



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



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**

OMB No 1545-0052

**2011**

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

For calendar year 2011 or tax year beginning

, and ending

|                                                                                                                                                                                                                                                                                                                |                                                                                                                                            |                                                                                                                                                                            |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Name of foundation<br><b>HERBERT A. TEMPLETON FOUNDATION</b>                                                                                                                                                                                                                                                   |                                                                                                                                            | A Employer identification number<br><b>93-0505586</b>                                                                                                                      |
| Number and street (or P.O. box number if mail is not delivered to street address)<br><b>0650 SW GAINES STREET #1102</b>                                                                                                                                                                                        | Room/suite                                                                                                                                 | B Telephone number (see instructions)<br><b>503-223-0036</b>                                                                                                               |
| City or town, state, and ZIP code<br><b>PORTLAND OR 97239</b>                                                                                                                                                                                                                                                  |                                                                                                                                            | C If exemption application is pending, check here <input type="checkbox"/>                                                                                                 |
| G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity<br><input type="checkbox"/> Final return <input type="checkbox"/> Amended return<br><input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change |                                                                                                                                            | D 1 Foreign organizations, check here <input type="checkbox"/><br>2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> |
| H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation<br><input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation                                                              |                                                                                                                                            | E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>                                                              |
| I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$ 19,219,348</b>                                                                                                                                                                                                        | J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual<br><input type="checkbox"/> Other (specify) | F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>                                                           |

| Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) ) |                                                                                           | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------|------------------------------------|---------------------------|-------------------------|-------------------------------------------------------------|
| Revenue                                                                                                                                                             | 1 Contributions, gifts, grants, etc , received (attach schedule)                          | 55,000                             |                           |                         |                                                             |
|                                                                                                                                                                     | 2 Check <input type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 3 Interest on savings and temporary cash investments                                      | 4                                  | 4                         |                         |                                                             |
|                                                                                                                                                                     | 4 Dividends and interest from securities                                                  | 648,567                            | 646,570                   |                         |                                                             |
|                                                                                                                                                                     | 5a Gross rents                                                                            |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | b Net rental income or (loss)                                                             |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 6a Net gain or (loss) from sale of assets not on line 10                                  | 2,014                              |                           |                         |                                                             |
|                                                                                                                                                                     | b Gross sales price for all assets on line 6a                                             | 6,557,804                          |                           |                         |                                                             |
|                                                                                                                                                                     | 7 Capital gain net income (from Part IV, line 2)                                          |                                    | 2,014                     |                         |                                                             |
|                                                                                                                                                                     | 8 Net short-term capital gain                                                             |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 9 Income modifications                                                                    |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 10a Gross sales less returns & allowances                                                 |                                    |                           |                         |                                                             |
| b Less Cost of goods sold                                                                                                                                           |                                                                                           |                                    |                           |                         |                                                             |
| c Gross profit or (loss) (attach schedule)                                                                                                                          |                                                                                           |                                    |                           |                         |                                                             |
| 11 Other income (attach schedule)                                                                                                                                   |                                                                                           |                                    |                           |                         |                                                             |
| 12 <b>Total</b> Add lines 1 through 11                                                                                                                              |                                                                                           | 705,585                            | 648,588                   | 0                       |                                                             |
| Operating and Administrative Expenses                                                                                                                               | 13 Compensation of officers, directors, trustees, etc                                     | 38,000                             |                           |                         | 38,000                                                      |
|                                                                                                                                                                     | 14 Other employee salaries and wages                                                      | 19,795                             |                           |                         | 19,795                                                      |
|                                                                                                                                                                     | 15 Pension plans, employee benefits                                                       |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 16a Legal fees (attach schedule) See Stmt 1                                               | 4,790                              | 2,395                     |                         | 2,395                                                       |
|                                                                                                                                                                     | b Accounting fees (attach schedule) Stmt 2                                                | 8,440                              | 4,220                     |                         | 4,220                                                       |
|                                                                                                                                                                     | c Other professional fees (attach schedule) Stmt 3                                        | 118,412                            | 118,412                   |                         |                                                             |
|                                                                                                                                                                     | 17 Interest                                                                               |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 18 Taxes (attach schedule) (see instructions) Stmt 4                                      | 61,358                             | 2,490                     |                         | 6,298                                                       |
|                                                                                                                                                                     | 19 Depreciation (attach schedule) and depletion Stmt 5                                    | 210                                |                           |                         |                                                             |
|                                                                                                                                                                     | 20 Occupancy                                                                              | 23,906                             |                           |                         | 23,906                                                      |
|                                                                                                                                                                     | 21 Travel, conferences, and meetings                                                      |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 22 Printing and publications                                                              | 1,967                              |                           |                         | 1,967                                                       |
|                                                                                                                                                                     | 23 Other expenses (att sch ) Stmt 6                                                       | 5,999                              |                           |                         | 5,999                                                       |
|                                                                                                                                                                     | 24 <b>Total operating and administrative expenses.</b><br>Add lines 13 through 23         | 282,877                            | 127,517                   | 0                       | 102,580                                                     |
|                                                                                                                                                                     | 25 Contributions, gifts, grants paid                                                      | 798,655                            |                           |                         | 798,655                                                     |
|                                                                                                                                                                     | 26 <b>Total expenses and disbursements.</b> Add lines 24 and 25                           | 1,081,532                          | 127,517                   | 0                       | 901,235                                                     |
|                                                                                                                                                                     | 27 Subtract line 26 from line 12                                                          |                                    |                           |                         |                                                             |
| a <b>Excess of revenue over expenses and disbursements</b>                                                                                                          | -375,947                                                                                  |                                    |                           |                         |                                                             |
| b <b>Net investment income</b> (if negative, enter -0-)                                                                                                             |                                                                                           | 521,071                            |                           |                         |                                                             |
| c <b>Adjusted net income</b> (if negative, enter -0-)                                                                                                               |                                                                                           |                                    | 0                         |                         |                                                             |

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2011)

11/20

| 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                                                                                               |            | 41,901            | 7,815          | 7,815                 |
|                             | 2                                                                                                                             | Savings and temporary cash investments                                                                                  |            | 1,589,525         | 1,665,983      | 1,665,983             |
|                             | 3                                                                                                                             | Accounts receivable ▶                                                                                                   |            |                   |                |                       |
|                             |                                                                                                                               | Less: allowance for doubtful accounts ▶                                                                                 |            |                   |                |                       |
|                             | 4                                                                                                                             | Pledges receivable ▶                                                                                                    |            |                   |                |                       |
|                             |                                                                                                                               | Less: allowance for doubtful accounts ▶                                                                                 |            |                   |                |                       |
|                             | 5                                                                                                                             | Grants receivable                                                                                                       |            |                   |                |                       |
|                             | 6                                                                                                                             | Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) |            |                   |                |                       |
|                             | 7                                                                                                                             | Other notes and loans receivable (attach schedule) ▶                                                                    |            |                   |                |                       |
|                             |                                                                                                                               | Less: allowance for doubtful accounts ▶                                                                                 | 0          |                   |                |                       |
|                             | 8                                                                                                                             | Inventories for sale or use                                                                                             |            |                   |                |                       |
|                             | 9                                                                                                                             | Prepaid expenses and deferred charges                                                                                   |            |                   |                |                       |
|                             | 10a                                                                                                                           | Investments—U.S. and state government obligations (attach schedule) Stmt 7                                              |            | 2,875,814         | 2,360,967      | 2,447,041             |
|                             | b                                                                                                                             | Investments—corporate stock (attach schedule) See Stmt 8                                                                |            | 11,272,611        | 12,082,958     | 12,536,333            |
|                             | c                                                                                                                             | Investments—corporate bonds (attach schedule) See Stmt 9                                                                |            | 3,326,701         | 2,614,374      | 2,552,998             |
|                             | 11                                                                                                                            | Investments—land, buildings, and equipment basis ▶                                                                      |            |                   |                |                       |
|                             | Less: accumulated depreciation (attach sch) ▶                                                                                 |                                                                                                                         |            |                   |                |                       |
| 12                          | Investments—mortgage loans                                                                                                    |                                                                                                                         |            |                   |                |                       |
| 13                          | Investments—other (attach schedule)                                                                                           |                                                                                                                         |            |                   |                |                       |
| 14                          | Land, buildings, and equipment basis ▶                                                                                        | 9,178                                                                                                                   |            |                   |                |                       |
|                             | Less: accumulated depreciation (attach sch) ▶ Stmt 10                                                                         | 7,728                                                                                                                   | 992        | 1,450             | 9,178          |                       |
| 15                          | Other assets (describe ▶)                                                                                                     |                                                                                                                         |            |                   |                |                       |
| 16                          | <b>Total assets</b> (to be completed by all filers—see the instructions. Also, see page 1, item I)                            |                                                                                                                         | 19,107,544 | 18,733,547        | 19,219,348     |                       |
| 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                                                                                                                            | <b>Total liabilities</b> (add lines 17 through 22)                                                                      |            | 0                 | 0              |                       |
| Net Assets or Fund Balances | Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/> |                                                                                                                         |            |                   |                |                       |
|                             | 24                                                                                                                            | Unrestricted                                                                                                            |            |                   |                |                       |
|                             | 25                                                                                                                            | Temporarily restricted                                                                                                  |            |                   |                |                       |
|                             | 26                                                                                                                            | Permanently restricted                                                                                                  |            |                   |                |                       |
|                             | Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>   |                                                                                                                         |            |                   |                |                       |
|                             | 27                                                                                                                            | Capital stock, trust principal, or current funds                                                                        |            | 19,107,544        | 18,733,547     |                       |
|                             | 28                                                                                                                            | Paid-in or capital surplus, or land, bldg, and equipment fund                                                           |            |                   |                |                       |
|                             | 29                                                                                                                            | Retained earnings, accumulated income, endowment, or other funds                                                        |            |                   |                |                       |
|                             | 30                                                                                                                            | <b>Total net assets or fund balances</b> (see instructions)                                                             |            | 19,107,544        | 18,733,547     |                       |
|                             | 31                                                                                                                            | <b>Total liabilities and net assets/fund balances</b> (see instructions)                                                |            | 19,107,544        | 18,733,547     |                       |

**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 | 19,107,544 |
| 2 | Enter amount from Part I, line 27a                                                                                                                       | 2 | -375,947   |
| 3 | Other increases not included in line 2 (itemize) ▶ See Statement 11                                                                                      | 3 | 1,950      |
| 4 | Add lines 1, 2, and 3                                                                                                                                    | 4 | 18,733,547 |
| 5 | Decreases not included in line 2 (itemize) ▶                                                                                                             | 5 |            |
| 6 | <b>Total net assets or fund balances at end of year</b> (line 4 minus line 5)—Part II, column (b), line 30                                               | 6 | 18,733,547 |

**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<br>P—Purchase<br>D—Donation | (c) Date acquired<br>(mo., day, yr.) | (d) Date sold<br>(mo., day, yr.) |
|------------------------------------------------------------------------------------------------------------------------------------|--|----------------------------------------------|--------------------------------------|----------------------------------|
| <b>1a SEE DETAIL ATTACHED</b>                                                                                                      |  | <b>P</b>                                     | <b>Various</b>                       | <b>Various</b>                   |
| <b>b SEE DETAIL ATTACHED</b>                                                                                                       |  | <b>P</b>                                     | <b>Various</b>                       | <b>Various</b>                   |
| <b>c</b>                                                                                                                           |  |                                              |                                      |                                  |
| <b>d</b>                                                                                                                           |  |                                              |                                      |                                  |
| <b>e</b>                                                                                                                           |  |                                              |                                      |                                  |

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------|
| <b>a 3,024,638</b>    |                                            | <b>3,061,517</b>                                | <b>-36,879</b>                               |
| <b>b 3,528,687</b>    |                                            | <b>3,494,273</b>                                | <b>34,414</b>                                |
| <b>c 4,479</b>        |                                            |                                                 | <b>4,479</b>                                 |
| <b>d</b>              |                                            |                                                 |                                              |
| <b>e</b>              |                                            |                                                 |                                              |

| 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)) |
|---------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------------------|------------------------------------------------------------------------------------------|
| (j) FMV as of 12/31/69                                                                      | (j) Adjusted basis<br>as of 12/31/69 | (k) Excess of col. (j)<br>over col. (j), if any |                                                                                          |
| <b>a</b>                                                                                    |                                      |                                                 | <b>-36,879</b>                                                                           |
| <b>b</b>                                                                                    |                                      |                                                 | <b>34,414</b>                                                                            |
| <b>c</b>                                                                                    |                                      |                                                 | <b>4,479</b>                                                                             |
| <b>d</b>                                                                                    |                                      |                                                 |                                                                                          |
| <b>e</b>                                                                                    |                                      |                                                 |                                                                                          |

|                                                                                       |                                                                                                                                                |          |              |
|---------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------|----------|--------------|
| <b>2 Capital gain net income or (net capital loss)</b>                                | <div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>                                | <b>2</b> | <b>2,014</b> |
| <b>3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)</b> | <div> <div>If gain, also enter in Part I, line 8, column (c) (see instructions)</div> <div>If (loss), enter -0- in Part I, line 8</div> </div> | <b>3</b> |              |

**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)<br>Base period years<br>Calendar year (or tax year beginning in) | (b)<br>Adjusted qualifying distributions | (c)<br>Net value of noncharitable-use assets | (d)<br>Distribution ratio<br>(col. (b) divided by col. (c)) |
|----------------------------------------------------------------------|------------------------------------------|----------------------------------------------|-------------------------------------------------------------|
| 2010                                                                 | <b>883,254</b>                           | <b>18,605,862</b>                            | <b>0.047472</b>                                             |
| 2009                                                                 | <b>873,810</b>                           | <b>16,535,975</b>                            | <b>0.052843</b>                                             |
| 2008                                                                 | <b>858,998</b>                           | <b>18,391,755</b>                            | <b>0.046706</b>                                             |
| 2007                                                                 | <b>1,003,913</b>                         | <b>20,144,356</b>                            | <b>0.049836</b>                                             |
| 2006                                                                 | <b>1,011,918</b>                         | <b>18,670,043</b>                            | <b>0.054200</b>                                             |

|                                                                                                                                                                                     |          |                   |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|-------------------|
| <b>2 Total of line 1, column (d)</b>                                                                                                                                                | <b>2</b> | <b>0.251057</b>   |
| <b>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</b> | <b>3</b> | <b>0.050211</b>   |
| <b>4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5</b>                                                                                               | <b>4</b> | <b>19,425,995</b> |
| <b>5 Multiply line 4 by line 3</b>                                                                                                                                                  | <b>5</b> | <b>975,399</b>    |
| <b>6 Enter 1% of net investment income (1% of Part I, line 27b)</b>                                                                                                                 | <b>6</b> | <b>5,211</b>      |
| <b>7 Add lines 5 and 6</b>                                                                                                                                                          | <b>7</b> | <b>980,610</b>    |
| <b>8 Enter qualifying distributions from Part XII, line 4</b>                                                                                                                       | <b>8</b> | <b>901,235</b>    |

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)**

|           |                                                                                                                                                                                                                             |           |               |
|-----------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|---------------|
| <b>1a</b> | Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1<br>Date of ruling or determination letter (attach copy of letter if necessary—see instructions) | <b>1</b>  | <b>10,421</b> |
| <b>b</b>  | Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b                                                                             |           |               |
| <b>c</b>  | All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)                                                                                                      |           |               |
| <b>2</b>  | Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)                                                                                                                   | <b>2</b>  | <b>0</b>      |
| <b>3</b>  | Add lines 1 and 2                                                                                                                                                                                                           | <b>3</b>  | <b>10,421</b> |
| <b>4</b>  | Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)                                                                                                                 | <b>4</b>  | <b>0</b>      |
| <b>5</b>  | <b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-                                                                                                                              | <b>5</b>  | <b>10,421</b> |
| <b>6</b>  | <b>Credits/Payments</b>                                                                                                                                                                                                     |           |               |
| <b>a</b>  | 2011 estimated tax payments and 2010 overpayment credited to 2011                                                                                                                                                           | <b>6a</b> | <b>28,800</b> |
| <b>b</b>  | Exempt foreign organizations—tax withheld at source                                                                                                                                                                         | <b>6b</b> |               |
| <b>c</b>  | Tax paid with application for extension of time to file (Form 8868)                                                                                                                                                         | <b>6c</b> |               |
| <b>d</b>  | Backup withholding erroneously withheld                                                                                                                                                                                     | <b>6d</b> |               |
| <b>7</b>  | Total credits and payments. Add lines 6a through 6d                                                                                                                                                                         | <b>7</b>  | <b>28,800</b> |
| <b>8</b>  | Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached                                                                                         | <b>8</b>  |               |
| <b>9</b>  | <b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>                                                                                                                                 | <b>9</b>  |               |
| <b>10</b> | <b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>                                                                                                                     | <b>10</b> | <b>18,379</b> |
| <b>11</b> | Enter the amount of line 10 to be <b>Credited to 2012 estimated tax</b> <b>2,650</b> <b>Refunded</b>                                                                                                                        | <b>11</b> | <b>15,729</b> |

**Part VII-A Statements Regarding Activities**

|                                                                                                                                                                                                                                                                                                                                                                               | Yes      | No       |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|----------|
| <b>1a</b> 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?                                                                                                                                                                                                |          | <b>X</b> |
| <b>b</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)?<br>If the answer is "Yes" to <b>1a</b> or <b>1b</b> , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities |          | <b>X</b> |
| <b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year?                                                                                                                                                                                                                                                                                                          |          | <b>X</b> |
| <b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:<br>(1) On the foundation <b>\$</b> _____ (2) On foundation managers <b>\$</b> _____                                                                                                                                                                               |          |          |
| <b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <b>\$</b> _____                                                                                                                                                                                                                 |          |          |
| <b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS?<br>If "Yes," attach a detailed description of the activities                                                                                                                                                                                                         |          | <b>X</b> |
| <b>3</b> 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                                                                                                                                           |          | <b>X</b> |
| <b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?                                                                                                                                                                                                                                                                         |          | <b>X</b> |
| <b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?                                                                                                                                                                                                                                                                                              |          |          |
| <b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year?<br>If "Yes," attach the statement required by General Instruction T                                                                                                                                                                                                   |          | <b>X</b> |
| <b>6</b> Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:<br>• By language in the governing instrument, or<br>• 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?                                   | <b>X</b> |          |
| <b>7</b> 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                                                                                                                                                                                                                                     | <b>X</b> |          |
| <b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) <b>OR</b><br><b>b</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                                | <b>X</b> |          |
| <b>9</b> 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                                                                                                                 |          | <b>X</b> |
| <b>10</b> Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses                                                                                                                                                                                                                                  |          | <b>X</b> |

N/A

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

|           |                                                                                                                                                                                                                                                                                                                                  |    |          |                |
|-----------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|----------|----------------|
| <b>11</b> | 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 |          | <b>X</b>       |
| <b>12</b> | 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 |          | <b>X</b>       |
| <b>13</b> | Did the foundation comply with the public inspection requirements for its annual returns and exemption application?<br>Website address ▶ <b>N/A</b>                                                                                                                                                                              | 13 | <b>X</b> |                |
| <b>14</b> | The books are in care of ▶ <b>RUTH B. RICHMOND</b> Telephone no ▶ <b>503-223-0036</b><br><b>0650 SW GAINES STREET #1102</b><br>Located at ▶ <b>PORTLAND</b> OR ZIP+4 ▶ <b>97239</b>                                                                                                                                              |    |          |                |
| <b>15</b> | 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 ▶ <b>15</b>                                                                                                                                    |    |          |                |
| <b>16</b> | 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?<br>See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶ | 16 | Yes      | No<br><b>X</b> |

**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       |
|-----------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------|-----|----------|
| <b>1a</b> | During the year did the foundation (either directly or indirectly)                                                                                                                                                                                                                                                                                                                                                                                                                                            |                                                                     |     |          |
|           | (1) Engage in the sale or exchange, or leasing of property with a disqualified person?                                                                                                                                                                                                                                                                                                                                                                                                                        | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |     |          |
|           | (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?                                                                                                                                                                                                                                                                                                                                                                                                | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |     |          |
|           | (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?                                                                                                                                                                                                                                                                                                                                                                                                                    | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |     |          |
|           | (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?                                                                                                                                                                                                                                                                                                                                                                                                                          | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |     |          |
|           | (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?                                                                                                                                                                                                                                                                                                                                                                 | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |     |          |
|           | (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days )                                                                                                                                                                                                                                                               | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |     |          |
| <b>b</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)?<br>Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>                                                                                                                                                                         |                                                                     | 1b  | <b>X</b> |
| <b>c</b>  | 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?<br><b>N/A</b>                                                                                                                                                                                                                                                                                                         |                                                                     | 1c  |          |
| <b>2</b>  | 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))                                                                                                                                                                                                                                                                                                                                 |                                                                     |     |          |
| <b>a</b>  | 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?<br>If "Yes," list the years ▶ 20 , 20 , 20 , 20                                                                                                                                                                                                                                                                                                             | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |     |          |
| <b>b</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 )<br><b>N/A</b>                                                                                                                                                                                         |                                                                     | 2b  |          |
| <b>c</b>  | 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                                                                                                                                                                                                                                                                                                                                                                           |                                                                     |     |          |
| <b>3a</b> | Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?                                                                                                                                                                                                                                                                                                                                                                                    | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |     |          |
| <b>b</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 )<br><b>N/A</b> |                                                                     | 3b  |          |
| <b>4a</b> | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?                                                                                                                                                                                                                                                                                                                                                                                               |                                                                     | 4a  | <b>X</b> |
| <b>b</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  | <b>X</b> |

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

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                                    |                 |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------|-----------------|
| <p><b>5a</b> During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes?</p> <p>(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)</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?</p> <p><b>b</b> If any answer is "Yes" to 5a(1)–(5), did <b>any</b> 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)?</p> <p>Organizations relying on a current notice regarding disaster assistance check here</p> <p><b>c</b> 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?</p> <p>If "Yes," attach the statement required by Regulations section 53.4945-5(d)</p> <p><b>6a</b> Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?</p> <p><b>b</b> Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?</p> <p>If "Yes" to 6b, file Form 8870</p> <p><b>7a</b> At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?</p> <p><b>b</b> If Yes, did the foundation receive any proceeds or have any net income attributable to the transaction?</p> | <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> <b>No</b></p> <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> <b>No</b></p> <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> <b>No</b></p> <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> <b>No</b></p> <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> <b>No</b></p> <p><b>N/A</b> <input type="checkbox"/> <b>5b</b></p> <p><b>N/A</b> <input type="checkbox"/> Yes <input type="checkbox"/> <b>No</b></p> <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> <b>No</b></p> <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> <b>No</b></p> <p><b>N/A</b> <input type="checkbox"/> Yes <input type="checkbox"/> <b>No</b></p> <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> <b>No</b></p> <p><b>N/A</b> <input type="checkbox"/> Yes <input type="checkbox"/> <b>No</b></p> <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> <b>No</b></p> <p><b>N/A</b> <input type="checkbox"/> Yes <input type="checkbox"/> <b>No</b></p> | <p><b>5b</b></p> <p><b>6b</b></p> <p><b>7b</b></p> | <p><b>X</b></p> |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------|-----------------|

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

**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

| (a) Name and address  | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|-----------------------|-----------------------------------------------------------|-------------------------------------------|-----------------------------------------------------------------------|---------------------------------------|
| SEE ATTACHED SCHEDULE | 0 00                                                      | 38,000                                    | 0                                                                     | 0                                     |
|                       |                                                           |                                           |                                                                       |                                       |
|                       |                                                           |                                           |                                                                       |                                       |
|                       |                                                           |                                           |                                                                       |                                       |

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

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

**Total number of other employees paid over \$50,000** **0**

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

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

**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 |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|
| <b>1 THE FOUNDATION'S ONLY CHARITABLE ACTIVITY WAS MAKING GRANTS TO PUBLIC CHARITIES IN SUPPORT OF THEIR PROGRAMS. SEE ATTACHED LIST OF GRANTEEES AND GRANT AMOUNTS.</b> |          |
| <b>2</b>                                                                                                                                                                 |          |
| <b>3</b>                                                                                                                                                                 |          |
| <b>4</b>                                                                                                                                                                 |          |

**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 |
|----------------------------------------------------------|--------|
| <b>1 N/A</b>                                             |        |
| <b>2</b>                                                 |        |
| All other program-related investments. See instructions. |        |
| <b>3</b>                                                 |        |
| <b>Total. Add lines 1 through 3</b>                      |        |



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

|          |                                                                                                             |           |                   |
|----------|-------------------------------------------------------------------------------------------------------------|-----------|-------------------|
| <b>1</b> | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes  |           |                   |
| <b>a</b> | Average monthly fair market value of securities                                                             | <b>1a</b> | <b>19,672,240</b> |
| <b>b</b> | Average of monthly cash balances                                                                            | <b>1b</b> | <b>49,582</b>     |
| <b>c</b> | Fair market value of all other assets (see instructions)                                                    | <b>1c</b> | <b>0</b>          |
| <b>d</b> | <b>Total</b> (add lines 1a, b, and c)                                                                       | <b>1d</b> | <b>19,721,822</b> |
| <b>e</b> | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)   | <b>1e</b> | <b>0</b>          |
| <b>2</b> | Acquisition indebtedness applicable to line 1 assets                                                        | <b>2</b>  | <b>0</b>          |
| <b>3</b> | Subtract line 2 from line 1d                                                                                | <b>3</b>  | <b>19,721,822</b> |
| <b>4</b> | Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)      | <b>4</b>  | <b>295,827</b>    |
| <b>5</b> | <b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 | <b>5</b>  | <b>19,425,995</b> |
| <b>6</b> | <b>Minimum investment return.</b> Enter 5% of line 5                                                        | <b>6</b>  | <b>971,300</b>    |

**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.)

|           |                                                                                                           |           |                |
|-----------|-----------------------------------------------------------------------------------------------------------|-----------|----------------|
| <b>1</b>  | Minimum investment return from Part X, line 6                                                             | <b>1</b>  | <b>971,300</b> |
| <b>2a</b> | Tax on investment income for 2011 from Part VI, line 5                                                    | <b>2a</b> | <b>10,421</b>  |
| <b>b</b>  | Income tax for 2011 (This does not include the tax from Part VI.)                                         | <b>2b</b> |                |
| <b>c</b>  | Add lines 2a and 2b                                                                                       | <b>2c</b> | <b>10,421</b>  |
| <b>3</b>  | <b>Distributable amount before adjustments.</b> Subtract line 2c from line 1                              | <b>3</b>  | <b>960,879</b> |
| <b>4</b>  | Recoveries of amounts treated as qualifying distributions                                                 | <b>4</b>  |                |
| <b>5</b>  | Add lines 3 and 4                                                                                         | <b>5</b>  | <b>960,879</b> |
| <b>6</b>  | Deduction from distributable amount (see instructions)                                                    | <b>6</b>  |                |
| <b>7</b>  | <b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | <b>7</b>  | <b>960,879</b> |

**Part XII Qualifying Distributions** (see instructions)

|          |                                                                                                                                                      |           |                |
|----------|------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|----------------|
| <b>1</b> | Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes                                                            |           |                |
| <b>a</b> | Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26                                                                          | <b>1a</b> | <b>901,235</b> |
| <b>b</b> | Program-related investments—total from Part IX-B                                                                                                     | <b>1b</b> |                |
| <b>2</b> | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes                                            | <b>2</b>  |                |
| <b>3</b> | Amounts set aside for specific charitable projects that satisfy the                                                                                  |           |                |
| <b>a</b> | Suitability test (prior IRS approval required)                                                                                                       | <b>3a</b> |                |
| <b>b</b> | Cash distribution test (attach the required schedule)                                                                                                | <b>3b</b> |                |
| <b>4</b> | <b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4                                    | <b>4</b>  | <b>901,235</b> |
| <b>5</b> | 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) | <b>5</b>  | <b>0</b>       |
| <b>6</b> | <b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4                                                                                | <b>6</b>  | <b>901,235</b> |

**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)<br>Corpus  | (b)<br>Years prior to 2010 | (c)<br>2010 | (d)<br>2011    |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------|----------------------------|-------------|----------------|
| <b>1</b> Distributable amount for 2011 from Part XI, line 7                                                                                                                       |                |                            |             | <b>960,879</b> |
| <b>2</b> Undistributed income, if any, as of the end of 2011                                                                                                                      |                |                            |             |                |
| <b>a</b> Enter amount for 2010 only                                                                                                                                               |                |                            |             |                |
| <b>b</b> Total for prior years 20____, 20____, 20____                                                                                                                             |                |                            |             |                |
| <b>3</b> Excess distributions carryover, if any, to 2011                                                                                                                          |                |                            |             |                |
| <b>a</b> From 2006                                                                                                                                                                |                |                            |             | <b>48,456</b>  |
| <b>b</b> From 2007                                                                                                                                                                |                |                            |             | <b>38,075</b>  |
| <b>c</b> From 2008                                                                                                                                                                |                |                            |             |                |
| <b>d</b> From 2009                                                                                                                                                                |                |                            |             | <b>58,577</b>  |
| <b>e</b> From 2010                                                                                                                                                                |                |                            |             |                |
| <b>f</b> Total of lines 3a through e                                                                                                                                              | <b>145,108</b> |                            |             |                |
| <b>4</b> Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ <b>901,235</b>                                                                                              |                |                            |             |                |
| <b>a</b> Applied to 2010, but not more than line 2a                                                                                                                               |                |                            |             |                |
| <b>b</b> Applied to undistributed income of prior years (Election required—see instructions)                                                                                      |                |                            |             |                |
| <b>c</b> Treated as distributions out of corpus (Election required—see instructions)                                                                                              |                |                            |             |                |
| <b>d</b> Applied to 2011 distributable amount                                                                                                                                     |                |                            |             | <b>901,235</b> |
| <b>e</b> Remaining amount distributed out of corpus                                                                                                                               |                |                            |             |                |
| <b>5</b> Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a) )                                        | <b>59,644</b>  |                            |             | <b>59,644</b>  |
| <b>6</b> Enter the net total of each column as indicated below:                                                                                                                   |                |                            |             |                |
| <b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5                                                                                                                          | <b>85,464</b>  |                            |             |                |
| <b>b</b> Prior years' undistributed income Subtract line 4b from line 2b                                                                                                          |                |                            |             |                |
| <b>c</b> 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 |                |                            |             |                |
| <b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions                                                                                                            |                |                            |             |                |
| <b>e</b> Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see instructions                                                                              |                |                            |             |                |
| <b>f</b> Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012                                                                |                |                            |             | <b>0</b>       |
| <b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)                                  |                |                            |             |                |
| <b>8</b> Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)                                                                              |                |                            |             |                |
| <b>9</b> Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a                                                                                              | <b>85,464</b>  |                            |             |                |
| <b>10</b> Analysis of line 9                                                                                                                                                      |                |                            |             |                |
| <b>a</b> Excess from 2007                                                                                                                                                         |                |                            |             | <b>26,887</b>  |
| <b>b</b> Excess from 2008                                                                                                                                                         |                |                            |             |                |
| <b>c</b> Excess from 2009                                                                                                                                                         |                |                            |             | <b>58,577</b>  |
| <b>d</b> Excess from 2010                                                                                                                                                         |                |                            |             |                |
| <b>e</b> Excess from 2011                                                                                                                                                         |                |                            |             |                |

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

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

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

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

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

**1 Information Regarding Foundation Managers:**

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

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

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

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

**a** The name, address, and telephone number of the person to whom applications should be addressed  
**RUTH B. RICHMOND 503-223-8036**  
**0650 SW GAINES STREET #1102 PORTLAND OR 97239**

**b** The form in which applications should be submitted and information and materials they should include  
**See Statement 12**

**c** Any submission deadlines  
**MARCH 15 AND SEPTEMBER 15**

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

**Part XV** Supplementary Information (continued)

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

| <div>Recipient</div> <div>Name and address (home or business)</div> | 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             |
|---------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|--------------------------------|----------------------------------|--------------------|
| <b>a</b> Paid during the year<br><b>SEE ATTACHED SCHEDULE</b>       |                                                                                                           |                                |                                  | <div>798,655</div> |
| <b>Total</b>                                                        |                                                                                                           |                                | <div>▶ 3a</div>                  | <div>798,655</div> |
| <b>b</b> Approved for future payment<br><b>N/A</b>                  |                                                                                                           |                                |                                  |                    |
| <b>Total</b>                                                        |                                                                                                           |                                | <div>▶ 3b</div>                  |                    |



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

|          |                                                                                                                                                                                                                                                                                                                                                                                             | Yes | No       |
|----------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----------|
| <b>1</b> | 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?                                                                                                                                         |     |          |
| <b>a</b> | Transfers from the reporting foundation to a noncharitable exempt organization of                                                                                                                                                                                                                                                                                                           |     |          |
|          | (1) Cash                                                                                                                                                                                                                                                                                                                                                                                    |     | <b>X</b> |
|          | (2) Other assets                                                                                                                                                                                                                                                                                                                                                                            |     | <b>X</b> |
| <b>b</b> | Other transactions                                                                                                                                                                                                                                                                                                                                                                          |     |          |
|          | (1) Sales of assets to a noncharitable exempt organization                                                                                                                                                                                                                                                                                                                                  |     | <b>X</b> |
|          | (2) Purchases of assets from a noncharitable exempt organization                                                                                                                                                                                                                                                                                                                            |     | <b>X</b> |
|          | (3) Rental of facilities, equipment, or other assets                                                                                                                                                                                                                                                                                                                                        |     | <b>X</b> |
|          | (4) Reimbursement arrangements                                                                                                                                                                                                                                                                                                                                                              |     | <b>X</b> |
|          | (5) Loans or loan guarantees                                                                                                                                                                                                                                                                                                                                                                |     | <b>X</b> |
|          | (6) Performance of services or membership or fundraising solicitations                                                                                                                                                                                                                                                                                                                      |     | <b>X</b> |
| <b>c</b> | Sharing of facilities, equipment, mailing lists, other assets, or paid employees                                                                                                                                                                                                                                                                                                            |     | <b>X</b> |
| <b>d</b> | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received |     |          |

[illegible]

**2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

b If "Yes," complete the following schedule

| (a) Name of organization | (b) Type of organization | (c) Description of relationship |
|--------------------------|--------------------------|---------------------------------|
| N/A                      |                          |                                 |
|                          |                          |                                 |
|                          |                          |                                 |
|                          |                          |                                 |
|                          |                          |                                 |

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

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

**Sign  
Here**

Luth B. Richmond  
Signature of officer or trustee

5-15-2012  
Date

(see instructions)

President

Title

**Paid**  
**Prep**

Print/Type preparer's name

Preparer's signature

Date \_\_\_\_\_

Check ☐ if self-employed

05/01/12

**Use Only**

JERRY O. POLLARD

**Use Only**

Firm's name ▶ JARRARD, SEIBERT, POLLARD & CO, LLC

PTIN P00003217

Firm's address ▶ 1800 Blankenship Rd, Suite 450  
West Linn, OR 97068-4191

Firm's EIN ► 93-0623130

Phone no 503-723-7600

**Schedule B**  
(Form 990, 990-EZ,  
or 990-PF)Department of the Treasury  
Internal Revenue Service**Schedule of Contributors**

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

OMB No 1545-0047

**2011**

Name of the organization

Employer identification number

**HERBERT A. TEMPLETON FOUNDATION****93-0505586**

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 33 1/3% 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, total 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 total 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 on line H of its Form 990-EZ or on Part I, 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).

|                                                                       |                                                            |
|-----------------------------------------------------------------------|------------------------------------------------------------|
| <b>Name of organization</b><br><b>HERBERT A. TEMPLETON FOUNDATION</b> | <b>Employer identification number</b><br><b>93-0505586</b> |
|-----------------------------------------------------------------------|------------------------------------------------------------|

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

| (a)<br>No. | (b)<br>Name, address, and ZIP + 4                                               | (c)<br>Total contributions | (d)<br>Type of contribution                                                                                                                                                  |
|------------|---------------------------------------------------------------------------------|----------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1          | ESTATE OF A. TEMPLETON<br>C/O 0650 SW GAINES ST. #1102<br><br>PORTLAND OR 97239 | \$ 55,000                  | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution ) |
| (a)<br>No. | (b)<br>Name, address, and ZIP + 4                                               | (c)<br>Total contributions | (d)<br>Type of contribution                                                                                                                                                  |
|            |                                                                                 | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution )            |
| (a)<br>No. | (b)<br>Name, address, and ZIP + 4                                               | (c)<br>Total contributions | (d)<br>Type of contribution                                                                                                                                                  |
|            |                                                                                 | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution )            |
| (a)<br>No. | (b)<br>Name, address, and ZIP + 4                                               | (c)<br>Total contributions | (d)<br>Type of contribution                                                                                                                                                  |
|            |                                                                                 | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution )            |
| (a)<br>No. | (b)<br>Name, address, and ZIP + 4                                               | (c)<br>Total contributions | (d)<br>Type of contribution                                                                                                                                                  |
|            |                                                                                 | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution )            |
| (a)<br>No. | (b)<br>Name, address, and ZIP + 4                                               | (c)<br>Total contributions | (d)<br>Type of contribution                                                                                                                                                  |
|            |                                                                                 | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution )            |



TEMPLETON HERBERT A. TEMPLETON FOUNDATION  
93-0505586  
FYE: 12/31/2011

5/1/2012 2:59 PM

**Federal Statements**

**Statement 1 - Form 990-PF, Part I, Line 16a - Legal Fees**

| Description | Total    | Net Investment | Adjusted Net | Charitable Purpose |
|-------------|----------|----------------|--------------|--------------------|
| LEGAL FEES  | \$ 4,790 | \$ 2,395       | \$           | \$ 2,395           |
| Total       | \$ 4,790 | \$ 2,395       | \$ 0         | \$ 2,395           |

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

| Description     | Total    | Net Investment | Adjusted Net | Charitable Purpose |
|-----------------|----------|----------------|--------------|--------------------|
| ACCOUNTING FEES | \$ 8,440 | \$ 4,220       | \$           | \$ 4,220           |
| Total           | \$ 8,440 | \$ 4,220       | \$ 0         | \$ 4,220           |

**Statement 3 - Form 990-PF, Part I, Line 16c - Other Professional Fees**

| Description                | Total      | Net Investment | Adjusted Net | Charitable Purpose |
|----------------------------|------------|----------------|--------------|--------------------|
| UBC/LATEEF-INVESTMENT FEES | \$ 110,595 | \$ 110,595     | \$           | \$                 |
| UBC/LATEEF-CUSTODIAN FEES  | 7,817      | 7,817          |              |                    |
| Total                      | \$ 118,412 | \$ 118,412     | \$ 0         | \$ 0               |

**Statement 4 - Form 990-PF, Part I, Line 18 - Taxes**

| Description              | Total     | Net Investment | Adjusted Net | Charitable Purpose |
|--------------------------|-----------|----------------|--------------|--------------------|
| PAYROLL TAXES            | \$ 5,098  | \$             | \$           | \$ 5,098           |
| FEDERAL TAXES PAID       | 52,570    |                |              |                    |
| STATE TAXES PAID         | 1,200     |                |              | 1,200              |
| FOREIGN TAXES, DIVIDENDS | 2,490     | 2,490          |              |                    |
| Total                    | \$ 61,358 | \$ 2,490       | \$ 0         | \$ 6,298           |

Statement 5 - Form 990-PF, Part I, Line 19 - Depreciation

| Description      |    | Date Acquired | Cost Basis | Prior Year Depreciation | Method        | Life | Current Year Depreciation | Net Investment Income | Adjusted Net Income |
|------------------|----|---------------|------------|-------------------------|---------------|------|---------------------------|-----------------------|---------------------|
| OFFICE EQUIPMENT |    |               |            |                         |               |      |                           |                       |                     |
|                  | \$ |               | 9,178      | \$ 7,518                | Straight Line | 5    | \$ 210                    | \$                    | \$                  |
| Total            | \$ |               | 9,178      | \$ 7,518                |               |      | 210                       | 0                     | 0                   |

Statement 6 - Form 990-PF, Part I, Line 23 - Other Expenses

| Description       | Total    | Net Investment | Adjusted Net | Charitable Purpose |
|-------------------|----------|----------------|--------------|--------------------|
| Expenses          |          |                |              |                    |
| TELEPHONE         | 983      |                |              | 983                |
| CONTRACT SERVICES | 4,512    |                |              | 4,512              |
| INSURANCE         | 454      |                |              | 454                |
| MISCELLANEOUS     | 50       |                |              | 50                 |
| Total             | \$ 5,999 | \$ 0           | \$ 0         | \$ 5,999           |

# Federal Statements

## Statement 7 - Form 990-PF, Part II, Line 10a - US and State Government Investments

| Description          | Beginning<br>of Year | End of<br>Year | Basis of<br>Valuation | Fair Market<br>Value |
|----------------------|----------------------|----------------|-----------------------|----------------------|
| US GOVT FIXED INCOME | \$ 2,875,814         | \$ 2,360,967   | Cost                  | \$ 2,447,041         |
| Total                | \$ 2,875,814         | \$ 2,360,967   |                       | \$ 2,447,041         |

## Statement 8 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

| Description      | Beginning<br>of Year | End of<br>Year | Basis of<br>Valuation | Fair Market<br>Value |
|------------------|----------------------|----------------|-----------------------|----------------------|
| CORPORATE STOCKS | \$ 11,272,611        | \$ 12,082,958  | Cost                  | \$ 12,536,333        |
| Total            | \$ 11,272,611        | \$ 12,082,958  |                       | \$ 12,536,333        |

## Statement 9 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

| Description               | Beginning<br>of Year | End of<br>Year | Basis of<br>Valuation | Fair Market<br>Value |
|---------------------------|----------------------|----------------|-----------------------|----------------------|
| CORPORATE BONDS AND NOTES | \$ 3,326,701         | \$ 2,614,374   | Cost                  | \$ 2,552,998         |
| Total                     | \$ 3,326,701         | \$ 2,614,374   |                       | \$ 2,552,998         |

## Statement 10 - Form 990-PF, Part II, Line 14 - Land, Building, and Equipment

| Description      | Beginning<br>Net Book | End<br>Cost / Basis | End Accumulated<br>Depreciation | Net<br>FMV |
|------------------|-----------------------|---------------------|---------------------------------|------------|
| OFFICE EQUIPMENT | \$ 992                | \$ 9,178            | \$ 7,728                        | \$ 9,178   |
| Total            | \$ 992                | \$ 9,178            | \$ 7,728                        | \$ 9,178   |

**Statement 11 - Form 990-PF, Part III, Line 3 - Other Increases**

| Description                            | Amount   |
|----------------------------------------|----------|
| BOOK TO TAX ADJUSTMENT FOR STOCK SALES | \$ 1,950 |
| Total                                  | \$ 1,950 |

**Statement 12 - Form 990-PF, Part XV, Line 2b - Application Format and Required Contents**

Description

LETTERS, IRC 501(C)(3) EVIDENCE, FINANCIAL STATEMENTS,  
BOARD OF DIRECTORS

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

Description

MARCH 15 AND SEPTEMBER 15

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

Description

SEE ATTACHED SCHEDULE

Templeton Foundation  
Summary of 2011 Capital Gains

93-0505586

FORM 990-PF

PART I, LINE 6

|                       | <u>Short-Term</u>  | <u>Long-Term</u> | <u>Total</u>    |
|-----------------------|--------------------|------------------|-----------------|
| Lateef                | \$ 5,300           | \$ 130,627       | \$ 135,927      |
| Lateef CG Distrib     |                    | 1,452            | 1,452           |
| Lateef II             | 1,416              | 20,960           | 22,376          |
| Lateef II CG Distrib  |                    | 1,464            | 1,464           |
| UBS                   | (36,528)           | (129,766)        | (166,294)       |
| UBS CG Distrib        |                    | 1,563            | 1,563           |
| ML Winslow LCG        | (5,632)            | 439              | (5,193)         |
| ML Pimco Total Return | (1,435)            | 12,154           | 10,719          |
| ML Pimco CG Distrib   |                    |                  | -               |
|                       | <u>\$ (36,879)</u> | <u>\$ 38,893</u> | <u>\$ 2,014</u> |

# 2011 Tax Information Statement

Account Number  
 Recipient's Tax ID Number  
 Payer's Federal ID Number  
 Questions?

6731022840  
 XX-XXX5586  
 94-0304228  
 (800)810-2207

Payer's Name and Address.

UNION BANK, N A  
 PO BOX 45174  
 SAN FRANCISCO, CA 94145-0174

Recipient's Name and Address:

THE HERBERT A TEMPLETON FOUNDATION  
 0650 SW GAINES STREET #1102  
 PORTLAND, OR 97239

☐ Corrected ☐ 2nd TIN notice

## 2011 Combined Year-End 1099 Forms

### Form 1099-DIV Dividends and Distributions

OMB No 1545-0110

|                                      |           |
|--------------------------------------|-----------|
| 1a Total ordinary dividends          | \$185,829 |
| 1b Qualified dividends               | \$167,073 |
| 2a Total capital gain distributions  | \$1,452   |
| 2b Unrecaptured Section 1250 Gain    | \$345     |
| 2c Section 1202 gain                 |           |
| 2d Collectibles (28%) gain           |           |
| 3 Nondividend distributions          | \$1,771   |
| 4 Federal income tax withheld        |           |
| 5 Investment expenses                |           |
| 6 Foreign tax paid                   | \$1,263   |
| 7 Foreign country or U.S. possession | Various   |
| 8 Cash liquidation distributions     |           |
| 9 Non-cash liquidation distributions |           |

### Form 1099-INT Interest Income

OMB No. 1545-0112

|                                                           |           |
|-----------------------------------------------------------|-----------|
| 1 Interest income not included in Box 3                   | \$155,636 |
| 2 Early withdrawal penalty                                |           |
| 3 Interest on U.S. Savings Bonds and Treasury obligations |           |
| 4 Federal income tax withheld                             |           |
| 5 Investment expenses                                     |           |
| 6 Foreign tax paid                                        |           |
| 7 Foreign country or U.S. possession                      |           |
| 8 Tax exempt interest                                     |           |
| 9 Specified private activity bond interest                |           |
| 10 Tax-exempt bond CUSIP no                               |           |

### Summary of Form 1099-B

Proceeds from Broker and Barter Exchange Transactions

|                                                          |             |
|----------------------------------------------------------|-------------|
| 2 Sales price of stocks, bonds, etc                      | \$2,490,095 |
| 3 Cost or other basis                                    | \$85,159    |
| 4 Federal income tax withheld                            |             |
| 5 Wash sale loss disallowed                              |             |
| 10 Profit or (loss) realized in 2011 on closed contracts |             |
| 11 Unrealized profit or (loss) on open contracts - 2010  |             |
| 12 Unrealized profit or (loss) on open contracts - 2011  |             |
| 13 Aggregate profit or (loss) on contracts               |             |

Sales Price less commissions and option premiums from each sale  
 transaction are reported individually to the IRS. Refer to the 1099-B section of  
 this Tax Information Statement

### Summary of Form 1099-OID

Original Issue Discount

|                                                      |  |
|------------------------------------------------------|--|
| 1 Original issue discount for 2011                   |  |
| 2 Other periodic interest                            |  |
| 3 Early withdrawal penalty                           |  |
| 4 Federal income tax withheld                        |  |
| 6 Original issue discount on US Treasury obligations |  |
| 7 Investment expenses                                |  |

Original Issue Discount Amounts are reported individually to the IRS  
 Refer to the 1099-OID section of this Tax Information Statement

2011 Tax Information Statement

Account Number: 6731022850  
Recipient's Tax ID Number: XX-XXX5586  
Payer's Federal ID Number: 94-0304228  
Questions? (800)810-2207

Payer's Name and Address:  
UNION BANK, N A  
PO BOX 45174  
SAN FRANCISCO, CA 94145-0174

☐ Corrected

☐ 2nd TIN notice

2011 Combined Year-End 1099 Forms

**Form 1099-DIV Dividends and Distributions**  
OMB No 1545-0110

|                                      |          |
|--------------------------------------|----------|
| 1a Total ordinary dividends          | \$42,854 |
| 1b Qualified dividends               | \$34,813 |
| 2a Total capital gain distributions  | \$1,464  |
| 2b Unrecaptured Section 1250 Gain    |          |
| 2c Section 1202 gain                 |          |
| 2d Collectibles (28%) gain           |          |
| 3 Nondividend distributions          | \$226    |
| 4 Federal income tax withheld        |          |
| 5 Investment expenses                |          |
| 6 Foreign tax paid                   | \$221    |
| 7 Foreign country or U S possession  | Various  |
| 8 Cash liquidation distributions     |          |
| 9 Non-cash liquidation distributions |          |

**Form 1099-INT Interest Income**  
OMB No. 1545-0112

|                                                          |          |
|----------------------------------------------------------|----------|
| 1 Interest income not included in Box 3                  | \$29,444 |
| 2 Early withdrawal penalty                               |          |
| 3 Interest on U S Savings Bonds and Treasury obligations |          |
| 4 Federal income tax withheld                            |          |
| 5 Investment expenses                                    |          |
| 6 Foreign tax paid                                       |          |
| 7 Foreign country or U S possession                      |          |
| 8 Tax exempt interest                                    |          |
| 9 Specified private activity bond interest               |          |
| 10 Tax-exempt bond CUSIP no                              |          |

**Summary of Form 1099-B**  
Proceeds from Broker and Barter Exchange Transactions

|                                                          |           |
|----------------------------------------------------------|-----------|
| 2 Sales price of stocks, bonds, etc                      | \$518,785 |
| 3 Cost or other basis                                    |           |
| 4 Federal income tax withheld                            |           |
| 5 Wash sale loss disallowed                              |           |
| 10 Profit or (loss) realized in 2011 on closed contracts |           |
| 11 Unrealized profit or (loss) on open contracts - 2010  |           |
| 12 Unrealized profit or (loss) on open contracts - 2011  |           |
| 13 Aggregate profit or (loss) on contracts               |           |

Sales Price less commissions and option premiums from each sale transaction are reported individually to the IRS Refer to the 1099-B section of this Tax Information Statement

**Summary of Form 1099-OLD**  
Original Issue Discount

|                                                      |  |
|------------------------------------------------------|--|
| 1 Original issue discount for 2011                   |  |
| 2 Other periodic interest                            |  |
| 3 Early withdrawal penalty                           |  |
| 4 Federal income tax withheld                        |  |
| 6 Original issue discount on US Treasury obligations |  |
| 7 Investment expenses                                |  |

Original Issue Discount Amounts are reported individually to the IRS Refer to the 1099-OLD section of this Tax Information Statement





UBS Financial Services Inc.  
805 S W Broadway  
Suite 2600  
Portland OR 97205-3365  
Account Number. LL 69527 BD  
Tax Identification Number 93-0505586

#### IMPORTANT NOTICE

This is important tax information and is being furnished to the Internal Revenue Service. If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.

UBS Financial Services Inc., 1000 Harbor Boulevard,  
Weehawken, NJ 07086-6790 (Federal ID 13-2638166)

UBS Financial Services Inc.

## 2011 Consolidated Form 1099

P0302L00016314011191819-X1

### Your Financial Advisor or Contact

VISTA WEALTH MANAGEMENT GROUP 503-221-5800/800-245-0900

| Line# | Category                                                     | Amount      |
|-------|--------------------------------------------------------------|-------------|
| 1a    | Ordinary dividends (includes lines 1b and 5)                 | \$11,156.42 |
| 1b    | Qualified dividends                                          | 8,549.39    |
| 2a    | Total capital gain distributions (includes lines 2b, 2c, 2d) | 1,562.90    |
| 2b    | Unrecaptured section 1250 gain                               | 0.00        |
| 2c    | Section 1202 gain                                            | 0.00        |
| 2d    | 28% rate gain (Collectibles)                                 | 0.00        |
| 3     | Nondividend distributions                                    | 0.00        |
| 4     | Federal income tax withheld                                  | 0.00        |
| 5     | Investment expenses                                          | 0.00        |
| 6     | Foreign tax paid                                             | 996.64      |
| 7     | Foreign country or U.S. possession                           | Various     |
| 8     | Liquidation distributions - cash                             | 0.00        |
| 9     | Liquidation distributions - non-cash (fair market value)     | 0.00        |

HERBERT A TEMPLETON FOUNDATION  
1717 SW PARK  
PORTLAND OR 97201-3267

Only the forms applicable to your account are shown. Forms which are not applicable and therefore not shown include Form 1099-ORD, Form 1099-INT, Form 1099-MISC,

### Form 1099-B Proceeds from Broker & Barter Exchange

Transactions (OMB No 1545-0715)

| Line# | Category                                                              | Amount       |
|-------|-----------------------------------------------------------------------|--------------|
| 1a    | Date of sale or exchange                                              | Various      |
| 1b    | Date of acquisition                                                   | Various      |
| 2     | Stocks, bonds, etc. reported to IRS (gross proceeds less commissions) | \$986,032.99 |
| 3     | Cost or other basis                                                   | See details  |
| 4     | Federal income tax withheld                                           | \$0.00       |
| 5     | Wash sale loss disallowed                                             | See details  |
| 6     | If this box is checked, lines 1b, 3, 5, and 8 may be blank            | See details  |
| 8     | Type of gain or loss                                                  | See details  |
| 9     | Description                                                           | See details  |
| 10    | Profit or (loss) realized on closed futures contracts for 2011        | \$0.00       |
| 11    | Unrealized profit or (loss) on open contracts - 12/31/2010            | \$0.00       |
| 12    | Total unrealized profit or (loss) on open contracts - 12/31/2011      | \$0.00       |
| 13    | Aggregate profit or (loss) (from lines 10, 11 and 12)                 | \$0.00       |
| 14    | Bartering                                                             | \$0.00       |
| 15    | If this box is checked, loss based on amount in Line 2 is not allowed | See details  |

LATEEF MANAGEMENT ASSOCIATES  
ACCOUNT 6731022840

**SCHEDULE OF CAPITAL TRANSACTIONS**

| QUAN    | DESCRIPTION                | (1-ST/2-LT)<br>HOLDING<br>PERIOD | DATE<br>SOLD | PROCEEDS | COST    | GAIN OR LOSS |           |
|---------|----------------------------|----------------------------------|--------------|----------|---------|--------------|-----------|
|         |                            |                                  |              |          |         | SHORT TERM   | LONG TERM |
| 150,000 | Natl Rural Utils Nts 5 35% | 2                                | 1/18/11      | 150,000  | 150,000 | -            | -         |
| 500     | Packaging Corp America     | 2                                | 1/27/11      | 14,321   | 10,827  | -            | 3,494     |
| 1,000   | Pfizer Inc                 | 2                                | 2/3/11       | 18,040   | 32,671  | -            | (14,631)  |
| 500     | Ball Corp                  | 2                                | 2/3/11       | 35,522   | 19,832  | -            | 15,690    |
| 500     | Marathon Oil Corp          | 2                                | 2/3/11       | 22,650   | 25,651  | -            | (3,001)   |
| 2,000   | Crown Holdings Inc         | 2                                | 2/8/11       | 70,649   | 47,461  | -            | 23,188    |
| 500     | BJS Wholesale Club         | 2                                | 2/15/11      | 24,187   | 16,462  | -            | 7,725     |
| 1,750   | Marathon Oil Corp          | 2                                | 2/17/11      | 84,917   | 89,779  | -            | (4,862)   |
| 400     | Marathon Oil Corp          | 2                                | 2/22/11      | 19,332   | 20,521  | -            | (1,189)   |
| 1,000   | BJS Wholesale Club         | 2                                | 2/22/11      | 49,949   | 32,655  | -            | 17,294    |
| 500     | Kaiser Alum Corp           | 2                                | 2/24/11      | 26,124   | 23,049  | -            | 3,075     |
| 450     | Exxon Mobil Corp           | 1                                | 2/24/11      | 37,718   | 29,517  | 8,201        | -         |
| 300     | Fedex Corp                 | 1                                | 2/24/11      | 29,313   | 24,671  | 4,642        | -         |
| 600     | Marathon Oil Corp          | 2                                | 2/28/11      | 29,700   | 25,358  | -            | 4,342     |
| 1,000   | Marathon Oil Corp          | 2                                | 3/7/11       | 50,710   | 29,608  | -            | 21,102    |
| 2,500   | Foot Locker Inc            | 2                                | 3/9/11       | 50,024   | 52,165  | -            | (2,141)   |
| 1,000   | Brandywine Realty Trust    | 2                                | 3/23/11      | 11,590   | 24,667  | -            | (13,077)  |
| 1,500   | Nokia Corp Spnsrd ADR      | 2                                | 3/23/11      | 12,280   | 20,055  | -            | (7,775)   |
| 1,250   | CVS Caremark Corp          | 2                                | 4/13/11      | 45,299   | 38,575  | -            | 6,724     |
| 1,000   | Unilever NV                | 2                                | 4/25/11      | 32,371   | 30,907  | -            | 1,464     |
| 1,000   | JP Morgan Chase Pfd        | 2                                | 4/25/11      | 27,867   | 25,000  | -            | 2,867     |
| 1,000   | JP Morgan Chase Pfd        | 2                                | 5/4/11       | 27,569   | 25,000  | -            | 2,569     |
| 1,500   | Kaiser Alum Corp           | 1/2                              | 5/6/11       | 75,455   | 58,482  | 5,387        | 11,586    |
| 1,750   | CVS Caremark Corp          | 2                                | 5/16/11      | 65,536   | 57,285  | -            | 8,251     |
| 125,000 | Dow Chemical               | 2                                | 5/16/11      | 125,000  | 125,000 | -            | -         |
| 2,000   | Kroger Co                  | 2                                | 7/8/11       | 50,000   | 42,928  | -            | 7,072     |
| 1,500   | Kraft Foods Inc            | 2                                | 7/21/11      | 53,759   | 48,420  | -            | 5,339     |
| 160,000 | Stancorp SR Note           | 2                                | 8/16/11      | 168,400  | 174,299 | -            | (5,899)   |
| 125,000 | Southwest Air Notes        | 1                                | 8/16/11      | 134,875  | 134,650 | -            | -         |
| 100,000 | GETC Notes                 | 1                                | 9/12/11      | 100,000  | 100,000 | 225          | -         |
| 2,000   | Public Storage             | 2                                | 9/30/11      | 50,000   | 50,887  | -            | (887)     |
| 500     | Kimberly Clark Corp        | 2                                | 9/8/11       | 34,174   | 25,602  | -            | 8,572     |

LATEEF MANAGEMENT ASSOCIATES

**SCHEDULE OF CAPITAL TRANSACTIONS (CONTINUED):  
(1-ST/2-LT)**[illegible]

**SCHEDULE OF CAPITAL TRANSACTIONS:**

[illegible]

UBS FINANCIAL SERVICES  
ACCOUNT LL 69527 BD

**SCHEDULE OF CAPITAL TRANSACTIONS:**

| QUAN      | DESCRIPTION                     | (1-ST/2-LT)<br>HOLDING<br>PERIOD | DATE<br>SOLD | PROCEEDS | COST      | GAIN OR LOSS |           |
|-----------|---------------------------------|----------------------------------|--------------|----------|-----------|--------------|-----------|
|           |                                 |                                  |              |          |           | SHORT TERM   | LONG TERM |
| 373 230   | Alliance Bernstein Intl Value A | 1                                | 1/13/11      | 5,248    | 5,043     | 205          |           |
| 69 383    | Henderson Global Inv Intl Opp   | 1                                | 1/21/11      | 1,483    | 1,468     | 15           |           |
| 678 064   | Invesco Dev Markets Fund Cl A   | 1                                | 1/21/11      | 21,390   | 22,464    | (1,074)      |           |
| 67 138    | Neuberger Berman Intl Trust     | 1                                | 1/13/11      | 1,283    | 1,247     | 36           |           |
| 610 946   | Oppenheimer Intl Small Cl A     | 1                                | 1/13/11      | 15,066   | 14,547    | 519          |           |
| 11280 397 | Alliance Bernstein Intl Value A | 2                                | 1/13/11      | 158,602  | 239,893   |              | (81,291)  |
| 10789 62  | Henderson Global Inv Intl Opp   | 2                                | various      | 230,941  | 242,645   |              | (11,704)  |
| 7346 401  | Neuberger Berman Intl Trust     | 2                                | 1/13/11      | 140,390  | 180,959   |              | (40,569)  |
| 6725 364  | Oppenheimer Intl Small Cl A     | 2                                | 1/13/11      | 165,847  | 162,050   |              | 3,797     |
| 568       | Vanguard MSCI Emerging Markets  | 1                                | 5/11/11      | 27,474   | 27,446    | 28           |           |
| 502 959   | Invesco Dev Markets Fund Cl A   | 1                                | 5/11/11      | 17,000   | 16,663    | 337          |           |
| 1900 826  | Putnam Intl Cap Opportunities   | 1                                | 9/14/11      | 56,645   | 69,000    | (12,355)     |           |
| 741 142   | Scout International Fund        | 1                                | 9/14/11      | 20,596   | 24,828    | (4,232)      |           |
| 879 594   | Thornberg Intl Value Fund A     | 1                                | 9/14/11      | 21,172   | 24,954    | (3,782)      |           |
| 690       | Vanguard FTSE All Wo X-US       | 1                                | 9/14/11      | 59,633   | 69,102    | (9,469)      |           |
| 1035      | Vanguard Intl Equity Index Fd   | 1                                | 9/14/11      | 43,263   | 50,019    | (6,756)      |           |
|           |                                 |                                  |              | 986,033  | 1,152,328 | (36,528)     | (129,766) |

MERRILL LYNCH  
ACCOUNT 311-04H18

**SCHEDULE OF CAPITAL TRANSACTIONS:**

| QUAN    | DESCRIPTION               | (1-ST/2-LT)<br>HOLDING<br>PERIOD | DATE<br>SOLD | PROCEEDS | COST   | GAIN OR LOSS |           |
|---------|---------------------------|----------------------------------|--------------|----------|--------|--------------|-----------|
|         |                           |                                  |              |          |        | SHORT TERM   | LONG TERM |
| 35 000  | Amphenol Corp Cl A        | 1                                | 1/14/11      | 1,820    | 1,866  | (46)         |           |
| 29 000  | Amphenol Corp Cl A        | 1                                | 1/26/11      | 1,598    | 1,546  | 52           |           |
| 6 000   | Apple Inc                 | 1                                | 1/20/11      | 1,987    | 1,918  | 69           |           |
| 24 000  | Deere Co                  | 1                                | 1/21/11      | 2,148    | 1,953  | 195          |           |
| 89 000  | Kohls Corp                | 1                                | 1/7/11       | 4,615    | 4,819  | (204)        |           |
| 103 000 | Kohls Corp                | 1                                | 1/12/11      | 5,344    | 5,577  | (233)        |           |
| 85 000  | Oracle Corp               | 1                                | 1/14/11      | 2,635    | 2,513  | 122          |           |
| 3 000   | Priceline Inc             | 1                                | 1/6/11       | 1,305    | 1,251  | 54           |           |
| 1 000   | Priceline Inc             | 1                                | 1/11/11      | 433      | 417    | 16           |           |
| 5 000   | Priceline Inc             | 1                                | 1/12/11      | 2,168    | 2,084  | 84           |           |
| 32 000  | Qualcomm Inc              | 1                                | 1/21/11      | 1,643    | 1,569  | 74           |           |
| 24 000  | Vmware Inc                | 1                                | 1/19/11      | 2,264    | 2,123  | 141          |           |
| 23 000  | Walter Energy Inc         | 1                                | 1/14/11      | 2,982    | 2,660  | 322          |           |
| 23 000  | Amphenol Corp Cl A        | 1                                | 2/7/11       | 1,336    | 1,226  | 110          |           |
| 95 000  | Amphenol Corp Cl A        | 1                                | 2/8/11       | 5,415    | 5,064  | 351          |           |
| 19 000  | Amphenol Corp Cl A        | 1                                | 2/8/11       | 1,088    | 1,013  | 75           |           |
| 45 000  | Agilent Technologies      | 1                                | 2/15/11      | 1,950    | 1,727  | 223          |           |
| 49 000  | Agilent Technologies      | 1                                | 2/23/11      | 1,973    | 1,880  | 93           |           |
| 48 000  | ASML Holding N V          | 1                                | 2/23/11      | 2,043    | 1,806  | 237          |           |
| 23 000  | Autodesk Inc Del          | 1                                | 2/17/11      | 987      | 883    | 104          |           |
| 12 000  | Citrix Systems            | 1                                | 2/17/11      | 864      | 835    | 29           |           |
| 12 000  | Citrix Systems            | 1                                | 2/23/11      | 810      | 835    | (25)         |           |
| 161 000 | Celgene Corp              | 1                                | 2/3/11       | 8,222    | 9,270  | (1,048)      |           |
| 29 000  | Cliff's Natural Resources | 1                                | 2/9/11       | 2,510    | 2,088  | 422          |           |
| 25 000  | Cliff's Natural Resources | 1                                | 2/17/11      | 2,502    | 1,800  | 702          |           |
| 25 000  | Cliff's Natural Resources | 1                                | 2/23/11      | 2,251    | 1,800  | 451          |           |
| 505 000 | Cisco Systems             | 1                                | 2/10/11      | 9,713    | 11,060 | (1,347)      |           |
| 32 000  | FMC Techs Inc             | 1                                | 1/28/11      | 2,919    | 2,814  | 105          |           |
| 6 000   | FMC Techs Inc             | 1                                | 2/1/11       | 566      | 528    | 38           |           |
| 5 000   | Google Inc Cl A           | 1                                | 1/28/11      | 3,050    | 2,953  | 97           |           |
| 49 000  | Halliburton Co            | 1                                | 2/9/11       | 2,195    | 1,979  | 216          |           |
| 21 000  | Hewlett Packard           | 1                                | 2/10/11      | 1,015    | 948    | 67           |           |
| 26 000  | Hewlett Packard           | 1                                | 2/10/11      | 1,273    | 1,173  | 100          |           |
| 6 000   | Hewlett Packard           | 1                                | 2/10/11      | 294      | 271    | 23           |           |

|         |                            |   |         |        |        |         |
|---------|----------------------------|---|---------|--------|--------|---------|
| 88 000  | Hewlett Packard            | 1 | 2/23/11 | 3,777  | 3,967  | (190)   |
| 95 000  | Hewlett Packard            | 1 | 2/23/11 | 4,078  | 4,337  | (259)   |
| 64 000  | Juniper Networks Inc       | 1 | 2/23/11 | 2,623  | 2,278  | 345     |
| 18 000  | Netflix Com                | 1 | 2/15/11 | 4,295  | 3,516  | 779     |
| 11 000  | Netapp Inc                 | 1 | 2/17/11 | 592    | 598    | (6)     |
| 147 000 | Pepsico                    | 1 | 1/28/11 | 9,487  | 9,506  | (19)    |
| 39 000  | Shire PLC ADR              | 1 | 2/10/11 | 3,120  | 2,737  | 383     |
| 13 000  | Schlumberger Ltd           | 1 | 2/8/11  | 1,145  | 1,058  | 87      |
| 54 000  | Agilent Technologies       | 1 | 2/25/11 | 2,269  | 2,072  | 197     |
| 105 000 | Agilent Technologies       | 1 | 3/1/11  | 4,311  | 4,029  | 282     |
| 25 000  | Cliff's Natural Resources  | 1 | 2/24/11 | 2,296  | 1,800  | 496     |
| 89 000  | Green Mountain Coffee      | 1 | 3/10/11 | 5,334  | 2,940  | 2,394   |
| 23 000  | Netflix Com                | 1 | 3/9/11  | 4,513  | 4,492  | 21      |
| 30 000  | Netapp Inc                 | 1 | 3/11/11 | 1,432  | 1,632  | (200)   |
| 114 000 | Nike Inc C I B             | 1 | 3/18/11 | 8,808  | 10,002 | (1,194) |
| 28 000  | Nike Inc C I B             | 1 | 3/18/11 | 2,164  | 2,515  | (351)   |
| 21 000  | Peabody Energy Corp        | 1 | 3/21/11 | 1,499  | 1,288  | 211     |
| 23 000  | ASML Holding N V           | 1 | 3/30/11 | 1,019  | 865    | 154     |
| 115 000 | ASML Holding N V           | 1 | 4/13/11 | 4,543  | 4,326  | 217     |
| 140 000 | ASML Holding N V           | 1 | 4/14/11 | 5,550  | 5,266  | 284     |
| 19 000  | Cliff's Natural Resources  | 1 | 4/8/11  | 1,886  | 1,368  | 518     |
| 17 000  | Cliff's Natural Resources  | 1 | 4/15/11 | 1,615  | 1,224  | 391     |
| 14 000  | Cerner Corp                | 1 | 4/8/11  | 1,530  | 1,287  | 243     |
| 64 000  | Green Mountain Coffee      | 1 | 4/5/11  | 4,212  | 2,114  | 2,098   |
| 34 000  | Goldman Sachs Group        | 1 | 4/19/11 | 5,112  | 5,681  | (569)   |
| 7 000   | Google Inc C I A           | 1 | 4/15/11 | 3,783  | 4,135  | (352)   |
| 4 000   | Google Inc C I A           | 1 | 4/19/11 | 2,091  | 2,363  | (272)   |
| 49 000  | Petroleo Bras SA ADR       | 1 | 4/12/11 | 1,668  | 1,735  | (67)    |
| 92 000  | Petroleo Bras SA ADR       | 1 | 4/13/11 | 3,066  | 3,257  | (191)   |
| 13 000  | Petroleo Bras SA ADR       | 1 | 4/14/11 | 432    | 461    | (29)    |
| 154 000 | Petroleo Bras SA ADR       | 1 | 4/14/11 | 5,113  | 5,483  | (370)   |
| 14 000  | Priceline Inc              | 1 | 4/6/11  | 7,087  | 5,836  | 1,251   |
| 55 000  | Peabody Energy Corp        | 1 | 4/8/11  | 3,808  | 3,374  | 434     |
| 76 000  | Peabody Energy Corp        | 1 | 4/8/11  | 5,248  | 4,662  | 586     |
| 6 000   | Peabody Energy Corp        | 1 | 4/11/11 | 398    | 368    | 30      |
| 22 000  | Baidu Inc Spon ADR         | 1 | 4/28/11 | 3,239  | 2,384  | 855     |
| 11 000  | Baidu Inc Spon ADR         | 1 | 5/3/11  | 1,536  | 1,192  | 344     |
| 12 000  | Citrix Systems             | 1 | 4/28/11 | 1,023  | 835    | 188     |
| 186 000 | Cognizant Tech Solutions A | 1 | 5/3/11  | 13,989 | 13,044 | 945     |
| 32 000  | Goldman Sachs Group        | 1 | 4/28/11 | 4,811  | 5,347  | (536)   |
| 24 000  | Goldman Sachs Group        | 1 | 5/6/11  | 3,600  | 4,010  | (410)   |
| 91 000  | Goldman Sachs Group        | 1 | 5/12/11 | 12,905 | 15,206 | (2,301) |

|         |                            |   |         |       |       |         |
|---------|----------------------------|---|---------|-------|-------|---------|
| 34 000  | Intuit Inc                 | 1 | 5/18/11 | 1,846 | 1,618 | 228     |
| 34 000  | Lauder Estee Cos Inc       | 1 | 5/10/11 | 3,480 | 2,637 | 843     |
| 5 000   | Priceline Inc              | 1 | 5/2/11  | 2,789 | 2,084 | 705     |
| 6 000   | Priceline Inc              | 1 | 5/3/11  | 3,276 | 2,501 | 775     |
| 4 000   | Priceline Inc              | 1 | 5/4/11  | 2,121 | 1,668 | 453     |
| 6 000   | Priceline Inc              | 1 | 5/6/11  | 3,171 | 2,501 | 670     |
| 4 000   | Amazon Com Inc             | 1 | 5/31/11 | 784   | 698   | 86      |
| 10 000  | American Tower Corp        | 1 | 5/31/11 | 547   | 505   | 42      |
| 4 000   | Altera Corp                | 1 | 5/31/11 | 193   | 169   | 24      |
| 7 000   | Apple Inc                  | 1 | 5/31/11 | 2,400 | 2,238 | 162     |
| 6 000   | Autodesk Inc Del           | 1 | 5/31/11 | 255   | 230   | 25      |
| 4 000   | Borg Warner Inc.           | 1 | 5/31/11 | 287   | 266   | 21      |
| 1 000   | Baidu Inc Spon ADR         | 1 | 5/31/11 | 135   | 109   | 26      |
| 3 000   | Citrix Systems             | 1 | 5/31/11 | 261   | 209   | 52      |
| 10 000  | Cognizant Tech Solutions A | 1 | 5/31/11 | 755   | 701   | 54      |
| 4 000   | Costco Wholesale           | 1 | 5/31/11 | 328   | 284   | 44      |
| 4 000   | Ctrip Com Intl             | 1 | 5/31/11 | 180   | 172   | 8       |
| 4 000   | C H Robinson Worldwide     | 1 | 5/31/11 | 320   | 311   | 9       |
| 3,000   | Concho Resources Inc       | 1 | 5/31/11 | 282   | 282   | -       |
| 2 000   | Cliff's Natural Resources  | 1 | 5/31/11 | 180   | 144   | 36      |
| 1 000   | Cerner Corp                | 1 | 5/31/11 | 119   | 92    | 27      |
| 7 000   | Dollar General Corp        | 1 | 5/31/11 | 242   | 217   | 25      |
| 84 000  | Dollar General Corp        | 1 | 6/1/11  | 2,738 | 2,611 | 127     |
| 69 000  | Dollar General Corp        | 1 | 6/1/11  | 2,193 | 2,145 | 48      |
| 54 000  | Dollar General Corp        | 1 | 6/2/11  | 1,732 | 1,679 | 53      |
| 102 000 | Dollar General Corp        | 1 | 6/2/11  | 3,271 | 3,111 | 160     |
| 16 000  | Dollar General Corp        | 1 | 6/3/11  | 504   | 488   | 16      |
| 5 000   | Deere Co                   | 1 | 5/31/11 | 428   | 407   | 21      |
| 8 000   | Disney (Walt) Co           | 1 | 5/31/11 | 334   | 348   | (14)    |
| 7 000   | EMC Corporation            | 1 | 5/31/11 | 198   | 156   | 42      |
| 2 000   | Ecolab Inc                 | 1 | 5/31/11 | 109   | 96    | 13      |
| 5 000   | Fluor Corp                 | 1 | 5/31/11 | 344   | 312   | 32      |
| 16 000  | Ford Motor Co              | 1 | 5/31/11 | 235   | 267   | (32)    |
| 355 000 | Ford Motor Co              | 1 | 6/24/11 | 4,708 | 5,932 | (1,224) |
| 8 000   | FMC Techs Inc.             | 1 | 5/31/11 | 355   | 352   | 3       |
| 3 000   | Franklin Res Inc           | 1 | 5/31/11 | 386   | 352   | 34      |
| 4 000   | Green Mountain Coffee      | 1 | 5/31/11 | 327   | 132   | 195     |
| 1 000   | Google Inc Cl A            | 1 | 5/31/11 | 524   | 591   | (67)    |
| 5 000   | Google Inc Cl A            | 1 | 6/20/11 | 2,412 | 2,737 | (325)   |
| 2 000   | Goodrich Corporation       | 1 | 5/31/11 | 174   | 171   | 3       |
| 4 000   | Halliburton Co             | 1 | 5/31/11 | 202   | 162   | 40      |
| 2 000   | Illinois Tool Works Inc    | 1 | 5/31/11 | 113   | 101   | 12      |



|         |                           |   |         |       |       |       |
|---------|---------------------------|---|---------|-------|-------|-------|
| 1 000   | Intuitive Surgical Inc    | 1 | 5/31/11 | 342   | 331   | 11    |
| 3 000   | Intercontinental Exchange | 1 | 5/31/11 | 357   | 352   | 5     |
| 4 000   | Intuit Inc                | 1 | 5/31/11 | 214   | 190   | 24    |
| 4 000   | Juniper Networks Inc      | 1 | 5/31/11 | 145   | 142   | 3     |
| 66 000  | Juniper Networks Inc      | 1 | 6/1/11  | 2,179 | 2,349 | (170) |
| 113 000 | Juniper Networks Inc      | 1 | 6/6/11  | 3,559 | 4,021 | (462) |
| 51 000  | Juniper Networks Inc      | 1 | 6/6/11  | 1,606 | 1,942 | (336) |
| 4 000   | JP Morgan Chase           | 1 | 5/31/11 | 172   | 164   | 8     |
| 72 000  | JP Morgan Chase           | 1 | 6/8/11  | 2,931 | 2,950 | (19)  |
| 47 000  | JP Morgan Chase           | 1 | 6/24/11 | 1,861 | 1,926 | (65)  |
| 1 000   | Lauder Estee Cos Inc      | 1 | 5/31/11 | 101   | 78    | 23    |
| 16 000  | Las Vegas Sands Corp      | 1 | 5/31/11 | 659   | 743   | (84)  |
| 8 000   | Mylan Inc                 | 1 | 5/31/11 | 186   | 191   | (5)   |
| 5 000   | Netapp Inc                | 1 | 5/31/11 | 273   | 272   | 1     |
| 5 000   | O'Reilly Automotive Inc   | 1 | 5/31/11 | 299   | 307   | (8)   |
| 4 000   | Occidental Pete Corp      | 1 | 5/31/11 | 432   | 370   | 62    |
| 18 000  | Oracle Corp               | 1 | 5/31/11 | 605   | 532   | 73    |
| 1 000   | Perrigo Co                | 1 | 5/31/11 | 85    | 85    | -     |
| 12 000  | Qualcomm Inc              | 1 | 5/31/11 | 695   | 588   | 107   |
| 4 000   | Shire PLC ADR             | 1 | 5/31/11 | 378   | 280   | 98    |
| 33 000  | Shire PLC ADR             | 1 | 6/3/11  | 3,042 | 2,316 | 726   |
| 5 000   | Schlumberger Ltd          | 1 | 5/31/11 | 428   | 407   | 21    |
| 7 000   | Schwab Charles Corp       | 1 | 5/31/11 | 123   | 129   | (6)   |
| 2 000   | Salesforce Com Inc        | 1 | 5/31/11 | 300   | 295   | 5     |
| 4 000   | Scripps Networks          | 1 | 5/31/11 | 199   | 207   | (8)   |
| 5 000   | Texas Instruments         | 1 | 5/31/11 | 175   | 167   | 8     |
| 5 000   | TD Ameritrade Holding     | 1 | 5/31/11 | 106   | 92    | 14    |
| 5 000   | Unitedhealth Group        | 1 | 5/31/11 | 242   | 242   | -     |
| 10 000  | Union Pacific Corp        | 1 | 5/31/11 | 1,037 | 921   | 116   |
| 3 000   | United Techs Corp         | 1 | 5/31/11 | 261   | 235   | 26    |
| 4 000   | Verisign Inc              | 1 | 5/31/11 | 139   | 135   | 4     |
| 4 000   | Varian Medical Sys        | 1 | 5/31/11 | 268   | 268   | -     |
| 1 000   | Vmware Inc                | 1 | 5/31/11 | 97    | 81    | 16    |
| 6 000   | Visa Inc Cl A             | 1 | 5/31/11 | 483   | 477   | 6     |
| 3 000   | Walter Energy Inc         | 1 | 5/31/11 | 369   | 347   | 22    |
| 4 000   | Yum Brands Inc            | 1 | 5/31/11 | 222   | 200   | 22    |
| 23 000  | Yum Brands Inc            | 1 | 6/21/11 | 1,277 | 1,150 | 127   |
| 5 000   | Yum Brands Inc            | 1 | 6/22/11 | 278   | 250   | 28    |
| 126 000 | Express Scripts Inc       | 1 | 7/21/11 | 6,957 | 6,867 | 90    |
| 231 000 | Ford Motor Co             | 1 | 7/26/11 | 3,036 | 3,860 | (824) |
| 168 000 | Ford Motor Co             | 1 | 7/26/11 | 2,208 | 3,021 | (813) |
| 79 000  | Illinois Tool Works Inc   | 1 | 7/26/11 | 4,154 | 3,999 | 155   |

|         |                           |   |         |       |       |         |
|---------|---------------------------|---|---------|-------|-------|---------|
| 70 000  | Schwab Charles Corp       | 1 | 7/6/11  | 1,121 | 1,295 | (174)   |
| 156 000 | Schwab Charles Corp       | 1 | 7/7/11  | 2,496 | 2,885 | (389)   |
| 62 000  | Schwab Charles Corp       | 1 | 7/8/11  | 961   | 1,147 | (186)   |
| 117 000 | Schwab Charles Corp       | 1 | 7/8/11  | 1,814 | 2,164 | (350)   |
| 69 000  | Schwab Charles Corp       | 1 | 7/8/11  | 1,070 | 1,275 | (205)   |
| 105 000 | Schwab Charles Corp       | 1 | 7/8/11  | 1,628 | 1,941 | (313)   |
| 28 000  | Texas Instruments         | 1 | 7/12/11 | 875   | 933   | (58)    |
| 69 000  | Texas Instruments         | 1 | 7/19/11 | 2,144 | 2,299 | (155)   |
| 68 000  | Vmware Inc                | 1 | 7/7/11  | 6,981 | 5,541 | 1,440   |
| 6 000   | Yum Brands Inc            | 1 | 6/29/11 | 333   | 300   | 33      |
| 11 000  | Apple Inc                 | 1 | 7/28/11 | 4,326 | 3,517 | 809     |
| 112 000 | Autodesk Inc Del          | 1 | 8/18/11 | 2,985 | 4,302 | (1,317) |
| 250 000 | Autodesk Inc Del          | 1 | 8/19/11 | 6,369 | 9,602 | (3,233) |
| 24 000  | Cerner Corp               | 1 | 7/27/11 | 1,494 | 1,103 | 391     |
| 57 000  | Disney (Walt) Co          | 1 | 8/3/11  | 2,084 | 2,478 | (394)   |
| 47 000  | Disney (Walt) Co          | 1 | 8/3/11  | 1,733 | 2,043 | (310)   |
| 17 000  | Disney (Walt) Co          | 1 | 8/10/11 | 524   | 739   | (215)   |
| 127 000 | Disney (Walt) Co          | 1 | 8/10/11 | 3,918 | 5,524 | (1,606) |
| 81 000  | Disney (Walt) Co          | 1 | 8/10/11 | 2,499 | 3,371 | (872)   |
| 64 000  | Disney (Walt) Co          | 1 | 8/10/11 | 1,975 | 2,687 | (712)   |
| 63 000  | Freeprt-MCMRAN Cpr & Gold | 1 | 8/5/11  | 2,857 | 3,147 | (290)   |
| 45 000  | Freeprt-MCMRAN Cpr & Gold | 1 | 8/8/11  | 1,976 | 2,248 | (272)   |
| 40 000  | Freeprt-MCMRAN Cpr & Gold | 1 | 8/8/11  | 1,757 | 1,987 | (230)   |
| 3 000   | Freeprt-MCMRAN Cpr & Gold | 1 | 8/9/11  | 131   | 149   | (18)    |
| 65 000  | Freeprt-MCMRAN Cpr & Gold | 1 | 8/9/11  | 2,839 | 3,193 | (354)   |
| 20 000  | Green Mountain Coffee     | 1 | 8/18/11 | 1,758 | 661   | 1,097   |
| 133 000 | Mylan Inc                 | 1 | 8/3/11  | 2,733 | 3,178 | (445)   |
| 58 000  | Mylan Inc                 | 1 | 8/3/11  | 1,192 | 1,439 | (247)   |
| 6 000   | Mylan Inc                 | 1 | 8/8/11  | 111   | 149   | (38)    |
| 77 000  | Mylan Inc                 | 1 | 8/8/11  | 1,426 | 1,910 | (484)   |
| 86 000  | Mylan Inc                 | 1 | 8/8/11  | 1,593 | 2,152 | (559)   |
| 30 000  | Mylan Inc                 | 1 | 8/8/11  | 556   | 748   | (192)   |
| 63 000  | Mylan Inc                 | 1 | 8/9/11  | 1,145 | 1,571 | (426)   |
| 33 000  | Scripps Networks          | 1 | 8/19/11 | 1,323 | 1,707 | (384)   |
| 62 000  | Scripps Networks          | 1 | 8/24/11 | 2,480 | 3,207 | (727)   |
| 3 000   | Scripps Networks          | 1 | 8/24/11 | 120   | 155   | (35)    |
| 68 000  | Texas Instruments         | 1 | 8/3/11  | 1,966 | 2,266 | (300)   |
| 113 000 | Texas Instruments         | 1 | 8/5/11  | 3,054 | 3,766 | (712)   |
| 40 000  | Texas Instruments         | 1 | 8/5/11  | 1,081 | 1,422 | (341)   |
| 35 000  | Texas Instruments         | 1 | 8/5/11  | 946   | 1,242 | (296)   |
| 31 000  | Texas Instruments         | 1 | 8/5/11  | 838   | 1,062 | (224)   |
| 65 000  | Altera Corp               | 1 | 9/6/11  | 2,228 | 2,756 | (528)   |

|         |                           |   |          |       |       |         |
|---------|---------------------------|---|----------|-------|-------|---------|
| 64 000  | Altera Corp               | 1 | 9/7/11   | 2,222 | 2,714 | (492)   |
| 18 000  | Altera Corp               | 1 | 9/7/11   | 625   | 755   | (130)   |
| 18 000  | Apple Inc                 | 1 | 9/27/11  | 7,304 | 5,755 | 1,549   |
| 30 000  | Cliff's Natural Resources | 1 | 9/21/11  | 1,954 | 2,160 | (206)   |
| 77 000  | Express Scripts Inc       | 1 | 9/14/11  | 3,351 | 4,196 | (845)   |
| 84 000  | Express Scripts Inc       | 1 | 9/15/11  | 3,435 | 4,578 | (1,143) |
| 23 000  | Green Mountain Coffee     | 1 | 9/13/11  | 2,535 | 760   | 1,775   |
| 41 000  | Goodrich Corporation      | 1 | 9/19/11  | 4,250 | 3,503 | 747     |
| 29 000  | Goodrich Corporation      | 1 | 9/20/11  | 3,035 | 2,477 | 558     |
| 242 000 | Halliburton Co            | 1 | 9/21/11  | 8,752 | 9,775 | (1,023) |
| 38 000  | Illinois Tool Works Inc   | 1 | 8/31/11  | 1,782 | 1,923 | (141)   |
| 21 000  | Netflix Com               | 1 | 9/20/11  | 2,769 | 5,623 | (2,854) |
| 8 000   | Netflix Com               | 1 | 9/20/11  | 1,055 | 1,955 | (900)   |
| 7 000   | Netflix Com               | 1 | 9/20/11  | 923   | 1,443 | (520)   |
| 26 000  | O'Reilly Automotive Inc   | 1 | 9/13/11  | 1,762 | 1,594 | 168     |
| 67 000  | Oracle Corp               | 1 | 9/6/11   | 1,742 | 1,981 | (239)   |
| 22 000  | Walter Energy Inc         | 1 | 9/6/11   | 1,633 | 2,545 | (912)   |
| 66 000  | Walter Energy Inc         | 1 | 9/21/11  | 4,407 | 7,634 | (3,227) |
| 8 000   | Amazon Com Inc            | 1 | 10/26/11 | 1,609 | 1,396 | 213     |
| 8 000   | Cerner Corp               | 1 | 10/3/11  | 540   | 368   | 172     |
| 33 000  | Cerner Corp               | 1 | 10/4/11  | 2,164 | 1,517 | 647     |
| 53 000  | Goodrich Corporation      | 1 | 10/3/11  | 6,383 | 4,528 | 1,855   |
| 6 000   | Goodrich Corporation      | 1 | 10/3/11  | 723   | 527   | 196     |
| 12 000  | Goodrich Corporation      | 1 | 10/4/11  | 1,438 | 1,054 | 384     |
| 27 000  | Goodrich Corporation      | 1 | 10/4/11  | 3,235 | 2,340 | 895     |
| 43 000  | Scripps Networks          | 1 | 10/4/11  | 1,554 | 2,224 | (670)   |
| 56 000  | Scripps Networks          | 1 | 10/11/11 | 2,160 | 2,896 | (736)   |
| 20 000  | Scripps Networks          | 1 | 10/11/11 | 771   | 965   | (194)   |
| 24 000  | Abercrombie & Fitch       | 1 | 11/16/11 | 1,149 | 1,603 | (454)   |
| 18 000  | Abercrombie & Fitch       | 1 | 11/16/11 | 862   | 1,251 | (389)   |
| 32 000  | Abercrombie & Fitch       | 1 | 11/16/11 | 1,518 | 2,224 | (706)   |
| 15 000  | Abercrombie & Fitch       | 1 | 11/16/11 | 712   | 1,046 | (334)   |
| 28 000  | Amazon Com Inc            | 1 | 10/31/11 | 6,047 | 4,885 | 1,162   |
| 44 000  | Green Mountain Coffee     | 1 | 11/7/11  | 3,026 | 1,454 | 1,572   |
| 81 000  | Green Mountain Coffee     | 1 | 11/10/11 | 3,296 | 2,676 | 620     |
| 34 000  | O'Reilly Automotive Inc   | 1 | 10/27/11 | 2,562 | 2,084 | 478     |
| 30 000  | Peabody Energy Corp       | 1 | 11/11/11 | 1,218 | 1,394 | (176)   |
| 50 000  | Peabody Energy Corp       | 1 | 11/14/11 | 2,000 | 2,324 | (324)   |
| 5 000   | Apple Inc                 | 2 | 12/27/11 | 2,038 | 1,599 |         |
| 55 000  | FMC Techs Inc             | 1 | 12/6/11  | 2,949 | 2,419 | 530     |
| 23 000  | Perrigo Co                | 1 | 12/22/11 | 2,323 | 1,955 | 368     |
| 30 000  | Perrigo Co                | 1 | 12/27/11 | 3,011 | 2,550 | 461     |

|        |                      |   |          |                |                |                |            |
|--------|----------------------|---|----------|----------------|----------------|----------------|------------|
| 32 000 | Range Resources Corp | 1 | 12/12/11 | 2,057          | 2,048          | 9              |            |
| 47 000 | Range Resources Corp | 1 | 12/13/11 | 2,994          | 3,007          | (13)           |            |
| 10 000 | Schlumberger Ltd     | 1 | 12/9/11  | 732            | 813            | (81)           |            |
|        |                      |   |          | <u>526,690</u> | <u>531,883</u> | <u>(5,632)</u> | <u>439</u> |

MERRILL LYNCH  
ACCOUNT 311-04K04

**SCHEDULE OF CAPITAL TRANSACTIONS:**

| QUAN        | DESCRIPTION                  | (1-ST/2-LT)<br>HOLDING<br>PERIOD | DATE<br>SOLD | PROCEEDS         | COST             | GAIN OR LOSS   |               |
|-------------|------------------------------|----------------------------------|--------------|------------------|------------------|----------------|---------------|
|             |                              |                                  |              |                  |                  | SHORT TERM     | LONG TERM     |
| 0 774       | Pimco Total Return Fd Cl A   | 1                                | 1/25/11      | 8                |                  | -              |               |
| 552 000     | Pimco Total Return Fd Cl A   | 1                                | 1/14/11      | 6,000            | 5,989            | 11             |               |
| 499,000 000 | FNMA P889579                 | 1                                | 2/9/11       | 211,665          | 211,665          | -              |               |
| 489,000 000 | FNMA P889579                 | 1                                | 2/14/11      | 207,603          | 207,603          | -              |               |
| 186,000 000 | US Treasury 4% 2/15/15       | 1                                | 2/1/11       | 203,975          | 202,827          | 1,148          |               |
| 1,000 000   | US Treasury 4% 2/15/15       | 1                                | 2/1/11       | 1,097            | 1,092            | 5              |               |
| 224,000 000 | US Treasury 2 375% 10/31/14  | 1                                | 2/11/11      | 229,004          | 230,873          | (1,869)        |               |
| 77,000 000  | US Treasury 2 5% 6/30/17     | 1                                | 2/10/11      | 75,291           | 76,176           | (885)          |               |
| 1,000 000   | US Treasury 2 5% 6/30/17     | 1                                | 2/10/11      | 978              | 993              | (15)           |               |
| 389,000 000 | US Treasury 2 375% 7/31/17   | 1                                | 2/4/11       | 377,845          | 381,311          | (3,466)        |               |
| 2,000 000   | US Treasury 2 375% 7/31/17   | 1                                | 2/4/11       | 1,943            | 1,969            | (26)           |               |
| 0 774       | Pimco Total Return Fd Cl A   | 1                                | 2/23/11      | 8                |                  | -              |               |
| 289,000 000 | US Treasury Inflation Note   | 1                                | 4/15/11      | 321,385          | 321,386          | (1)            |               |
| 1,000 000   | US Treasury Inflation Note   | 1                                | 4/15/11      | 1,112            | 1,112            | -              |               |
| 18,000 000  | US Treasury Bill             | 1                                | 5/31/11      | 17,997           | 17,988           | 9              | x             |
| 3,000 000   | US Treasury Inflation Note   | 1                                | 5/31/11      | 5,453            | 5,209            | 244            |               |
| 5,000 000   | US Treasury .875% 2/29/12    | 1                                | 5/31/11      | 5,027            | 5,019            | 8              |               |
| 5,000 000   | US Treasury Inflation Note   | 1                                | 5/31/11      | 6,554            | 6,469            | 85             |               |
| 4,000 000   | US Treasury Inflation Note   | 1                                | 5/31/11      | 4,829            | 4,617            | 212            |               |
| 1,000 000   | US Treasury 1 375% 3/15/13   | 1                                | 5/31/11      | 1,017            | 1,011            | 6              |               |
| 5,280 000   | Fixed Income Shares Series C | 1                                | 5/31/11      | 70,382           | 70,435           | (53)           |               |
| 6,609 000   | Fixed Income Shares Series M | 1                                | 5/31/11      | 70,386           | 67,610           | 2,776          |               |
| 10,000 000  | US Treasury Inflation Note   | 2                                | 12/21/11     | 20,947           | 17,456           |                | 3,491         |
| 18,000 000  | US Treasury 875% 2/29/12     | 2                                | 12/21/11     | 18,029           | 18,017           |                | 12            |
| 8,000 000   | US Treasury Inflation Note   | 2                                | 12/21/11     | 10,297           | 10,286           |                | 11            |
| 36,000 000  | US Treasury Inflation Bond   | 2                                | 12/21/11     | 51,026           | 41,960           |                | 9,066         |
| 4,000 000   | US Treasury 1 375% 3/15/13   | 2                                | 12/21/11     | 4,056            | 4,030            |                | 26            |
| 914 000     | Fixed Income Shares Ser C    | 2                                | 12/21/11     | 11,316           | 12,193           |                | (877)         |
| 5,317 000   | Fixed Income Shares Ser M    | 2                                | 12/21/11     | 54,818           | 54,393           |                | 425           |
| 11,000 000  | US Treasury 1 5% 7/31/16     | 1                                | 12/21/11     | 11,341           | 11,288           | 53             |               |
| 15,000 000  | US Treasury 2 125% 8/15/21   | 1                                | 12/21/11     | 15,248           | 15,185           | 63             |               |
| 15,000 000  | FNMA                         | 1                                | 12/21/11     | 15,085           | 14,825           | 260            |               |
|             |                              |                                  |              | <u>2,031,722</u> | <u>2,021,003</u> | <u>(1,435)</u> | <u>12,154</u> |

HERBERT A TEMPLETON FOUNDATION  
Portland, Oregon  
Year ended December 31, 2011

93-0505586

PART II, BALANCE SHEET  
Lines 10a, b and c

|                                        | Col [b]<br>Book<br>Value | Col [c]<br>Fair Market<br>Value |
|----------------------------------------|--------------------------|---------------------------------|
| <b>Line 10a</b>                        |                          |                                 |
| Merrill Lynch #311-04K04 - Pimco funds | \$ 2,360,967             | \$ 2,447,041                    |
|                                        | <u>\$ 2,360,967</u>      | <u>\$ 2,447,041</u>             |
| <b>Line 10b</b>                        |                          |                                 |
| Merrill Lynch #311-04H18 - Winslow     | \$ 980,262               | \$ 994,008                      |
| Merrill Lynch #311-04K04 - Pimco Funds | 2,122,729                | 2,074,212                       |
| UBS #LL 69527 BD                       | 580,886                  | 501,058                         |
| Union Bank of California #6731022840   | 6,933,929                | 7,382,118                       |
| Union Bank of California #6731022850   | 1,465,152                | 1,584,937                       |
|                                        | <u>\$ 12,082,958</u>     | <u>\$ 12,536,333</u>            |
| <b>Line 10c</b>                        |                          |                                 |
| Union Bank of California #6731022840   | \$ 2,186,474             | \$ 2,137,316                    |
| Union Bank of California #6731022850   | 427,900                  | 415,682                         |
|                                        | <u>\$ 2,614,374</u>      | <u>\$ 2,552,998</u>             |

HERBERT A TEMPLETON FOUNDATION  
Officers and Trustees  
2011

| <u>Name</u>          | <u>Phone</u>  | <u>Address</u>                              | <u>Office</u>                     |
|----------------------|---------------|---------------------------------------------|-----------------------------------|
| RICHMOND, Ruth B     | 503-223-0036  | 0650 SW GAINES ST #1102, PORTLAND, OR 97239 | President/Trustee                 |
| RICHMOND, CHRISTIAN  | same as above | same as above                               | Trustee                           |
| PANCOAST, Terrence R | same as above | same as above                               | Sec/Asst Treasurer<br>and Trustee |
| RICHMOND, Henry R    | same as above | same as above                               | Vice President<br>and Trustee     |
| GIRARD, Linda M      | same as above | same as above                               | Asst Secretary<br>and Trustee     |
| WYSS, Loren L        | same as above | same as above                               | Treasurer and<br>Trustee          |
| EICKMANN, Margaret   | same as above | same as above                               | Trustee                           |

The president, Ruth B Richmond, devoted an average of 10-12 hours per week to her position. All of the other officers and trustees averaged about 1-3 hours per week. The president received compensation of \$38,000. None of the other officers or trustees received any compensation. No officer or trustee received contributions to a pension plan or deferred compensation, and no officer or trustee had an expense account allowance or other allowance.

# Payments Made - by Program Area 1 and 2

3/8/12

| Payee Organization<br>Project Title, Grant Amount                                           | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund | Check Number<br>Notes    |
|---------------------------------------------------------------------------------------------|-----------------------|-----------------|-------------------|-----------------|--------------------------|
| <b>Community Programs</b>                                                                   |                       |                 |                   |                 |                          |
| <b>Environment</b>                                                                          |                       |                 |                   |                 |                          |
| Center for Earth Leadership<br><i>Agent of Change</i><br>\$ 4,000.00                        | 3129                  | 6/ 2/11         | \$4,000.00        |                 |                          |
| Friends of Living Oregon Waters<br><i>GOS</i><br>\$ 2,000.00                                | 3124                  | 6/ 2/11         | \$2,000.00        |                 |                          |
| Friends of the Columbia Gorge<br><i>GOS</i><br>\$ 10,000.00                                 | 3136                  | 6/ 2/11         | \$10,000.00       |                 |                          |
| Indian Country Conservancy<br><i>GOS</i><br>\$ 10,000.00                                    | 3240                  | 12/23/11        | \$10,000.00       |                 |                          |
| Opal Creek Ancient Forest Center/Friends of<br>Opal Creek<br><i>GOS</i><br>\$ 5,000.00      | 3083                  | 6/ 2/11         | \$5,000.00        |                 |                          |
| Siskiyou Field Institute<br><i>Songbirds/Science/Outdoor Schools Program</i><br>\$ 6,000.00 | 3234                  | 12/23/11        | \$6,000.00        |                 |                          |
| Wallowa Resources<br><i>Youth Stewardship Educ. Prog</i><br>\$ 10,000.00                    | 3232                  | 12/23/11        | \$10,000.00       |                 |                          |
|                                                                                             |                       |                 | Total Environment |                 | \$47,000.00<br>(7 items) |

GOS = General Operating Support



| Payee Organization<br>Project Title, Grant Amount                                                | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount               | Payment<br>Fund | Check Number<br>Notes                                   |
|--------------------------------------------------------------------------------------------------|-----------------------|-----------------|---------------------------------|-----------------|---------------------------------------------------------|
| <b>General Community</b>                                                                         |                       |                 |                                 |                 |                                                         |
| Ecumenical Ministries of Oregon<br><i>All God's Children</i><br>\$ 10,000.00                     | 3106                  | 6/ 2/11         | \$10,000.00                     |                 |                                                         |
| Klamath & Lake Community Action Services<br><i>Sunshine Tykes Drop By Daycare</i><br>\$ 6,000.00 | 3084                  | 6/ 2/11         | \$6,000.00                      |                 |                                                         |
| Klamath & Lake Community Action Services<br><i>Sunshine Tykes Drop By Daycare</i><br>\$ 6,000.00 | 3084                  | 7/ 5/11         | (\$6,000.00)                    |                 | 6253<br>Program for which grant was<br>made was closed. |
| Library Foundation of Multnomah County<br><i>Books 2 U</i><br>\$ 12,500 00                       | 3186                  | 12/23/11        | \$12,500.00                     |                 |                                                         |
|                                                                                                  |                       |                 | <u>Total General Community</u>  |                 |                                                         |
|                                                                                                  |                       |                 | (4 items)                       |                 |                                                         |
|                                                                                                  |                       |                 | <u>\$22,500.00</u>              |                 |                                                         |
|                                                                                                  |                       |                 | <u>Total Community Programs</u> |                 |                                                         |
|                                                                                                  |                       |                 | (11 items)                      |                 |                                                         |
|                                                                                                  |                       |                 | <u>\$69,500.00</u>              |                 |                                                         |

## Humanities

### **General Humanities**

|                                                      |      |          |             |  |  |
|------------------------------------------------------|------|----------|-------------|--|--|
| Arts Central<br><i>Arts Education</i><br>\$ 5,000.00 | 3215 | 12/23/11 | \$5,000.00  |  |  |
| Bodyvox<br><i>Educ. Outreach</i><br>\$ 10,000 00     | 3208 | 12/23/11 | \$10,000.00 |  |  |

| Payee Organization<br>Project Title, Grant Amount                                                        | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund | Check Number<br>Notes |
|----------------------------------------------------------------------------------------------------------|-----------------------|-----------------|-------------------|-----------------|-----------------------|
| <b>Children's Museum of Eastern Oregon</b><br><i>Open Doors/Terrifically Free Tuesday</i><br>\$ 5,000.00 | 3154                  | 12/23/11        | \$5,000.00        |                 |                       |
| <b>Circus Project (The)</b><br><i>Outreach activities at-risk youth</i><br>\$ 5,000.00                   | 3144                  | 6/ 2/11         | \$5,000.00        |                 |                       |
| <b>Coos Art Museum</b><br><i>General Operating Support</i><br>\$ 4,000.00                                | 3185                  | 12/23/11        | \$4,000.00        |                 |                       |
| <b>Dancing People Company</b><br><i>High school residencies</i><br>\$ 3,500.00                           | 3193                  | 12/23/11        | \$3,500.00        |                 |                       |
| <b>Earth &amp; Spirit Council</b><br><i>Earth Arts</i><br>\$ 3,000.00                                    | 3128                  | 6/ 2/11         | \$3,000.00        |                 |                       |
| <b>Evergreen Aviation &amp; Space Museum</b><br><i>Math Midway</i><br>\$ 2,640.00                        | 3114                  | 6/ 2/11         | \$2,640.00        |                 |                       |
| <b>Film Action Oregon</b><br><i>Proj. Youth Doc</i><br>\$ 6,000.00                                       | 3113                  | 6/ 2/11         | \$6,000.00        |                 |                       |
| <b>Fishtrap</b><br><i>Big Read &amp; Writer in Residence</i><br>\$ 8,000.00                              | 3180                  | 12/23/11        | \$8,000.00        |                 |                       |
| <b>Independent Publishing Resource Center</b><br><i>Media Action Project</i><br>\$ 5,000.00              | 3116                  | 6/ 2/11         | \$5,000.00        |                 |                       |
| <b>Kukatonon</b><br><i>GOS</i><br>\$ 3,500.00                                                            | 3156                  | 12/23/11        | \$3,500.00        |                 |                       |

| Payee Organization<br>Project Title, Grant Amount                                 | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount   | Payment<br>Fund | Check Number<br>Notes |
|-----------------------------------------------------------------------------------|-----------------------|-----------------|---------------------|-----------------|-----------------------|
| Literary Arts Inc.<br><i>Writers in the Schools</i><br>\$ 8,000.00                | 3111                  | 6/ 2/11         | \$8,000.00          |                 |                       |
| Nature of Words<br><i>Youth Programs</i><br>\$ 7,000.00                           | 3176                  | 12/23/11        | \$7,000.00          |                 |                       |
| Northwest Dance Project<br><i>OS</i><br>\$ 3,500.00                               | 3197                  | 12/23/11        | \$3,500.00          |                 |                       |
| Pacific Northwest College of Art<br><i>Youth Arts Scholarships</i><br>\$ 5,000.00 | 3178                  | 12/23/11        | \$5,000.00          |                 |                       |
| Playwrite<br><i>Playwriting workshops</i><br>\$ 5,000.00                          | 3132                  | 6/ 2/11         | \$5,000.00          |                 |                       |
| Portland Taiko<br><i>Residencies in rural schools</i><br>\$ 3,600.00              | 3122                  | 6/ 2/11         | \$3,600.00          |                 |                       |
| Tears of Joy Theatre<br><i>Higher Stages</i><br>\$ 10,000.00                      | 3131                  | 6/ 2/11         | \$10,000.00         |                 |                       |
| White Bird<br><i>PPS Project</i><br>\$ 5,000.00                                   | 3172                  | 12/23/11        | \$5,000.00          |                 |                       |
| Young Audiences<br><i>A&amp;E Programming</i><br>\$ 6,000.00                      | 3216                  | 12/23/11        | \$6,000.00          |                 |                       |
| <b>Total General Humanities</b>                                                   |                       |                 | <b>\$113,740.00</b> |                 |                       |
| (21 items)                                                                        |                       |                 |                     |                 |                       |

| Payee Organization                                                                      |          | Grant No. | Payment     | Payment | Check Number |
|-----------------------------------------------------------------------------------------|----------|-----------|-------------|---------|--------------|
| Project Title, Grant Amount                                                             | Ref. No. | Date      | Amount      | Fund    | Notes        |
| Music                                                                                   |          |           |             |         |              |
| 45th Parallel<br>GOS<br>\$ 8,000.00                                                     | 3081     | 6/ 2/11   | \$8,000.00  |         |              |
| Cappella Romana<br>Concert season support<br>\$ 4,000.00                                | 3201     | 12/23/11  | \$4,000.00  |         |              |
| Chamber Music Northwest<br>OS<br>\$ 5,000.00                                            | 3209     | 12/23/11  | \$5,000.00  |         |              |
| Community Music Center<br>Scholarships<br>\$ 15,000.00                                  | 3214     | 12/23/11  | \$15,000.00 |         |              |
| Ethos Inc.<br>Interstate Firehouse Cultural Center music<br>programming<br>\$ 20,000.00 | 3087     | 6/ 2/11   | \$20,000.00 |         |              |
| Fear No Music<br>Young Composers<br>\$ 4,260.00                                         | 3212     | 12/23/11  | \$4,260.00  |         |              |
| Metropolitan Youth Symphony Association<br>December concerts<br>\$ 3,000.00             | 3135     | 6/ 2/11   | \$3,000.00  |         |              |
| Newport Symphony Orchestra<br>Youth summer music camp/spring concert<br>\$ 5,500.00     | 3237     | 12/23/11  | \$5,500.00  |         |              |
| Oregon Symphony Association<br>Educ. Prog.<br>\$ 10,000 00                              | 3221     | 12/23/11  | \$10,000.00 |         |              |

| Payee Organization<br>Project Title, Grant Amount                                           | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount  | Payment<br>Fund | Check Number<br>Notes |
|---------------------------------------------------------------------------------------------|-----------------------|-----------------|--------------------|-----------------|-----------------------|
| <b>Pacific Youth Choir</b><br><i>Scholarships</i><br>\$ 6,000.00                            | 3207                  | 12/23/11        | \$6,000.00         |                 |                       |
| <b>Portland Columbia Symphony Orchestra</b><br><i>Meet the Beat</i><br>\$ 1,925.00          | 3230                  | 12/23/11        | \$1,925.00         |                 |                       |
| <b>Portland Festival Symphony</b><br><i>Summer concerts in the parks</i><br>\$ 4,000.00     | 3073                  | 6/ 2/11         | \$4,000.00         |                 |                       |
| <b>Portland Opera</b><br><i>Opera to Go</i><br>\$ 8,000.00                                  | 3183                  | 12/23/11        | \$8,000.00         |                 |                       |
| <b>Portland Youth Philharmonic</b><br><i>Children's Concerts</i><br>\$ 4,200.00             | 3109                  | 6/ 2/11         | \$4,200.00         |                 |                       |
| <b>Roseburg Community Concert Association</b><br><i>Educ. Outreach</i><br>\$ 3,000.00       | 3088                  | 6/ 2/11         | \$3,000.00         |                 |                       |
| <b>University of Oregon Development Fund</b><br><i>Youth Choral Academy</i><br>\$ 4,000.00  | 3217                  | 12/23/11        | \$4,000.00         |                 |                       |
| <b>Young Musicians and Artists</b><br><i>Cultural diversity scholarships</i><br>\$ 5,000.00 | 3134                  | 6/ 2/11         | \$5,000.00         |                 |                       |
|                                                                                             |                       |                 | <u>Total Music</u> | \$110,885.00    |                       |
|                                                                                             |                       |                 | (17 items)         |                 |                       |

| Payee Organization<br>Project Title, Grant Amount                                                    | Grant No.<br>Ref. No. | Payment<br>Date         | Payment<br>Amount | Payment<br>Fund | Check Number<br>Notes |
|------------------------------------------------------------------------------------------------------|-----------------------|-------------------------|-------------------|-----------------|-----------------------|
| <b>Theatre</b>                                                                                       |                       |                         |                   |                 |                       |
| Broadway Rose Theatre Company<br><i>Klondike - Tigard/Tual. SD</i><br>\$ 4,000.00                    | 3175                  | 12/23/11                | \$4,000.00        |                 |                       |
| Hand 2 Mouth Theatre<br><i>Student Voices Project</i><br>\$ 4,000.00                                 | 3202                  | 12/23/11                | \$4,000.00        |                 |                       |
| Portland Center Stage<br><i>Stage Door (youth)</i><br>\$ 5,000.00                                    | 3224                  | 12/23/11                | \$5,000.00        |                 |                       |
| Tower Theater Foundation<br><i>LessonPlan Educ. Prog.</i><br>\$ 5,000.00                             | 3187                  | 12/23/11                | \$5,000.00        |                 |                       |
|                                                                                                      |                       | <i>Total Theatre</i>    | \$18,000.00       |                 |                       |
|                                                                                                      |                       | (4 items)               |                   |                 |                       |
|                                                                                                      |                       | <i>Total Humanities</i> | \$242,625.00      |                 |                       |
|                                                                                                      |                       | (42 items)              |                   |                 |                       |
| <b>Social Services</b>                                                                               |                       |                         |                   |                 |                       |
| Assistance League of Salem<br><i>Operation School Bell</i><br>\$ 5,000.00                            | 3104                  | 6/ 2/11                 | \$5,000.00        |                 |                       |
| Benton Committee for the Prevention of<br>Child Abuse<br><i>PEP Operating Support</i><br>\$ 6,000.00 | 3165                  | 12/23/11                | \$6,000.00        |                 |                       |
| CASA of Central Oregon<br><i>Training/support/managing CASAs</i><br>\$ 6,000.00                      | 3153                  | 12/23/11                | \$6,000.00        |                 |                       |

| Payee Organization<br>Project Title, Grant Amount                                                 | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund | Check Number<br>Notes |
|---------------------------------------------------------------------------------------------------|-----------------------|-----------------|-------------------|-----------------|-----------------------|
| CASA of Lane County<br><i>Supervise/support new CASAs</i><br>\$ 5,000.00                          | 3190                  | 12/23/11        | \$5,000.00        |                 |                       |
| Chemeketa Non-Profit Housing, Inc.<br><i>One Day in Salem</i><br>\$ 2,500.00                      | 3082                  | 6/ 2/11         | \$2,500.00        |                 |                       |
| Children's Advocacy Center<br><i>Summer art program</i><br>\$ 4,000.00                            | 3141                  | 6/ 2/11         | \$4,000.00        |                 |                       |
| Children's Center of Clackamas County<br><i>Child Protection Outreach Project</i><br>\$ 10,000.00 | 3179                  | 12/23/11        | \$10,000.00       |                 |                       |
| Children's Justice Alliance<br><i>Children's activities</i><br>\$ 8,000 00                        | 3206                  | 12/23/11        | \$8,000.00        |                 |                       |
| Clackamas Service Center<br><i>Emerg. Food Project</i><br>\$ 10,000 00                            | 3070                  | 6/ 2/11         | \$10,000.00       |                 |                       |
| Creation Vacation - United Methodist<br>Church<br><i>Creation Vacation</i><br>\$ 6,000.00         | 3091                  | 6/ 2/11         | \$6,000.00        |                 |                       |
| Family Building Blocks Inc.<br><i>Bilingual Home Visits</i><br>\$ 7,500.00                        | 3097                  | 6/ 2/11         | \$7,500.00        |                 |                       |
| Fish Emergency Services Inc.<br>OS<br>\$ 6,000.00                                                 | 3126                  | 6/ 2/11         | \$6,000.00        |                 |                       |

| Payee Organization<br>Project Title, Grant Amount                                                              | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund | Check Number<br>Notes |
|----------------------------------------------------------------------------------------------------------------|-----------------------|-----------------|-------------------|-----------------|-----------------------|
| <b>Food for Lane County</b><br><i>Educ. Gardens Program</i><br>\$ 5,000.00                                     | 3130                  | 6/ 2/11         | \$5,000.00        |                 |                       |
| <b>Human Solutions</b><br><i>LearnLinks for low-income children</i><br>\$ 5,000.00                             | 3160                  | 12/23/11        | \$5,000.00        |                 |                       |
| <b>Impact Northwest</b><br><i>Kids on the Block</i><br>\$ 10,000.00                                            | 3123                  | 6/ 2/11         | \$10,000.00       |                 |                       |
| <b>Jackson County Sexual Assault Response Team</b><br><i>Sexual Assault Acute Response Team</i><br>\$ 8,000.00 | 3142                  | 6/ 2/11         | \$8,000.00        |                 |                       |
| <b>Kinship House</b><br><i>Subsidize services</i><br>\$ 7,500.00                                               | 3158                  | 12/23/11        | \$7,500.00        |                 |                       |
| <b>Listen to Kids</b><br><i>Bullying Prevention</i><br>\$ 10,000.00                                            | 3137                  | 6/ 2/11         | \$10,000.00       |                 |                       |
| <b>Metropolitan Family Services</b><br><i>Community schools in N Clack SD</i><br>\$ 7,500.00                   | 3095                  | 6/ 2/11         | \$7,500.00        |                 |                       |
| <b>Morrison Child &amp; Family Services</b><br><i>Therapeutic Foster Care Prog.</i><br>\$ 10,000.00            | 3188                  | 12/23/11        | \$10,000.00       |                 |                       |
| <b>Mount Emily Safe Center</b><br><i>OS</i><br>\$ 10,000.00                                                    | 3170                  | 12/23/11        | \$10,000.00       |                 |                       |



| Payee Organization<br>Project Title, Grant Amount                                              | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund | Check Number<br>Notes |
|------------------------------------------------------------------------------------------------|-----------------------|-----------------|-------------------|-----------------|-----------------------|
| Mountain Star Family Relief Nursery<br><i>Therapeutic Classroom Infants</i><br>\$ 7,500.00     | 3092                  | 6/ 2/11         | \$7,500.00        |                 |                       |
| My Sister's House<br><i>GOS</i><br>\$ 2,000.00                                                 | 3191                  | 12/23/11        | \$2,000.00        |                 |                       |
| Northwest Portland Ministries<br><i>Food programs</i><br>\$ 5,000.00                           | 3143                  | 6/ 2/11         | \$5,000.00        |                 |                       |
| Pearl Buck Center<br><i>Spec. Needs Daycare</i><br>\$ 7,500.00                                 | 3222                  | 12/23/11        | \$7,500.00        |                 |                       |
| Portland Children's Museum/Children's<br>Museum 2<br><i>Community Partners</i><br>\$ 10,000.00 | 3119                  | 6/ 2/11         | \$10,000.00       |                 |                       |
| Raphael House<br><i>Youth Program</i><br>\$ 5,000 00                                           | 3182                  | 12/23/11        | \$5,000.00        |                 |                       |
| Rose Community Development Corporation<br><i>Child Parent Resource Project</i><br>\$ 7,500.00  | 3100                  | 6/ 2/11         | \$7,500.00        |                 |                       |
| Salvation Army Portland Metro<br><i>Children's prog. at West Shelter</i><br>\$ 5,000.00        | 3195                  | 12/23/11        | \$5,000.00        |                 |                       |
| Saving Grace<br><i>Violence prev educ.</i><br>\$ 6,780.00                                      | 3203                  | 12/23/11        | \$6,780.00        |                 |                       |

| Payee Organization<br>Project Title, Grant Amount                                          | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount   | Payment<br>Fund | Check Number<br>Notes |
|--------------------------------------------------------------------------------------------|-----------------------|-----------------|---------------------|-----------------|-----------------------|
| St. Andrew Legal Clinic<br><i>Child Protection Fund</i><br>\$ 12,000.00                    | 3159                  | 12/23/11        | \$12,000.00         |                 |                       |
| St. Stephen's Episcopal Parish<br><i>Emerg. Food and Outreach Ministry</i><br>\$ 10,000.00 | 3146                  | 2/ 2/11         | \$10,000.00         |                 |                       |
| United Community Action Network<br><i>Warming Centers for homeless</i><br>\$ 7,450.00      | 3226                  | 12/23/11        | \$7,450.00          |                 |                       |
| Urban Gleaners<br><i>Food to Schools</i><br>\$ 8,000.00                                    | 3238                  | 12/23/11        | \$8,000.00          |                 |                       |
| Volunteers of America<br><i>Home Free Child/Youth Advocacy</i><br>\$ 12,500.00             | 3166                  | 12/23/11        | \$12,500.00         |                 |                       |
| Women's Crisis Support Team<br><i>Violence Prevention Educ. Prog.</i><br>\$ 5,000.00       | 3139                  | 6/ 2/11         | \$5,000.00          |                 |                       |
| Womenspace<br><i>Emergency Services</i><br>\$ 5,000.00                                     | 3168                  | 12/23/11        | \$5,000.00          |                 |                       |
| Juvenile Rights Project<br><i>School Works</i><br>\$ 7,500.00                              | 3093                  | 6/ 2/11         | \$7,500.00          |                 |                       |
| <b>Total Social Services</b>                                                               |                       |                 | <u>\$272,730.00</u> |                 |                       |
|                                                                                            |                       |                 | (38 items)          |                 |                       |

| Payee Organization<br>Project Title, Grant Amount                                                                     | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund | Check Number<br>Notes |
|-----------------------------------------------------------------------------------------------------------------------|-----------------------|-----------------|-------------------|-----------------|-----------------------|
| <b>Youth</b>                                                                                                          |                       |                 |                   |                 |                       |
| Big Brothers-Big Sisters of Columbia<br>Northwest<br><i>Recruit/train/volunteer mentors</i><br>\$ 10,000.00           | 3196                  | 12/23/11        | \$10,000.00       |                 |                       |
| Boys & Girls Clubs of Central Oregon<br><i>Project Learn</i><br>\$ 5,000.00                                           | 3239                  | 12/23/11        | \$5,000.00        |                 |                       |
| Boys & Girls Clubs of Portland<br><i>General program support</i><br>\$ 15,000.00                                      | 3157                  | 12/23/11        | \$15,000.00       |                 |                       |
| Boys & Girls Clubs of Rogue Valley<br><i>Youth Scholarships-after school &amp; summer<br/>programs</i><br>\$ 5,000.00 | 3089                  | 6/ 2/11         | \$5,000.00        |                 |                       |
| Boys and Girls Aid Society of Oregon<br><i>Transitional Living Prog.</i><br>\$ 5,000.00                               | 3184                  | 12/23/11        | \$5,000.00        |                 |                       |
| Camp Fire Columbia<br><i>High School Program</i><br>\$ 15,000.00                                                      | 3213                  | 12/23/11        | \$15,000.00       |                 |                       |
| Chess for Success<br><i>After school chess Title I schools</i><br>\$ 6,000.00                                         | 3205                  | 12/23/11        | \$6,000.00        |                 |                       |
| Community Transitional School<br><i>Teacher Aid Salaries</i><br>\$ 15,000.00                                          | 3163                  | 12/23/11        | \$15,000.00       |                 |                       |
| DePaul Treatment Centers Inc.<br><i>GOS</i><br>\$ 20,000.00                                                           | 3181                  | 12/23/11        | \$20,000.00       |                 |                       |

| Payee Organization<br>Project Title, Grant Amount                                                | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund | Check Number<br>Notes |
|--------------------------------------------------------------------------------------------------|-----------------------|-----------------|-------------------|-----------------|-----------------------|
| Emmanuel Community General Services Inc.<br><i>Going Home Transitional Prog.</i><br>\$ 10,000.00 | 3118                  | 6/ 2/11         | \$10,000.00       |                 |                       |
| Financial Beginnings<br><i>High School Fin. Literacy</i><br>\$ 5,000.00                          | 3198                  | 12/23/11        | \$5,000.00        |                 |                       |
| Healing Reins Therapeutic Riding Center<br>Inc.<br><i>Taking the Reins</i><br>\$ 5,300.00        | 3147                  | 6/ 2/11         | \$5,300.00        |                 |                       |
| Irvington Covenant Church<br><i>Hooked on Fishing</i><br>\$ 2,000.00                             | 3078                  | 6/ 2/11         | \$2,000.00        |                 |                       |
| Media Arts and Technology Institute<br><i>Program expansion (Beech Elem.)</i><br>\$ 5,000.00     | 3103                  | 6/ 2/11         | \$5,000.00        |                 |                       |
| Northwest Youth Corps<br><i>Outdoor High School</i><br>\$ 10,000.00                              | 3241                  | 12/23/11        | \$10,000.00       |                 |                       |
| Oregon 4-H Foundation<br><i>Health Wizards Program</i><br>\$ 5,000.00                            | 3210                  | 12/23/11        | \$5,000 00        |                 |                       |
| Oregon Children's Foundation<br><i>SMART delivery Pdx-Metro</i><br>\$ 10,000.00                  | 3110                  | 6/ 2/11         | \$10,000.00       |                 |                       |
| Oregon Episcopal School<br>AASK<br>\$ 5,000.00                                                   | 3108                  | 6/ 2/11         | \$5,000.00        |                 |                       |

| Payee Organization<br>Project Title, Grant Amount                                                       | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund | Check Number<br>Notes |
|---------------------------------------------------------------------------------------------------------|-----------------------|-----------------|-------------------|-----------------|-----------------------|
| <b>Our Military Kids</b><br><i>Scholarships for kids</i><br>\$ 5,000.00                                 | 3077                  | 6/ 2/11         | \$5,000.00        |                 |                       |
| <b>Pangaea Project</b><br><i>Leadership proj./expansion/core programs</i><br>\$ 5,000.00                | 3127                  | 6/ 2/11         | \$5,000.00        |                 |                       |
| <b>Portland Opportunities Industrialization<br/>Center</b><br><i>Transitions Program</i><br>\$ 8,000.00 | 3071                  | 6/ 2/11         | \$8,000.00        |                 |                       |
| <b>Portland Reading Foundation</b><br><i>Sustainable Growth Initiative</i><br>\$ 15,000.00              | 3085                  | 6/ 2/11         | \$15,000.00       |                 |                       |
| <b>Redmond Parks Foundation</b><br><i>Scholarships</i><br>\$ 5,000.00                                   | 3102                  | 6/ 2/11         | \$5,000.00        |                 |                       |
| <b>Riddle Education Center</b><br><i>Ceramic program</i><br>\$ 6,000.00                                 | 3155                  | 12/23/11        | \$6,000.00        |                 |                       |
| <b>Rogue Community College</b><br><i>HOLA</i><br>\$ 2,500.00                                            | 3125                  | 6/ 2/11         | \$2,500.00        |                 |                       |
| <b>Saturday Academy</b><br><i>GOS</i><br>\$ 5,000.00                                                    | 3068                  | 6/ 2/11         | \$5,000.00        |                 |                       |
| <b>Sisters Park and Recreation District</b><br><i>After School Programs</i><br>\$ 5,000.00              | 3177                  | 12/23/11        | \$5,000.00        |                 |                       |

| Payee Organization          | Grant No. | Payment  | Payment      | Check Number |
|-----------------------------|-----------|----------|--------------|--------------|
| Project Title, Grant Amount | Ref. No.  | Date     | Amount Fund  | Notes        |
| YWCA of Salem               | 3227      | 12/23/11 | \$4,000.00   |              |
| DaVinci Girls Prog.         |           |          |              |              |
| \$ 4,000.00                 |           |          |              |              |
| Total Youth                 |           |          | \$213,800.00 |              |
| (28 items)                  |           |          |              |              |
| Grand Total                 |           |          | \$798,655.00 |              |
| (119 items)                 |           |          |              |              |

THE HERBERT A. TEMPLETON FOUNDATION  
STATEMENT OF POLICIES AND PROCEDURES

The Herbert A. Templeton Foundation is an Oregon charitable corporation which was founded in 1955 by the late Herbert A. Templeton. The present trustees of the Foundation are Margaret Eickmann, Linda M. Girard, Terrence R. Pancoast, Christian T. Richmond, Henry R. Richmond, Ruth B. Richmond, and Loren L. Wyss.

The principal activity of The Herbert A. Templeton Foundation is the making of grants to appropriate tax-exempt organizations in the areas of education, social concerns, performing arts and humanities. The Foundation endeavors to remain responsive to changing conditions, and perceptive to emerging and critical needs. Overall, the trustees feel a strong commitment to strengthening the quality of life for the total community with special emphasis on giving support to youth.

Over the years, grants have regularly been made to various educational, youth, cultural, and social service organizations. Currently priority is placed on direct services. Grants are not being made for capital purposes including building and renovation projects, as well as purchases of furnishings, equipment and vehicles. Grants generally are made only to organizations operating within the State of Oregon or for purposes significantly affecting Oregon residents. It is the policy of the Foundation not to make grants to organizations which unfairly discriminate on the basis of gender, religion, age, national origin, marital status, or sexual orientation. No grants, including scholarships and student loans, are made to individuals. At this time we are not making grants in the following areas: programs for the elderly, medical or medically-related services, scientific research and technology, program related investments or endowment funds.

The procedures and operations of The Herbert A. Templeton Foundation are informal and there is no required application form. Grant requests should be in writing and, in addition to basic general information about the applicant organization, should describe the purpose for which funding is requested, the practical implementation strategy, the potential significance to the community, anticipated costs, and sources of actual and potential support. Requests also must include the most recent fiscal year-end financial statement; an organization budget; a project budget, if applicable; a list of the directors, indicating their relationships to the organization; and the name, address, and telephone number of a contact person. A copy of the applicant organization's Internal Revenue Service determination letter must be attached. These materials should be covered by a one-page transmittal letter which summarizes the grant request.

The Foundation processes grant requests throughout the year. There are two submission deadlines: March 15 and September 15. All requests must be received no later than 5:00 p.m. on the day of the deadline. Submission prior to the deadline is encouraged. Organizations may submit only one request per calendar year.

Following the receipt of a grant, the Foundation requests that the grantee submit a brief report reflecting on the successes/difficulties of the endeavors for which funding was granted.

All correspondence with the Foundation should be directed to:

Ruth B. Richmond, President  
The Herbert A. Templeton Foundation  
0650 S.W. Gaines Street, #1102  
Portland, Oregon 97239

2011