Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

**2011**

**For calendar year 2011, or tax year beginning , 2011, and ending ,**

FRANK AND MARY GILL FOUNDATION
01740 SW MILITARY ROAD
PORTLAND, OR 97219

A Employer identification number
93-1307026

B Telephone number (see the instructions)
(503) 697-9422

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: [X] 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) ► $ 1,691,270.

J Accounting method: [X] 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) |
|---|---|---|---|---|---|
| REVENUE | 1 Contributions, gifts, grants, etc, received (att sch) | 6,000. | | | |
| | 2 Ck ► ☐ if the foundn is **not** req to att Sch B | | | | |
| | 3 Interest on savings and temporary cash investments | | | N/A | |
| | 4 Dividends and interest from securities | 54,316. | 53,045. | | |
| | 5a Gross rents | | | | |
| | b Net rental income or (loss) | | | | |
| | 6a Net gain/(loss) from sale of assets not on line 10 | 40,558. | | | |
| | b Gross sales price for all assets on line 6a 436,269. | | | | |
| | 7 Capital gain net income (from Part IV, line 2) | | 40,558. | | |
| | 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 | 100,874. | 93,603. | | |
| OPERATING AND ADMINISTRATIVE EXPENSES | 13 Compensation of officers, directors, trustees, etc | 0. | | | |
| | 14 Other employee salaries and wages | | | | |
| | 15 Pension plans, employee benefits | | | | |
| | 16a Legal fees (attach schedule) SEE ST 1 | 750. | | | |
| | b Accounting fees (attach sch) SEE ST 2 | 2,990. | | | |
| | c Other prof fees (attach sch) | | | | |
| | 17 Interest | | | | |
| | 18 Taxes (attach schedule)(see instrs) SEE STM 3 | 1,073. | | | |
| | 19 Depreciation (attach sch) and depletion | | | | |
| | 20 Occupancy | | | | |
| | 21 Travel, conferences, and meetings | | | | |
| | 22 Printing and publications | | | | |
| | 23 Other expenses (attach schedule) SEE STATEMENT 4 | 9,019. | 8,911. | | |
| | 24 **Total operating and administrative expenses.** Add lines 13 through 23 | 13,832. | 8,911. | | |
| | 25 Contributions, gifts, grants paid PART XV | 148,255. | | | 148,255. |
| | 26 **Total expenses and disbursements.** Add lines 24 and 25 | 162,087. | 8,911. | | 148,255. |
| | 27 Subtract line 26 from line 12: | | | | |
| | a **Excess of revenue over expenses and disbursements** | -61,213. | | | |
| | b **Net investment income** (if negative, enter -0-) | | 84,692. | | |
| | c **Adjusted net income** (if negative, enter -0-) | | | | |

RECEIVED
MAY 21 2012
OGDEN, UT
IRS-OSC

MAY 21 2012



10

## Part II Balance Sheets

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

| | | Beginning of year | End of year | |
|---|---|---|---|---|
| | | (a) Book Value | (b) Book Value | (c) Fair Market Value |
| ASSETS | 1 Cash – non-interest-bearing | | | |
| | 2 Savings and temporary cash investments | 56,876. | 26,805. | 26,805. |
| | 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) STATEMENT 5 | 25,190. | 25,148. | 27,371. |
| | b Investments – corporate stock (attach schedule) STATEMENT 6 | 918,139. | 923,304. | 1,168,550. |
| | c Investments – corporate bonds (attach schedule) STATEMENT 7 | 476,138. | 439,873. | 468,544. |
| | 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 ▶ | | | |
| | Less: accumulated depreciation (attach schedule) ▶ | | | |
| | 15 Other assets (describe ▶ ) | | | |
| | 16 **Total assets** (to be completed by all filers – see the instructions. Also, see page 1, item I) | 1,476,343. | 1,415,130. | 1,691,270. |
| 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 ASSETS OR FUND BALANCES | **Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.** | | | |
| | 24 Unrestricted | | | |
| | 25 Temporarily restricted | | | |
| | 26 Permanently restricted | | | |
| | **Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.** | | | |
| | 27 Capital stock, trust principal, or current funds | | | |
| | 28 Paid-in or capital surplus, or land, building, and equipment fund | | | |
| | 29 Retained earnings, accumulated income, endowment, or other funds | 1,476,343. | 1,415,130. | |
| | 30 **Total net assets or fund balances** (see instructions) | 1,476,343. | 1,415,130. | |
| | 31 **Total liabilities and net assets/fund balances** (see instructions) | 1,476,343. | 1,415,130. | |

## 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 | 1,476,343. |
| 2 | Enter amount from Part I, line 27a | 2 | -61,213. |
| 3 | Other increases not included in line 2 (itemize) ▶ | 3 | |
| 4 | Add lines 1, 2, and 3 | 4 | 1,415,130. |
| 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 | 1,415,130. |

## 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 | SEE STATEMENT 8 | | | |
| 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 | | | | |
| b | | | | |
| c | | | | |
| d | | | | |
| e | | | | |

| | | | |
|---|---|---|---|
| 2 | Capital gain net income or (net capital loss) — If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 | 2 | 40,558. |
| 3 | Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 | 3 | -14,792. |

## 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 | 203,910. | 1,742,961. | 0.116991 |
| 2009 | 189,437. | 1,703,461. | 0.111207 |
| 2008 | 147,500. | 1,785,079. | 0.082629 |
| 2007 | 175,438. | 1,458,709. | 0.120269 |
| 2006 | 66,400. | 1,121,411. | 0.059211 |

| | | | |
|---|---|---|---|
| 2 | **Total** of line 1, column (d) | 2 | 0.490307 |
| 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 | 0.098061 |
| 4 | Enter the net value of noncharitable-use assets for 2011 from Part X, line 5 | 4 | 1,755,353. |
| 5 | Multiply line 4 by line 3 | 5 | 172,132. |
| 6 | Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 847. |
| 7 | Add lines 5 and 6 | 7 | 172,979. |
| 8 | Enter qualifying distributions from Part XII, line 4 | 8 | 148,255. |

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

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

| | | | | |
|---|---|---|---|---|
| **1 a** Exempt operating foundations described in section 4940(d)(2), check here ► ☐ and enter 'N/A' on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary – see instrs) | | | | |
| **b** Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► ☐ and enter 1% of Part I, line 27b | | | 1 | 1,694. |
| **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 | 1,694. |
| **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 | 1,694. |
| **6** Credits/Payments: | | | | |
| **a** 2011 estimated tax pmts and 2010 overpayment credited to 2011 | 6a | 1,410. | | |
| **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 | 1,410. |
| **8** Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached | | | 8 | |
| **9** **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ► | | | 9 | 284. |
| **10** **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ► | | | 10 | |
| **11** Enter the amount of line 10 to be **Credited to 2012 estimated tax** ► | | **Refunded** ► | 11 | |

**Part VII-A — Statements Regarding Activities**

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

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

| | | | Yes | No |
|---|---|---|---|---|
| 11 | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions) | 11 | | X |
| 12 | Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions) | 12 | | X |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application? | 13 | X | |

Website address ► N/A

14 The books are in care of ► MARY KAY GILL Telephone no ► (503) 697-9422

Located at ► 01740 SW MILITARY ROAD PORTLAND, OR ZIP + 4 ► 97219

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here N/A ► ☐

and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

| | | | Yes | No |
|---|---|---|---|---|
| 16 | At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? | 16 | | X |
| | See the instructions for exceptions and filing requirements for Form TD F 90-22 1. If 'Yes,' enter the name of the foreign country ► | | | |

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

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

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

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

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

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

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

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

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

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

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

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

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? 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 |
|---|---|---|---|---|
| MARY KAY GILL<br>01740 SW MILITARY ROAD<br>PORTLAND, OR 97219 | PRES/SEC/DIR<br>1.00 | 0. | 0. | 0. |
| FRANK C. GILL<br>01740 SW MILITARY ROAD<br>PORTLAND, OR 97219 | VP/TREAS/DIR<br>1.00 | 0. | 0. | 0. |
| KATHERINE L. GILL<br>01740 SW MILITARY ROAD<br>PORTLAND, OR 97219 | DIRECTOR<br>0.10 | 0. | 0. | 0. |
| MEGAN K. GILL<br>3112 NE 44TH AVENUE<br>PORTLAND, OR 97213 | DIRECTOR<br>0.10 | 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 N/A - THE FOUNDATION DOES NOT HAVE SPECIFIC DIRECT CHARITABLE ACTIVITIES OTHER THAN CONTRIBUTIONS TO VARIOUS CHARITABLE ORGANIZATIONS. | |
| 2 | |
| 3 | |
| 4 | |

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

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

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

| | | | |
|---|---|---|---|
| 1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes. a Average monthly fair market value of securities | | 1a | 1,750,691. |
| b Average of monthly cash balances | | 1b | 31,393. |
| c Fair market value of all other assets (see instructions) | | 1c | |
| d **Total** (add lines 1a, b, and c) | | 1d | 1,782,084. |
| 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 | 1,782,084. |
| 4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions) | | 4 | 26,731. |
| 5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4 | | 5 | 1,755,353. |
| 6 **Minimum investment return.** Enter 5% of line 5 | | 6 | 87,768. |

**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 | 87,768. |
| 2a Tax on investment income for 2011 from Part VI, line 5 | 2a 1,694. | | |
| b Income tax for 2011 (This does not include the tax from Part VI ) | 2b | | |
| c Add lines 2a and 2b | | 2c | 1,694. |
| 3 Distributable amount before adjustments Subtract line 2c from line 1 | | 3 | 86,074. |
| 4 Recoveries of amounts treated as qualifying distributions | | 4 | |
| 5 Add lines 3 and 4 | | 5 | 86,074. |
| 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 | 86,074. |

**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 | 148,255. |
| 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 | 148,255. |
| 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 | |
| 6 **Adjusted qualifying distributions.** Subtract line 5 from line 4 | 6 | 148,255. |

**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 | | | | 86,074. |
| **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 — 13,465. | | | | |
| **b** From 2007 — 110,927. | | | | |
| **c** From 2008 — 63,830. | | | | |
| **d** From 2009 — 105,390. | | | | |
| **e** From 2010 — 119,542. | | | | |
| **f Total** of lines 3a through e | 413,154. | | | |
| **4** Qualifying distributions for 2011 from Part XII, line 4 ► $ 148,255. | | | | |
| **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 | | | | 86,074. |
| **e** Remaining amount distributed out of corpus | 62,181. | | | |
| **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 | 475,335. | | | |
| **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) | 13,465. | | | |
| **9 Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a | 461,870. | | | |
| **10** Analysis of line 9: | | | | |
| **a** Excess from 2007 — 110,927. | | | | |
| **b** Excess from 2008 — 63,830. | | | | |
| **c** Excess from 2009 — 105,390. | | | | |
| **d** Excess from 2010 — 119,542. | | | | |
| **e** Excess from 2011 — 62,181. | | | | |

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

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

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

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

## Part XV Supplementary Information (Complete this part only if the organization 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) )

SEE STATEMENT 9

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

NONE

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

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

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

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

c Any submission deadlines

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

**Part XV Supplementary Information** (continued)

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

| Recipient<br>Name and address (home or business) | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|---|---|---|---|---|
| **a** *Paid during the year* | | | | |
| SEE STATEMENT 10 | | | | |
| **Total** | | | ► **3a** | 148,255. |
| **b** *Approved for future payment* | | | | |
| **Total** | | | ► **3b** | |

## Part XVI-A Analysis of Income-Producing Activities

| Enter gross amounts unless otherwise indicated | Unrelated business income | | Excluded by section 512, 513, or 514 | | (e) Related or exempt function income (See instructions) |
|---|---|---|---|---|---|
| | (a) Business code | (b) Amount | (c) Exclusion code | (d) Amount | |
| 1 Program service revenue: | | | | | |
| a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| f | | | | | |
| g Fees and contracts from government agencies | | | | | |
| 2 Membership dues and assessments | | | | | |
| 3 Interest on savings and temporary cash investments | | | | | |
| 4 Dividends and interest from securities | | | 14 | 54,316. | |
| 5 Net rental income or (loss) from real estate | | | | | |
| a Debt-financed property | | | | | |
| b Not debt-financed property | | | | | |
| 6 Net rental income or (loss) from personal property | | | | | |
| 7 Other investment income | | | | | |
| 8 Gain or (loss) from sales of assets other than inventory | | | 18 | 40,558. | |
| 9 Net income or (loss) from special events | | | | | |
| 10 Gross profit or (loss) from sales of inventory | | | | | |
| 11 Other revenue | | | | | |
| a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| 12 Subtotal Add columns (b), (d), and (e) | | | | 94,874. | |

13 **Total.** Add line 12, columns (b), (d), and (e) 13 94,874.

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

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

| Line No. ▼ | Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.) |
|---|---|
| | N/A |

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

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

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

| **(a)** Line no | **(b)** Amount involved | **(c)** Name of noncharitable exempt organization | **(d)** Description of transfers, transactions, and sharing arrangements |
|---|---|---|---|
| N/A | | | |

**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 | | |

**Sign Here**

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

Signature of officer or trustee: [signature] | Date: May 7, 2012 | Title: Treas / Sec

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

**Paid Preparer Use Only**

| Print/Type preparer's name | Preparer's signature | Date | Check ☒ if self-employed | PTIN |
|---|---|---|---|---|
| BRYAN B. KNUTSEN | Bryan B. Knutsen | 4-30-12 | | P00168654 |
| Firm's name ► BRYAN B. KNUTSEN, CPA, LLC | | | Firm's EIN ► 20-8108262 | |
| Firm's address ► 8825 SE 11TH AVE STE 200 PORTLAND, OR 97202 | | | Phone no (503) 236-8013 | |

**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**
FRANK AND MARY GILL FOUNDATION

**Employer identification number**
93-1307026

**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).

**Name of organization**

FRANK AND MARY GILL FOUNDATION

**Employer identification number**

93-1307026

**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 | FRANK C. AND MARY KAY GILL<br>01740 SW MILITARY ROAD<br>PORTLAND, OR 97219 | $ 6,000. | Person [X]<br>Payroll [ ]<br>Noncash [ ]<br>(Complete Part II if there is a noncash contribution ) |
| | | $ | Person [ ]<br>Payroll [ ]<br>Noncash [ ]<br>(Complete Part II if there is a noncash contribution ) |
| | | $ | Person [ ]<br>Payroll [ ]<br>Noncash [ ]<br>(Complete Part II if there is a noncash contribution ) |
| | | $ | Person [ ]<br>Payroll [ ]<br>Noncash [ ]<br>(Complete Part II if there is a noncash contribution ) |
| | | $ | Person [ ]<br>Payroll [ ]<br>Noncash [ ]<br>(Complete Part II if there is a noncash contribution ) |
| | | $ | Person [ ]<br>Payroll [ ]<br>Noncash [ ]<br>(Complete Part II if there is a noncash contribution ) |

Name of organization: FRANK AND MARY GILL FOUNDATION

Employer identification number: 93-1307026

**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 | $ | |
| | | $ | |
| | | $ | |
| | | $ | |
| | | $ | |
| | | $ | |

**Name of organization**
FRANK AND MARY GILL FOUNDATION

**Employer identification number**
93-1307026

**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 entry

For 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 |
| | |

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|---|---|---|---|
| | | | |

| (e) Transfer of gift | |
|---|---|
| Transferee's name, address, and ZIP + 4 | Relationship of transferor to transferee |
| | |

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|---|---|---|---|
| | | | |

| (e) Transfer of gift | |
|---|---|
| Transferee's name, address, and ZIP + 4 | Relationship of transferor to transferee |
| | |

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|---|---|---|---|
| | | | |

| (e) Transfer of gift | |
|---|---|
| Transferee's name, address, and ZIP + 4 | Relationship of transferor to transferee |
| | |

### STATEMENT 1
### FORM 990-PF, PART I, LINE 16A
### LEGAL FEES

| | (A) EXPENSES PER BOOKS | (B) NET INVESTMENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|---|---|---|---|---|
| LEGAL FEES | $ 750. | | | |
| TOTAL | $ 750. | $ 0. | | $ 0. |

### STATEMENT 2
### 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 FEES | $ 2,990. | | | |
| TOTAL | $ 2,990. | $ 0. | | $ 0. |

### STATEMENT 3
### FORM 990-PF, PART I, LINE 18
### TAXES

| | (A) EXPENSES PER BOOKS | (B) NET INVESTMENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|---|---|---|---|---|
| FEDERAL EXCISE TAXES (REFUNDS) | $ 800. | | | |
| STATE TAX | 273. | | | |
| TOTAL | $ 1,073. | $ 0. | | $ 0. |

### STATEMENT 4
### FORM 990-PF, PART I, LINE 23
### OTHER EXPENSES

| | (A) EXPENSES PER BOOKS | (B) NET INVESTMENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|---|---|---|---|---|
| FOREIGN TAXES | $ 949. | $ 949. | | |
| INVESTMENT FEES & OTHER EXPENSES | 8,070. | 7,962. | | |
| TOTAL | $ 9,019. | $ 8,911. | | $ 0. |

### STATEMENT 5
### FORM 990-PF, PART II, LINE 10A
### INVESTMENTS - U.S. AND STATE GOVERNMENT OBLIGATIONS

| STATE/MUNICIPAL OBLIGATIONS | VALUATION METHOD | BOOK VALUE | FAIR MARKET VALUE |
|---|---|---|---|

**STATEMENT 5 (CONTINUED)**
**FORM 990-PF, PART II, LINE 10A**
**INVESTMENTS - U.S. AND STATE GOVERNMENT OBLIGATIONS**

| | | | |
|---|---|---|---|
| AVONDALE ARIZONA BOND 5.25% | COST | $ 25,148. | $ 27,371. |
| | | $ 25,148. | $ 27,371. |
| | TOTAL | $ 25,148. | $ 27,371. |

**STATEMENT 6**
**FORM 990-PF, PART II, LINE 10B**
**INVESTMENTS - CORPORATE STOCKS**

| CORPORATE STOCKS | VALUATION METHOD | BOOK VALUE | FAIR MARKET VALUE |
|---|---|---|---|
| CORPORATE STOCK, SCHEDULE 1 | COST | $ 923,304. | $ 1,168,550. |
| | TOTAL | $ 923,304. | $ 1,168,550. |

**STATEMENT 7**
**FORM 990-PF, PART II, LINE 10C**
**INVESTMENTS - CORPORATE BONDS**

| CORPORATE BONDS | VALUATION METHOD | BOOK VALUE | FAIR MARKET VALUE |
|---|---|---|---|
| CORP BONDS, SCHEDULE 2 | COST | $ 439,873. | $ 468,544. |
| | TOTAL | $ 439,873. | $ 468,544. |

**STATEMENT 8**
**FORM 990-PF, PART IV, LINE 1**
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

| ITEM | (A) DESCRIPTION | (B) HOW ACQUIRED | (C) DATE ACQUIRED | (D) DATE SOLD |
|---|---|---|---|---|
| 1 | 200 BARCLAYS BANK PLC DJUBS | PURCHASED | 1/24/2011 | 10/17/2011 |
| 2 | 200 DIAMOND FOODS INC | PURCHASED | 4/06/2011 | 11/23/2011 |
| 3 | 775 FORD MTR CO | PURCHASED | 4/26/2011 | 11/09/2011 |
| 4 | 75 GOLDMAN SACHS GROUP INC | PURCHASED | 1/11/2011 | 5/13/2011 |
| 5 | 275 ISHARES AUSTRALIA INDEX | PURCHASED | 2/01/2011 | 12/13/2011 |
| 6 | 300 JOHNSON CTLS INC | PURCHASED | 1/03/2011 | 8/29/2011 |
| 7 | 300 PETROL BRASILEIRO PETROBRAS | PURCHASED | 2/23/2011 | 4/15/2011 |
| 8 | 1200 PROSHARES ULTRASHORT LEHMAN | PURCHASED | 7/29/2011 | 8/03/2011 |
| 9 | FRAC TELECOMUNICACOES DE SAO PAULO | PURCHASED | 1/12/2011 | 6/30/2011 |
| 10 | 250 AFLAC INCORPORATED | PURCHASED | 11/11/2010 | 5/31/2011 |
| 11 | 300 ADOBE SYS INC | PURCHASED | 10/13/2010 | 1/12/2011 |
| 12 | 50 CELGENE | PURCHASED | 5/03/2010 | 1/27/2011 |
| 13 | 400 CLAYMORE TR 2 CHINA SM CAP ETF | PURCHASED | 3/05/2010 | 2/23/2011 |
| 14 | 100 COCA COLA CO | PURCHASED | 3/04/2010 | 2/23/2011 |
| 15 | 175 ISHARES XINHUA CHINA IX FUND | PURCHASED | 5/26/2010 | 1/25/2011 |
| 16 | 500 WISDOMTREE TR INDIA ERNGS FD | PURCHASED | VARIOUS | 1/18/2011 |
| 17 | 50 APPLE INC | PURCHASED | 6/23/2009 | 4/06/2011 |
| 18 | 15M BANK ONE CORP 5.9% BOND | PURCHASED | 4/04/2003 | 11/15/2011 |
| 19 | 175 BARCLAYS IPATH MSCI INDIA INDEX | PURCHASED | 11/05/2009 | 1/18/2011 |

**STATEMENT 8 (CONTINUED)**
**FORM 990-PF, PART IV, LINE 1**
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

| ITEM | (A) DESCRIPTION | (B) HOW ACQUIRED | (C) DATE ACQUIRED | (D) DATE SOLD |
|---|---|---|---|---|
| 20 | 15M BELLSOUTH CORP 6% BOND | PURCHASED | 4/04/2003 | 10/15/2011 |
| 21 | 175 CELGENE | PURCHASED | VARIOUS | 1/27/2011 |
| 22 | 200 DISNEY WALT CO | PURCHASED | 12/30/2009 | 8/29/2011 |
| 23 | 600 INTEL CORP | PURCHASED | VARIOUS | 1/12/2011 |
| 24 | 425 ISHARES AUSTRALIA INDEX | PURCHASED | VARIOUS | 12/13/2011 |
| 25 | 200 ISHARES XINHUA CHINA IX FUND | PURCHASED | 5/26/2010 | 10/17/2011 |
| 26 | 1439 LOOMIS SAYLES BOND RETAIL SHARES | PURCHASED | 3/05/2009 | 4/07/2011 |
| 27 | 800 NICE SYS LTD | PURCHASED | VARIOUS | 6/09/2011 |
| 28 | 1877 PIMCO EMERGING MKTS BD FD | PURCHASED | 5/01/2009 | 1/13/2011 |
| 29 | 300 PEPSICO INC | PURCHASED | 10/13/2008 | 4/06/2011 |
| 30 | 50 PRECISION CASTPARTS CORP | PURCHASED | 6/09/2009 | 4/06/2011 |
| 31 | 300 PROCTER & GAMBLE CO | PURCHASED | 10/13/2008 | 2/09/2011 |
| 32 | 500 TEVA PHARMACEUTICAL | PURCHASED | 10/13/2008 | 4/26/2011 |
| 33 | 400 URS CORPORATION | PURCHASED | VARIOUS | 8/29/2011 |
| 34 | 150 UNITED PARCEL SVC | PURCHASED | 2/24/2010 | 4/06/2011 |
| 35 | 200 UNITED TECHNOLOGIES CORP | PURCHASED | VARIOUS | 10/17/2011 |
| 36 | CAPITAL GAIN DIVIDENDS | PURCHASED | VARIOUS | VARIOUS |

| ITEM | (E) GROSS SALES | (F) DEPREC. ALLOWED | (G) COST BASIS | (H) GAIN (LOSS) | (I) FMV 12/31/69 | (J) ADJ. BAS. 12/31/69 | (K) EXCESS (I)-(J) | (L) GAIN (LOSS) |
|---|---|---|---|---|---|---|---|---|
| 1 | 9,181. | | 10,922. | -1,741. | | | | $ -1,741. |
| 2 | 5,817. | | 12,474. | -6,657. | | | | -6,657. |
| 3 | 8,548. | | 12,353. | -3,805. | | | | -3,805. |
| 4 | 10,670. | | 12,694. | -2,024. | | | | -2,024. |
| 5 | 6,122. | | 7,005. | -883. | | | | -883. |
| 6 | 9,391. | | 11,896. | -2,505. | | | | -2,505. |
| 7 | 11,217. | | 12,077. | -860. | | | | -860. |
| 8 | 26,966. | | 25,788. | 1,178. | | | | 1,178. |
| 9 | 14. | | 11. | 3. | | | | 3. |
| 10 | 11,938. | | 13,841. | -1,903. | | | | -1,903. |
| 11 | 10,041. | | 8,381. | 1,660. | | | | 1,660. |
| 12 | 2,733. | | 3,117. | -384. | | | | -384. |
| 13 | 11,060. | | 10,784. | 276. | | | | 276. |
| 14 | 6,393. | | 5,443. | 950. | | | | 950. |
| 15 | 7,434. | | 6,756. | 678. | | | | 678. |
| 16 | 12,088. | | 10,863. | 1,225. | | | | 1,225. |
| 17 | 16,874. | | 6,690. | 10,184. | | | | 10,184. |
| 18 | 15,000. | | 15,000. | 0. | | | | 0. |
| 19 | 12,230. | | 10,129. | 2,101. | | | | 2,101. |
| 20 | 15,000. | | 15,000. | 0. | | | | 0. |
| 21 | 9,565. | | 7,646. | 1,919. | | | | 1,919. |
| 22 | 6,616. | | 6,448. | 168. | | | | 168. |
| 23 | 12,756. | | 8,091. | 4,665. | | | | 4,665. |
| 24 | 9,461. | | 8,738. | 723. | | | | 723. |
| 25 | 6,738. | | 7,721. | -983. | | | | -983. |
| 26 | 21,053. | | 14,289. | 6,764. | | | | 6,764. |
| 27 | 26,705. | | 16,154. | 10,551. | | | | 10,551. |
| 28 | 20,931. | | 16,726. | 4,205. | | | | 4,205. |
| 29 | 19,731. | | 18,027. | 1,704. | | | | 1,704. |
| 30 | 7,377. | | 4,332. | 3,045. | | | | 3,045. |
| 31 | 19,261. | | 18,893. | 368. | | | | 368. |
| 32 | 22,943. | | 19,770. | 3,173. | | | | 3,173. |
| 33 | 13,918. | | 14,885. | -967. | | | | -967. |
| 34 | 11,166. | | 8,816. | 2,350. | | | | 2,350. |

**STATEMENT 8 (CONTINUED)**
**FORM 990-PF, PART IV, LINE 1**
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

| ITEM | (E) GROSS SALES | (F) DEPREC. ALLOWED | (G) COST BASIS | (H) GAIN (LOSS) | (I) FMV 12/31/69 | (J) ADJ. BAS. 12/31/69 | (K) EXCESS (I)-(J) | (L) GAIN (LOSS) |
|---|---|---|---|---|---|---|---|---|
| 35 | 14,500. | | 13,951. | 549. | | | | $ 549. |
| 36 | 4,831. | | 0. | 4,831. | | | | 4,831. |
| | | | | | | | TOTAL | $ 40,558. |

**STATEMENT 9**
**FORM 990-PF, PART XV, LINE 1A**
**FOUNDATION MANAGERS - 2% OR MORE CONTRIBUTORS**

MARY KAY GILL
FRANK C. GILL

**STATEMENT 10**
**FORM 990-PF, PART XV, LINE 3A**
**RECIPIENT PAID DURING THE YEAR**

| NAME AND ADDRESS | DONEE RELATIONSHIP | FOUND-ATION STATUS | PURPOSE OF GRANT | AMOUNT |
|---|---|---|---|---|
| CENTRAL CATHOLIC HIGH SCHOOL 2401 SE STARK STREET PORTLAND, OR 97214 | N/A | PUBLIC | EXEMPT PURPOSE | $ 5,000. |
| DE LA SALLE N. CATHOLIC HIGH SCHOOL 7528 N. FENWICK AVENUE PORTLAND, OR 97217 | N/A | PUBLIC | EXEMPT PURPOSE | 10,000. |
| FRIENDS OF THE CHILDREN 44 NE MORRIS STREET PORTLAND, OR 97212 | N/A | PUBLIC | EXEMPT PURPOSE | 20,000. |
| PROVIDENCE ST VINCENT MEDICAL FOUNDATION 9205 SW BARNES ROAD PORTLAND, OR 97225 | N/A | PUBLIC | EXEMPT PURPOSE | 10,000. |
| PROVIDENCE PORTLAND MEDICAL FOUNDATION 4805 NE GLISAN STREET PORTLAND, OR 97213 | N/A | PUBLIC | EXEMPT PURPOSE | 10,000. |

**STATEMENT 10 (CONTINUED)**
**FORM 990-PF, PART XV, LINE 3A**
**RECIPIENT PAID DURING THE YEAR**

| NAME AND ADDRESS | DONEE RELATIONSHIP | FOUND-ATION STATUS | PURPOSE OF GRANT | AMOUNT |
|---|---|---|---|---|
| CHILD ADVOCATES, INC<br>1001 MOLALLA AVENUE, SUITE 203<br>OREGON CITY, OR 97045 | N/A | PUBLIC | EXEMPT PURPOSE | $ 4,755. |
| ST JUDE CHILDREN'S RESEARCH HOSPITAL<br>501 ST JUDE PLACE<br>MEMPHIS, TN 38105 | N/A | PUBLIC | EXEMPT PURPOSE | 10,000. |
| SCHWAB CHARITABLE FUND<br>211 MAIN STREET<br>SAN FRANCISCO, CA 94105 | N/A | PUBLIC | EXEMPT PURPOSE | 22,500. |
| TRANSITIONAL YOUTH<br>14945 SW SEQUOIA PARKWAY, #150<br>PORTLAND, OR 97224 | N/A | PUBLIC | EXEMPT PURPOSE | 10,000. |
| ST ANDREW NATIVITY SCHOOL<br>4925 NE 9TH AVE<br>PORTLAND, OR 97211 | N/A | PUBLIC | EXEMPT PURPOSE | 5,000. |
| LIFEWORKS NORTHWEST<br>14600 NW CORNELL ROAD<br>PORTLAND, OR 97229 | N/A | PUBLIC | EXEMPT PURPOSE | 6,000. |
| THE ABBEY FOUNDATION OF OREGON<br>ONE ABBEY DRIVE<br>SAINT BENEDICT, OR 97373 | N/A | PUBLIC | EXEMPT PURPOSE | 5,000. |
| THE NATURE CONSERVANCY<br>4245 N FAIRFAX DRIVE, SUITE 100<br>ARLINGTON, VA 22203 | N/A | PUBLIC | EXEMPT PURPOSE | 15,000. |
| SELF ENHANCEMENT INC<br>3920 N KERBY AVENUE<br>PORTLAND, OR 97227 | N/A | PUBLIC | EXEMPT PURPOSE | 5,000. |
| WOUNDED WARRIOR PROJECT<br>4899 BELFORT ROAD, SUITE 300<br>JACKSONVILLE, FL 32256 | N/A | PUBLIC | EXEMPT PURPOSE | 10,000. |
| | | | TOTAL | $ 148,255. |

**FRANK AND MARY GILL FOUNDATION**
**DECEMBER 31, 2011**
93-1307026

| CORPORATE STOCK | VALUATION METHOD | BOOK VALUE | FAIR MARKET VALUE |
|---|---|---|---|
| 500 HOME DEPOT INC | COST | $ 14,360 00 | $ 21,020 00 |
| 150 NIKE INC | COST | 9,244 00 | 14,455 00 |
| 300 NORDSTROM INC | COST | 10,357 00 | 14,913 00 |
| 200 VF CORP | COST | 10,023 00 | 25,398 00 |
| 200 COCA COLA CO | COST | 10,886 00 | 13,994 00 |
| 200 APACHE CORP | COST | 13,688 00 | 18,116 00 |
| 450 BAYTEX ENERGY CORP | COST | 13,297 00 | 25,151 00 |
| 300 CHEVRONTEXACO CORP | COST | 18,630 00 | 31,920 00 |
| 900 ENERPLUS CORP | COST | 20,553 00 | 22,788 00 |
| 300 EXXON MOBIL CORP | COST | 19,860 00 | 25,428 00 |
| 800 HCP INC PFD | COST | 13,161 00 | 20,400 00 |
| 300 JP MORGAN CHASE & CO | COST | 12,081 00 | 9,975 00 |
| 1,000 NEW YORK COMMUNITY BANCORP | COST | 13,347 00 | 12,370 00 |
| 500 PLUM CREEK TIMBER CO INC | COST | 18,613 00 | 18,280 00 |
| 275 ALLERGAN INC | COST | 17,050 00 | 24,128 00 |
| 400 CERNER CORPORATION | COST | 7,223 00 | 24,500 00 |
| 800 MERCK & CO INC | COST | 21,455 00 | 30,160 00 |
| 1,100 PFIZER INC | COST | 17,864 00 | 23,804 00 |
| 150 CATERPILLAR INC | COST | 10,774 00 | 13,590 00 |
| 125 FEDEX CORP | COST | 10,252 00 | 10,439 00 |
| 700 GENERAL ELECTRIC CO | COST | 10,617 00 | 12,537 00 |
| 400 NORFOLK SOUTHERN CORP | COST | 20,875 00 | 29,144 00 |
| 150 PRECISION CASTPARTS CORP | COST | 11,884 00 | 24,719 00 |
| 250 STERICYCLE | COST | 14,856 00 | 19,480 00 |
| 200 UNITED PARCEL SVC | COST | 11,755 00 | 14,638 00 |
| 400 ACCENTURE PLC | COST | 16,135 00 | 21,292 00 |
| 150 APPLE INC | COST | 19,415 00 | 60,750 00 |
| 350 COGNIZANT TECH SOLUTIONS | COST | 16,823 00 | 22,508 00 |
| 200 IBM | COST | 18,292 00 | 36,776 00 |
| 200 BHP BILLITON LIMITED | COST | 11,197 00 | 14,126 00 |
| 350 SONOCO PRODS CO | COST | 11,665 00 | 11,536 00 |
| 200 CONOCO PHILLIPS | COST | 13,910 00 | 14,574 00 |
| 150 DEERE & CO | COST | 11,105 00 | 11,603 00 |
| 400 HEINZ H J CO | COST | 19,539 00 | 21,616 00 |
| 200 JOY GLOBAL INC | COST | 15,913 00 | 14,994 00 |
| 200 MCDONALDS CORP | COST | 15,139 00 | 20,066 00 |
| 350 MICROCHIP TECHNOLOGY INC | COST | 12,829 00 | 12,820 00 |
| 500 PORTLAND GENERAL ELECTRIC CO | COST | 11,571 00 | 12,645 00 |
| 600 SYMANTEC | COST | 11,934 00 | 9,390 00 |
| 700 AVAGO TECHNOLOGIES LTD | COST | 22,664 00 | 20,202 00 |
| 500 BIOMED REALTY TRUST | COST | 8,872 00 | 9,040 00 |
| 200 NOVARTIS AG | COST | 11,285 00 | 11,434 00 |
| 150 POTASH CORP SASK INC | COST | 9,003 00 | 6,192 00 |
| 542 TELEFONICA BRASIL SA | COST | 12,306 00 | 14,813 00 |
| 700 CORTS TR JC PENNEY PFD | COST | 17,341 00 | 17,784 00 |
| 3,226 DRIEHAUS INTERNATIONAL SMALL CAP GROWTH | COST | 25,000 00 | 27,452 00 |
| 1,400 ISHARES MSCI CDA INDEX | COST | 26,374 00 | 37,240 00 |
| 500 ISHARES RUSSELL 2000 INDEX | COST | 32,161 00 | 36,875 00 |
| 500 JPMORGAN CHASE & CO ALERIAN ML ETN | COST | 14,710 00 | 19,485 00 |
| 2,110 LAZARD EMERGING MARKETS | COST | 40,000 00 | 35,449 00 |
| 1,292 MATTHEWS ASIAN GROWTH AND INCOME FUND | COST | 23,000 00 | 19,476 00 |
| 600 POWERSHARES FINANCIAL PREF | COST | 10,705 00 | 9,672 00 |
| 5,244 ROYCE OPPORTUNITY FUND | COST | 51,580 00 | 54,113 00 |
| 1,000 USB CAP XI 6 6% TR PFD | COST | 18,903 00 | 25,150 00 |
| 200 ISHARES DOW JONES OIL EQUIP & SVCS | COST | 11,228 00 | 10,385 00 |
| 546 ALLIANZ FDS MULTI-STRATEGY TR | COST | 15,000 00 | 14,257 00 |
| 787 JP MORGAN HIGHBRIDGE DYNAMIC | COST | 15,000 00 | 13,488 00 |
| | | $ 923,304 00 | $ 1,168,550 00 |

SCHEDULE 1

# FRANK AND MARY GILL FOUNDATION
**DECEMBER 31, 2011**
93-1307026

| CORPORATE BONDS | VALUATION METHOD | BOOK VALUE | FAIR MARKET VALUE |
|---|---|---|---|
| LOOMIS SAYLES BOND RETAIL SHARES | COST | $ 10,000 00 | $ 10,117 00 |
| PIMCO EMERGING LOCAL BOND FUND | COST | 15,000 00 | 14,076 00 |
| SBC COMMUNICATIONS INC NOTES 5 875% 08/15/2012 | COST | 15,124 00 | 15,485 00 |
| AT&T CORP 6 700% 11/15/2013 | COST | 50,119 00 | 55,120 00 |
| BOEING CO 5 125% 2/15/2013 | COST | 24,892 00 | 26,210 00 |
| EMERSON ELEC CO 4 500% 5/01/2013 | COST | 24,824.00 | 26,145 00 |
| GENERAL ELECTRIC CO 5 000% 2/01/2013 | COST | 50,283 00 | 52,105 00 |
| GOLDMAN SACH GROUP INC 5 500% 11/15/2014 | COST | 49,829.00 | 51,514 00 |
| PSI ENERGY INC 5 000% 9/15/2013 | COST | 24,599 00 | 26,460 00 |
| VERIZON COMMUNICATIONS INC 5 250% 4/15/2013 | COST | 49,531 00 | 52,762 00 |
| WYETH 5.250% 3/15/2013 | COST | 49,972 00 | 52,855 00 |
| CONOCOPHILLIPS 4 750% 2/01/2014 | COST | 25,342 00 | 27,000 00 |
| NUCOR CORP 5.850% 6/01/2018 | COST | 25,086 00 | 29,827 00 |
| ORACLE CORP 5 250% 1/15/2016 | COST | 25,272 00 | 28,868 00 |
| | | $ 439,873 00 | $ 468,544 00 |

SCHEDULE 2