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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 , and ending

Name of foundation: TELLUMIND FOUNDATION

A Employer identification number: 91-6498738

Number and street (or P O box number if mail is not delivered to street address): 1920 4TH AVENUE UNIT 1809 | Room/suite:

B Telephone number (see instructions): (425) 894-0120

City or town, state, and ZIP code: SEATTLE WA 98101-5118

C If exemption application is pending, check here ▶ ☐

G Check all that apply. ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☒ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization: ☐ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☒ Other taxable private foundation

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 561,959

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis)*

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	0	0		
	4 Dividends and interest from securities	14,751	14,751		
	5 a Gross rents		0		
	b Net rental income or (loss) 0				
	6 a Net gain or (loss) from sale of assets not on line 10	-10,044			
	b Gross sales price for all assets on line 6a 121,573				
	7 Capital gain net income (from Part IV, line 2)		0		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10 a Gross sales less returns and allowances 0				
	b Less Cost of goods sold 0				
	c Gross profit or (loss) (attach schedule)	0			
	11 Other income (attach schedule)	0	0	0	
	12 **Total.** Add lines 1 through 11	4,707	14,751	0	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)	0	0	0	0
	b Accounting fees (attach schedule)	757	0	0	0
	c Other professional fees (attach schedule)	6,354	6,354	0	0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	229	229	0	0
	19 Depreciation (attach schedule) and depletion	0	0	0	
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	75	75	0	0
	24 **Total operating and administrative expenses.** Add lines 13 through 23	7,415	6,658	0	0
	25 Contributions, gifts, grants paid	27,500			27,500
	26 **Total expenses and disbursements.** Add lines 24 and 25	34,915	6,658	0	27,500
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-30,208			
	b **Net investment income** (if negative, enter -0-)		8,093		
	c **Adjusted net income** (if negative, enter -0-)			0	

APR 9 2012

For Paperwork Reduction Act Notice, see instructions.

(HTA)

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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	13,484	8,231	8,231
	3 Accounts receivable ▶ 0			
	Less: allowance for doubtful accounts ▶ 0	0	0	0
	4 Pledges receivable ▶ 0			
	Less: allowance for doubtful accounts ▶ 0	0	0	0
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)	0	0	0
	7 Other notes and loans receivable (attach schedule) ▶ 0			
	Less allowance for doubtful accounts ▶ 0	0	0	0
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments—U S and state government obligations (attach schedule)	0	0	0
	b Investments—corporate stock (attach schedule)	528,328	503,101	553,728
	c Investments—corporate bonds (attach schedule)	0	0	0
	11 Investments—land, buildings, and equipment basis ▶ 0			
	Less accumulated depreciation (attach schedule) ▶ 0	0	0	0
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	0	0	0
	14 Land, buildings, and equipment basis ▶ 0			
	Less accumulated depreciation (attach schedule) ▶ 0	0	0	0
	15 Other assets (describe ▶)	0	0	0
	16 **Total assets** (to be completed by all filers—see the instructions. Also, see page 1, item I)	541,812	511,332	561,959
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons	0	0	
	21 Mortgages and other notes payable (attach schedule)	0	0	
	22 Other liabilities (describe ▶ FED INCOME TAXES PAYABLE)	272	164	
	23 **Total liabilities** (add lines 17 through 22)	272	164	
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	541,540	511,168	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances** (see instructions)	541,540	511,168	
	31 **Total liabilities and net assets/fund balances** (see instructions)	541,812	511,332	

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	541,540
2	Enter amount from Part I, line 27a	2	-30,208
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	511,332
5	Decreases not included in line 2 (itemize) ▶ FEDERAL INCOME TAX	5	164
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	511,168

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	MORGAN STANLEY (SEE ATTACHED)		1/1/2011	12/31/2011
b	MORGAN STANLEY (SEE ATTACHED)		1/1/2010	12/31/2011
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	38,618	0	40,252	-1,634
b	82,955	0	91,365	-8,410
c	0	0	0	0
d	0	0	0	0
e	0	0	0	0

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

	(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a	0	0	0	-1,634
b	0	0	0	-8,410
c	0	0	0	0
d	0	0	0	0
e	0	0	0	0

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	-10,044
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	-1,634

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	25,000	555,895	0.044973
2009			0 000000
2008			0.000000
2007			0.000000
2006			0.000000

2	**Total** of line 1, column (d)	2	0 044973
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	0.044973
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	0
5	Multiply line 4 by line 3	5	0
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	0
7	Add lines 5 and 6	7	0
8	Enter qualifying distributions from Part XII, line 4	8	0

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)

1 a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	162
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	162
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	162
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011 — 6a: 0		
b	Exempt foreign organizations—tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 0		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	0
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	0
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	162
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	0
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 0 **Refunded** ▶	11	0

Part VII-A Statements Regarding Activities

			Yes	No
1 a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	*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		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*	2		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*	3		X
4 a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		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?	6		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*	7	X	
8 a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ WA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	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*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ KEVIN PHAUP Telephone no. ▶ (425) 894-0120

Located at ▶ 1920 4TH AVENUE UNIT 1809 SEATTLE WA ZIP+4 ▶ 98101-5118

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

			Yes	No
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		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2011 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011)*	3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b** N/A

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945–5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X

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? **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
KEVIN LEE PHAUP 525 OVERLAKE DR E MEDINA WA 98039	TRUSTEE PART-TIME	0	0	0
CATHERINE ANN WISSINK 525 OVERLAKE DR E MEDINA WA 98039	TRUSTEE PART-TIME	0	0	0
	.00	0	0	0
	.00	0	0	0

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

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

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

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		0
		0
		0
		0
		0
Total number of others receiving over $50,000 for professional services ▶		

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 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	0
Total. Add lines 1 through 3 ▶	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes:			
a	Average monthly fair market value of securities		1a	594,702
b	Average of monthly cash balances		1b	22,085
c	Fair market value of all other assets (see instructions)		1c	
d	**Total** (add lines 1a, b, and c)		1d	616,787
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e		
2	Acquisition indebtedness applicable to line 1 assets		2	
3	Subtract line 2 from line 1d		3	616,787
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)		4	9,252
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	607,535
6	**Minimum investment return.** Enter 5% of line 5		6	30,377

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	30,377
2a	Tax on investment income for 2011 from Part VI, line 5	2a	162		
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	0		
c	Add lines 2a and 2b			2c	162
3	Distributable amount before adjustments Subtract line 2c from line 1			3	30,215
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	30,215
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	30,215

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	27,500
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	0
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	27,500
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	27,500

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				30,215
2	Undistributed income, if any, as of the end of 2011:				
a	Enter amount for 2010 only			27,297	
b	Total for prior years: 20 07 , 20 08 , 20 09		87,092		
3	Excess distributions carryover, if any, to 2011:				
a	From 2006 . . 0				
b	From 2007 0				
c	From 2008 0				
d	From 2009 . 0				
e	From 2010 . . . 0				
f	**Total** of lines 3a through e	0			
4	Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 27,500				
a	Applied to 2010, but not more than line 2a			27,297	
b	Applied to undistributed income of prior years (Election required—see instructions)		0		
c	Treated as distributions out of corpus (Election required—see instructions)	0			
d	Applied to 2011 distributable amount				203
e	Remaining amount distributed out of corpus	0			
5	Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a))*	0			0
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b	Prior years' undistributed income Subtract line 4b from line 2b		87,092		
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		87,092		
e	Undistributed income for 2010 Subtract line 4a from line 2a. Taxable amount—see instructions			0	
f	Undistributed income for 2011. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				30,012
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8	Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0			
9	**Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	0			
10	Analysis of line 9.				
a	Excess from 2007 0				
b	Excess from 2008 . . . 0				
c	Excess from 2009 . 0				
d	Excess from 2010 0				
e	Excess from 2011 . 0				

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

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

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

	Tax year (a) 2011	Prior 3 years (b) 2010	(c) 2009	(d) 2008	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	0	0	0	0	0
b 85% of line 2a	0	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed	0	0	0	0	0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	0	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon a "Assets" alternative test—enter: (1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	0	0	0	0	0
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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))

NONE

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

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ▶ [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	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
a *Paid during the year*				
ACLU FOUNDATION 125 BROAD ST., 18TH FLOOR NEW YORK NY 10004		501(C)(3)	CIVIL LIBERTIES	2,000
ASHESI UNIVERSITY FOUNDATION 1414 31ST AVE. S., BOX #11 SEATTLE WA 98144		501(C)(3)	LIBERAL ARTS	3,000
CONSERVATION NORTHWEST 1208 BAY ST. #201 BELLINGHAM WA 98225		501(C)(3)	CONSERVATION	7,000
FARESTART (FUND DEV. OFFICE) 700 VIRGINIA ST. SETTLE WA 98101		501(C)(3)	JOB PLACEMENT	4,000
FRIENDS OF THE CHILDREN P.O. BOX 22801 SEATTLE WA 98122		501(C)(3)	DISADVANTAGED CHILDREN	1,000
PORTLAND READING FOUNDATION 221 NW SECOND AVE., SUITE 210F PORTLAND OR 97209		501(C)(3)	TEACHING CHILDREN TO READ	500
POWERFUL SCHOOLS 3401 RAINER AVE S., SUITE C SEATTLE WA 98144		501(C)(3)	IMPROVING SCHOOLS	2,000
POWERFUL VOICES 1620 18TH AVE., SUITE 100 SEATTLE WA 98122		501(C)(3)	IMPROVING SCHOOLS	500
SOCIAL VENTURE PARTNERS 1601 2ND AVE., SUITE 605 SEATTLE WA 98101		501(C)(3)	PHILANTHROPY	5,000
SOCIAL VENTURE PARTNERS - PORTLAND 221 NW SECOND AVE., SUITE 210E PORTLAND WA 97209		501(C)(3)	PHILANTHROPY	2,500
Total . . . . . ▶ **3a**				27,500
b *Approved for future payment*				
Total . . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
1 Program service revenue					
a		0		0	0
b		0		0	0
c		0		0	0
d		0		0	0
e		0		0	0
f		0		0	0
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	14,751	
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	-10,044	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a		0		0	0
b		0		0	0
c		0		0	0
d		0		0	0
e		0		0	0
12 Subtotal Add columns (b), (d), and (e)		0		4,707	0
13 Total. Add line 12, columns (b), (d), and (e)				13	4,707

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
4	EXCLUDED FROM INCOME BY SECTION 512(B)(1)
8	EXCLUDED FROM INCOME BY SECTION 512(B)(5) & (16)(A)

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of:			
(1) Cash	1a(1)		
(2) Other assets	1a(2)		
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		
(3) Rental of facilities, equipment, or other assets	1b(3)		
(4) Reimbursement arrangements	1b(4)		
(5) Loans or loan guarantees	1b(5)		
(6) Performance of services or membership or fundraising solicitations	1b(6)		
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of nonchantable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		

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

b If "Yes," complete the following schedule.

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

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Signature of officer or trustee | Date 4-5-2012 | Title TRUSTEE

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
DAVID J. HECKMAN		3/23/2012		P01327923
Firm's name ▶ HECKMAN & ASSOCIATES, INC.			Firm's EIN ▶ 27-4547978	
Firm's address ▶ 216 E. BOSTON ST., SEATTLE, WA 98102			Phone no (206) 329-4740	

Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

	Amount
Long Term CG Distributions	
Short Term CG Distributions	

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Securities	121,573	131,617	-10,044
Other sales	0	0	0

Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Net Gain or Loss
1	X	MORGAN STANLEY (SEE ATT.				VARIOUS		VARIOUS	38,618	40,252				-1,634
2	X	MORGAN STANLEY (SEE ATT.				VARIOUS		VARIOUS	82,955	91,365				-8,410
3														0
4														0
5														0
6														0
7														0
8														0
9														0
10														0

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Line 16b (990-PF) - Accounting Fees

	Name of Organization or Person Providing Service	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		757	0	0	0
1	ACCOUNTING FEES CPA	757			
2					
3					
4					
5					
6					
7					
8					
9					
10					

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Line 16c (990-PF) - Other Fees

	Name of Organization or Person Providing Service	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		6,354	6,354	0	0
1	INVEST. MGMT FEES-SMITH BARNEY (	6,354	6,354		
2					
3					
4					
5					
6					
7					
8					
9					
10					

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Line 18 (990-PF) - Taxes

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		229	229	0	0
1	FOREIGN TAX PAID	229	229		
2	Tax on investment income				
3	Income tax				
4					
5					
6					
7					
8					
9					
10					

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Line 23 (990-PF) - Other Expenses

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		75	75	0	0
1	Fund Raising				
2	STATE FILING FEES	75	75		
3					
4					
5					
6					
7					
8					
9					

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

	Description	Num. Shares/ Face Value	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year
			528,328	503,101	583,072	553,728
1	SEE SMITH BARNEY STATEMENT		528,328	503,101	583,072	553,728
2						
3						
4						
5						
6						
7						
8						
9						
10						
11						
12						
13						
14						
15						
16						
17						

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Part II, Line 22 (990-PF) - Other Liabilities

	Description	Beginning Balance	Ending Balance
		272	164
1	FED INCOME TAXES PAYABLE	272	164
2			
3			
4			
5			
6			
7			
8			
9			
10			

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Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

	Amount
Long Term CG Distributions	0
Short Term CG Distributions	0

	Kind(s) of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
					Totals	121,573	0	131,617	-10,044	0	0	0	-10,044
1	MORGAN STANLEY (SEE ATTACHED)			1/1/2011	12/31/2011	38,618	0	40,252	-1,634			0	-1,634
2	MORGAN STANLEY (SEE ATTACHED)			1/1/2010	12/31/2011	82,955	0	91,365	-8,410			0	-8,410
3						0	0	0	0			0	0
4						0	0	0	0			0	0
5						0	0	0	0			0	0
6						0	0	0	0			0	0
7						0	0	0	0			0	0
8						0	0	0	0			0	0
9						0	0	0	0			0	0
10						0	0	0	0			0	0

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

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Average Hours
1	KEVIN LEE PHAUP		525 OVERLAKE DR E	MEDINA	WA	98039		TRUSTEE	PART-TIM
2	CATHERINE ANN WISSINK		525 OVERLAKE DR E	MEDINA	WA	98039		TRUSTEE	PART-TIM
3									
4									
5									
6									
7									
8									
9									
10									

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Part

	Compensation	Benefits	Expense Account	Explanation
	0	0	0	
1				
2				
3				
4				
5				
6				
7				
8				
9				
10				

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2011 ATTACHMENT TO FORM 990-PF, PG. 1, PT. 1, LN. 6B
TELLUMIND FOUNDATION
EIN 91-6498738
KEVIN PHAUP - TTEE
CATHERINE WISSINK - TTEE
INVESTMENTS - CORPORATE STOCK

MorganStanley SmithBarney

Ref 00000660 00005845

2011 Year End Summary

KEVIN PHAUP AND
Account Number 443-06388-19 254

Details of Short Term Gain (Loss) 2011

This section shows your sales of securities during the year. The "Sale Proceeds" column excludes any accrued income you may have received. In addition, although cash in lieu less than $20 is not included on Form 1099-B (if applicable), it is included in this section Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000010	21	AT&T INC MorganStanley SmithBarney LLC acted as your agent in this transaction	12/07/10	03/10/11	$ 602 68	$ 601 62		$ 1 06
125000020	45	AT&T INC MorganStanley SmithBarney LLC acted as your agent in this transaction	12/07/10	08/03/11	1,317 67	1,289 18		28 49
125000030	555	AT&T INC	12/07/10	08/18/11	15,679 56	15,899 92	(220 36)	
	34	MorganStanley SmithBarney LLC acted as your agent in this transaction	02/16/11		960 55	963 83	(3 28)	
125000090	39	CISCO SYS INC	12/07/10	03/24/11	680 17	762 68	(82 51)	
	86	MorganStanley SmithBarney LLC	02/16/11		1,499 86	1,603 55	(103 69)	
	20	acted as your agent in this transaction	03/10/11		348 81	359 00	(10 19)	
125000260	016	MARRIOT VACTIONS WORLD	02/16/11	11/22/11	29	37	(08)	
	0284	CASH IN LIEU OF 70000	03/10/11		51	62	(11)	
	1186	RECORD 11/10/11 PAY 11/21/11	08/03/11		2 14	2 04		10
125000300	53	MEDTRONIC INC	12/07/10	08/18/11	1,641 06	1,823 09	(182 03)	
	6	MorganStanley SmithBarney LLC	03/10/11		185 78	232 02	(46 24)	
	37	acted as your agent in this transaction	08/03/11		1,145 65	1,259 04	(113 39)	
125000380	7	QUALCOMM INC MorganStanley SmithBarney LLC acted as your agent in this transaction	03/24/11	08/03/11	373 02	374 79	(1.77)	
125000430	14	VANGUARD MSCI EMERGING MKTS ETF MorganStanley SmithBarney LLC acted as your agent	12/07/10	03/10/11	646 92	670 99	(24 07)	

2011 YEAR END SUMMARY

2011 ATTACHMENT TO FORM 990-PF, PG. 1, PT. 1, LN. 6B
TELLUMIND FOUNDATION
EIN 91-6498738
KEVIN PHAUP - TTEE
CATHERINE WISSINK - TTEE
INVESTMENTS - CORPORATE STOCK

MorganStanley SmithBarney

Ref 00000660 00005846

2011 Year End Summary

KEVIN PHAUP AND
Account Number 443-06388-19 254

Details of Short Term Gain (Loss) 2011 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000440	37	VANGUARD MSCI EMERGING MKTS ETF MorganStanley SmithBarney LLC acted as your agent	12/07/10	08/03/11	$ 1,716 01	$ 1,773 34	($ 57 33)	
125000450	50	VISA INC COM CL A MorganStanley SmithBarney LLC acted as your agent in this transaction	12/07/10	08/03/11	4,241 91	3,865 20		376 71
125000480	391	WESTERN UNION COMPANY (THE)	12/07/10	08/18/11	6,235 94	7,232 72	(996 78)	
	84	MorganStanley SmithBarney LLC acted as your agent in this transaction	08/03/11		1,339 69	1,537 92	(198 23)	
Total					**$ 38,618 22**	**$ 40,251 92**	**($ 2,040 08)**	**$ 408 36**

Details of Long Term Gain (Loss) 2011

This section shows your sales of securities during the year. The "Sale Proceeds" column excludes any accrued income you may have received In addition, although cash in lieu less than $20 is not included on Form 1099-B (if applicable), it is included in this section. Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000040	2	AMGEN INC MorganStanley SmithBarney LLC acted as your agent in this transaction	09/22/09	03/10/11	$ 103 37	$ 121 50	($ 18 13)	
125000050	26	AMGEN INC MorganStanley SmithBarney LLC acted as your agent in this transaction	09/22/09	08/03/11	1,373 81	1,579 49	(205 68)	
125000060	272	BANK OF AMERICA CORP MorganStanley SmithBarney LLC acted as your agent in this transaction	10/05/06	02/16/11	4,026 06	14,788 67	(10,762 61)	

2011 YEAR END SUMMARY

2011 ATTACHMENT TO FORM 990-PF, PG. 1, PT. 1, LN. 6B
TELLUMIND FOUNDATION
EIN 91-6498738
KEVIN PHAUP - TTEE
CATHERINE WISSINK - TTEE
INVESTMENTS - CORPORATE STOCK

MorganStanley SmithBarney

Ref 00000660 00005847

2011 Year End Summary

KEVIN PHAUP AND
Account Number 443-06388-19 254

Details of Long Term Gain (Loss) 2011 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000070	6	BOEING CO MorganStanley SmithBarney LLC acted as your agent in this transaction	09/22/09	02/16/11	$ 431 39	$ 319 02		$ 112 37
125000080	5	BOEING CO MorganStanley SmithBarney LLC acted as your agent in this transaction	09/22/09	03/10/11	358 69	265 85		92 84
125000090	871	CISCO SYS INC MorganStanley SmithBarney LLC acted as your agent in this transaction	02/28/06	03/24/11	15,190 46	17,559 36	(2,368 90)	
125000100	6	COSTCO WHOLESALE CORP NEW MorganStanley SmithBarney LLC acted as your agent in this transaction	06/20/02	02/16/11	448.13	243 00		205 13
125000110	2	COSTCO WHOLESALE CORP NEW MorganStanley SmithBarney LLC acted as your agent in this transaction	06/20/02	03/10/11	146 85	81 00		65 85
125000120	21	COSTCO WHOLESALE CORP NEW MorganStanley SmithBarney LLC acted as your agent in this transaction	06/20/02	08/03/11	1,601 84	850 50		751.34
125000130	3	EXPEDITORS INTL OF WASH INC MorganStanley SmithBarney LLC acted as your agent in this transaction	07/17/03	08/03/11	139 22	53 34		85 88
125000140	32	EXXON MOBIL CORP MorganStanley SmithBarney LLC acted as your agent in this transaction	12/24/03	02/16/11	2,670 66	1,278 65		1,392 01
125000150	145 81	GENERAL ELECTRIC CO MorganStanley SmithBarney LLC acted as your agent in this transaction	06/20/02 12/02/02	02/16/11	3,094 09 1,728 42	4,354 35 2,208 87	(1,260 26) (480 45)	

2011 YEAR END SUMMARY

2011 ATTACHMENT TO FORM 990-PF, PG. 1, PT. 1, LN. 6B
TELLUMIND FOUNDATION
EIN 91-6498738
KEVIN PHAUP - TTEE
CATHERINE WISSINK - TTEE
INVESTMENTS - CORPORATE STOCK

MorganStanley SmithBarney

Ref 00000660 00005848

2011 Year End Summary

KEVIN PHAUP AND
Account Number 443-06388-19 254

Details of Long Term Gain (Loss) 2011 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000160	12	INTUIT INC MorganStanley SmithBarney LLC acted as your agent in this transaction	02/28/06	02/16/11	$ 602 98	$ 291 60		$ 311 38
125000170	7	INTUIT INC MorganStanley SmithBarney LLC acted as your agent in this transaction	02/28/06	03/10/11	349 85	170 10		179 75
125000180	21	ISHARES TR MSCI EAFE INDEX FD MorganStanley SmithBarney LLC acted as your agent in this transaction	09/22/09	02/16/11	1,286 43	1,171 97		114 46
125000190	7	INSHARES TR FTSE NAREIT MTG PLUS CAPPED INDEX FD MorganStanley SmithBarney LLC acted as your agent	09/22/09	03/10/11	109 82	112 23R	(2 41)	
125000200	60	JPMORGAN CHASE & CO MorganStanley SmithBarney LLC acted as your agent in this transaction	06/27/02	02/16/11	2,882 94	1,950 00		932 94
125000210	3	JOHNSON & JOHNSON MorganStanley SmithBarney LLC acted as your agent in this transaction	10/05/06	03/10/11	179 15	195 72	(16 57)	
125000220	39	JOHNSON & JOHNSON MorganStanley SmithBarney LLC acted as your agent in this transaction	10/05/06	08/03/11	2,449 75	2,544 38	(94 63)	
125000230	11	KELLOGG CO MorganStanley SmithBarney LLC acted as your agent in this transaction	01/29/02	02/16/11	580 56	337 04		243 52
125000240	21	KELLOGG CO MorganStanley SmithBarney LLC acted as your agent in this transaction	01/29/02	03/10/11	1,150 77	643 45		507 32

2011 YEAR END SUMMARY

2011 ATTACHMENT TO FORM 990-PF, PG. 1, PT. 1, LN. 6B
TELLUMIND FOUNDATION
EIN 91-6498738
KEVIN PHAUP - TTEE
CATHERINE WISSINK - TTEE
INVESTMENTS - CORPORATE STOCK

MorganStanley SmithBarney

Ref 00000660 00005849

2011 Year End Summary

KEVIN PHAUP AND
Account Number 443-06388-19 254

Details of Long Term Gain (Loss) 2011 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000250	12	KELLOGG CO MorganStanley SmithBarney LLC acted as your agent in this transaction	01/29/02	08/03/11	$ 648 34	$ 367 68		$ 280 66
125000260	1799	MARRIOT VACTIONS WORLD	05/26/04	11/22/11	3 23	2 46		77
	2166	CASH IN LIEU OF 70000	11/01/04		3 89	3 27		62
	.0324	RECORD 11/10/11 PAY 11/21/11	02/28/06		.58	62	(04)	
	0846		06/28/07		1 52	2 06	(54)	
	0235		09/22/09		42	36		06
125000270	6	MCDONALDS CORP MorganStanley SmithBarney LLC acted as your agent in this transaction	10/05/06	03/10/11	460 25	239 63		220 62
125000280	35	MCDONALDS CORP MorganStanley SmithBarney LLC acted as your agent in this transaction	10/05/06	08/03/11	2,989 57	1,397 85		1,591 72
125000290	54	MEDTRONIC INC MorganStanley SmithBarney LLC acted as your agent in this transaction	09/22/09	02/16/11	2,164 95	2,023 27		141 68
125000300	411	MEDTRONIC INC MorganStanley SmithBarney LLC acted as your agent in this transaction	09/22/09	08/18/11	12,725 95	15,399 35	(2,673 40)	
125000310	64	MICROSOFT CORP MorganStanley SmithBarney LLC acted as your agent in this transaction	03/10/05	08/03/11	1,706 46	1,619 20		87 26
125000320	4	OMNICOM GROUP INC MorganStanley SmithBarney LLC acted as your agent in this transaction	06/18/02	02/16/11	199 63	115 70		83 93
125000330	7	PEPSICO INC MorganStanley SmithBarney LLC acted as your agent in this transaction	02/28/06	03/10/11	451 14	413 98		37 16

2011 YEAR END SUMMARY

2011 ATTACHMENT TO FORM 990-PF, PG. 1, PT. 1, LN. 6B
TELLUMIND FOUNDATION
EIN 91-6498738
KEVIN PHAUP - TTEE
CATHERINE WISSINK - TTEE
INVESTMENTS - CORPORATE STOCK

MorganStanley SmithBarney

Ref 00000660 00005850

2011 Year End Summary

KEVIN PHAUP AND
Account Number 443-06388-19 254

Details of Long Term Gain (Loss) 2011 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000340	11	PEPSICO INC MorganStanley SmithBarney LLC acted as your agent in this transaction	02/28/06	08/03/11	$ 699 69	$ 650 54		$ 49.15
125000350	87	PFIZER INC MorganStanley SmithBarney LLC acted as your agent in this transaction	10/16/09	02/16/11	1,670 71	1,533 76		136 95
125000360	31	PFIZER INC MorganStanley SmithBarney LLC acted as your agent in this transaction	10/16/09	03/10/11	601 07	546 51		54 56
125000370	50	PRUDENTIAL FINANCIAL INC MorganStanley SmithBarney LLC acted as your agent in this transaction	06/20/02	02/16/11	3,314 03	1,687 50		1,626 53
125000390	13	THERMO FISHER SCIENTIFIC INC MorganStanley SmithBarney LLC acted as your agent in this transaction	12/02/02	02/16/11	743 45	191 69		551 76
125000400	12 9	THERMO FISHER SCIENTIFIC INC MorganStanley SmithBarney LLC acted as your agent in this transaction	12/02/02 04/28/03	08/03/11	670 90 503 18	176 94 123 08		493 96 380 10
125000410	28	UNILEVER PLC SPONS ADR NEW MorganStanley SmithBarney LLC acted as your agent in this transaction	02/28/06	03/10/11	829 62	647 52		182 10
125000420	64	UNILEVER PLC SPONS ADR NEW MorganStanley SmithBarney LLC acted as your agent in this transaction	02/28/06	08/03/11	2,010 97	1,480 05		530 92
125000460	90	WESTERN UNION COMPANY (THE) MorganStanley SmithBarney LLC acted as your agent in this transaction	09/22/09	02/16/11	1,919 99	1,835 09		84 90

2011 YEAR END SUMMARY

2011 ATTACHMENT TO FORM 990-PF, PG. 1, PT. 1, LN. 6B
TELLUMIND FOUNDATION
EIN 91-6498738
KEVIN PHAUP - TTEE
CATHERINE WISSINK - TTEE
INVESTMENTS - CORPORATE STOCK

MorganStanley SmithBarney

Ref 00000660 00005851

2011 Year End Summary

KEVIN PHAUP AND
Account Number 443-06388-19 254

Details of Long Term Gain (Loss) 2011 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000470	14	WESTERN UNION COMPANY (THE) MorganStanley SmithBarney LLC acted as your agent in this transaction	09/22/09	03/10/11	$ 297 91	$ 285 46		$ 12 45
125000480	466	WESTERN UNION COMPANY (THE) MorganStanley SmithBarney LLC acted as your agent in this transaction	09/22/09	08/18/11	7,432 09	9,501 69	(2,069 60)	
Total					**$ 82,954 78**	**$ 91,365 35**	**($ 19,953 22)**	**$ 11,542 65**

2011 YEAR END SUMMARY