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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
Treated as a Private Foundation

OMB No 1545-0052

2011

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

For calendar year 2011 or tax year beginning

07/01, 2011, and ending

06/30, 2012

Name of foundation PEMCO FOUNDATION, INC.		A Employer identification number 91-6072723
Number and street (or P O box number if mail is not delivered to street address) 325 EASTLAKE AVE. E		B Telephone number (see instructions) (206) 628-4285
City or town, state, and ZIP code SEATTLE, WA 98109		C If exemption application is pending, check here ☐
G Check all that apply	☐ Initial return ☐ Final return ☐ Address change	☐ Initial return of a former public charity ☐ Amended return ☐ Name change
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) $\blacktriangleright$ \$ 2,615,373.		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
J Accounting method ☐ Cash ☒ Accrual (Part I, column (d) must be on cash basis)		F If the foundation is in a 60-month termination under section 507(b)(1)(B) check here ☐

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) if the foundation is not required to attach Sch B ☐		334,510.			
2 Check ☐					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		37,912.	37,912.		ATCH 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		16,496.			
b Gross sales price for all assets on line 6a 16,496.					
7 Capital gain net income (from Part IV, line 2)			16,496.		
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		388,918.	54,408.		
13 Compensation of officers, directors, trustees, etc.		0			
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule)					
b Accounting fees (attach schedule)					
c Other professional fees (attach schedule) *		1,448.			1,448.
17 Interest					
18 Taxes (attach schedule) (see instructions) **		980.			
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule)					
24 Total operating and administrative expenses. Add lines 13 through 23		2,428.			1,448.
25 Contributions, gifts, grants paid		588,237.			588,237.
26 Total expenses and disbursements. Add lines 24 and 25		590,665.			589,685.
27 Subtract line 26 from line 12		-201,747.			
a Excess of revenue over expenses and disbursements			54,408.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)					

For Paperwork Reduction Act Notice, see instructions.

*ATCH 2 JSA **

ATCH 3

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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	1,275,815.	1,015,481.	1,015,481.
	2 Savings and temporary cash investments	375,454.	375,553.	375,553.
	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 ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U.S. and state government obligations (attach schedule) .			
	b Investments - corporate stock (attach schedule)			
	c Investments - corporate bonds (attach schedule)			
	11 Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule) ATCH 4	1,095,185.	1,150,233.	1,213,063.
	14 Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
15 Other assets (describe ▶ ATCH 5)	11,263.	11,276.	11,276.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	2,757,717.	2,552,543.	2,615,373.	
Liabilities	17 Accounts payable and accrued expenses	500.	-3,132.	
	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 ▶ ATCH 6)	1,226.	758.	
23 Total liabilities (add lines 17 through 22)	1,726.	-2,374.		
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	1,867,586.	1,766,512.	
	25 Temporarily restricted	100,000.		
	26 Permanently restricted	788,405.	788,405.	
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ☐			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg. and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds . .			
	30 Total net assets or fund balances (see instructions)	2,755,991.	2,554,917.	
31 Total liabilities and net assets/fund balances (see instructions)	2,757,717.	2,552,543.		

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	2,755,991.
2 Enter amount from Part I, line 27a	2	-201,747.
3 Other increases not included in line 2 (itemize) ▶ ATTACHMENT 7	3	673.
4 Add lines 1, 2, and 3	4	2,554,917.
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,554,917.

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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 SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F M V 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					
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	16,496.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3	0	

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	649,996.	2,773,773.	0.234336
2009	668,511.	2,973,270.	0.224840
2008	1,004,851.	3,560,060.	0.282257
2007	797,467.	3,589,738.	0.222152
2006	767,257.	3,466,493.	0.221335
2 Total of line 1, column (d)			2 1.184920
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 0.236984
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 2,682,331.
5 Multiply line 4 by line 3			5 635,670.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 544.
7 Add lines 5 and 6			7 636,214.
8 Enter qualifying distributions from Part XII, line 4 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			8 589,685.

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)	1	1,088.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ 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	1,088.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	1,088.
6 Credits/Payments		
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6 a	
b Exempt foreign organizations - tax withheld at source	6 b	
c Tax paid with application for extension of time to file (Form 8868)	6 c	
d Backup withholding erroneously withheld	6 d	
7 Total credits and payments. Add lines 6a through 6d	7	0
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	23.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	1,111.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax ☐ Refunded ☐	11	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		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
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		X
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	
8 a 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	

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	X	
14	The books are in care of PEMCO FOUNDATION Telephone no 206-628-4285 Located at 325 EASTLAKE AVE. E SEATTLE, WA ZIP + 4 98109			
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	
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? ☐ Yes ☒ No If "Yes," list the years		
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 ATTACHED SCHEDULE		0	0	0

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

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

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

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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
NONE		

Total number of others receiving over \$50,000 for professional services ▶

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
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	1,189,197.
b	Average of monthly cash balances	1b	1,522,712.
c	Fair market value of all other assets (see instructions)	1c	11,270.
d	Total (add lines 1a, b, and c)	1d	2,723,179.
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	
3	Subtract line 2 from line 1d	3	2,723,179.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	40,848.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,682,331.
6	Minimum investment return. Enter 5% of line 5	6	134,117.

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	134,117.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	1,088.
b	Income tax for 2011 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,088.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	133,029.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	133,029.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	133,029.

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	589,685.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	589,685.
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	589,685.

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				133,029.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only				
b Total for prior years 20 09, 20 08, 20 07				
3 Excess distributions carryover, if any, to 2011				
a From 2006 767,257.				
b From 2007 620,890.				
c From 2008 828,212.				
d From 2009 520,794.				
e From 2010 512,533.				
f Total of lines 3a through e	3,249,686.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 589,685.				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions).				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2011 distributable amount				133,029.
e Remaining amount distributed out of corpus	456,656.			
5 Excess distributions carryover applied to 2011. (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	3,706,342.			
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 instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	767,257.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	2,939,085.			
10 Analysis of line 9				
a Excess from 2007 620,890.				
b Excess from 2008 828,212.				
c Excess from 2009 520,794.				
d Excess from 2010 512,533.				
e Excess from 2011 456,656.				

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)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years				(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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))

N/A

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

N/A

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

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

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

ATTACHMENT 8

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

A LETTER FROM PRINCIPAL STATING ACADEMIC QUALIFICATIONS.

c Any submission deadlines

ATTACHMENT 9

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

ATTACHMENT 10

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> ATTACHMENT 11				
Total			▶ 3a	588,237.
b <i>Approved for future payment</i>				
Total			▶ 3b	

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

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	37,912.	
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	16,496.	
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)				54,408.	
13	Total. Add line 12, columns (b), (d), and (e)					54,408.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

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

OMB No 1545-0047

2011**Name of the organization**

PEMCO FOUNDATION, INC.

Employer identification number

91-6072723

Organization type (check one)**Filers of:****Section:**

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒
- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐
- For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

- ☐
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use
- exclusively*
- for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

- ☐
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use
- exclusively*
- for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an
- exclusively*
- religious, charitable, etc., purpose. Do not complete any of the parts unless the
- General Rule**
- applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2, of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

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

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

Name of organization PEMCO FOUNDATION, INC.

Employer identification number
91-6072723**Part I Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	SCHOOL EMPLOYEES CREDIT UNION 325 EASTLAKE AVE EAST SEATTLE, WA 98109	\$ 134,385.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
2	PEMCO MUTUAL INSURANCE COMPANY 325 EASTLAKE AVE EAST SEATTLE, WA 98109	\$ 195,120.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
3	PEMCO MUTUAL INSURANCE COMPANY 325 EASTLAKE AVE EAST SEATTLE, WA 98109	\$ 5,005.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

91-6072723

[illegible]

Name of organization PEMCO FOUNDATION, INC.

Employer identification number
91-6072723**Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year.** Complete columns (a) through (e) and the following line entryFor organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year (Enter this information once See instructions) ► \$ _____

Use duplicate copies of Part III if additional space is needed

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

ATTACHMENT 1FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
INTEREST & DIVIDEND INCOME	37,912.
TOTAL	<u>37,912.</u>

ATTACHMENT 2

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>CHARITABLE PURPOSES</u>
STATE & FILING FEES BANK FEES	25. 1,423.	25. 1,423.
TOTALS	<u>1,448.</u>	<u>1,448.</u>

ATTACHMENT 3

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
EXCISE TAXES	980.
TOTALS	<u>980.</u>

FORM 990PF, PART II - OTHER INVESTMENTS

ATTACHMENT 4

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
VANGUARD FUNDS	1,150,233.	1,213,063.
TOTALS	<u>1,150,233.</u>	<u>1,213,063.</u>

FORM 990PF, PART II - OTHER ASSETS

ATTACHMENT 5

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
INTEREST RECEIVABLE	16.	16.
FEDERAL INCOME TAX RECEIVABLE	11,260.	11,260.
TOTALS	<u>11,276.</u>	<u>11,276.</u>

ATTACHMENT 6

FORM 990PF, PART II - OTHER LIABILITIES

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>
EXCISE TAX PAYABLE	758.
TOTALS	<u>758.</u>

ATTACHMENT 7FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

OTHER INCREASES

673.

TOTAL

673.

ATTACHMENT 8

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

STAN W. MCNAUGHTON
325 EASTLAKE AVE E.
SEATTLE, WA 98109

ATTACHMENT 9

990PF, PART XV - SUBMISSION DEADLINES

APPLICATIONS ACCEPTED ANYTIME. NOTICE OF APPROVAL OR REJECTION
USUALLY WITHIN TWO MONTHS.

ATTACHMENT 10

990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

APPLICANTS ARE LIMITED TO RESIDENTS OF THE STATE OF WASHINGTON AND
OTHER ELIGIBILITY REQUIREMENTS.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 11

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

SEE ATTACHED SCHEDULE

SEE ATTACHED SCHEDULE

588,237.

TOTAL CONTRIBUTIONS PAID

588,237.

**SCHEDULE D
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

► Attach to Form 1041, Form 5227, or Form 990-T. See the instructions for
Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2011

Name of estate or trust

PEMCO FOUNDATION, INC.

Employer identification number

91-6072723

Note: Form 5227 filers need to complete **only** Parts I and II

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					
b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b					1b
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824					2
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts					3
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet					4 ()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back					5

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS			ATCH 2		16,496.
b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b					6b
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824					7
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts					8
9 Capital gain distributions					9
10 Gain from Form 4797, Part I					10
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet					11 ()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back					12 16,496.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2011

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions <i>before</i> completing this part				
13	Net short-term gain or (loss)	13		
14	Net long-term gain or (loss):			
a	Total for year	14a		16,496.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a ▶	15		16,496.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and **do not** complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation	
16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of a The loss on line 15, column (3) or b \$3,000
16	()

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates	
Form 1041 filers. Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.	
Caution: Skip this part and complete the Schedule D Tax Worksheet in the instructions if • Either line 14b, col (2) or line 14c, col (2) is more than zero, or • Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.	
Form 990-T trusts. Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the Schedule D Tax Worksheet in the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero.	

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17		
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18		
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19		
20	Add lines 18 and 19	20		
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶	21		
22	Subtract line 21 from line 20. If zero or less, enter -0-	22		
23	Subtract line 22 from line 17. If zero or less, enter -0-	23		
24	Enter the smaller of the amount on line 17 or \$2,300	24		
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ Yes. Skip lines 25 and 26, go to line 27 and check the "No" box ☐ No. Enter the amount from line 23.	25		
26	Subtract line 25 from line 24.	26		
27	Are the amounts on lines 22 and 26 the same? ☐ Yes. Skip lines 27 thru 30, go to line 31 ☐ No. Enter the smaller of line 17 or line 22	27		
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28		
29	Subtract line 28 from line 27	29		
30	Multiply line 29 by 15% (15)	30		
31	Figure the tax on the amount on line 23. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041).	31		
32	Add lines 30 and 31	32		
33	Figure the tax on the amount on line 17. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041).	33		
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36).	34		

Schedule D (Form 1041) 2011

FEDERAL CAPITAL GAIN DIVIDENDS

ATTACHMENT 2

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

VANGUARD

16,496.

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS

16,496.

TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS

16,496.

Attachments to IRS Form 990-PF
PEMCO Foundation, Inc.
91-6072723
Tax Year 6/30/2012

PART VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees & Contractors

Name & Address	Title & average hours per week devoted to position	Compensation (if not paid, enter zero)	Contributions to employee benefit plans	Expense account, other allowances
Stan W McNaughton 325 Eastlake Ave E Seattle, WA	President Less than 1%	-0-	None	None
Sandra M Kurack 325 Eastlake Ave E Seattle, WA	Vice-President Less than 1%	-0-	None	None
Stan W McNaughton 325 Eastlake Ave E Seattle, WA	Treasurer Less than 1%	-0-	None	None
Denice M Town 325 Eastlake Ave E Seattle, WA	Secretary Less than 1%	-0-	None	None
Astrid I Thompson 2106 100th St SW Everett, WA	Trustee Less than 1%	-0-	None	None
Sandra M Kurack 325 Eastlake Ave E Seattle, WA	Trustee Less than 1%	-0-	None	None
Stan W McNaughton 325 Eastlake Ave E Seattle, WA	Trustee Less than 1%	-0-	None	None
Brian R McNaughton 4811 W Richland Ln Spokane, WA	Trustee Less than 1%	-0-	None	None
Gayle C Glass 2491 SW Freund St Oak Harbor, WA	Trustee Less than 1%	-0-	None	None

Attachments to IRS Form 990-PF
PEMCO Foundation, Inc.
91-6072723
Tax Year 6/30/2012

TOTAL
112,150.00

Line 28 -- Grants Paid - 1

NAME	PURPOSE	AMOUNT
Shelby Adsero 10 W Morrows Ln. Shelton, WA 98584	Scholarship	1,350.00
Kristianna Allen 570 Quail Valley Rd. Cle Elum, WA 98922	Scholarship	300.00
Pamela Ansingh 415 Richartz Rd Yakima, WA 98903	Scholarship	300.00
Jack Arata 8422 NE 10th Medina, WA 98039	Scholarship	300 00
Kristen Aratani 16741 SE 46th St. Issaquah, WA 98027	Scholarship	900.00
Alyssa Arnold 44 Arnold Lane Elma, WA 98541	Scholarship	1,650.00
Anyas Asuncion 2415 8th Ave N, #3 Seattle, WA 98109	Scholarship	600 00
Cassandra Baden 18828 Fremont Ave N Shoreline, WA 98133	Scholarship	300.00
Lesli Baker 207 S 15th Ave Yakima, WA 98902	Scholarship	900 00
Nikole Ball PO Box 667 Deer Park, WA 99006	Scholarship	450.00
Richard Baran 315 Starling St	Scholarship	600.00

Attachments to IRS Form 990-PF
PEMCO Foundation, Inc.
91-6072723
Tax Year 6/30/2012

TOTAL
112,150.00

Line 28 -- Grants Paid - 1

NAME	PURPOSE	AMOUNT
Jacksonville, FL 28540		
Steven Basquez 7618 113th St E Puyallup, WA 98373	Scholarship	300.00
Sarah Brending PO Box 261 White Salmon, WA 98372	Scholarship	900.00
Shelley Brewer 4815 220th St E Spanaway, WA 98387	Scholarship	300.00
Rachel Browning 90 N Kansas E Wenatchee, WA 98802	Scholarship	600 00
Cody Brunner 416 S Jarvis East Wenatchee, WA 98802	Scholarship	600.00
Kelsey Buckles 98904 E Brooklyn Dr. Kennewick, WA 99338	Scholarship	450.00
Brad Burmester, II 8721 NE 132nd St. Kirkland, WA 98034	Scholarship	3,000 00
Miricres Castro 8031 S Alaska St. Tacoma, WA 98408	Scholarship	450.00
Chelsea Cavazos 1495 Francis Ave. Walla Walla, WA 99362	Scholarship	300.00
Megan Caylor 6316 NE 158th Kenmore, WA 98028	Scholarship	900.00
Kirstie Chan	Scholarship	1,200.00

Attachments to IRS Form 990-PF
PEMCO Foundation, Inc.
91-6072723
Tax Year 6/30/2012

TOTAL
112,150.00

Line 28 -- Grants Paid - 1

NAME	PURPOSE	AMOUNT
10448 56th Ave. S Seattle, WA 98178		
Destiny Christianson PO Box 8 Inchelium, WA 99138	Scholarship	600.00
Michaela Ciesynski 10621 34th Ave SW Seattle, WA 98146	Scholarship	450.00
Cassidy Coates 220 Eastridge Dr. E Wenatchee, WA 98802	Scholarship	600 00
Hannah Comi 5311 W Ridgecrest Dr. Spokane, WA 99208	Scholarship	450.00
Sorcha Connor-Boyle 1333 N 192nd St. Shoreline, WA 98133	Scholarship	900 00
Jessica M , Coots 152 Mellenberger Rd. Kettle Falls, WA 99141	Scholarship	900 00
Danae Devine 1657 April Loop Richland, WA 99354	Scholarship	450 00
Brittany Diehl 17523 SE 257th St Covington, WA 98042	Scholarship	200.00
Stephanie A. Dilbeck 15508 45th Ave. W Lynnwood, WA 98087	Scholarship	300.00
Oliver Durand 9011 62nd Dr NE Marysville, WA 98270	Scholarship	900 00

Attachments to IRS Form 990-PF
PEMCO Foundation, Inc.
91-6072723
Tax Year 6/30/2012

TOTAL
112,150.00

Line 28 -- Grants Paid - 1

NAME	PURPOSE	AMOUNT
Zachary Eagle 8220 211th Ave. SE Snohomish, WA 98290	Scholarship	300.00
Samantha Eaton PO Box 214 Dayton, WA 99328	Scholarship	900.00
Bowe N. Ebding 1738 Home St. Walla Walla, WA 99362	Scholarship	200.00
Leslie Edwards 1211 NE 94th St. Seattle, WA 98115	Scholarship	300.00
William Ekstrom PO Box 312 Okanogan, WA 98840	Scholarship	300.00
Charles Emerson PO Box 295 Packwood, WA 98361	Scholarship	450.00
Katherine Enfield 5041 S M St. Tacoma, WA 98408	Scholarship	300.00
Mackenzie Erickson 575 E Laurle Rd. Bellingham, WA 98226	Scholarship	300.00
Kylee Falter 5604 42nd Ct. Olympia, WA 98516	Scholarship	900 00
Joseph Fann 19623 88th PI NE Bothell, WA 98011	Scholarship	450.00
Kyle Anthony Farrell 3126 210th St SE Bothell, WA 98021	Scholarship	300.00

Attachments to IRS Form 990-PF
PEMCO Foundation, Inc.
91-6072723
Tax Year 6/30/2012

TOTAL
112,150.00

Line 28 -- Grants Paid - 1

NAME	PURPOSE	AMOUNT
Kizzie Foster 13602 42nd Ave. S Tukwila, WA 98168	Scholarship	300 00
Evan H. Fowler 10223 SE 8th Bellevue, WA 98004	Scholarship	900 00
Monica Freshley 6920 W 20th Ave Kennewick, WA 99338	Scholarship	900.00
Chelsie L Frieze PO Box 205 Lebam, WA 98554	Scholarship	400 00
Brooklyn Gaswint 2010 Crestview Dr. Clarkston, WA 99403	Scholarship	600.00
Catherine Gawron 6145 NE 194th Pl. Kenmore, WA 98028	Scholarship	750 00
Kaitlin Gibbs 25109 158th St E Buckley, WA 98321	Scholarship	300.00
Shelley Godsey 24901 53rd Ave E Graham, WA 98338	Scholarship	300.00
Katelyn Graffis PO Box 639 Tekoa, WA 99033	Scholarship	900 00
Aimee Gray 5543 NW Millglade Ln Bremerton, WA 98312	Scholarship	900.00
Ryan Gregson PO Box 998	Scholarship	600 00

Attachments to IRS Form 990-PF
PEMCO Foundation, Inc.
91-6072723
Tax Year 6/30/2012

TOTAL
112,150.00

Line 28 -- Grants Paid - 1

NAME	PURPOSE	AMOUNT
Coulee City, WA 98115		
Jennifer Groves 18607 126th St. SE Snohomish, WA 98290	Scholarship	900.00
Karisa Gurtiza 23218 74th Ave. W Edmonds, WA 98026	Scholarship	300.00
Yasmin Habib McCarty Hall, Rm 43262 Seattle, WA 98195	Scholarship	300.00
Derek Hahn 7412 143rd Ave NE Lake Stevens, WA 98258	Scholarship	900.00
Eden Haile 6026 S 127th Pl Seattle, WA 98178	Scholarship	900.00
Chelsea R. Ham PO Box 1094 Hadlock, WA 98339	Scholarship	900.00
Darlee Hart 37812 21st Ct S Federal Way, WA 98003	Scholarship	300.00
Ryan Harvey 101 Terri Lane Eastsound, WA 98245	Scholarship	1,000.00
Garrett Hay 3600 57th Pl SW Seattle, WA 98116	Scholarship	900.00
Julianne Hay 26911 SE 22nd Way Sammamish, WA 98075	Scholarship	900.00
Stefanie Heintz	Scholarship	200.00

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NAME	PURPOSE	AMOUNT
1902 N Walnut St., #2L Ellensburg, WA 98926		
Denzel Hill 5201 Lake Washington Blvd. Seattle, WA 98118	Scholarship	600 00
Kalia Jandoc 3918 240th Pl. S Issaquah, WA 98029	Scholarship	450.00
Jordan Johnson 11011 SE 230th St. Kent, WA 98031	Scholarship	300.00
Rochelle Johnson 1760 53rd Loop SE Tumwater, WA 98501	Scholarship	900 00
Coby Jones 2205 Old Lakeway Dr Bellingham, WA 98229	Scholarship	300.00
Danay Jones 2112 104th St , K303 Tacoma, WA 98444	Scholarship	900.00
Duron Jones 612 20th Ave. Seattle, WA 98122	Scholarship	600 00
Gerdon Jones 2112 104th St., K303 Tacoma, WA 98444	Scholarship	900.00
Kelly Jones 3610 Old Pacific Hwy S Kelso, WA 98626	Scholarship	1,350.00
Nicole Jordan 1921 S Ash St Tacoma, WA 98405	Scholarship	900.00

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NAME	PURPOSE	AMOUNT
Conor Jorgensen 475 Rd. N NE Coulee City, WA 99115	Scholarship	900 00
Hannah Juzeler 901 Scenic Court Prosser, WA 99350	Scholarship	900.00
Brandon Kebba 36614 55th Ave. S Auburn, WA 98001	Scholarship	450.00
Sean Keegan 1720 E Woodhaven Lane Port Angeles, WA 98362	Scholarship	900.00
Rachael Kelly 14537 SE Fairwood Blvd. Renton, WA 98058	Scholarship	1,350.00
Marissa Kendo 7003 Bailey St. SE Lacey, WA 98513	Scholarship	900 00
Emily King PO Box 845 Westport, WA 98595	Scholarship	300 00
Matthew King 10232 NE 143rd Pl. Bothell, WA 98011	Scholarship	600 00
Rachel Knight 7312 115th St. Ct E Puyallup, WA 98373	Scholarship	300.00
Stevi Knight 1603 N 8th Wy. Ridgefield, WA 98642	Scholarship	900.00
Aaron Konzek 2506 S Harrison Pl. Kennewick, WA 99338	Scholarship	300.00

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NAME	PURPOSE	AMOUNT
Dylan Koutsky 1919 45th SW Seattle, WA 98116	Scholarship	600.00
Andrew Kraus 16112 32nd Ave. SE Mill Creek, WA 98012	Scholarship	450.00
Tanner Latour 2093 Selah Loop Rd Selah, WA 98942	Scholarship	300.00
Emma Laufer 631 Lone Oak Rd Longview, WA 98632	Scholarship	450 00
Teresita Leavell 3910 229th Pl. SE Sammamish, WA 98075	Scholarship	450.00
Kayla Leinweber 60 Cranbrook Ln Walla Walla, WA 99362	Scholarship	450 00
Elisabeth Leonard 8241 State Rd. 410 Naches, WA 98937	Scholarship	900.00
Michele Leung 26648 SE 15th St Sammamish, WA 98075	Scholarship	900.00
Abby Lohman 15283 Sunset Rd Bow, WA 98232	Scholarship	300 00
Jesselle Lopez 5919 Montevista Dr. SE Auburn, WA 98092	Scholarship	1,500.00
Mark Lovrin PO Box 1188	Scholarship	600 00

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NAME	PURPOSE	AMOUNT
White Salmon, WA 98672		
Kathleen Lucier 4315 NE 20th Ct Renton, WA 98059	Scholarship	300.00
Stephanie Lynch 5900 119th Ave. SE, C-73 Bellevue, WA 98006	Scholarship	450 00
Brett Thomas MacIntyre 12301 Ingraham Rd. Snohomish, WA 98290	Scholarship	600.00
Ruben MacKenzie 504 E 3rd St Cle Elum, WA 98922	Scholarship	450.00
Emily Manier 18020 69th Pl. W Edmonds, WA 98026	Scholarship	450.00
Christine Maramba 13128 SE 223rd Ct Kent, WA 98031	Scholarship	600.00
Tessa Marx 1403 NE 148th Ave Vancouver, WA 98684	Scholarship	300.00
Courtney Matthew 114 Vashon Ave. SE Renton, WA 98059	Scholarship	450.00
Kylee Maughan 650 S 100 E, A203 Logan, UT 84321	Scholarship	450 00
Rose McCarty 1247 18th Ave E Seattle, WA 98112	Scholarship	900.00
Molly McKay	Scholarship	600.00

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NAME	PURPOSE	AMOUNT
111 Buchanan Hoquiam, WA 98550		
Mario J Mengarelli 3060 Newquist Rd. Toppenish, WA 98948	Scholarship	200.00
Miranda Mielke 30708 Knack Rd E Davenport, WA 99122	Scholarship	300 00
Benjamin C Miles 5711 Olive Ave. SE Auburn, WA 98092	Scholarship	1,500 00
Alex Miller 13615 173rd Pl. NE Redmond, WA 98052	Scholarship	450.00
Ashleigh Miller 13615 173rd Pl. NE Redmond, WA 98052	Scholarship	450 00
Gabriel Miller 1405 212st Ave. SE Sammamish, WA 98075	Scholarship	300.00
Kenneth Miller 908 NE Cedarwood Dr. Woodland, WA 98674	Scholarship	900.00
Jane Mizner 1156 D St SW Ephrata, WA 98823	Scholarship	450 00
Kayla Mochizuki 24514 SE 39th Pl Issaquah, WA 98029	Scholarship	300 00
Alyssa Moomaw PO Box 515 Waterville, WA 98858	Scholarship	300 00

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NAME	PURPOSE	AMOUNT
Cameron Mooney 18714 55th Ave. NE Kenmore, WA 98028	Scholarship	900.00
Corbin Moser PO Box 172 Tonasket, WA 98855	Scholarship	450.00
Elle Mustion 2503 Benshel Hgts. Rd. Kelso, WA 98626	Scholarship	450.00
Taylor Naten 503 NW 195th St. Shoreline, WA 98177	Scholarship	900.00
Latanya Newday PO Box 1922 Milton, WA 98354	Scholarship	300.00
Carolyn Nichols PO Box 641 Maple Valley, WA 98038	Scholarship	450 00
Jon Olson 23093 23rd Ave. NW Brier, WA 98036	Scholarship	900 00
Ryan Olson 6425 186th st SW Lynnwood, WA 98037	Scholarship	450.00
Michaela O'Neil 18319 71st Ave W Lynnwood, WA 98037	Scholarship	450.00
Caitlin M. O'Neill 18319 71st Ave W Lynnwood, WA 98037	Scholarship	900.00
Roger J. O'Neill 18414 79th Pl W Edmonds, WA 98026	Scholarship	450 00

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NAME	PURPOSE	AMOUNT
Lauren M Otheim 721 S Dennis St. Kennewick, WA 99336	Scholarship	450.00
Erik Ovens 1931 109th Ave. SE Bellevue, WA 98004	Scholarship	450.00
Brittany Parker 11003 E 9th Ave. Spokane Valley, WA 99206	Scholarship	300 00
Alexandria Patrick 7813 W Plath Ave Yakima, WA 98908	Scholarship	450 00
Jeramie Paulson 9614 NE 204th Pl. Bothell, WA 98011	Scholarship	450 00
Christopher Pearson 2611 River Vista Loop Mount Vernon, WA 98237	Scholarship	300 00
Tyler Phillips 3317 E Pine Needle Ave. Colbert, WA 99005	Scholarship	900 00
Brittaney E Porter 12202 E Maxwell Ave., #104 Spokane, WA 99206	Scholarship	300 00
Alex J. Pratt 1910 21st St. NW Auburn, WA 98001	Scholarship	600.00
Maxwell Pratt 1910 21st St NW Auburn, WA 98001	Scholarship	600.00
Nichole Rasmussen 27228 NE 143rd Court	Scholarship	900 00

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NAME	PURPOSE	AMOUNT
Duvall, WA 98019		
Avery D. Reger 8300 Earl Ave. NE Seattle, WA 98117	Scholarship	600.00
Yaquelin Reyes PO Box 206 Bridgeport, WA 98813	Scholarship	300.00
Anna Roberds 547 11th Ave W Kirkland, WA 98033	Scholarship	300.00
Nicole Roberts 311 Ryan Ave Burbank, WA 99323	Scholarship	1,050 00
Aaron Robles 12640 Beacon Ave S Seattle, WA 98178	Scholarship	300.00
Kendall Romaneschi 7210 N Drumheller Spokane, WA 99208	Scholarship	600 00
Kiah Rose 8809 Collins Rd Sedro Woolley, WA 98284	Scholarship	450.00
Angela Runte 22022 94th Pl W Edmonds, WA 98020	Scholarship	900 00
Stephanie Ruygrok PO Box 145 Deer Park, WA 99006	Scholarship	600 00
Elizabeth Ryker 7917 129th Pl SE New Castle, WA 98056	Scholarship	300.00
Emily Salisbury	Scholarship	1,200 00

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NAME	PURPOSE	AMOUNT
13806 109th Ave. Ct. E Puyallup, WA 98374		
Seth Shelton 227904 E Lechelt Rd. Kennewick, WA 99337	Scholarship	1,350.00
Maxwell Silver 2729 Thornhill Rd. Puyallup, WA 98374	Scholarship	450.00
Daniel Simon 13786 Rd. C4 NW Ephrata, WA 98823	Scholarship	600.00
Russell L. Skurski PO Box 1033 Roslyn, WA 98941	Scholarship	300.00
Kerry Sloan 731 218th St. SW Bothell, WA 98021	Scholarship	900 00
Brandi Smith 11907 157th St. Ct. E Puyallup, WA 98374	Scholarship	450.00
Tyler R. Smith 4322 72nd Ave. W University Place, WA 98466	Scholarship	900.00
Jelayna Stephens 29714 52nd Ave. S Auburn, WA 98001	Scholarship	900 00
Kaylen Stix 13011 SE 84th Way New Castle, WA 98056	Scholarship	900.00
Daniel Stokes 4916 121st Pl. NE Marysville, WA 98271	Scholarship	900.00

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NAME	PURPOSE	AMOUNT
Stephanie Stupakis 15333 101st Pl NE Bothell, WA 98011	Scholarship	300.00
Kourtney Swank 14921 16th Ave SW Seattle, WA 98166	Scholarship	450.00
Christina M. Taylor 556 E Marine View Dr Everett, WA 98201-1235	Scholarship	900.00
Michelle Thomas 8201 85th Ave. NE Marysville, WA 98270	Scholarship	300.00
Morgan Thompson 7241 Sibley Ave Las Vegas, NV 89131	Scholarship	900.00
Natalie M. Thompson 39110 N Sherman Rd. Deer Park, WA 99006	Scholarship	900.00
Chelsey Topham 1837 Ivy Ave. Colville, WA 99114	Scholarship	900.00
Lauren Trei 7536 Grahn Ln Bremerton, WA 98311	Scholarship	300.00
Jabob Troupe 19215 SE 10th Circle Camas, WA 98607	Scholarship	600 00
Desiree Unger 23712 NE 72nd St Redmond, WA 98053	Scholarship	900.00
Alexander Vangundy 14705 38th Ave NE Lake Forest Park, WA 98155	Scholarship	450.00

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NAME	PURPOSE	AMOUNT
Nicole Vasilatos 16622 178th Ave. NE Woodinville, WA 98072	Scholarship	600.00
Curtis Visker PO Box 454 Coulee City, WA 98115	Scholarship	300 00
Ashley Weyers 623 Possession View Lane Mukilteo, WA 98275	Scholarship	600 00
Alysha Williams 454 S 190th St Burien, WA 98148	Scholarship	600.00
Michael Wilske 8548 Banner Rd SE Port Orchard, WA 98367	Scholarship	900 00
Lyndsey P. Wilson 518 SW 352nd St. Federal Way, WA 98023	Scholarship	900 00
Jeffrey Yeabsley 3904 SW Frontenac St Seattle, WA 98136	Scholarship	300 00
Alexander Zwaschka 7062 47th Ave. W Mukilteo, WA 98275	Scholarship	450.00
	Grand Totals	<u>112,150.00</u>

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NAME	STATUS	PURPOSE	AMOUNT
Academics are Cool P.O. Box 18525 Spokane, WA 99228-0525	Education	Education	500 00
Alzheimers Association 12721 30th Ave. NE, Ste. 101 Seattle, WA 98125	Healthcare	Charity	50.00
American Brain Tumor Association 2720 River Rd. Des Plaines, IL 60028	Healthcare	Healthcare	150 00
American Diabetes Association 1730 Minor Ave, Ste 920 Seattle, WA 98101	Healthcare	Healthcare	50 00
American Foundation for Suicide Prevention c/o 3727 166th St SE Bothell, WA 98012	Public Charity	Charity	113 30
Association for Catholic Childhood Endowment Fund 910 Marion Seattle, WA 98104	Public Charity	Charity	150.00
Association of Washington School Principals 1021 8th Ave SE Olympia, WA 98501-1500	Education	Education	7,500.00
Autism Speaks 455 Wilshire Blvd., Ste. 2250 Los Angeles, CA 90036	Public Charity	Charity	50.00
AWB PO Box 658 Olympia, WA 98507	Public Charity	Charity	250 00
Big Bend Community College Foundation 7662 Chanute St NE Moses Lake, WA 98837	Education	Education	750.00
Big Brothers Big Sisters 1600 S Graham St Seattle, WA 98108	Public Charity	Youth Programs	3,500.00

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NAME	STATUS	PURPOSE	AMOUNT
Boys & Girls Clubs of King County 603 Stewart St #300 Seattle, WA 98101	Public Charity	Youth Programs	25,000 00
Boy Scouts of America Chief Seattle Council PO Box 440408 Seattle, WA 98114	Public Charity	Youth Programs	4,000.00
Bread of Life Mission 97 S Main St. Seattle, WA 98104-2153	Public Charity	Charity	50.00
Camp Brotherhood P.O Box 77497 Seattle, WA 98177	Public Charity	Charity	3,000.00
Camp Fire USA 4312 Rucker Ave Everett, WA 98203-2333	Public Charity	Youth Programs	7,500.00
Camp Fire USA Central Puget Sound Council 8511 15th Ave. NE Seattle, WA 98115-3199	Public Charity	Youth Programs	50 00
Catholic Community Services 100 23rd AVE S Seattle, WA 98144-2302	Public Charity	Charity	50 00
Child 4030 86th Ave. SE Mercer Island, WA 98040	Public Charity	Youth Programs	1,000.00
Childrens Hospital 4800 Sand Point Way NE Seattle, WA 98105-0371	Healthcare	Healthcare	200.00
Children's Orthopedic Hospital 4800 Sand Point Way NE Seattle, WA 98105-0371	Healthcare	Healthcare	150.00
Communities in Schools of Auburn 502 4th ST NE Auburn, WA 98002	Education	Education	150.00

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NAME	STATUS	PURPOSE	AMOUNT
Compass Center 77 S Washington St Seattle, WA 98104	Public Charity	Charity	100.00
Crime Stoppers of Puget Sound 701 Third Ave, Room 100 Seattle, WA 98104	Public Charity	Charity	10,010.00
Crohns and Colitis Foundation of America Northwest Chapter 386 Park Ave. S, 17th Floor New York, NY 10016	Healthcare	Healthcare	50 00
Denny-Sealth Music 2600 SW 120th St Burien, WA 98126	Public Charity	Charity	1,500.00
Discovery Institute 1511 Third Ave Suite 808 Seattle, WA 98101	Public Charity	Charity	10,000.00
Dutch Hill Elementary 8231 131st Ave SE Snohomish, WA 98290	Education	Education	1,500 00
Eastern Washington University Foundation 506 F Street Cheney, WA 99004	Education	Education	34,644.00
Fare Start 700 Virginia St Seattle, WA 98101	Public Charity	Charity	50.00
Five Star Football PO Box 2576 Renton, WA 98056	Public Charity	Youth Programs	100.00
Food LifeLine 1702 NE 150th St Shoreline, WA 98155-7226	Public Charity	Charity	50.00
Franklin High School 3013 s Mt Baker Blvd Seattle, WA 98144	Education	Education	1,500.00

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NAME	STATUS	PURPOSE	AMOUNT
Fred Hutchinson Cancer Research 1100 Fairview Ave. N Seattle, WA 98109	Healthcare	Healthcare	150.00
Girl Scouts of Eastern Washington and Idaho 1404 N Ash St. Spokane, WA 99201	Public Charity	Youth Programs	370.00
Girl Scouts of Western Washington 601 Valley St. Seattle, WA 98109	Public Charity	Youth Programs	1,684.55
Green River Community College Foundation 12401 SE 320th ST Auburn, WA 98092	Education	Education	150 00
Hamilton International Middle School 1610 N 41st Seattle, WA 98103	Education	Education	1,500.00
Hellen Haller Elementary 350 W Fir St. Sequim, WA 98382	Education	Education	1,500.00
Heritage University 3240 Fort Rd Toppenish, WA 98948	Education	Education	100.00
Highline School District 15675 Ambaum Blvd SW Burien, WA 98166	Education	Education	2,000 00
Hospice of Seattle 425 Pontius Ave N, #300 Seattle, WA 98109	Healthcare	Healthcare	150.00
Independent Colleges of Washington 600 Stewart Street #600 Seattle, WA 98101	Education	Education	55,000 00
Intercommunity Peace and Justice Center 1215 NE 65th St Seattle, WA 98115-6724	Public Charity	Charity	50.00
Junior Achievement	Public Charity	Youth Programs	22,450 00

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NAME	STATUS	PURPOSE	AMOUNT
600 Stewart St. STE 212 Seattle, WA 98101-1217			
Junior Achievement of the Inland Northwest 421 W Riverside Ste 702 Spokane, WA 99201-0410	Public Charity	Youth Programs	5,000.00
Juvenile Diabetes Research Foundation 1200 Sixth Ave, #605 Seattle, WA 98101	Healthcare	Healthcare	150 00
KCTS-9 401 Mercer ST Seattle, WA 98109	Public Broadcasting	Charity	94,625.00
Leadership Spokane 801 W Riverside Ave., Ste 220 Spokane, WA 99201	Public Charity	Charity	50.00
Lettuce Link (Solid Ground) 1501 N 45th St. Seattle, WA 98103-6708	Public Charity	Charity	400.00
LHS Booster Club - GBB Account 18218 North Rd. Bothell, WA 98012	Education	Education	50.00
Lincoln High School 701 S 37th St Tacoma, WA 98418	Education	Education	1,500.00
Little Bit Therapeutic Riding Center 19802 NE 148th Woodinville, WA 98077	Public Charity	Charity	50 00
Miracle Flights for Kids 2764 N Green Valley Parkway, #1 Green Valley, NV 89014-2120	Public Charity	Youth Programs	50 00
National Alllance on Mental Illness 4305 Lacey Blvd , Ste 5 Olympia, WA 98503	Healthcare	Healthcare	50.00
National MS Society 192 Nickerson St , Ste 100	Healthcare	Healthcare	50.00

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NAME	STATUS	PURPOSE	AMOUNT
Seattle, WA 98109			
National Society of Daughters of the American Revolution 1776 D St NW Washington, DC 20006	Public Charity	Charity	50.00
Native Project 1803 W Maxwell Ave. Spokane, WA 99201	Public Charity	Charity	500.00
New Start High School 614 SW 120th St. Burien, WA 98146	Education	Education	1,500 00
Normandy Park Congregational Church 19247 1st Ave. S Seattle, WA 98148	Public Charity	Charity	50.00
Northwest Burn Foundation 1515 NW 52nd St, Ste A Seattle, WA 98107	Healthcare	Healthcare	5,500 00
Northwest District Exchange Club 21425 80th Ave W Edmonds, WA 98026	Public Charity	Charity	3,000 00
Northwest Harvest PO Box 12272 Seattle, WA 98102	Public Charity	Charity	150 00
Northwest Museum of Arts & Culture 2316 W 1st Ave Spokane, WA 99201	Public Charity	Charity	500.00
Northwest School for Hearing-Impaired Children PO Box 31325 Seattle, WA 98103	Education	Education	1,000 00
Okanogan High School 244 5th St. Okanogan, WA 98840	Education	Education	1,500.00
Oregon State University 850 NW 35th Street Corvallis, OR 97333-4015	Education	Education	100.00

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NAME	STATUS	PURPOSE	AMOUNT
Oroville High School 1008 Ironwood Oroville, WA 98844	Education	Education	1,500 00
Our Lady of the Lake School 3520NE 89th St. Seattle, WA 98115	Education	Education	150.00
Pacific Lutheran University Office of Development Tacoma, WA 98447	Education	Education	590.00
Paralyzed Veterans of America 7016 N 17th St. Tacoma, WA 98406-1906	Public Charity	Charity	250.00
PASADOS Safe Haven PO Box 171 Sultan, WA 98294	Public Charity	Charity	300.00
PAWS - Progressive Animal Welfare Society PO Box 1037 Lynnwood, WA 98046	Public Charity	Charity	466.67
Pigs Peace Sanctuary PO Box 295 Stanwood, WA 98292	Public Charity	Charity	50.00
Planned Parenthood 9641 28th SW Seattle, WA 98126	Healthcare	Healthcare	50 00
Providence Hospice of Seattle Foundation 425 Pontius Ave N Ste 300 Seattle, WA 98109	Healthcare	Healthcare	5,000.00
Providence O Christmas Tree 4831 35th Ave SW Seattle, WA 98126	Healthcare	Healthcare	14,000.00
Pulmonary Hypertension Association 801 Roeder Rd., Ste 1000 Silver Spring, MD 20910	Healthcare	Healthcare	50 00

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NAME	STATUS	PURPOSE	AMOUNT
Purfect Pals 230 McRae Rd NE Arlington, WA 98223	Public Charity	Public Charity	150 00
Reel Grrls 140921st Ave Seattle, WA 98122	Public Charity	Charity	50.00
Richard Hugo House 1634 11th Ave. Seattle, WA 98122	Public Charity	Charity	50.00
Riverview Educational Foundation PO Box 62 Carnation, WA 98014	Education	Education	150.00
Ronald McDonald House Charities of Western WA 5130 40th Ave. NE Seattle, WA 98105	Public Charity	Charity	50.00
Ryther Child Center 2400 NE 95th St. Seattle, WA 98115	Public Charity	Charity	150.00
Safe Call Now 2949 4th Ave. S Seattle, WA 98134	Public Charity	Charity	1,000 00
(The) Salvation Army P O Box 9219 Seattle, WA 98101	Public Charity	Charity	150 00
Seattle Cancer Care Alliance PO Box 19023 Seattle, WA 98109	Healthcare	Healthcare	150 00
Seattle Humane Society 13212 SE Eastgate Way Bellevue, WA 98005	Public Charity	Charity	1,192 25
Seattle Milk Fund 1130 N. Northgate Way Seattle, WA 98133	Public Charity	Charity	450 00
Seattle Preparatory School	Education	Education	150.00

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NAME	STATUS	PURPOSE	AMOUNT
2400 11th Ave. E Seattle, WA 98102			
Seattle Public Library 1000 4th Ave. Seattle, WA 98104	Public Charity	Education	50.00
Seattle Times Fund for the Needy PO Box C11025 Seattle, WA 98111	Public Charity	Charity	50.00
Seattle University Seattle University Albers School of Business 901 12th Ave P.O. Box 222000 Seattle, WA 98122-1090	Education	Education	50.00 7,500.00
Shriners Hospital for Children - Spokane 911 W Fifth Ave Spokane, WA 92204-2901	Healthcare	Healthcare	150 00
Sno-King c/o Edmonds Fury 700 Main St., Ste 111 Edmonds, WA 98020	Public Charity	Charity	50.00
Soup Ladies of Western Washington c/o Ginger Passerelli 24306 Roberts Dr. Black Diamond, WA 98010	Public Charity	Charity	150.00
Special Olympics Washington 2150 N 107th St , Ste 220 Seattle, WA 98133	Public Charity	Charity	50.00
Spokane Composit Squadron - Civil Air Patrol PO Box 11371 Spokane, WA 99211-1371	Public Charity	Charity	150.00
Spokane Guilds School & Neuromuscular Ctr 2118 W Garland Spokane, WA 99205-2598	Healthcare	Healthcare	5,000.00
St. James Cathedral Kitchen 804 9th Ave. Seattle, WA 98104	Public Charity	Charity	2,700 00

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NAME	STATUS	PURPOSE	AMOUNT
St Jude's Children's Research Hospital PO Box 50 Memphis, TN 38101	Healthcare	Healthcare	150 00
Technology Access Foundation 3803 S Edmunds St , Ste. A Seattle, WA 98118	Public Charity	Charity	50.00
Teen Feed 4740B University Way NE Seattle, WA 98105	Public Charity	Youth Programs	100.00
The IMO Foundation 4320 196th SW, #B PMB 634 Lynnwood, WA 98036	Public Charity	Charity	50.00
The Spokane Humane Society PO Box 6247 Spokane, WA 99217	Public Charity	Charity	50 00
Tiny Footprints PO Box 5371/S-200 Seattle, WA 98145-5005	Public Charity	Charity	200.00
Trinity Lutheran Church 18341 St Route 525 Freeland, WA 98249	Public Charity	Charity	2,000.00
United Way of King County 107 Cherry Seattle, WA 98104	Public Charity	Charity	43,423 00
University of Washington Foundation Gift Processing 1200 Fifth Ave., Ste 500 Seattle, WA 98101	Education	Education	500.00
Vanessa Behan Crisis Nursery 1004 8th Ave. Spokane, WA 99202	Public Charity	Charity	277 78
VFW State of Washington 5213 Pacific Highway East	Public Charity	Charity	1,000 00

Attachments to IRS Form 990-PF
PEMCO Foundation, Inc.
91-6072723

Tax Year 6/30/2012

TOTAL
476,086.55

Line 28 -- Grants Paid - 1

NAME	STATUS	PURPOSE	AMOUNT
Fife, WA 98424			
W.A.S H Project Omilero 914 Ford Ave Bremerton, WA 98312	Public Charity	Charity	50.00
Washington Association of School Administrators 825 Fifth Ave. SE Olympia, WA 98501	Education	Education	6,000.00
Washington Business Week P O. Box 658 Olympia, WA 98507-0658	Education	Youth Programs	36,740.00
Washington DECA 9575 SE Juanita Dr., #212 Kirkland, WA 98034	Education	Youth Programs	12,000.00
Washington State Heritage Center Trust PO Box 40222 Olympia, WA 98504-0222	Public Charity	Charity	800.00
Washington State University Foundation PO Box 641927 Pullman, WA 99164-1927	Education	Education	500 00
We Learn c/o M Miller 182 Riverside Ave Cranston, RI 02910	Education	Education	50.00
Wenatchee High School 1101 Millerdale Ave Wenatchee, WA 98801	Education	Education	1,500.00
West Seattle Food Bank 3419 SW Morgan St Seattle, WA 98126	Public Charity	Charity	50.00
Western Washington University Foundation Old Main 430 Bellingham, WA 98225-9034	Education	Education	1,000.00
Westside Baby 10032 15th Ave SW	Public Charity	Charity	300.00

Attachments to IRS Form 990-PF
PEMCO Foundation, Inc.
91-6072723

Tax Year 6/30/2012

TOTAL
476,086.55

Line 28 -- Grants Paid - 1

NAME	STATUS	PURPOSE	AMOUNT
Seattle, WA 98146			
Whidbey Institute PO Box 57 Clinton, WA 98236	Public Charity	Charity	150.00
Whitman College 345 Boyer Ave Walla Wala, WA 99362	Education	Education	250.00
Whitworth University Foundation 300 West Hawthorne RD Spokane, WA 99251-2501	Education	Education	150 00
Willamette University 900 State St. Salem, OR 97301	Education	Education	100 00
YMCA of Snohomish County 2720 Rockefeller Ave P.O. Box 419 Everett, WA 98206-0419	Public Charity	Charity	1,500 00
YMCA Youth and Government Program 509 12th St. SE Olympia, WA 98507	Public Charity	Charity	10,000 00
Youth and Government 921 Lakeridge Way SW Olympia, WA 98502	Public Charity	Youth Program	1,000.00
Voids from prior year donations			(500.00)
Grand Total			<u>476,086.55</u>

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					16,496.	
TOTAL GAIN (LOSS)							<u>16,496.</u>	