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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust

OMB No 1545-0052

2011**Note.** The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2011 or tax year beginning

02/01, 2011, and ending

01/31, 2012

Name of foundation FALES FOUNDATION TRUST		A Employer identification number 91-6087669
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) (206) 587-3688
2825 COLBY		
City or town, state, and ZIP code EVERETT, WA 98201		
G Check all that apply. ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		C If exemption application is pending, check here ☐ D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐ E If private foundation status was terminated under section 507(b)(1)(A), check here ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 4,169,824.		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 (attach schedule)					
2 Check ☐ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities	103,331.	103,010.			STMT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10	198,281.				
b Gross sales price for all assets on line 6a	1,042,458.				
7 Capital gain net income (from Part IV, line 2)		198,281.			
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 or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	301,612.	301,291.			
13 Compensation of officers, directors, trustees, etc.	46,145.	34,609.			11,536.
14 Other employee salaries and wages		NONE	NONE		
15 Pension plans, employee benefits		NONE	NONE		
16a Legal fees (attach schedule)					
b Accounting fees (attach schedule) STMT 2	1,020.	NONE	NONE		1,020.
c Other professional fees (attach schedule)					
17 Interest					
18 Taxes (attach schedule) (see instructions) STMT 3	2,806.	1,517.			
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		NONE	NONE		
22 Printing and publications		NONE	NONE		
23 Other expenses (attach schedule) STMT 4	5,082.	2.			5,080.
24 Total operating and administrative expenses. Add lines 13 through 23	55,053.	36,128.		NONE	17,636.
25 Contributions, gifts, grants paid	198,000.				198,000.
26 Total expenses and disbursements. Add lines 24 and 25	253,053.	36,128.		NONE	215,636.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	48,559.				
b Net investment income (if negative, enter -0-)		265,163.			
c Adjusted net income (if negative, enter -0-)					

For Paperwork Reduction Act Notice, see instructions.

JSA

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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				
	2	Savings and temporary cash investments		87,296.	228,756.	228,756.
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶	NONE			
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule)	STMT 5	98,451.	98,451.	102,402.
	b	Investments - corporate stock (attach schedule)	STMT 6	1,163,047.	973,381.	1,330,987.
	c	Investments - corporate bonds (attach schedule)	STMT 9	97,797.		
	11	Investments - land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶				
	12	Investments - mortgage loans				
	13	Investments - other (attach schedule)	STMT 10	2,208,401.	2,402,957.	2,507,679.
	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)		3,654,992.	3,703,545.	4,169,824.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)					
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		3,654,992.	3,703,545.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see instructions)		3,654,992.	3,703,545.	
31	Total liabilities and net assets/fund balances (see instructions)		3,654,992.	3,703,545.		

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	3,654,992.
2	Enter amount from Part I, line 27a	2	48,559.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	3,703,551.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 11	5	6.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,703,545.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES					
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 999,546.		844,177.	155,369.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
a			155,369.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	198,281.	
If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8					

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

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

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

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

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	190,779.	3,996,732.	0.047734
2009	168,996.	3,606,333.	0.046861
2008	185,354.	3,983,784.	0.046527
2007	176,924.	4,715,071.	0.037523
2006	206,694.	4,496,334.	0.045969
2 Total of line 1, column (d)			2 0.224614
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 0.044923
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 4,152,054.
5 Multiply line 4 by line 3			5 186,523.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 2,652.
7 Add lines 5 and 6			7 189,175.
8 Enter qualifying distributions from Part XII, line 4			8 215,636.

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)

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1			
Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	2,652.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	2,652.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	2,652.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	1,640.	
b Exempt foreign organizations - tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	1,640.	
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	1,012.	
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
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? 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		X
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 ► \$ _____ (2) On foundation managers ► \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		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
4a 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?		
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, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► WA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address N/A				
14	The books are in care of UNION BANK, N.A. Telephone no (206) 587-3688			
	Located at 900 FOURTH AVENUE, SEATTLE, WA ZIP + 4 98164			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15		
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country	16	Yes	No
				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?	☐ 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)? Organizations relying on a current notice regarding disaster assistance check here	1b	X
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	☐ 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	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here		
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	
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)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

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

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

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? ☐ Yes ☒ No**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 13		46,145.	-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
SEE STATEMENT 14		NONE	NONE	NONE

Total number of other employees paid over \$50,000 ☐ NONE

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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
SEE STATEMENT 15		NONE
Total number of others receiving over \$50,000 for professional services		NONE

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 NONE	
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 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	

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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	4,068,922.
b	Average of monthly cash balances	1b	146,361.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	4,215,283.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	4,215,283.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	63,229.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,152,054.
6	Minimum investment return. Enter 5% of line 5	6	207,603.

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	207,603.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	2,652.
b	Income tax for 2011 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,652.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	204,951.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	204,951.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	204,951.

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	215,636.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	215,636.
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	2,652.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	212,984.

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				204,951.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			NONE	
b Total for prior years: 20 09, 20 , 20		NONE		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	NONE			
b From 2007	NONE			
c From 2008	NONE			
d From 2009	NONE			
e From 2010	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 215,636.				
a Applied to 2010, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2011 distributable amount				204,951.
e Remaining amount distributed out of corpus	10,685.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	10,685.			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 2010 Subtract line 4a from line 2a. Taxable amount - see instructions			NONE	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	10,685.			
10 Analysis of line 9:				
a Excess from 2007	NONE			
b Excess from 2008	NONE			
c Excess from 2009	NONE			
d Excess from 2010	NONE			
e Excess from 2011	10,685.			

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

NOT APPLICABLE

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

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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 foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

Check here ☐ 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:

SEE STATEMENT 16

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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 <i>Paid during the year</i> SEE STATEMENT 38				
Total			▶ 3a	198,000.
b <i>Approved for future payment</i>				
Total			▶ 3b	

Enter gross amounts unless otherwise indicated.

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	103,331.	
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	198,281.	
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)				301,612.	
13	Total. Add line 12, columns (b), (d), and (e)				301,612.	301,612.

(See worksheet in line 13 instructions to verify calculations)

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.)
▼	

NOT APPLICABLE

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?		Yes	No
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.			

[illegible]

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

b If "Yes," complete the following schedule.

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

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

05/07/2012
Date

▶
Title

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

Print/Type preparer's name JEFFREY E. KUHLLIN	Preparer's signature 	Date 05/07/2012	Check ☐ if self-employed	PTIN P00353001
Firm's name ▶ KPMG LLP			Firm's EIN ▶ 13-5565207	
Firm's address ▶ 2020 N CENTRAL AVE, STE 700 PHOENIX, AZ 85004			Phone no 800-810-2207	

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
US GOVERNMENT INT REPORTED AS NONQUALIFI		
FOREIGN DIVIDENDS	1,105.	1,105.
NONDIVIDEND DISTRIBUTIONS	12,154.	12,154.
DOMESTIC DIVIDENDS	321.	
CORPORATE INTEREST	30,931.	30,931.
U.S. GOVERNMENT INTEREST(FEDERAL TAXABLE	4,500.	4,500.
ACCRUED MARKET DISCOUNT INTEREST	4,625.	4,625.
NONQUALIFIED FOREIGN DIVIDENDS	2,203.	2,203.
NONQUALIFIED DOMESTIC DIVIDENDS	1,950.	1,950.
	45,542.	45,542.
	-----	-----
TOTAL	103,331.	103,010.
	=====	=====

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE (NON-ALLOC	1,020.			1,020.
TOTALS	1,020.	NONE	NONE	1,020.
	=====	=====	=====	=====

FORM 990PF, PART I - TAXES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	61.	61.
FEDERAL ESTIMATES - PRINCIPAL	1,289.	
FOREIGN TAXES ON QUALIFIED FOR	1,308.	1,308.
FOREIGN TAXES ON NONQUALIFIED	148.	148.
	-----	-----
TOTALS	2,806.	1,517.
	=====	=====

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
-----	-----	-----	-----
ADMINISTRATION EXPENSES	5,055.		5,055.
WA STATE FILING FEE	25.		25.
OTHER MISC FEES	2.	2.	
TOTALS	5,082.	2.	5,080.

FALES FOUNDATION TRUST

91-6087669

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS
=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
FHLB BDS SER RM12 4.625%	98,451.	98,451.	102,402.
TOTALS	98,451.	98,451.	102,402.
	=====	=====	=====

FALES FOUNDATION TRUST

91-6087669

FORM 990PF, PART II - CORPORATE STOCK
 =====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
3M CO	17,073.	17,070.	26,013.
ACCENTURE LTD		26,175.	28,670.
AMERICAN EXPRESS CO	6,137.		
AMERICAN TOWER CORP		11,908.	12,702.
BP PLC ADR	18,524.		
CAMERON INTL CORP COM	14,060.		
CHEVRON CORP COMMON STK	26,028.	19,022.	30,936.
CISCO SYS INC	32,160.	11,250.	14,734.
CITRIX SYS INC	5,492.		
COSTCO WHOLESALE CORP		12,546.	12,341.
DANAHER CORP	21,995.	18,903.	34,132.
DEERE & CO	19,230.		
DONALDSON INC	18,605.	14,884.	28,920.
DOW CHEM CO	19,560.		
ECOLAB	15,339.	15,339.	24,176.
EMERSON ELEC CO	12,604.		
COVIDIEN PLC		17,708.	20,600.
EXXON MOBIL CORP	22,672.	15,612.	25,122.
GENERAL ELEC CO	13,123.	11,470.	31,807.
GENERAL MLS INC	11,712.		
GOLDMAN SACHS GROUP INC	28,893.		
GOOGLE INC-CL A	25,737.	20,590.	34,807.
HANOVER INS GROUP INC	27,134.		
HOME DEPOT INC	16,764.	16,764.	26,634.
INTEL CORP	34,880.	18,830.	26,420.
INTERNATIONAL BUS MACHS	8,273.	8,273.	19,260.
JOHNSON & JOHNSON	24,654.	18,137.	39,546.
JP MORGAN CHASE & CO	14,488.	23,083.	44,760.
KIMBERLY CLARK CORP	22,419.	10,596.	14,312.

FALES FOUNDATION TRUST

91-6087669

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
KOHL'S CORP	17,585.		
LINEAR TECHNOLOGY CORP	28,845.		
MCDONALD'S CORP	18,501.	18,501.	29,715.
MICROSOFT CORP	35,013.	21,058.	29,530.
KRAFT FOODS INC		11,118.	11,490.
NIKE INC CL B	10,192.		
RIVERBED TECHNOLOGIES INC COM		12,235.	11,970.
OCCIDENTAL PETE CORP	15,873.	20,514.	34,920.
ORACLE CORP	35,666.	26,475.	42,315.
PEPSICO INC	21,664.	10,832.	13,134.
PFIZER INC	26,860.	26,860.	36,380.
PHILIP MORRIS INTL COM	18,854.	18,854.	29,908.
PRAXAIR INC	11,296.	11,296.	21,240.
PROCTOR & GAMBLE CO	24,340.	24,340.	25,216.
QUALCOMM INC	17,343.	28,191.	35,292.
QUESTAR CORP	7,567.		
ROCKWELL COLLINS	16,239.		
SCHLUMBERGER LTD	19,930.		
ROYAL DUTCH SHELL PLC - ADR A		24,331.	37,585.
STARWOOD HOTELS & RESORTS		28,616.	28,544.
SUNCOR ENERGY INC	11,133.		
SALLY BEAUTY HOLDINGS INC	26,958.	29,292.	34,500.
VERIZON COMMUNICATIONS		16,952.	16,496.
WAL MART STORES	13,005.	13,005.	15,064.
WELLS FARGO & CO COM	31,347.	20,075.	24,544.
WEYERHAEUSER	34,428.	37,271.	40,894.
WISCONSIN ENERGY CORP	39,224.	32,542.	32,032.
DICKS SPORTING GOODS INC	9,248.	16,082.	20,400.
YUM BRANDS		17,815.	18,545.
	9,861.	9,861.	18,999.

FALES FOUNDATION TRUST

91-6087669

FORM 990PF, PART II - CORPORATE STOCK
 =====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ----
STERICYCLE INC		17,741.	16,804.
ALTRIA GROUP	12,455.	18,463.	19,880.
APPLE COMPUTER	15,449.	24,468.	34,236.
COCA COLA CO.	15,133.	15,133.	16,883.
DU PONT E I DE NEMOURS	13,847.		
EXPRESS SCRIPTS INC CL A	14,412.		
GILEAD SCIENCES	20,573.	16,458.	19,544.
INTERNATIONAL GAME TECHNOLOGY	15,230.		
ITC HLDGS CORP	23,191.	17,393.	22,113.
LAS VEGAS SAND CORP	12,320.	12,320.	19,644.
MERCK & CO	21,183.		
QEP RES INC	5,101.		
UNITEDHEALTH GROUP	15,625.	20,720.	31,074.
DISNEY COMPANY HOLDING CO		15,618.	15,560.
UNITED PARCEL SERVICE CL B		10,949.	11,348.
WELL POINT INC COM		19,842.	19,296.
	-----	-----	-----
TOTALS	1,163,047.	973,381.	1,330,987.
	=====	=====	=====

FORM 990PF, PART II - CORPORATE BONDS
=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----
JP MORGAN CHASE & CO 4.500%	97,797.
TOTALS	97,797.
	=====

FALES FOUNDATION TRUST

91-6087669

FORM 990PF, PART II - OTHER INVESTMENTS
=====

DESCRIPTION	COST/ FMV C OR F	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	-----	---
ABSOLUTE STRATEGIES FD CL	C	75,011.	75,373.	78,813.
AMEX FINANCIAL SELECT SPDR	C	10,080.	19,260.	16,866.
DODGE & COX INTL STOCK FD	C	84,945.	84,945.	62,430.
HIGHMARK BOND FD	C	373,678.	312,035.	335,298.
HIGHMARK GENEVA GROWTH FD CL F	C	80,132.	92,424.	121,629.
HIGHMARK INTL OPPORTUNITIES FD	C	180,120.	180,120.	146,005.
HIGHMARK SMALL CAP CORE FD	C	128,454.	128,454.	118,003.
HOTCHKIS & WILEY M/C VALUE I	C	80,000.	90,000.	111,091.
ISHARES MSCI EMERGING MKT IDX	C	43,097.	61,937.	71,587.
LAZARD EMERG MKTS INSTL	C	81,162.	98,446.	91,691.
MFS INTL GROWTH FD CL I	C	71,013.	71,013.	70,885.
NUVEEN REAL EST SECS I	C	60,000.	60,943.	84,861.
PIMCO HIGH YIELD INSTL	C	73,310.	93,434.	113,364.
PIMCO TOTAL RETURN INSTL	C	168,948.	168,947.	171,710.
STRATTON SMALL CAP VALUE FD	C	92,613.	48,384.	84,789.
T ROWE PRICE NEW HORIZONS FD	C	211,735.	191,365.	204,017.
VNGRD SMALL-CAP VALUE INDEX	C	50,000.	50,000.	45,679.
VNGRD ST TERM INVMT GRADE ADM	C	254,089.	343,825.	348,598.
ISHARES S&P PREF STK IDX	C	30,014.	30,014.	28,605.
JP MORGAN RES MKT NEUTRAL INST	C	20,000.	40,000.	37,964.
LAZARD CAP ALLOC OPP STRAT I	C	40,000.	21,805.	23,683.
AQR MDG FUTURES STRATEGY CL	C		20,000.	19,896.
ARBITRAGE FD CL I	C		20,000.	20,138.
EATON VANCE EMER MKTS LOC	C		35,000.	34,321.
EATON VANCE GLBL MAC ABS RT AD	C		20,000.	20,000.
WF ADFVTG INTERNATIONAL BOND I	C		45,233.	45,756.
		-----	-----	-----
		2,208,401.	2,402,957.	2,507,679.
		=====	=====	=====
TOTALS				

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES
=====DESCRIPTION
-----AMOUNT

ROUNDING DIFFERENCE

6.

TOTAL

6.
=====

990PF, PART VII-B LINE 2b - SECTION 4942a2 EXPLANATION STATEMENT

=====

THIS QUESTION DOES NOT APPLY. THE FOUNDATION DOES NOT HAVE ANY
UNDISTRIBUTED INCOME FROM PRIOR YEARS.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

=====

OFFICER NAME:

UNION BANK, N.A.

ADDRESS:

2825 COLBY AVE

EVERETT, WA 98201

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 20

COMPENSATION 46,145.

TOTAL COMPENSATION:

46,145.

=====

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

=====

EMPLOYEE NAME:

NONE

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

=====

NAME:

NONE

FALES FOUNDATION TRUST
FORM 990PF, PART XV - LINES 2a - 2d
=====

91-6087669

RECIPIENT NAME:

J. THOMAS MCCULLY, C/O UNION BANK
FORM, INFORMATION AND MATERIALS:

APPLICATION FORM PROVIDED IN RESPONSE TO
QUALIFIED INQUIRIES

SUBMISSION DEADLINES:

APRIL 1 ANNUALLY

RESTRICTIONS OR LIMITATIONS ON AWARDS:

ONLY TO SEATTLE ART PROGRAMS AND PROGRAMS
SERVING THE HOMELESS

=====

RECIPIENT NAME:

ASIAN COUNSELING & REFERRA

ADDRESS:

3639 MARTIN LUTHER KING JR WAY SO.

SEATTLE, WA 98144

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

FAMILY WORKS

ADDRESS:

1501 NO. 45TH

SEATTLE, WA 98103

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

FOOD LIFELINE

ADDRESS:

1702 NE 150TH

SHORELINE, WA 98155

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 4,000.

RECIPIENT NAME:

HEROES FOR THE HOMELESS

ADDRESS:

P.O. BOX 971

WOODINVILLE, WA 98072

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

OPERATION NIGHTWATCH

ADDRESS:

P.O. BO X21181

SEATTLE, WA 98111

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 4,000.

RECIPIENT NAME:

PACIFIC NW BALLET

ADDRESS:

301 MERCER STREET

SEATTLE, WA 98109

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 4,000.

RECIPIENT NAME:
PIKE MARKET SENIOR CENTER
ADDRESS:
85 PIKE STREET #200
SEATTLE, WA 98101
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:
PRATT FINE ARTS CENTER
ADDRESS:
1902 SO. MAIN STREET
SEATTLE, WA 98144
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:
RICHARD HUGO HOUSE
ADDRESS:
1634 ELEVENT AVENUE
SEATTLE, WA 98122
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:
SEATTLE SHAKESPEARE COMPANY
ADDRESS:
305 HARRISON STREET
SEATTLE, WA 98109
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:
TOWN HALL SEATTLE
ADDRESS:
1119 8TH AVENUE
SEATTLE, WA 98101
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:
SEATTLE REPERTORY THEATRE
ADDRESS:
155 MERCER STREET
SEATTLE, WA 98109
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 4,000.

RECIPIENT NAME:
YOUTHCARE
ADDRESS:
2500 NE 54TH ST. #100
SEATTLE, WA 98105
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:
BOOK-IT REPERTORY THEATRE
ADDRESS:
305 HARRISON STREET
SEATTLE, WA 98109
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:
LEGAL ACTION CENTER
ADDRESS:
100 23RD AVE SOUTH
SEATTLE, WA 98144
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:
SEATTLE SYMPHONY
ADDRESS:
P.O. BOX 21906
SEATTLE, WA 98111
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:
RAINIER VALLEY FOOD BANK
ADDRESS:
4205 RAINIER AVE SO
SEATTLE, WA 98118
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:
ROTARY FIRST HARVEST
ADDRESS:
P.O. BOX 94117
SEATTLE, WA 98124
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:
AMERICAN RED CROSS-KING/KITSAP
ADDRESS:
1900 25TH AVE SO
SEATTLE, WA 98144
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:
BREAD OF LIFE MISSION
ADDRESS:
97 SOUTH MAIN STREET
SEATTLE, WA 98194
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 4,000.

RECIPIENT NAME:
EL CENTRO DE LA RAZA
ADDRESS:
254 16TH AVE SO
SEATTLE, WA 98144
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:
EMERGENCY FEEDING PROGRAM
ADDRESS:
P.O. BOX 18877
SEATTLE, WA 98118
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:
FIRST PLACE
ADDRESS:
P.O. BOX 22536
SEATTLE, WA 98122
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:
DOWNTOWN EMERGENCY SERVICE CTR
ADDRESS:
515 THIRD AVENUE
SEATTLE, WA 98104
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
FRIENDS OF YOUTH
ADDRESS:
16225 NE 87TH STE #A-6
REDMOND, WA 98052
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:
FULL LIFE
ADDRESS:
800 JEFFERSON ST.
SEATTLE, WA 98104
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:
JEWISH FAMILY SERVICE
ADDRESS:
1601 16TH AVE
SEATTLE, WA 98122
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:
MARY'S PLACE
ADDRESS:
314 BELL STREET
SEATTLE, WA 98121
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:
MILLIONAIRE CLUB CHARITY
ADDRESS:
2515 WESTERN AVE
SEATTLE, WA 98121
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:
YWCA SPEC & INTEG SVCS
ADDRESS:
905 SPRUCE ST, STE 100
SEATTLE, WA 98104
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:
VOLUNTEERS OF AMERICA - W. WA
ADDRESS:
P.O. BOX 839
EVERETT, WA 98206
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:
NOEL HOUSE PROGRAMS
ADDRESS:
118 BELL STREET
SEATTLE, WA 98121
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
LADIES MUSICAL CLUB
ADDRESS:
P.O. BOX 94337
SEATTLE, WA 98124
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:
REAL CHANGE
ADDRESS:
219 FIRST AVE SO, #220
SEATTLE, WA 98104
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:
SEATTLE COMMUNITY LAW CENTER
ADDRESS:
1265 SOUTH MAIN ST, STE 310
SEATTLE, WA 98144
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:
SEATTLE HOUSING AND RESOURCE
EFFORT
ADDRESS:
P.O. BOX 2548
SEATTLE, CA 98111
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 4,000.

RECIPIENT NAME:
PROVIDENCE HOSPITALITY HOUSE
ADDRESS:
P.O. BOX 22382
SEATTLE, WA 98122
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:
PROVIDENCE PETER CLAVER HOUSE
ADDRESS:
7101 38TH AVE SO
SEATTLE, WA 98118
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
SOCIETY OF ST VINCENT DE PAUL
ADDRESS:
5950 4TH AVENUE, S
SEATTLE, WA 98108
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:
VISION HOUSE
ADDRESS:
P.O. BOX 2951
RENTON, WA 98056
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:
826 SEATTLE
ADDRESS:
P.O. BOX 30764
SEATTLE, WA 98103
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:
ACT THEATRE
ADDRESS:
700 UNION STREET
SEATTLE, WA 98101
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 3,000.

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RECIPIENT NAME:

CENTRAL AREA MOTIVATION PROGRAM

ADDRESS:

722 18TH AVE

SEATTLE, WA 98122

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

CHIEF SEATTLE CLUB

ADDRESS:

410 2ND AVE EXTENSION SO

SEATTLE, WA 98104

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

COMPASS HOUSING ALLIANCE

ADDRESS:

77 S WASHINGTON ST

SEATTLE, WA 98104

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 7,000.

RECIPIENT NAME:
HOSPITALITY HOUSE
ADDRESS:
1419 SW 150TH
BURIEN, WA 98166
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:
JUBILEE WOMEN'S CENTER
ADDRESS:
620 - 18TH AVE E
SEATTLE, WA 98112
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 4,000.

RECIPIENT NAME:
CHILD CARE RESOURCES
ADDRESS:
1255 SOUTH WELLER #300
SEATTLE, WA 98144
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:
ROOTS
ADDRESS:
1415 NE 43RD ST
SEATTLE, WA 98105
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:
SANCTUARY ART CENTER
ADDRESS:
1604 NE 50TH ST
SEATTLE, WA 98105
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:
LOW INCOME HOUSING INSTITUTE
ADDRESS:
2407 FIRST AVE, #200
SEATTLE, WA 98121
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 7,000.

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RECIPIENT NAME:

MUSEUM OF HISTORY & INDUSTRY

ADDRESS:

2700 - 24TH AVE E

SEATTLE, WA 98112

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:

NORTH HELPLINE

ADDRESS:

12736 33RD AVE NE

SEATTLE, WA 98125

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

NORTHWEST HARVEST

ADDRESS:

P.O. BOX 12272

SEATTLE, WA 98102

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
PLYMOUTH HOUSING GROUP
ADDRESS:
2113 THIRD AVENUE
SEATTLE, WA 98121
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 7,000.

RECIPIENT NAME:
SEATTLE CHILDREN'S THEATRE
ADDRESS:
201 THOMAS STREET
SEATTLE, WA 98109
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:
SEATTLE MUSIC PARTNERS
ADDRESS:
4533 SUNNYSIDE AVE NO
SEATTLE, WA 98103
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 2,000.

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RECIPIENT NAME:

SEATTLE OPERA

ADDRESS:

1020 JOHN STREET

SEATTLE, WA 98109

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 4,000.

RECIPIENT NAME:

SEED ARTS

ADDRESS:

5117 RAINIER AVE SOUTH

SEATTLE, WA 98118

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:

SENIOR SERVICES

ADDRESS:

2208 SECOND AVE, SUITE 100

SEATTLE, WA 98121

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
SHAREHOUSE
ADDRESS:
2701 FIRST AVE, SUITE 240
SEATTLE, WA 98121
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:
SOJOURNER PLACE
ADDRESS:
5071 8TH AVE NE
SEATTLE, WA 98105
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:
ST MARY'S FOOD BANK
ADDRESS:
611 - 20TH AVE SO
SEATTLE, WA 98144
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:
TAPROOT THEATRE
ADDRESS:
P.O. BOX 30946
SEATTLE, WA 98103
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:
TRANSITIONAL RESOURCES
ADDRESS:
2970 SW AVALON WAY
SEATTLE, WA 98126
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:
VERA PROJECT
ADDRESS:
305 HARRISON ST.
SEATTLE, WA 98109
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 2,500.

TOTAL GRANTS PAID: 198,000.
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