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Form 990-PF

Return of Private Foundation

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

2011

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

For calendar year 2011, or tax year beginning 05-01-2011, and ending 04-30-2012

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

Name of foundation
THE SCHOENFELD-GARDNER FOUNDATION

% FOUNDATION MANAGEMENT GROUP
Number and street (or P O box number if mail is not delivered to street address) Room/suite
1000 SECOND AVENUE 34TH FLOOR

City or town, state, and ZIP code
SEATTLE, WA 981041022

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) **\$ 2,150,922** **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 page 11 of the 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)	0			
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities.	64,702	64,702		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	1,610			
b	Gross sales price for all assets on line 6a 56,863				
7	Capital gain net income (from Part IV, line 2)		1,610		
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	66,312	66,312		

Revenue	13 Compensation of officers, directors, trustees, etc	11,160	2,790	8,370
Operating and Administrative Expenses	14 Other employee salaries and wages			
	15 Pension plans, employee benefits			
	16a Legal fees (attach schedule)			
	b Accounting fees (attach schedule)			
	c Other professional fees (attach schedule)	14,189	6,689	7,500
	17 Interest			
	18 Taxes (attach schedule) (see page 14 of the instructions)	25,218	662	
	19 Depreciation (attach schedule) and depletion			
	20 Occupancy			
	21 Travel, conferences, and meetings			
	22 Printing and publications			
	23 Other expenses (attach schedule)	81		
	24 Total operating and administrative expenses.	50,648	10,141	15,870
	Add lines 13 through 23			
	25 Contributions, gifts, grants paid	79,350		79,350
	26 Total expenses and disbursements. Add lines 24 and 25	129,998	10,141	95,220

27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-63,686			
b Net investment income (if negative, enter -0-)		56,171		
c Adjusted net income (if negative, enter -0-)				

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	117,124	28,131	28,131
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 page 15 of the instructions)			
7	Other notes and loans receivable (attach schedule) ►			
	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)	796,213	769,637	769,637
b	Investments—corporate stock (attach schedule)	1,105,285	1,133,682	1,133,682
c	Investments—corporate bonds (attach schedule)	213,443	219,472	219,472
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)	2,232,065	2,150,922	2,150,922
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)		0	
Net Assets or Fund Balances				
24	Foundations that follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
		2,232,065	2,150,922	
25	Unrestricted			
26	Temporarily restricted			
	Foundations that do not follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 27 through 31.			
27	Permanently restricted			
28	Capital stock, trust principal, or current funds			
29	Paid-in or capital surplus, or land, bldg , and equipment fund			
30	Retained earnings, accumulated income, endowment, or other funds			
31	Total net assets or fund balances (see page 17 of the instructions)	2,232,065	2,150,922	
	Total liabilities and net assets/fund balances (see page 17 of the instructions)	2,232,065	2,150,922	

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	2,232,065
2	Enter amount from Part I, line 27a	2	-63,686
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	2,168,379
5	Decreases not included in line 2 (itemize) ►	5	17,457
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,150,922

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)
1 a	US TREASURY NOTE 1%, 8/31/11	P	2010-03-22	2011-08-31
b	CAPITAL GAIN DIVIDENDS	P		
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	55,000		55,253	-253
b				1,863
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
a				-253
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 1,610
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 pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8 }		3

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 page 18 of 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	104,213	2,120,779	0 049139
2009	103,875	2,065,300	0 050295
2008	143,902	2,172,691	0 066232
2007	108,231	2,718,717	0 03981
2006	129,902	2,514,165	0 051668
2			2 0 257144
3			3 0 051429
4			4 2,098,610
5			5 107,929
6			6 562
7			7 108,491
8			8 95,220

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 on page 18

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		1	1,123
	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 <input type="checkbox"/> and enter 1% of Part I, line 27b			
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, 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	1,123
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	1,123
6	Credits/Payments			
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	14,120	
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	14,120	
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8		
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed <input type="checkbox"/>	9		
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid <input type="checkbox"/>	10	12,997	
11	Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> 1,160 Refunded <input type="checkbox"/>	11	11,837	

Part VII-A Statements Regarding Activities

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?		Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?		Yes	No
	<i>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.</i>			
1c	Did the foundation file Form 1120-POL for this year?		Yes	No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year			
	(1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?		Yes	No
	<i>If "Yes," attach a detailed description of the activities.</i>			
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? <i>If "Yes," attach a conformed copy of the changes</i>		Yes	No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?		Yes	No
b	If "Yes," has it filed a tax return on Form 990-T for this year?		Yes	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?		Yes	No
	<i>If "Yes," attach the statement required by General Instruction T.</i>			
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?		Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>		Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input type="checkbox"/> 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? <i>If "No," attach explanation</i> .		Yes	
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 on page 27)? <i>If "Yes," complete Part XIV</i>		Yes	No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		Yes	No

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 page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ► N/A				
14	The books are in care of ► FOUNDATION MANAGEMENT GROUP Located at ► 1000 SECOND AVENUE 34TH FLOOR SEATTLE WA	Telephone no ► (206) 667-0300 ZIP +4 ► 98104		
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?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ►				

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 page 20 of the instructions)?	1b	No
c	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	No
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?	2a	
	If "Yes," list the years ► 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions)	2b	
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?	3a	
	If "Yes," attach 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	No
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	No

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))?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 page 22 of the instructions).		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	<input checked="" type="checkbox"/>	5b	
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<i>If "Yes," attach the statement required by Regulations section 53.4945-5(d).</i>				
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	No
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the 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 Additional Data Table				

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the 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
Total number of other employees paid over \$50,000.			<input checked="" type="checkbox"/>	

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 page 23 of the instructions). If none, enter "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.

1	
2	
3	
4	

Part IX-B | Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and

1	
2	
All other program-related investments See page 24 of the instructions	
3	
Total Add lines 1 through 3	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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 2,054,612
b	Average of monthly cash balances.	1b 75,957
c	Fair market value of all other assets (see page 24 of the instructions).	1c 0
d	Total (add lines 1a, b, and c).	1d 2,130,569
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 0
3	Subtract line 2 from line 1d.	3 2,130,569
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4 31,959
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5 2,098,610
6	Minimum investment return. Enter 5% of line 5.	6 104,931

Part XI Distributable Amount (see page 25 of the 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.	1 104,931
2a	Tax on investment income for 2011 from Part VI, line 5.	2a 1,123
b	Income tax for 2011 (This does not include the tax from Part VI).	2b
c	Add lines 2a and 2b.	2c 1,123
3	Distributable amount before adjustments Subtract line 2c from line 1.	3 103,808
4	Recoveries of amounts treated as qualifying distributions.	4
5	Add lines 3 and 4.	5 103,808
6	Deduction from distributable amount (see page 25 of the instructions).	6
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7 103,808

Part XII Qualifying Distributions (see page 25 of the 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 95,220
b	Program-related investments—total from Part IX-B.	1b 0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2 0
3	Amounts set aside for specific charitable projects that satisfy the	
a	Suitability test (prior IRS approval required).	3a 0
b	Cash distribution test (attach the required schedule).	3b 0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4 95,220
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 page 26 of the instructions).	5
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6 95,220

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				103,808
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only.			76,243	
b Total for prior years 2009, 2008, 2007				
3 Excess distributions carryover, if any, to 2011				
a From 2006.				
b From 2007.				
c From 2008.				
d From 2009.				
e From 2010.	0			
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2011 from Part XII, line 4 ► \$ 95,220				
a Applied to 2010, but not more than line 2a			76,243	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions).				
d Applied to 2011 distributable amount.				18,977
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:	0			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions.				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions.				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011.				84,831
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions).				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions).				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a.	0			
10 Analysis of line 9				
a Excess from 2007.				
b Excess from 2008.				
c Excess from 2009.				
d Excess from 2010.				
e Excess from 2011.	0			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling. ►			
b	Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)			
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 page 27 of the 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))

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

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 page 28 of the 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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			► 3a	79,350
b Approved for future payment				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

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

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

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 or

b Other transactions

- (1) Sales of assets to a noncharitable exempt organization.
- (2) Purchases of assets from a noncharitable exempt organization.
- (3) Rental of facilities, equipment, or other assets.
- (4) Reimbursement arrangements.
- (5) Loans or loan guarantees.
- (6) Performance of services or membership or fundraising solicitations.

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

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.

	Yes	No
1a(1)		No
1a(2)		No
1b(1)		No
1b(2)		No
1b(3)		No
1b(4)		No
1b(5)		No
1b(6)		No
1c		No

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
<p>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 or fiduciary) is based on all information of which preparer has any knowledge.</p>		
<p>***** Signature of officer or trustee</p>	<p>2012-08-20 Date</p>	<p>***** Title</p>
<p>Sign Here Paid Preparer's Use Only</p>	<p>Preparer's Signature WALTER R SMITH</p>	<p>Date Check if self-employed <input checked="" type="checkbox"/></p>
	<p>Firm's name ► BADER MARTIN PS</p>	<p>PTIN Firm's EIN <input checked="" type="checkbox"/></p>
	<p>1000 SECOND AVENUE 34TH FLOOR</p>	<p>Phone no (206) 621-1900</p>
	<p>Firm's address ► SEATTLE, WA 981041022</p>	

May the IRS discuss this return with the preparer shown above? See instructions Yes No

Additional Data

Software ID:

Software Version:

EIN: 91-6055133

Name: THE SCHOENFELD-GARDNER FOUNDATION

Form 990PF - Special Condition Description:

Special Condition Description

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(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
Herb Schoenfeld Jr 1000 SECOND AVENUE 34TH FLOOR SEATTLE, WA 981041022	President/Director 2 0	2,232		
Ken Schoenfeld Jr 1000 SECOND AVENUE 34TH FLOOR SEATTLE, WA 981041022	Treasurer/Director 2 0	2,232		
Nancy S Burnett 1000 SECOND AVENUE 34TH FLOOR SEATTLE, WA 981041022	Vice Pres/Director 2 0	2,232		
Judy Schoenfeld 1000 SECOND AVENUE 34TH FLOOR SEATTLE, WA 981041022	VICE PRES/Director 2 0	2,232		
Susan B Burnett 1000 SECOND AVENUE 34TH FLOOR SEATTLE, WA 981041022	Secretary/Director 2 0	2,232		
Dan Asher 1000 SECOND AVENUE 34TH FLOOR SEATTLE, WA 981041022	Asst Secretary 2 0	0		

Form 990PF Part XV Line 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
AMERICAN HEART ASSOCIATION 710 SECOND AVE SUITE 900 SEATTLE, WA 98104	NONE	EXEMPT	TO PROVIDE SUPPORT TO EXEMPT ORGANIZATION	500
AMERICAN RED CROSS - KING & KITSAP COUNTY PO BOX 3097 SEATTLE, WA 98114	NONE	EXEMPT	TO PROVIDE SUPPORT TO EXEMPT ORGANIZATION	700
ARTSFUNDPO BOX 19780 SEATTLE, WA 98109	NONE	EXEMPT	TO PROVIDE SUPPORT TO EXEMPT ORGANIZATION	2,500
BIG BROTHERS BIG SISTERS OF PUGET SOUND1600 S GRAHAM ST SEATTLE, WA 98108	NONE	EXEMPT	TO PROVIDE SUPPORT TO EXEMPT ORGANIZATION	500
BOY SCOUTS OF AMERICA - CHIEF SEATTLE COUNCILPO BOX 440408 SEATTLE, WA 98114	NONE	EXEMPT	TO PROVIDE SUPPORT TO EXEMPT ORGANIZATION	2,700
BOYS & GIRLS CLUBS OF KING COUNTY603 STEWART STREET 300 SEATTLE, WA 98101	NONE	EXEMPT	TO PROVIDE SUPPORT TO EXEMPT ORGANIZATION	500
BOYS & GIRLS CLUB OF SOUTH PUGET SOUND3875 SOUTH 66TH ST TACOMA, WA 98409	NONE	EXEMPT	TO PROVIDE SUPPORT TO EXEMPT ORGANIZATION	450
BROADWAY CENTER FOR THE PERFORMING ARTS901 BROADWAY SUITE 700 TACOMA, WA 984024415	NONE	EXEMPT	TO PROVIDE SUPPORT TO EXEMPT ORGANIZATION	1,300
CAMP BROTHERHOOD24880 BROTHERHOOD ROAD MOUNT VERNON, WA 98274	NONE	EXEMPT	TO PROVIDE SUPPORT TO EXEMPT ORGANIZATION	900
CAMP KOREY28901 NE CARNATION FARM ROAD CARNATION, WA 98014	NONE	EXEMPT	TO PROVIDE SUPPORT TO EXEMPT ORGANIZATION	1,000
CAMPFIRE USA - CENTRAL PUGET SOUND4241 - 21ST AVE W SUITE 200 SEATTLE, WA 98199	NONE	EXEMPT	TO PROVIDE SUPPORT TO EXEMPT ORGANIZATION	500
CHILDREN'S HOME SOCIETY OF WASHINGTONPO BOX 15190 SEATTLE, WA 98115	NONE	EXEMPT	TO PROVIDE SUPPORT TO EXEMPT ORGANIZATION	1,000
CHILDREN'S HOSPITAL FOUNDATIONM/S 200 PO BOX 5371 SEATTLE, WA 98145	NONE	EXEMPT	TO PROVIDE SUPPORT TO EXEMPT ORGANIZATION	10,000
CRISIS CLINIC OF SEATTLE KING COUNTY9725 - 3RD AVE NE SUITE 300 SEATTLE, WA 98115	NONE	EXEMPT	TO PROVIDE SUPPORT TO EXEMPT ORGANIZATION	700
CYSTIC FIBROSIS FOUNDATION 520 PIKE STREET SUITE 1075 SEATTLE, WA 98101	NONE	EXEMPT	TO PROVIDE SUPPORT TO EXEMPT ORGANIZATION	500
DONEY MEMORIAL PET CLINIC 4351 - 29TH WEST SEATTLE, WA 98199	NONE	EXEMPT	TO PROVIDE SUPPORT TO EXEMPT ORGANIZATION	500
EASTSIDE DOMESTIC VIOLENCE PROGRAMPO BOX 6398 BELLEVUE, WA 98008	NONE	EXEMPT	TO PROVIDE SUPPORT TO EXEMPT ORGANIZATION	500
EMERGENCY FOOD NETWORK 3318 - 92ND ST SOUTH LAKEWOOD, WA 98499	NONE	EXEMPT	TO PROVIDE SUPPORT TO EXEMPT ORGANIZATION	2,000
FAITH TRUST INSTITUTE2400 N45TH ST 101 SEATTLE, WA 98103	NONE	EXEMPT	TO PROVIDE SUPPORT TO EXEMPT ORGANIZATION	1,000
GILDA'S CLUB SEATTLE1400 BROADWAY SEATTLE, WA 98122	NONE	EXEMPT	TO PROVIDE SUPPORT TO EXEMPT ORGANIZATION	2,500
GIRL SCOUTS OF WESTERN WASHINGTON601 VALLEY STREET SEATTLE, WA 98109	NONE	EXEMPT	TO PROVIDE SUPPORT TO EXEMPT ORGANIZATION	500
SEATTLE GOODWILL1765 - 6TH AVENUE SOUTH SEATTLE, WA 98134	NONE	EXEMPT	TO PROVIDE SUPPORT TO EXEMPT ORGANIZATION	400
HOPE HEART INSTITUTE1380 - 112TH AVE NE SUITE 200 BELLEVUE, WA 98004	NONE	EXEMPT	TO PROVIDE SUPPORT TO EXEMPT ORGANIZATION	2,000
FRED HUTCHINSON CANCER RESEARCH CENTERPO BOX 19024 SEATTLE, WA 98109	NONE	EXEMPT	TO PROVIDE SUPPORT TO EXEMPT ORGANIZATION	2,000
JEWISH FAMILY SERVICES1601 - 16TH AVENUE SEATTLE, WA 98122	NONE	EXEMPT	TO PROVIDE SUPPORT TO EXEMPT ORGANIZATION	500
KING COUNTY YOUTH SERVICES401 FIFTH AVENUE SUITE 510 SEATTLE, WA 98104	NONE	EXEMPT	TO PROVIDE SUPPORT TO EXEMPT ORGANIZATION	900
LIGHTHOUSE FOR THE BLIND 2501 SOUTH PLUM STREET SEATTLE, WA 98144	NONE	EXEMPT	TO PROVIDE SUPPORT TO EXEMPT ORGANIZATION	500
MARCH OF DIMES WASHINGTON CHAPTER535 E DOCK STREET SUITE 202 TACOMA, WA 98402	NONE	EXEMPT	TO PROVIDE SUPPORT TO EXEMPT ORGANIZATION	500
MARY BRIDGE CHILDREN'S FOUNDATIONPO BOX 5296 TACOMA, WA 984150296	NONE	EXEMPT	TO PROVIDE SUPPORT TO EXEMPT ORGANIZATION	3,500
MEOW CAT RESCUE10600 NE 68TH STREET SUITE F KIRKLAND, WA 98033	NONE	EXEMPT	TO PROVIDE SUPPORT TO EXEMPT ORGANIZATION	400

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
MERCER ISLAND YOUTH & FAMILY SERVICES2040 - 84TH AVE SE MERCER ISLAND, WA 98040	NONE	EXEMPT	TO PROVIDE SUPPORT TO EXEMPT ORGANIZATION	350
MILLIONAIRE CLUB CHARITY2515 WESTERN AVENUE SEATTLE, WA 98121	NONE	EXEMPT	TO PROVIDE SUPPORT TO EXEMPT ORGANIZATION	2,000
MUSEUM OF HISTORY AND INDUSTRY2700 - 24TH AVENUE EAST SEATTLE, WA 98112	NONE	EXEMPT	TO PROVIDE SUPPORT TO EXEMPT ORGANIZATION	500
NATIONAL MULTIPLE SCLEROSIS SOCIETY192 NICKERSON ST SEATTLE, WA 98109	NONE	EXEMPT	TO PROVIDE SUPPORT TO EXEMPT ORGANIZATION	5,800
NEW HORIZONS MINISTRIESPO BOX 2801 SEATTLE, WA 98111	NONE	EXEMPT	TO PROVIDE SUPPORT TO EXEMPT ORGANIZATION	1,000
NORTHSORE YMCA11811 NE 195TH ST BOTHELL, WA 98011	NONE	EXEMPT	TO PROVIDE SUPPORT TO EXEMPT ORGANIZATION	500
NORTHSORE SENIOR CENTER10201 E RIVERSIDE DRIVE BOTHELL, WA 980113708	NONE	EXEMPT	TO PROVIDE SUPPORT TO EXEMPT ORGANIZATION	500
NORTHWEST HARVEST EMMPO BOX 12272 SEATTLE, WA 98102	NONE	EXEMPT	TO PROVIDE SUPPORT TO EXEMPT ORGANIZATION	3,000
OPERATION SMILE - WASHINGTON CHAPTERPO BOX 22578 SEATTLE, WA 981220578	NONE	EXEMPT	TO PROVIDE SUPPORT TO EXEMPT ORGANIZATION	600
OVERLAKE HOSPITAL FOUNDATION1035 - 116TH AVE NE BELLEVUE, WA 98004	NONE	EXEMPT	TO PROVIDE SUPPORT TO EXEMPT ORGANIZATION	2,500
PIKE MARKET SENIOR CENTER85 PIKE STREET SUITE 200 SEATTLE, WA 98101	NONE	EXEMPT	TO PROVIDE SUPPORT TO EXEMPT ORGANIZATION	500
PLANNED PARENTHOOD OF WESTERN WASHINGTON2001 EAST MADISON ST SEATTLE, WA 98122	NONE	EXEMPT	TO PROVIDE SUPPORT TO EXEMPT ORGANIZATION	550
THE SALVATION ARMYPO BOX 9219 SEATTLE, WA 98109	NONE	EXEMPT	TO PROVIDE SUPPORT TO EXEMPT ORGANIZATION	1,100
SALVATION ARMY - TACOMAPO BOX 1254 TACOMA, WA 984011254	NONE	EXEMPT	TO PROVIDE SUPPORT TO EXEMPT ORGANIZATION	4,200
STROUM JEWISH COMMUNITY CENTER3801 EAST MERCER WAY MERCER ISLAND, WA 98040	NONE	EXEMPT	TO PROVIDE SUPPORT TO EXEMPT ORGANIZATION	2,200
SWEDISH MEDICAL CENTER FOUNDATION747 BROADWAY SEATTLE, WA 981224307	NONE	EXEMPT	TO PROVIDE SUPPORT TO EXEMPT ORGANIZATION	2,500
TACOMA RESCUE MISSIONPO BOX 1912 TACOMA, WA 98401	NONE	EXEMPT	TO PROVIDE SUPPORT TO EXEMPT ORGANIZATION	1,400
UNITED WAY OF KING COUNTY720 SECOND AVENUE SEATTLE, WA 98104	NONE	EXEMPT	TO PROVIDE SUPPORT TO EXEMPT ORGANIZATION	1,000
UNITED WAY OF PIERCE COUNTY PO BOX 2215 TACOMA, WA 98401	NONE	EXEMPT	TO PROVIDE SUPPORT TO EXEMPT ORGANIZATION	1,000
VIOLENT CRIME VICTIM SERVICES1501 PACIFIC AVE SUITE 201 TACOMA, WA 98402	NONE	EXEMPT	TO PROVIDE SUPPORT TO EXEMPT ORGANIZATION	400
WARM BEACH CHRISTIAN CAMP & CONFERNCE CENTER20800 MARINE DRIVE STANWOOD, WA 98292	NONE	EXEMPT	TO PROVIDE SUPPORT TO EXEMPT ORGANIZATION	700
WASHINGTON TALKING BOOK & BRAILLE LIBRARY2021 - 9TH AVENUE SEATTLE, WA 98121	NONE	EXEMPT	TO PROVIDE SUPPORT TO EXEMPT ORGANIZATION	500
WASHINGTON STATE HOLOCAUST EDUCATION RESOURCE CTR2031 THIRD AVENUE SEATTLE, WA 98121	NONE	EXEMPT	TO PROVIDE SUPPORT TO EXEMPT ORGANIZATION	500
WASHINGTON WOMEN'S EMPLOYMENT & EDUCATION3516 SOUTH 47TH ST SUITE 205 TACOMA, WA 98409	NONE	EXEMPT	TO PROVIDE SUPPORT TO EXEMPT ORGANIZATION	2,600
YMCA OF GREATER SEATTLE909 FOURTH AVENUE SEATTLE, WA 98104	NONE	EXEMPT	TO PROVIDE SUPPORT TO EXEMPT ORGANIZATION	2,000
Total			► 3a	79,350

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2011 Depreciation Schedule

Name: THE SCHOENFELD-GARDNER FOUNDATION

EIN: 91-6055133

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
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**TY 2011 Investments Corporate
Bonds Schedule****Name:** THE SCHOENFELD-GARDNER FOUNDATION**EIN:** 91-6055133

Name of Bond	End of Year Book Value	End of Year Fair Market Value
FIXED INCOME FUNDS - VANGUARD	219,472	219,472

TY 2011 Investments Corporate Stock Schedule

Name: THE SCHOENFELD-GARDNER FOUNDATION

EIN: 91-6055133

Name of Stock	End of Year Book Value	End of Year Fair Market Value
EQUITY MUTUAL FUNDS - VANGUARD	1,133,682	1,133,682

TY 2011 Investments Government Obligations Schedule

Name: THE SCHOENFELD-GARDNER FOUNDATION

EIN: 91-6055133

US Government Securities - End of

Year Book Value: 235,424

US Government Securities - End of

Year Fair Market Value: 235,424

State & Local Government

Securities - End of Year Book

Value: 534,213

State & Local Government

Securities - End of Year Fair

Market Value: 534,213

TY 2011 Land, Etc. Schedule**Name:** THE SCHOENFELD-GARDNER FOUNDATION**EIN:** 91-6055133

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value

TY 2011 Other Decreases Schedule

Name: THE SCHOENFELD-GARDNER FOUNDATION**EIN:** 91-6055133

Description	Amount
UNREALIZED LOSS ON INVESTMENT	17,457

TY 2011 Other Expenses Schedule

Name: THE SCHOENFELD-GARDNER FOUNDATION

EIN: 91-6055133

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LICENSES EXPENSE	45			
BANK CHARGES	36			

TY 2011 Other Income Schedule

Name: THE SCHOENFELD-GARDNER FOUNDATION**EIN:** 91-6055133

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
EXCISE TAX OVERPAYMENT			

TY 2011 Other Liabilities Schedule

Name: THE SCHOENFELD-GARDNER FOUNDATION

EIN: 91-6055133

Description	Beginning of Year - Book Value	End of Year - Book Value
CURRENT FEDERAL EXCISE TAX		

TY 2011 Other Professional Fees Schedule

Name: THE SCHOENFELD-GARDNER FOUNDATION

EIN: 91-6055133

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BROKER FEES	4,189	4,189		
MANAGEMENT FEE	10,000	2,500		7,500

TY 2011 Taxes Schedule

Name: THE SCHOENFELD-GARDNER FOUNDATION**EIN:** 91-6055133

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAX	24,556			
FOREIGN TAXES	662	662		