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**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation****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**, 2011, and ending**THE STARSEED FOUNDATION
PO BOX 1001
SANDY, OR 97055**A** Employer identification number
93-1243038**B** Telephone number (see the instructions)
503-668-8662**C** If exemption application is pending, check here ☐**D 1** Foreign organizations, check here ☐**2** Foreign organizations meeting the 85% test, check here and attach computation ☐**E** If private foundation status was terminated under section 507(b)(1)(A), check here ☐**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐**G** Check all that apply.☐ Initial return☐ Initial Return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name change**H** Check type of organization:☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation**I** Fair market value of all assets at end of year
(from Part II, column (c), line 16)

▶ \$ 1,295,140.

J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify)

(Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)

(a) Revenue and expenses per books**(b)** Net investment income**(c)** Adjusted net income**(d)** Disbursements for charitable purposes (cash basis only)**1** Contributions, gifts, grants, etc. received (att sch)

52,000.

2 Ck ☐ if the foundn is not req to att Sch B**3** Interest on savings and temporary cash investments

264.

264.

264.

4 Dividends and interest from securities

14,028.

14,028.

14,028.

5a Gross rents**b** Net rental income or (loss)**6a** Net gain/(loss) from sale of assets not on line 10

40,072.

b Gross sales price for all assets on line 6a 40,072.**7** Capital gain net income (from Part IV, line 2)

40,072.

8 Net short-term capital gain**9** Income modifications**10a** Gross sales less returns and allowances**b** Less Cost of goods sold**c** Gross profit/(loss) (att sch)**11** Other income (attach schedule)**12 Total.** Add lines 1 through 11

106,364.

54,364.

14,292.

13 Compensation of officers, directors, trustees, etc

0.

14 Other employee salaries and wages**15** Pension plans, employee benefits**16a** Legal fees (attach schedule)**b** Accounting fees (attach sch) See St 1

1,850.

925.

c Other prof fees (attach sch)**17** Interest**18** Taxes (attach schedule)(see instrs) See Stm 2

152.

152.

19 Depreciation (attach sch) and depletion

224.

224.

20 Occupancy**21** Travel, conferences, and meetings**22** Printing and publications**23** Other expenses (attach schedule)

See Statement 3

2,436.

908.

1,528.

24 Total operating and administrative expenses. Add lines 13 through 23

4,662.

2,209.

2,453.

25 Contributions, gifts, grants paid Part XV

78,989.

78,989.

26 Total expenses and disbursements. Add lines 24 and 25

83,651.

2,209.

0.

81,442.

27 Subtract line 26 from line 12:**a Excess of revenue over expenses and disbursements**

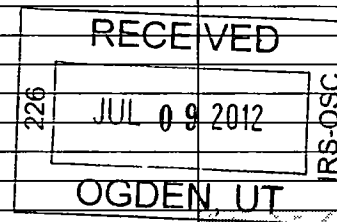
22,713.

b Net investment income (if negative, enter -0-)

52,155.

c Adjusted net income (if negative, enter -0-)

14,292.

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash – non-interest-bearing	12,907.	973.	973.
	2 Savings and temporary cash investments	233,699.	219,222.	219,222.
	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 sch)			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments – U.S. and state government obligations (attach schedule)			
	b Investments – corporate stock (attach schedule) Statement 4	821,973.	871,321.	1,074,275.
	c Investments – corporate bonds (attach schedule)			
	11 Investments – land, buildings, and equipment: basis			
Less: accumulated depreciation (attach schedule)				
12 Investments – mortgage loans				
13 Investments – other (attach schedule)				
14 Land, buildings, and equipment: basis	1,552.			
Less: accumulated depreciation (attach schedule) See Stmt 5	1,215.			
15 Other assets (describe See Statement 6)	333.	333.	333.	
16 Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I)	1,069,473.	1,092,186.	1,295,140.	
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
NET FUND ASSETS OR BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	1,069,473.	1,092,186.	
	30 Total net assets or fund balances (see instructions)	1,069,473.	1,092,186.	
31 Total liabilities and net assets/fund balances (see instructions)	1,069,473.	1,092,186.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year – Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,069,473.
2 Enter amount from Part I, line 27a	2	22,713.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	1,092,186.
5 Decreases not included in line 2 (itemize)	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	1,092,186.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a Capital gain dividends				
b				
c				
d				
e				

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

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

(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a			40,072.
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>		2	40,072.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 </div>		3	0.

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

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

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

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

☐ Yes☒ No

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

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2010	73,787.	1,141,960.	0.064614
2009	58,916.	1,020,602.	0.057727
2008	65,944.	956,030.	0.068977
2007	45,121.	1,247,813.	0.036160
2006	22,826.	465,234.	0.049063

2 Total of line 1, column (d)	2	0.276541
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.055308
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	1,386,063.
5 Multiply line 4 by line 3	5	76,660.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	522.
7 Add lines 5 and 6	7	77,182.
8 Enter qualifying distributions from Part XII, line 4	8	81,442.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary – see instrs)		1	522.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3 Add lines 1 and 2		3	522.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	522.
6 Credits/Payments:			
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6a	731.	
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	731.	
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	209.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax 209. Refunded	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?		X
If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ 0. (2) On foundation managers \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If 'Yes,' attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If 'Yes,' attach a conformed copy of the changes		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If 'Yes,' attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) OR		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If 'No,' attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If 'Yes,' complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses.		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>KEN EDWARDS</u> Telephone no <u>503-668-8662</u> Located at <u>PO BOX 1001 SANDY OR</u> ZIP + 4 <u>97055</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <u>N/A</u> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u> <u>N/A</u>			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country <u></u>			X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <u></u>	1b	N/A
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If 'Yes,' list the years <u>20__ , 20__ , 20__ , 20__</u>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20__ , 20__ , 20__ , 20__</u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If 'Yes,' did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b N/A

Organizations relying on a current notice regarding disaster assistance check here

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

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d)

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

6b X

If 'Yes' to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 7		0.	0.	0.

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

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

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

0

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

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 See Statement 8	
	10,634.
2 See Statement 9	
	7,500.
3 See Statement 10	
	6,197.
4 See Statement 11	
	5,001.

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

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

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Form 990-PF (2011)

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	1,111,436.
b	Average of monthly cash balances	1b	295,735.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	1,407,171.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,407,171.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	21,108.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,386,063.
6	Minimum investment return. Enter 5% of line 5	6	69,303.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	69,303.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	522.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	522.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	68,781.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	68,781.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	68,781.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26	1a	81,442.
b	Program-related investments — total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	81,442.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	522.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	80,920.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				68,781.
2 Undistributed income, if any, as of the end of 2011.				
a Enter amount for 2010 only			0.	
b Total for prior years: 20____, 20____, 20____		0.		
3 Excess distributions carryover, if any, to 2011.				
a From 2006	23.			
b From 2007				
c From 2008	20,072.			
d From 2009	8,092.			
e From 2010	16,957.			
f Total of lines 3a through e	45,144.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 81,442.				
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2011 distributable amount				68,781.
e Remaining amount distributed out of corpus	12,661.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	57,805.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount — see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	23.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	57,782.			
10 Analysis of line 9.				
a Excess from 2007				
b Excess from 2008	20,072.			
c Excess from 2009	8,092.			
d Excess from 2010	16,957.			
e Excess from 2011	12,661.			

BAA

Form 990-PF (2011)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Statement 13				
Total			3a	78,989.
b Approved for future payment				
Total			3b	

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

THE STARSEED FOUNDATION

Employer identification number

93-1243038

Organization type (check one).

Filers of:

Form 990 or 990-EZ

Section:

- ☐ 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).

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization

Employer identification number

THE STARSEED FOUNDATION

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

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	STEPHEN EDWARDS 17691 SE 362ND SANDY, OR 97055	\$ 12,000.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	KENNETH EDWARDS PO BOX 1001 SANDY, OR 97055	\$ 40,000.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization

Employer identification number

THE STARSEED FOUNDATION

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Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	N/A		
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

BAA

Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization

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Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10)**organizations that total more than \$1,000 for the year.** Complete cols (a) through (e) and the following line entryFor organizations completing Part III, enter total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year (Enter this information once See instructions)

► \$ N/A

Use duplicate copies of Part III if additional space is needed

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

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THE STARSEED FOUNDATION

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Statement 1
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
ACCOUNTING/TAX PREPARATION	\$ 1,850.	\$ 925.		\$ 925.
Total	\$ 1,850.	\$ 925.	\$ 0.	\$ 925.

Statement 2
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
OR/CT12	\$ 152.	\$ 152.		
Total	\$ 152.	\$ 152.	\$ 0.	\$ 0.

Statement 3
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
BANK FEES	\$ 141.	\$ 71.		\$ 70.
Credit Card Reward	-282.			-282.
DUES AND SUBSCRIPTIONS	1,035.			1,035.
INVESTMENT ADMIN EXPENSE	258.	258.		
MEALS	388.			388.
OFFICE SUPPLIES	9.	5.		4.
POSTAGE	319.	160.		159.
REFERENCE MATERIAL/SUBSCRIPTIONS	15.			15.
TELEPHONE	553.	414.		139.
Total	\$ 2,436.	\$ 908.	\$ 0.	\$ 1,528.

Statement 4
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
854 SH CHEVRON STOCK	Mkt Val	\$ 10,920.	\$ 90,866.
21001.11 SH FIRST EAGLE TR FD OF AMERICA	Mkt Val	472,708.	499,196.
750 SH M&T BANK	Mkt Val	10,087.	57,255.
6180 SH FIRST EAGLE GLOBAL FUND	Mkt Val	218,157.	278,842.
141.66 SH FIRST EAGLE GOLD FUND	Mkt Val	3,353.	4,100.
7073.47 SH FIRST EAGLE OVERSEAS FUND	Mkt Val	156,096.	144,016.
Total		\$ 871,321.	\$ 1,074,275.

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Statement 5
Form 990-PF, Part II, Line 14
Land, Buildings, and Equipment

Category	Basis	Accum. Deprec.	Book Value	Fair Market Value
Furniture and Fixtures	\$ 1,552.	\$ 1,215.	\$ 337.	\$ 0.
Machinery and Equipment	0.	0.	0.	337.
Total	\$ 1,552.	\$ 1,215.	\$ 337.	\$ 337.

Statement 6
Form 990-PF, Part II, Line 15
Other Assets

	Book Value	Fair Market Value
MISCELLANEOUS	\$ 333.	\$ 333.
Total	\$ 333.	\$ 333.

Statement 7
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

Name and Address	Title and Average Hours Per Week Devoted	Compen- sation	Contri- bution to EBP & DC	Expense Account/ Other
KENNETH EDWARDS 18020 SE 370TH AVE SANDY, OR 97055	President 10.00	\$ 0.	\$ 0.	\$ 0.
JOAN CLARK 956 OAK STREET SILVERTON, OR 97381	Director 0.25	0.	0.	0.
TOM SCHAEFER 3725 THOMSEN ROAD HOOD RIVER, OR 97031	Secretary 0.25	0.	0.	0.
CRAIG CLARK 956 OAK STREET SILVERTON, OR 97381	Director 0.25	0.	0.	0.
ANN EDWARDS PO BOX 1001 SANDY, OR 97055	Director 0.25	0.	0.	0.
Total		\$ 0.	\$ 0.	\$ 0.

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Statement 8
Form 990-PF, Part IX-A, Line 1
Summary of Direct Charitable Activities

<u>Direct Charitable Activities</u>	<u>Expenses</u>
HEAD START-CLACKAMAS COUNTY, OREGON	\$ 10,634.

STARSEED FOUNDATION PROVIDED A MUSICAL "CHIME WALL" FOR EACH OF 7 HEAD START PLAYGROUNDS IN CLACKAMAS COUNTY, OREGON. EACH 'CHIME WALL' IS DESIGNED FOR USE BY CHILDREN AGED 3,4, AND 5, ALLOWING CHILDREN TO CREATE AND EXPERIENCE MUSIC IN A PLAYGROUND (SAFE) SETTING. THE 7 LOCATIONS SERVE 618 CHILDREN, MOST OF WHOSE FAMILIES FALL WITHIN THE FEDERAL POVERTY CLASSIFICATION, AS WELL AS 30% FALLING UNDER THE DISADVANTAGED POPULATION. THE STRUCTURES ARE PERMANENT, AND ARE EXPECTED TO LAST 10 TO 20 YEARS - EXPOSING AN ESTIMATED POPULATION OF 6,000 - 12,000 CHILDREN TO THE CREATION OF MUSIC.

Statement 9
Form 990-PF, Part IX-A, Line 2
Summary of Direct Charitable Activities

<u>Direct Charitable Activities</u>	<u>Expenses</u>
SCHOOL AND COMMUNITY REUSE ACTION PROJECT (SCRAP)	\$ 7,500.

STARSEED FOUNDATION FUNDED TWO SCRAP PROGRAMS IN 2011. THE FOUNDATION MADE A DONATION OF \$5,000 IN CONTINUING SUPPORT OF FILL MINDS, NOT LANDFILLS. FMNL IS DESIGNED TO WORK WITH LOCAL BUSINESSES IN THE PORTLAND AREA, AND DIVERT MATERIALS FROM THE WASTE STREAM, (50,000 POUNDS SINCE JULY 2011) GIVING THEM A SECOND OR THIRD USE. THE SECOND DONATION WAS A CHALLENGE GRANT OF \$2,500, MATCHED BY COMMUNITY DONATIONS, TO PURCHASE A NEW VEHICLE TO ALLOW SCRAP TO COLLECT THE DONATIONS FROM LOCAL BUSINESSES. EACH POUND OF DONATED/COLLECTED MATERIAL GENERATED \$1.93 OF INCOME TO SCRAP, ALLOWING THEM TO EXPAND THEIR ENVIRONMENTAL EDUCATION OUTREACH PROGRAMS.

Statement 10
Form 990-PF, Part IX-A, Line 3
Summary of Direct Charitable Activities

<u>Direct Charitable Activities</u>	<u>Expenses</u>
OREGON SHAKESPEARE FESTIVAL	\$ 6,197.

DURING THE 2011 SEASON, EDUCATION PROGRAM DONORS HELPED PROVIDE: 880 ON-CAMPUS WORKSHOPS, CLASSES AND DISCUSSIONS, 76,333 DEEPLY DISCOUNTED TICKETS, 555 SCHOOL VISIT PROGRAM EVENTS AT MORE THAN 100 DIFFERENT SCHOOLS MAKING 67,000 CONNECTIONS WITH STUDENTS, TEACHERS, FAMILIES, AND THE COMMUNITY, A TWO-WEEK INTENSIVE SEMINAR FOR 65 HIGH SCHOOL JUNIORS. FOR TEACHERS: 853 RECEIVED STUDY GUIDES, WORKSHOPS AND SEMINARS. 134 ATTENDED PROFESSIONAL DEVELOPMENT TRAINING, DESIGNED TO PROVIDE INSIGHT AND STRATEGIES FOR BRINGING SHAKESPEAR ALIVE IN THE CLASSROOM AND ON VISITS TO OSF.

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Statement 11
Form 990-PF, Part IX-A, Line 4
Summary of Direct Charitable Activities

<u>Direct Charitable Activities</u>	<u>Expenses</u>
WHITE BIRD NEST PROGRAM	\$ 5,001.

WHITE BIRD IS A DANCE PROMOTER, BRINGING PROFESSIONAL DANCE COMPANIES TO PORTLAND. THE STARSEED FOUNDATION CONTRIBUTION SUPPORTS THEIR NEST (NO EMPTY SEATS TODAY) PROGRAM, IN WHICH SEATS ARE PROVIDED FREE TO NON-PROFIT AGENCIES THROUGHOUT PORTLAND, ALLOWING DISADVANTAGED INDIVIDUALS TO ATTEND PERFORMANCES. THE MONEY ALSO GOES TOWARDS THE WHITE BIRD/PORTLAND SCHOOLS EDUCATIONAL PROGRAM, DIRECTLY IMPACTING SOME 2,800 TO 4,000 CHILDREN YEARLY, WITH AN EXTENSIVE CURRICULUM AND ATTENDING A FREE PERFORMANCE BY ONE OF THE COMPANIES DURING THE SEASON.

Statement 12
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name of Grant Program: VARIOUS COMMUNITY GRANTS
 Name: STARSEED FOUNDATION
 Care Of: KENNETH EDWARDS
 Street Address: PO BOX 1001
 City, State, Zip Code: SANDY, OR 97055
 Telephone: 503-668-8662
 Form and Content: POST OFFICE CORRESPONDENCE IN LETTERHEAD PAPER FORMAT. REQUEST REQUIRES THE FOLLOWING INFORMATION:
 (1) NAME AND ADDRESS OF REQUESTING ORGANIZATION
 (2) NAME OF SUBMITTING PERSON
 (3) DESCRIPTION OF WHAT IS REQUESTED AND WHY IT IS NEEDED AND WHO WILL BENEFIT FROM THE GRANT. A TIME TABLE OR PLAN FOR DISBURSEMENT IS HELPFUL.
 Submission Deadlines: THERE ARE NO SUBMISSION DEADLINES.
 Restrictions on Awards: THERE ARE NO RESTRICTIONS ON AWARDS, HOWEVER, EDUCATION PROGRAM ASSISTANCE IS GIVEN PRIORITY.

Statement 13
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
TICKETS FOR THEATRE PRODUCTION Total PORTLAND, OR			ARTISTIC PROGRAM	\$ 205.
ART MEDIA PORTLAND, OR			ART SUPPORT	192.

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Statement 13 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
CASA 1401 NE 68TH AVE PORTLAND, OR 97213			MISC COMM SUPPORT	\$ 2,949.
FRIENDS OF HOOD RIVER READS 502 STATE STREET HOOD RIVER, OR 97031			LITERACY PROGRAMS	1,500.
HUMAN SOLUTIONS 12350 SE POWELL BLVD PORTLAND, OR 97236			HUNGER ORGANIZATIONS	450.
IMPACT NORTHWEST 4610 SE BELMONT PORTLAND, OR 97215			SENIOR CITIZEN PROGRAM SUPPORT	1,500.
JEFFERSON HIGH SCHOOL 5210 N KERBY PORTLAND, OR 97217			DANCE ORGANIZATIONS	667.
LOAVES & FISHES 7710 SE 31ST AVE PORTLAND, OR 97280			HUNGER ORGANIZATIONS	103.
NORTH BRANCH SCHOOL 898 LINCOLN ROAD RIPTON, VT 5766			MIDDLE SCHOOLS PROGRAMS	500.
OREGON BALLET THEATRE 818 SE 6TH AVE PORTLAND, OR 97214			DANCE ORGANIZATIONS	678.
OREGON PUBLIC BROADCASTING 7140 SW MACADAM AVE PORTLAND, OR 97219			MISC COMM SUPPORT	29.
OREGON REPERTORY SINGERS 9320 SW BARBUR BLVD PORTLAND, OR 97219			MUSIC PROGRAMS	1,000.
OREGON SHAKESPEARE FESTIVAL 15 S PIONEER ASHLAND, OR 97520			THEATRE PROGRAM	6,197.
OREGON TRAIL SCHOOL DISTRICT PO BOX 5437 SANDY, OR 97055			TRANSPORT TO LIBRARY & AFTER SCHOOL PROGRAMS	682.
OUR HOUSE OF PORTLAND 2727 SE ALDER PORTLAND, OR 97214			EDUCATION	5,670.

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Statement 13 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
PEAR 338 NW 6TH AVE PORTLAND, OR 97209			ARTISTIC PROGRAM	\$ 500.
PORTLAND ART MUSEUM 1219 SW PARK AVE PORTLAND, OR 97205			CREATIVE ARTS ORG SUPPORT	40.
SANDY ACTION CENTER FOOD DRIVE 38982 PIONEER BLVD SANDY, OR 97055			HUNGER ORGANIZATIONS	1,657.
SCRAP 2915 NE MLK BLVD PORTLAND, OR 97212			ARTISTIC PROGRAM	7,500.
SPECIAL OLYMPICS OREGON 5901 SW MACADAM AVE PORTLAND, OR 97239			MISC COMM SUPPORT	100.
WHITE BIRD NEST PO BOX 99 PORTLAND, OR 97207			DANCE ORGANIZATIONS	5,001.
ASHLAND HIGH SCHOOL 201 S MOUNTAIN AVE ASHLAND, OR 97520			EDUCATION SUPPORT	1,000.
DRESS FOR SUCCESS 1532 NE 37TH AVE STE B PORTLAND, OR 97232			COMMUNITY SUPPORT	500.
FREE GEEK 1731 SE 10TH AVENUE PORTLAND, OR 97214			ENVIRONMENTAL SUPPORT	150.
SITKA CENTER FOR ART AND ECOLOGY PO BOX 65 OTIS, OR 97368			COMMUNITY SUPPORT	150.
SOLV 5193 NE ELM YOUNG PARKWAY STE B HILLSBORO, OR 97124			ENVIRONMENTAL SUPPORT	100.
PIXIE PROJECT 510 NE MLK BLVD PORTLAND, OR 97232			ANIMAL WELFARE	1,477.

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Statement 13 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
SNOWCAP COMMUNITY CHARITIES 17805 SE STARK ST PORTLAND, OR 97233			FOOD PANTRY/HOMELESS SHELTER	\$ 3,771.
SHARE OUR STRENGTH/TASTE OF THE NATION 1730 M ST NW, STE 700 WASHINGTON DC, 20036				541.
ROCK'N'ROLL CAMP FOR GIRLS 5202 N ALBINA AVE PORTLAND, OR 97217			MUSIC FOR GIRLS	250.
OREGON COLLEGE OF ART 8245 SW BARNES RD PORTLAND, OR 97225			EDUCATION SUPPORT	3,100.
CLARKES ELEMENTARY MUSIC & ARTS EDUCATIO PO BOX 215 BEAVERCREEK, OR 97004			ELEMENTARY SCHOOL MUSIC PROGRAM	2,500.
HEAD START - CLACKAMAS COUNTY CHILDREN'S 16518 SE RIVER RD MILWAUKIE, OR 97267			MUSIC OPPORTUNITIES	10,634.
E2 FOUNDATION PO BOX 20728 PORTLAND, OR 97294			ART EDUCATION	5,000.
ST. MARKS NURSERY SCHOOL 100 N STATE RD 46 BLOOMINGTON, IN 47408			MUSICAL INSTRUMENTS	900.
KRCB PUBLIC TELEVISION 5850 LABATH AVE ROHNERT PARK, CA 94928			CONSERVATION - MOVIE ON MARION COUNTY	2,500.
THREE RIVERS CHARTER SCHOOL 4975 WILLAMETTE FALLS DR WEST LINN, OR 97068			SCHOOL SUPPORT	255.
METROPOLITAN YOUTH SYMPHONY 4800 SW MACADAM AVE, #105 PORTLAND, OR 97239			YOUTH CHOIR	1,000.
HUNTINGTON'S DISEASE SOCIETY 505 8TH AVE, #902 NEW YORK, NY 10018			SUPPORT RESEARCH	108.

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Statement 13 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
SANDY ACTORS CHILDREN'S THEATER 17433 MEINING AVE SANDY, OR 97055			COMMUNITY THEATER SUPPORT	\$ 300.
SANDY HIGH SCHOOL 17100 SE BLUFF RD SANDY, OR 97055			JUNIOR OLYMPIC WATER POLO TEAM SUPPORT	500.
PLANNED PARENTHOOD 3727 NE MLK BLVD PORTLAND, OR 97212			MEDICAL/ABORTION SUPPORT	250.
OCEANSIDE MUSEUM OF ART 704 PIER VIEW WAY OCEANSIDE, CA 92054			ART EXPOSURE	102.
DOGWOOD PET HOSPITAL 1440 E POWELL BLVD GRESHAM, OR 97030			PASS-THROUGH DONATION OF DOG FOOD FOR HOMELESS PETS	500.
HOOD RIVER VALLEY HIGH SCHOOL 1220 INDIAN CREEK RD HOOD RIVER, OR 97031			SUPPORT CHORAL GROUP	1,500.
ANT FARM 39140 PROCTOR BLVD SANDY, OR 97055			YOUTH ORGANIZATION	100.
MIDLAND SCHOOL 5100 FIGUEROA MTN RD LOS OLIVOS, CA 93441			METALSMITH PROGRAM	2,749.
WORK TRAINING CENTER 2140 FAIR STREET CHICO, CA 95928				632.
OREGON CHILDREN'S THEATER 1939 NE SANDY BLVD PORTLAND, OR 97232				100.
IMAGO THEATER 17 SE 8TH AVE PORTLAND, OR 97214			THEATER ATTENDANCE FOR CHILDREN	750.
MERCY CORPS PO BOX 2669, DEPT W PORTLAND, OR 97208				250.

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Statement 13 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
NATIONAL MS SOCIETY 104 SW CLAY ST PORTLAND, OR 97201				\$ 200.
Total				\$ 78,989.