(C)(3)	CONTRIBUTION TO BE USED FOR CHARITABLE PURPOSES	1,000
PATH1455 NW LEARY WAY SEATTLE,WA 98107	NONE	501(C)(3)	CONTRIBUTION TO BE USED FOR CHARITABLE PURPOSES	1,000

Form 990PF Part XV Line 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				
PHILANTHROPY NORTHWEST2101 FOURTH AVENUE SUITE 650 SEATTLE,WA 98121	NONE	501(C)(3)	CONTRIBUTION TO BE USED FOR CHARITABLE PURPOSES	300
POWERFUL SCHOOLS3301 S HORTON STREET SEATTLE,WA 98144	NONE	501(C)(3)	CONTRIBUTION TO BE USED FOR CHARITABLE PURPOSES	500
POWERFUL VOICES1620 - 18TH AVENUE SUITE 100 SEATTLE,WA 98122	NONE	501(C)(3)	CONTRIBUTION TO BE USED FOR CHARITABLE PURPOSES	30,000
PRIDE FOUNDATION1122 E PIKE STREET PMB 1001 SEATTLE,WA 98122	NONE	501(C)(3)	CONTRIBUTION TO BE USED FOR CHARITABLE PURPOSES	1,000
RAILS TO TRAILS2121 WARD CT NW WASHINGTON,DC 20037	NONE	501(C)(3)	CONTRIBUTION TO BE USED FOR CHARITABLE PURPOSES	1,000
RAINIER SCHOLARS2100 24TH AVENUE SOUTH SUITE 210 SEATTLE,WA 98144	NONE	501(C)(3)	LINDA - 05/07/12 10 41AM WORKSHEET PRIVATE FOUNDATION	1,000
REAL CHANGE2129 2ND AVE SEATTLE,WA 98121	NONE	501(C)(3)	CONTRIBUTION TO BE USED FOR CHARITABLE PURPOSES	2,000
SIGHTLINE INSTITUTE1402 THIRD AVENUE SUITE 500 SEATTLE,WA 98101	NONE	501(C)(3)	CONTRIBUTION TO BE USED FOR CHARITABLE PURPOSES	1,500
SKAGITONIANS TO PRESERVE FARMLAND414A SNOQUALMIE STREET MOUNT VERNON,WA 98273	NONE	501(C)(3)	CONTRIBUTION TO BE USED FOR CHARITABLE PURPOSES	500
SOLID GROUND1501 N 45TH ST SEATTLE,WA 98103	NONE	501(C)(3)	CONTRIBUTION TO BE USED FOR CHARITABLE PURPOSES	6,000
TECHNOLOGY ACCESS FOUNDATION4436 RAINIER AVENUE SOUTH SEATTLE,WA 98118	NONE	501(C)(3)	CONTRIBUTION TO BE USED FOR CHARITABLE PURPOSES	1,000
THE SERVICE BOARD2017 EAST SPRUCE STREET SEATTLE,WA 98122	NONE	501(C)(3)	CONTRIBUTION TO BE USED FOR CHARITABLE PURPOSES	1,000
THORNE ECOLOGICAL INSTITUTE 1466 N 63RD STREET BOULDER,CO 80303	NONE	501(C)(3)	CONTRIBUTION TO BE USED FOR CHARITABLE PURPOSES	1,000
UNION OF CONCERNED SCIENTISTS2 BRATTLE SQUARE CAMBRIDGE,MA 02238	NONE	501(C)(3)	CONTRIBUTION TO BE USED FOR CHARITABLE PURPOSES	500
UNIVERSITY SCHOOL OF SOCIAL WORK4101 15TH AVENUE NE SEATTLE,WA 98105	NONE	501(C)(3)	CONTRIBUTION TO BE USED FOR CHARITABLE PURPOSES	2,500
WASHINGTON BUS EDUCATION FUNDPO BOX 20188 SEATTLE,WA 98102	NONE	501(C)(3)	CONTRIBUTION TO BE USED FOR CHARITABLE PURPOSES	4,000
WASHINGTON GREEN SCHOOLS 4649 SUNNYSIDE AVE N SUITE 303 SEATTLE,WA 98103	NONE	501(C)(3)	CONTRIBUTION TO BE USED FOR CHARITABLE PURPOSES	1,000
WASHINGTON PROGRESS ALLIANCE1402 THIRD AVE SUITE 515 SEATTLE,WA 98101	NONE	501(C)(3)	CONTRIBUTION TO BE USED FOR CHARITABLE PURPOSES	30,000
WASHINGTON STATE BUDGET & POLICY CENTER1402 THIRD AVENUE SUITE 1215 SEATTLE,WA 98101	NONE	501(C)(3)	CONTRIBUTION TO BE USED FOR CHARITABLE PURPOSES	1,000
WASHINGTON SUSTAINABLE FOOD & FARMING NETWORK419 S FIRST STREET SUITE 201 MOUNT VERNON,WA 98273	NONE	501(C)(3)	CONTRIBUTION TO BE USED FOR CHARITABLE PURPOSES	500
WASHINGTON TOXICS COALITION 4649 SUNNYSIDE AVENUE N SUITE 540 SEATTLE,WA 98103	NONE	501(C)(3)	CONTRIBUTION TO BE USED FOR CHARITABLE PURPOSES	1,000
WHITMAN COLLEGE345 BOYER AVE WALLA WALLA,WA 99362	NONE	501(C)(3)	CONTRIBUTION TO BE USED FOR CHARITABLE PURPOSES	5,000
WOMAN'S FUNDING ALLIANCE603 STEWART STREET SUITE 207 SEATTLE,WA 98101	NONE	501(C)(3)	CONTRIBUTION TO BE USED FOR CHARITABLE PURPOSES	20,000
WOODLAND PARK ZOO601 N 59TH STREET SEATTLE,WA 98103	NONE	501(C)(3)	CONTRIBUTION TO BE USED FOR CHARITABLE PURPOSES	5,000
Total  3a				206,350

TY 2011 Accounting Fees Schedule**Name:** SB SCHAAR & PK WHELPTON FOUNDATION

C/O DAN KOVARIK

EIN: 91-6468169

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	2,845	1,422		1,423

TY 2011 Investments - Other Schedule**Name:** SB SCHAAR & PK WHELPTON FOUNDATION

C/O DAN KOVARIK

EIN: 91-6468169

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
CHARLES SCHWAB INVESTMENT ACCOUNT	AT COST	4,344,684	5,055,944
POWER SHARES DB AGRICULTURE	AT COST	52,598	51,984
POWER SHARES DB ENERGY	AT COST	49,002	49,716

TY 2011 Other Expenses Schedule**Name:** SB SCHAAR & PK WHELPTON FOUNDATION

C/O DAN KOVARIK

EIN: 91-6468169

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
WASH STATE FILING FEE	25	13		12
MISC EXPENSES	1	1		0
ASSOCIATION DUES - PHILANTHROPY NORTHWEST	1,200	0		1,200
BANK FEES	15	0		15
POWERSHARES DB AGRICULTURE	36	36		0
POWERSHARES DB ENERGY	32	32		0

TY 2011 Taxes Schedule**Name:** SB SCHAAR & PK WHELPTON FOUNDATION

C/O DAN KOVARIK

EIN: 91-6468169

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	3,278	3,278		0
EXCISE TAX	2,500	0		0