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Form 990-PF

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

OMB No 1545-0052

2011

Department of the Treasury  
Internal Revenue Service

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

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  
GORDON ELWOOD FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)  
PO BOX 4189

City or town, state, and ZIP code  
MEDFORD, OR 97501

A Employer identification number  
93-1267972

B Telephone number (see page 10 of the instructions)  
(541) 282-0643

C If exemption application is pending, check here ☐

D 1. Foreign organizations, check here ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

H Check type of organization

☒ Section 501(c)(3) exempt private foundation

☐ Section 4947(a)(1) nonexempt charitable trust

☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 6,997,784

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) |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------|------------------------------------|---------------------------|-------------------------|-------------------------------------------------------------|
| Revenue                                                                                                                                                                            | 1 Contributions, gifts, grants, etc , received (attach schedule)                          | 28,134                             |                           |                         |                                                             |
|                                                                                                                                                                                    | 2 Check <input type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B |                                    |                           |                         |                                                             |
|                                                                                                                                                                                    | 3 Interest on savings and temporary cash investments                                      | 29,136                             | 29,136                    |                         |                                                             |
|                                                                                                                                                                                    | 4 Dividends and interest from securities. . . . .                                         | 126,376                            | 126,376                   |                         |                                                             |
|                                                                                                                                                                                    | 5a Gross rents . . . . .                                                                  |                                    |                           |                         |                                                             |
|                                                                                                                                                                                    | b Net rental income or (loss) _____                                                       |                                    |                           |                         |                                                             |
|                                                                                                                                                                                    | 6a Net gain or (loss) from sale of assets not on line 10 <input type="checkbox"/>         | 122,723                            |                           |                         |                                                             |
|                                                                                                                                                                                    | b Gross sales price for all assets on line 6a _____ 2,199,649                             |                                    |                           |                         |                                                             |
|                                                                                                                                                                                    | 7 Capital gain net income (from Part IV, line 2) . . . .                                  |                                    | 0                         |                         |                                                             |
|                                                                                                                                                                                    | 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) . . . . .                                      |                                    |                           |                         |                                                             |
| Operating and Administrative Expenses                                                                                                                                              | 11 Other income (attach schedule) . . . . .                                               |                                    |                           |                         |                                                             |
|                                                                                                                                                                                    | 12 <b>Total.</b> Add lines 1 through 11 . . . . .                                         | 306,369                            | 155,512                   |                         |                                                             |
|                                                                                                                                                                                    | 13 Compensation of officers, directors, trustees, etc                                     | 80,484                             | 0                         |                         | 80,484                                                      |
|                                                                                                                                                                                    | 14 Other employee salaries and wages . . . . .                                            | 24,839                             | 0                         |                         | 24,839                                                      |
|                                                                                                                                                                                    | 15 Pension plans, employee benefits . . . . .                                             | 25,467                             | 0                         |                         | 25,467                                                      |
|                                                                                                                                                                                    | 16a Legal fees (attach schedule). . . . .                                                 |                                    |                           |                         |                                                             |
|                                                                                                                                                                                    | b Accounting fees (attach schedule). . . . . <input type="checkbox"/>                     | 3,270                              | 0                         |                         | 3,270                                                       |
|                                                                                                                                                                                    | c Other professional fees (attach schedule) . . . . <input type="checkbox"/>              | 62,700                             | 55,019                    |                         | 7,681                                                       |
|                                                                                                                                                                                    | 17 Interest . . . . .                                                                     |                                    |                           |                         |                                                             |
|                                                                                                                                                                                    | 18 Taxes (attach schedule) (see page 14 of the instructions) <input type="checkbox"/>     | 14,303                             | 1,568                     |                         | 12,735                                                      |
|                                                                                                                                                                                    | 19 Depreciation (attach schedule) and depletion <input type="checkbox"/>                  | 14,174                             | 0                         |                         |                                                             |
|                                                                                                                                                                                    | 20 Occupancy . . . . .                                                                    |                                    |                           |                         |                                                             |
|                                                                                                                                                                                    | 21 Travel, conferences, and meetings . . . . .                                            | 3,673                              | 0                         |                         | 3,673                                                       |
|                                                                                                                                                                                    | 22 Printing and publications . . . . .                                                    |                                    |                           |                         |                                                             |
|                                                                                                                                                                                    | 23 Other expenses (attach schedule). . . . . <input type="checkbox"/>                     | 62,478                             | 0                         |                         | 62,478                                                      |
|                                                                                                                                                                                    | 24 <b>Total operating and administrative expenses.</b>                                    |                                    |                           |                         |                                                             |
|                                                                                                                                                                                    | Add lines 13 through 23 . . . . .                                                         | 291,388                            | 56,587                    |                         | 220,627                                                     |
|                                                                                                                                                                                    | 25 Contributions, gifts, grants paid . . . . .                                            | 150,635                            |                           |                         | 150,635                                                     |
|                                                                                                                                                                                    | 26 <b>Total expenses and disbursements.</b> Add lines 24 and 25                           | 442,023                            | 56,587                    |                         | 371,262                                                     |
|                                                                                                                                                                                    | 27 Subtract line 26 from line 12                                                          |                                    |                           |                         |                                                             |
|                                                                                                                                                                                    | a <b>Excess of revenue over expenses and disbursements</b>                                | -135,654                           |                           |                         |                                                             |
|                                                                                                                                                                                    | b <b>Net investment income</b> (if negative, enter -0-)                                   |                                    | 98,925                    |                         |                                                             |
|                                                                                                                                                                                    | c <b>Adjusted net income</b> (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 . . . . .                                                                                                                    | 11,525            | 9,005          | 9,005                 |
|                             | 2   | Savings and temporary cash investments . . . . .                                                                                                       |                   |                |                       |
|                             | 3   | Accounts receivable ▶ <u>300,000</u>                                                                                                                   |                   |                |                       |
|                             |     | Less allowance for doubtful accounts ▶ _____                                                                                                           | 250               | 300,000        | 300,000               |
|                             | 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 . . . . .                                                                                                        |                   | 1,960          | 1,960                 |
|                             | 10a | 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) . . . . .                                                                                                          | 7,065,416         | 6,274,223      | 6,274,223             |
|                             | 14  | Land, buildings, and equipment basis ▶ <u>506,177</u>                                                                                                  |                   |                |                       |
|                             |     | Less accumulated depreciation (attach schedule) ▶ <u>93,581</u>                                                                                        | 426,770           | 412,596        | 412,596               |
|                             | 15  | Other assets (describe ▶ _____)                                                                                                                        |                   |                |                       |
|                             | 16  | <b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)                                                      | 7,503,961         | 6,997,784      | 6,997,784             |
| Liabilities                 | 17  | Accounts payable and accrued expenses . . . . .                                                                                                        | 473               | 1,175          |                       |
|                             | 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 ▶ _____)                                                                                                                   | 458               | 0              |                       |
|                             | 23  | <b>Total liabilities</b> (add lines 17 through 22) . . . . .                                                                                           | 931               | 1,175          |                       |
| Net Assets or Fund Balances |     | <b>Foundations that follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b> |                   |                |                       |
|                             | 24  | Unrestricted . . . . .                                                                                                                                 | 7,503,030         | 6,996,609      |                       |
|                             | 25  | Temporarily restricted . . . . .                                                                                                                       |                   |                |                       |
|                             | 26  | Permanently restricted . . . . .                                                                                                                       |                   |                |                       |
|                             |     | <b>Foundations that do not follow SFAS 117, check here</b> ▶ <input type="checkbox"/> <b>and complete lines 27 through 31.</b>                         |                   |                |                       |
|                             | 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  | <b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .                                                                   | 7,503,030         | 6,996,609      |                       |
|                             | 31  | <b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .                                                      | 7,503,961         | 6,997,784      |                       |

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 | 7,503,030 |
| 2 | Enter amount from Part I, line 27a . . . . .                                                                                                                       | 2 | -135,654  |
| 3 | Other increases not included in line 2 (itemize) ▶ _____                                                                                                           | 3 | 0         |
| 4 | Add lines 1, 2, and 3 . . . . .                                                                                                                                    | 4 | 7,367,376 |
| 5 | Decreases not included in line 2 (itemize) ▶ _____                                                                                                                 | 5 | 370,767   |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .                                                      | 6 | 6,996,609 |

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<br>P—Purchase<br>D—Donation | (c) Date acquired<br>(mo , day, yr )            | (d) Date sold<br>(mo , day, yr ) |                                                                                              |
| 1a                                                                                                                                |                                                                                                                                                                                                                                       |                                              |                                                 |                                  |                                                                                              |
|                                                                                                                                   |                                                                                                                                                                                                                                       |                                              |                                                 |                                  |                                                                                              |
|                                                                                                                                   |                                                                                                                                                                                                                                       |                                              |                                                 |                                  |                                                                                              |
|                                                                                                                                   |                                                                                                                                                                                                                                       |                                              |                                                 |                                  |                                                                                              |
|                                                                                                                                   |                                                                                                                                                                                                                                       |                                              |                                                 |                                  |                                                                                              |
|                                                                                                                                   |                                                                                                                                                                                                                                       |                                              |                                                 |                                  |                                                                                              |
| (e) Gross sales price                                                                                                             |                                                                                                                                                                                                                                       | (f) Depreciation allowed<br>(or allowable)   | (g) Cost or other basis<br>plus expense of sale |                                  | (h) Gain or (loss)<br>(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) Gains (Col (h) gain minus<br>col (k), but not less than -0-) or<br>Losses (from col (h)) |
| (i) F M V as of 12/31/69                                                                                                          |                                                                                                                                                                                                                                       | (j) Adjusted basis<br>as of 12/31/69         | (k) Excess of col (i)<br>over col (j), if any   |                                  |                                                                                              |
| a                                                                                                                                 |                                                                                                                                                                                                                                       |                                              |                                                 |                                  |                                                                                              |
| b                                                                                                                                 |                                                                                                                                                                                                                                       |                                              |                                                 |                                  |                                                                                              |
| c                                                                                                                                 |                                                                                                                                                                                                                                       |                                              |                                                 |                                  |                                                                                              |
| d                                                                                                                                 |                                                                                                                                                                                                                                       |                                              |                                                 |                                  |                                                                                              |
| e                                                                                                                                 |                                                                                                                                                                                                                                       |                                              |                                                 |                                  |                                                                                              |
| 2                                                                                                                                 | Capital gain net income or (net capital loss)      { If gain, also enter in Part I, line 7<br>If (loss), enter -0- in Part I, line 7 }                                                                                                |                                              |                                                 |                                  | 2                                                                                            |
| 3                                                                                                                                 | Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)<br><br>If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions)<br>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)<br>Base period years Calendar<br>year (or tax year beginning in)                                                                                                                      | (b)<br>Adjusted qualifying distributions | (c)<br>Net value of noncharitable-use assets | (d)<br>Distribution ratio<br>(col (b) divided by col (c)) |   |           |
| 2010                                                                                                                                                                                      | 359,360                                  | 6,815,930                                    | 0 052724                                                  |   |           |
| 2009                                                                                                                                                                                      | 380,946                                  | 6,512,396                                    | 0 058496                                                  |   |           |
| 2008                                                                                                                                                                                      | 421,016                                  | 6,320,981                                    | 0 066606                                                  |   |           |
| 2007                                                                                                                                                                                      | 498,107                                  | 8,924,106                                    | 0 055816                                                  |   |           |
| 2006                                                                                                                                                                                      | 380,629                                  | 9,220,612                                    | 0 041280                                                  |   |           |
| 2 Total of line 1, column (d). . . . .                                                                                                                                                    |                                          |                                              |                                                           | 2 | 0 274922  |
| 3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by<br>the number of years the foundation has been in existence if less than 5 years . . . . . |                                          |                                              |                                                           | 3 | 0 054984  |
| 4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5. . . . .                                                                                                   |                                          |                                              |                                                           | 4 | 5,387,455 |
| 5 Multiply line 4 by line 3. . . . .                                                                                                                                                      |                                          |                                              |                                                           | 5 | 296,224   |
| 6 Enter 1% of net investment income (1% of Part I, line 27b). . . . .                                                                                                                     |                                          |                                              |                                                           | 6 | 989       |
| 7 Add lines 5 and 6. . . . .                                                                                                                                                              |                                          |                                              |                                                           | 7 | 297,213   |
| 8 Enter qualifying distributions from Part XII, line 4. . . . .                                                                                                                           |                                          |                                              |                                                           | 8 | 371,262   |
| 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<br>the Part VI instructions on page 18                    |                                          |                                              |                                                           |   |           |

Part VIExcise 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                                          |          |       |       |
|    |  | 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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . . |          | 1     | 989   |
| 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     | 0     |
| 3  |  | Add lines 1 and 2. . . . .                                                                                                                                           |          | 3     | 989   |
| 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     | 989   |
| 6  |  | Credits/Payments                                                                                                                                                     |          |       |       |
| a  |  | 2011 estimated tax payments and 2010 overpayment credited to 2011                                                                                                    | 6a       | 1,960 |       |
| b  |  | Exempt foreign organizations—tax withheld at source . . . . .                                                                                                        | 6b       |       |       |
| c  |  | Tax paid with application for extension of time to file (Form 8868)                                                                                                  | 6c       |       |       |
| d  |  | Backup withholding erroneously withheld . . . . .                                                                                                                    | 6d       |       |       |
| 7  |  | Total credits and payments Add lines 6a through 6d. . . . .                                                                                                          |          | 7     | 1,960 |
| 8  |  | Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached                                                     |          | 8     |       |
| 9  |  | Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .                                                                              |          | 9     |       |
| 10 |  | Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid. . . . .                                                                   |          | 10    | 971   |
| 11 |  | Enter the amount of line 10 to be Credited to 2012 estimated tax 971                                                                                                 | Refunded | 11    | 0     |

Part VII-AStatements 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 |
|    |                                                                                                                                                                                                                                                                                                                                             | 1a |     | No |
| 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)? . . . . .                                                                                                                                                                             |    |     | No |
|    | If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.                                                                                                                                               |    |     |    |
| c  | Did the foundation file Form 1120-POL for this year? . . . . .                                                                                                                                                                                                                                                                              | 1c |     | No |
| d  | Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year<br>(1) On the foundation \$ 0 (2) On foundation managers \$ 0                                                                                                                                                                             |    |     |    |
| e  | Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0                                                                                                                                                                                                   |    |     |    |
| 2  | Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . .<br>If "Yes," attach a detailed description of the activities.                                                                                                                                                                     | 2  |     | No |
| 3  | Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes . . . . .                                                                                                        | 3  |     | No |
| 4a | Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .                                                                                                                                                                                                                                       | 4a |     | No |
| b  | If "Yes," has it filed a tax return on Form 990-T for this year? . . . . .                                                                                                                                                                                                                                                                  | 4b |     |    |
| 5  | Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . .<br>If "Yes," attach the statement required by General Instruction T.                                                                                                                                                               | 5  |     | No |
| 6  | Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either<br>• By language in the governing instrument, or<br>• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . . | 6  | Yes |    |
| 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                                                                                                                                                                                                            | 7  | Yes |    |
| 8a | Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input checked="" type="checkbox"/> OR _____                                                                                                                                                                              |    |     |    |
| b  | If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .                                                                                                                               | 8b | 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)? If "Yes," complete Part XIV . . . . .                                                                   | 9  |     | No |
| 10 | Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses                                                                                                                                                                                                          | 10 |     | 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?<br>Website address <b>WWW.GORDONELWOODFOUNDATION.ORG</b>                                           | 13 | Yes |    |
| 14                                                                                                                                 | The books are in care of <b>KATHY BRYON EXECUTIVE DIRECTOR</b> Telephone no <b>(541) 282-0643</b><br>Located at <b>PO BOX 4189 MEDFORD OR</b> ZIP+4 <b>97501</b>                                                       |    |     |    |
| 15                                                                                                                                 | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here <input type="checkbox"/><br>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)<br>(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>(6) Agree to pay money or property to a government official? ( <b>Exception.</b> Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days ). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |    |     |    |
| b                                                                                       | If any answer is "Yes" to 1a(1)–(6), did <b>any</b> 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)?<br>Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | 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 |     | 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>If "Yes," list the years 20____, 20____, 20____, 20____                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |    |     |    |
| b                                                                                       | Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> 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<br>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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |    |     |    |
| b                                                                                       | If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? ( <i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.</i> )                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | 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 <b>any</b> 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. | 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?<br><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?                                                                                                                                                                                                   |                              |                                        |    |
| b  | Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?<br><i>If "Yes" to 6b, file Form 8870.</i>                                                                                                                                                                              | 6b                           |                                        | No |
| 7a | At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?                                                                                                                                                                                                                              |                              |                                        |    |
| 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 |
| NONE                                                                                                                                        |                                                           |                                           |                                                                       |                                       |
|                                                                                                                                             |                                                           |                                           |                                                                       |                                       |
|                                                                                                                                             |                                                           |                                           |                                                                       |                                       |
|                                                                                                                                             |                                                           |                                           |                                                                       |                                       |
|                                                                                                                                             |                                                           |                                           |                                                                       |                                       |
|                                                                                                                                             |                                                           |                                           |                                                                       |                                       |
|                                                                                                                                             |                                                           |                                           |                                                                       |                                       |
|                                                                                                                                             |                                                           |                                           |                                                                       |                                       |
|                                                                                                                                             |                                                           |                                           |                                                                       |                                       |
| Total number of other employees paid over \$50,000.                                                                                         |                                                           |                                           |                                                                       | 0                                     |

Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

|                                                                                                                                 |                     |                  |
|---------------------------------------------------------------------------------------------------------------------------------|---------------------|------------------|
| 3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE". |                     |                  |
| (a) Name and address of each person paid more than \$50,000                                                                     | (b) Type of service | (c) Compensation |
| NONE                                                                                                                            |                     |                  |
|                                                                                                                                 |                     |                  |
|                                                                                                                                 |                     |                  |
|                                                                                                                                 |                     |                  |
|                                                                                                                                 |                     |                  |
|                                                                                                                                 |                     |                  |
|                                                                                                                                 |                     |                  |
|                                                                                                                                 |                     |                  |
|                                                                                                                                 |                     |                  |
| Total number of others receiving over \$50,000 for professional services. . . . .                                               |                     | 0                |

Part IX-A

Summary of Direct Charitable Activities

|                                                                                                                                                                                                                                                                                                                                                                                                                          |          |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|
| List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.                                                                                                                                                                   | Expenses |
| 1 IN-KIND SUPPORT COVERING OFFICE SPACE, UTILITIES, OFFICE MACHINES, OFFICE SUPPLIES AND CONFERENCE ROOM FOR FIVE NON-PROFIT 501(c)3 TENANTS SMART www.getsmartoregon.orgMEDFORD SCHOOLS FOUNDATION www.medfordschoolsfoundation.orgJACKSON COUNTY LITERACY COUNCIL www.roguelrc.orgJEFFERSON REGIONAL HEALTH ALLIANCE www.jeffersonregionalhealthalliance.orgCHOOSING OPTIONS, HONORING OPTIONS www.cohoroguevalley.org | 28,134   |
| 2 COMMUNITY AND LEADERSHIP DEVELOPMENT PROVIDED BY FOUNDATION STAFF AND/OR CONSULTANTS TO CONVENE, COACH, FACILITATE, TRAIN, TRANSCRIBE, ACT AS THINKING PARTNER AND LEVERAGE OPPORTUNITIES TO POSITIVELY IMPACT YOUTH, INDIVIDUALS, FAMILIES, ORGANIZATIONS AND COMMUNITIES IN ALIGNMENT WITH FOUNDATION VISION AND GOALS                                                                                               | 111,411  |
| 3 CASH SUPPORT FOR ACTIVITIES RELATED TO ORGANIZATIONS AND PROJECTS LISTED IN ACTIVITY ONE AND TWO. EXPENSES INCLUDE - SUPPORTING MEETINGS (EXPENSES), WITH COMMUNITY LEADERS AND GROUPS OF LEADERS, AS WELL AS SPEAKERS, EDUCATIONAL AND RESEARCH FEES - SCHOLARSHIPS FOR SELECTED GRANTEES TO ATTEND TRAINING AND SEMINARS                                                                                             | 2,414    |
| 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 2 | Amount |
| 1                                                                                                                |        |
|                                                                                                                  |        |
|                                                                                                                  |        |
| 2                                                                                                                |        |
|                                                                                                                  |        |
|                                                                                                                  |        |
| All other program-related investments. See page 24 of the instructions.                                          |        |
| 3                                                                                                                |        |
|                                                                                                                  |        |
|                                                                                                                  |        |
| Total. Add lines 1 through 3. . . . .                                                                            | 0      |

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 | 5,430,725 |
| b | Average of monthly cash balances. . . . .                                                                                        | 1b | 38,772    |
| 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 | 5,469,497 |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .               | 1e | 0         |
| 2 | Acquisition indebtedness applicable to line 1 assets. . . . .                                                                    | 2  | 0         |
| 3 | Subtract line 2 from line 1d. . . . .                                                                                            | 3  | 5,469,497 |
| 4 | Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions). . . . . | 4  | 82,042    |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4                              | 5  | 5,387,455 |
| 6 | Minimum investment return. Enter 5% of line 5. . . . .                                                                           | 6  | 269,373   |

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  | 269,373 |
| 2a | Tax on investment income for 2011 from Part VI, line 5. . . . .                                           | 2a | 989     |
| b  | Income tax for 2011 (This does not include the tax from Part VI ). . . . .                                | 2b |         |
| c  | Add lines 2a and 2b. . . . .                                                                              | 2c | 989     |
| 3  | Distributable amount before adjustments Subtract line 2c from line 1. . . . .                             | 3  | 268,384 |
| 4  | Recoveries of amounts treated as qualifying distributions. . . . .                                        | 4  | 0       |
| 5  | Add lines 3 and 4. . . . .                                                                                | 5  | 268,384 |
| 6  | Deduction from distributable amount (see page 25 of the instructions). . . . .                            | 6  | 0       |
| 7  | Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . . | 7  | 268,384 |

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 | 371,262 |
| 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  |         |
| 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  | 371,262 |
| 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  | 989     |
| 6                                                                                                                                                                                            | Adjusted qualifying distributions. Subtract line 5 from line 4. . . . .                                                                                                     | 6  | 370,273 |
| 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)<br>Corpus | (b)<br>Years prior to 2010 | (c)<br>2010 | (d)<br>2011 |
| 1  |               |                            |             | 268,384     |
| 2  |               |                            |             |             |
| a  |               |                            | 224,653     |             |
| b  |               | 0                          |             |             |
| 3  |               |                            |             |             |
| a  |               |                            |             |             |
| b  |               |                            |             |             |
| c  |               |                            |             |             |
| d  |               |                            |             |             |
| e  |               |                            |             |             |
| f  | 0             |                            |             |             |
| 4  |               |                            |             |             |
| a  |               |                            | 224,653     |             |
| b  |               | 0                          |             |             |
| c  | 0             |                            |             |             |
| d  |               |                            |             | 146,609     |
| e  | 0             |                            |             |             |
| 5  | 0             |                            |             | 0           |
| 6  | 0             |                            |             |             |
| a  |               | 0                          |             |             |
| b  |               | 0                          |             |             |
| c  |               | 0                          |             |             |
| d  |               | 0                          |             |             |
| e  |               |                            | 0           |             |
| f  |               |                            |             | 121,775     |
| 7  | 0             |                            |             |             |
| 8  | 0             |                            |             |             |
| 9  | 0             |                            |             |             |
| 10 |               |                            |             |             |
| a  |               |                            |             |             |
| b  |               |                            |             |             |
| c  |               |                            |             |             |
| d  |               |                            |             |             |
| e  |               |                            |             |             |

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 ☐ 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 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

KATHY BRYON EXECUTIVE DIRECTOR GORD  
PO BOX 4189  
MEDFORD,OR 97501  
(541) 282-0643

b

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

GRANT APPLICATIONS MUST BE RECEIVED ON THE APPLICATION FORM OF THE FOUNDATION. A COPY IS AVAILABLE BY WRITING TO THE ADDRESS ABOVE OR BY VISITING WWW.GORDONELWOODFOUNDATION.ORG

c

Any submission deadlines

GRANT DEADLINES ARE MARCH 1 AND SEPTEMBER 1

d

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

DISTRIBUTION OF FUNDS LIMITED FOR EDUCATIONAL, HUMAN SERVICES, AND OTHER CHARITABLE PURPOSES TO QUALIFIED NON-PROFIT, TAX-EXEMPT, CHARITABLE ORGANIZATIONS IN GEOGRAPHIC AREAS OF JACKSON, JOSEPHINE, KLAMATH, COOS & CURRY COUNTIES, OREGON

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<br>See Additional Data Table |                                                                                                           |                                |                                  |         |
| Total . . . . .                                     |                                                                                                           |                                | 3a                               | 150,635 |
| b Approved for future payment                       |                                                                                                           |                                |                                  |         |
| Total . . . . .                                     |                                                                                                           |                                | 3b                               | 0       |

| Enter gross amounts unless otherwise indicated                    | Unrelated business income |               | Excluded by section 512, 513, or 514 |               | (e)<br>Related or exempt<br>function income<br>(See page 28 of<br>the instructions ) |
|-------------------------------------------------------------------|---------------------------|---------------|--------------------------------------|---------------|--------------------------------------------------------------------------------------|
|                                                                   | (a)<br>Business code      | (b)<br>Amount | (c)<br>Exclusion code                | (d)<br>Amount |                                                                                      |
| <b>1</b> Program service revenue                                  |                           |               |                                      |               |                                                                                      |
| <b>a</b> _____                                                    |                           |               |                                      |               |                                                                                      |
| <b>b</b> _____                                                    |                           |               |                                      |               |                                                                                      |
| <b>c</b> _____                                                    |                           |               |                                      |               |                                                                                      |
| <b>d</b> _____                                                    |                           |               |                                      |               |                                                                                      |
| <b>e</b> _____                                                    |                           |               |                                      |               |                                                                                      |
| <b>f</b> _____                                                    |                           |               |                                      |               |                                                                                      |
| <b>g</b> Fees and contracts from government agencies              |                           |               |                                      |               |                                                                                      |
| <b>2</b> Membership dues and assessments. . . .                   |                           |               |                                      |               |                                                                                      |
| <b>3</b> Interest on savings and temporary cash investments       |                           |               | 14                                   | 29,136        |                                                                                      |
| <b>4</b> Dividends and interest from securities. . . .            |                           |               | 14                                   | 126,376       |                                                                                      |
| <b>5</b> Net rental income or (loss) from real estate             |                           |               |                                      |               |                                                                                      |
| <b>a</b> Debt-financed property. . . . .                          |                           |               |                                      |               |                                                                                      |
| <b>b</b> Not debt-financed property. . . . .                      |                           |               |                                      |               |                                                                                      |
| <b>6</b> Net rental income or (loss) from personal property       |                           |               |                                      |               |                                                                                      |
| <b>7</b> Other investment income. . . . .                         |                           |               |                                      |               |                                                                                      |
| <b>8</b> Gain or (loss) from sales of assets other than inventory |                           |               | 18                                   | 122,723       |                                                                                      |
| <b>9</b> Net income or (loss) from special events                 |                           |               |                                      |               |                                                                                      |
| <b>10</b> Gross profit or (loss) from sales of inventory. .       |                           |               |                                      |               |                                                                                      |
| <b>11</b> Other revenue <b>a</b> _____                            |                           |               |                                      |               |                                                                                      |
| <b>b</b> _____                                                    |                           |               |                                      |               |                                                                                      |
| <b>c</b> _____                                                    |                           |               |                                      |               |                                                                                      |
| <b>d</b> _____                                                    |                           |               |                                      |               |                                                                                      |
| <b>e</b> _____                                                    |                           |               |                                      |               |                                                                                      |
| <b>12</b> Subtotal. Add columns (b), (d), and (e). .              |                           | 0             |                                      | 278,235       | 0                                                                                    |
| <b>13 Total.</b> Add line 12, columns (b), (d), and (e). . . . .  |                           |               | <b>13</b>                            | 278,235       | 278,235                                                                              |

[illegible]

| 1. Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?                                                                                                                                                             |  | Yes | No |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|-----|----|
| <b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of                                                                                                                                                                                                                                                                                                                         |  |     |    |
| <b>(1)</b> Cash.                                                                                                                                                                                                                                                                                                                                                                                                   |  |     | No |
| <b>(2)</b> Other assets.                                                                                                                                                                                                                                                                                                                                                                                           |  |     | No |
| <b>b</b> Other transactions                                                                                                                                                                                                                                                                                                                                                                                        |  |     |    |
| <b>(1)</b> Sales of assets to a noncharitable exempt organization.                                                                                                                                                                                                                                                                                                                                                 |  |     | No |
| <b>(2)</b> Purchases of assets from a noncharitable exempt organization.                                                                                                                                                                                                                                                                                                                                           |  |     | No |
| <b>(3)</b> Rental of facilities, equipment, or other assets.                                                                                                                                                                                                                                                                                                                                                       |  |     | No |
| <b>(4)</b> Reimbursement arrangements.                                                                                                                                                                                                                                                                                                                                                                             |  |     | No |
| <b>(5)</b> Loans or loan guarantees.                                                                                                                                                                                                                                                                                                                                                                               |  |     | No |
| <b>(6)</b> Performance of services or membership or fundraising solicitations.                                                                                                                                                                                                                                                                                                                                     |  |     | No |
| <b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees.                                                                                                                                                                                                                                                                                                                         |  |     | No |
| <b>d</b> If the answer to any of the above is "Yes," complete the following schedule. Column <b>(b)</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 <b>(d)</b> the value of the goods, other assets, or services received |  |     |    |

**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

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

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

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury  
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2011

|                                                         |                                                     |
|---------------------------------------------------------|-----------------------------------------------------|
| <b>Name of organization</b><br>GORDON ELWOOD FOUNDATION | <b>Employer identification number</b><br>93-1267972 |
|---------------------------------------------------------|-----------------------------------------------------|

Organization type (check one)

|                    |                                                                                                           |
|--------------------|-----------------------------------------------------------------------------------------------------------|
| <b>Filers of:</b>  | <b>Section:</b>                                                                                           |
| Form 990 or 990-EZ | <input type="checkbox"/> 501(c)( ) (enter number) organization                                            |
|                    | <input type="checkbox"/> 4947(a)(1) nonexempt charitable trust <b>not</b> treated as a private foundation |
|                    | <input type="checkbox"/> 527 political organization                                                       |
| Form 990-PF        | <input checked="" type="checkbox"/> 501(c)(3) exempt private foundation                                   |
|                    | <input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation            |
|                    | <input type="checkbox"/> 501(c)(3) taxable private foundation                                             |

Check if your organization is covered by the **General Rule** or a **Special Rule**.  
**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule—

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ, that met the 33<sup>1</sup>/<sub>3</sub>% 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, aggregate 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 aggregate 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 in the heading of its Form 990-EZ, or on 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).

|                                                         |                                                         |
|---------------------------------------------------------|---------------------------------------------------------|
| <b>Name of organization</b><br>GORDON ELWOOD FOUNDATION | <b>Employer identification number</b><br><br>93-1267972 |
|---------------------------------------------------------|---------------------------------------------------------|

Part I

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

| (a)<br>No. | (b)<br>Name, address, and ZIP + 4                                                              | (c)<br>Aggregate contributions | (d)<br>Type of contribution                                                                                                                                                      |
|------------|------------------------------------------------------------------------------------------------|--------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1          | JEFFERSON REGIONAL HEALTH ALLIANCE<br><br>670 SUPERIOR COURT<br><br>MEDFORD, OR 97504<br><br>  | \$ 2,632                       | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br><br>(Complete Part II if there is a noncash contribution ) |
| 2          | LITERACY COUNCIL OF JACKSON COUNTY<br><br>670 SUPERIOR COURT<br><br>MEDFORD, OR 97504<br><br>  | \$ 2,619                       | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br><br>(Complete Part II if there is a noncash contribution ) |
| 3          | MEDFORD SCHOOLS FOUNDATION<br><br>670 SUPERIOR COURT<br><br>MEDFORD, OR 97504<br><br>          | \$ 2,633                       | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br><br>(Complete Part II if there is a noncash contribution ) |
| 4          | START MAKING A READER TODAY (SMART)<br><br>670 SUPERIOR COURT<br><br>MEDFORD, OR 97504<br><br> | \$ 20,250                      | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br><br>(Complete Part II if there is a noncash contribution ) |
|            | <br><br><br><br>                                                                               | \$                             | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br><br>(Complete Part II if there is a noncash contribution )            |
|            | <br><br><br><br>                                                                               | \$                             | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br><br>(Complete Part II if there is a noncash contribution )            |

|                                                  |                                              |
|--------------------------------------------------|----------------------------------------------|
| Name of organization<br>GORDON ELWOOD FOUNDATION | Employer identification number<br>93-1267972 |
|--------------------------------------------------|----------------------------------------------|

|                                                                                                           |                                                                                  |                                                |                      |
|-----------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------|------------------------------------------------|----------------------|
| Part II Noncash Property (see Instructions) Use duplicate copies of Part II if additional space is needed |                                                                                  |                                                |                      |
| (a) No.<br>from<br>Part I                                                                                 | (b)<br>Description of noncash property given                                     | (c)<br>FMV (or estimate)<br>(see instructions) | (d)<br>Date received |
| 1                                                                                                         | IN-KIND SUPPORT FOR OFFICE SPACE, UTILITIES, OFFICE MACHINES AND CONFERENCE ROOM | \$ 2,632                                       | 2012-06-30           |
| (a) No.<br>from<br>Part I                                                                                 | (b)<br>Description of noncash property given                                     | (c)<br>FMV (or estimate)<br>(see instructions) | (d)<br>Date received |
| 2                                                                                                         | IN-KIND SUPPORT FOR OFFICE SPACE, UTILITIES, OFFICE MACHINES AND CONFERENCE ROOM | \$ 2,619                                       | 2012-06-30           |
| (a) No.<br>from<br>Part I                                                                                 | (b)<br>Description of noncash property given                                     | (c)<br>FMV (or estimate)<br>(see instructions) | (d)<br>Date received |
| 3                                                                                                         | IN-KIND SUPPORT FOR OFFICE SPACE, UTILITIES, OFFICE MACHINES AND CONFERENCE ROOM | \$ 2,633                                       | 2012-06-30           |
| (a) No.<br>from<br>Part I                                                                                 | (b)<br>Description of noncash property given                                     | (c)<br>FMV (or estimate)<br>(see instructions) | (d)<br>Date received |
| 4                                                                                                         | IN-KIND SUPPORT FOR OFFICE SPACE, UTILITIES, OFFICE MACHINES AND CONFERENCE ROOM | \$ 20,250                                      | 2012-06-30           |
| (a) No.<br>from<br>Part I                                                                                 | (b)<br>Description of noncash property given                                     | (c)<br>FMV (or estimate)<br>(see instructions) | (d)<br>Date received |
|                                                                                                           |                                                                                  | \$                                             |                      |
| (a) No.<br>from<br>Part I                                                                                 | (b)<br>Description of noncash property given                                     | (c)<br>FMV (or estimate)<br>(see instructions) | (d)<br>Date received |
|                                                                                                           |                                                                                  | \$                                             |                      |

|                                                         |                                                     |
|---------------------------------------------------------|-----------------------------------------------------|
| <b>Name of organization</b><br>GORDON ELWOOD FOUNDATION | <b>Employer identification number</b><br>93-1267972 |
|---------------------------------------------------------|-----------------------------------------------------|

Part III

**Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year.** (Complete columns (a) through (e) and the following line entry )

For 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.<br>from<br>Part I | (b)<br>Purpose of gift                | (c)<br>Use of gift | (d)<br>Description of how gift is held   |
|---------------------------|---------------------------------------|--------------------|------------------------------------------|
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|                           | <div></div>                           | <div></div>        | <div></div>                              |
|                           | <div></div>                           | <div></div>        | <div></div>                              |
|                           | (e)<br>Transfer of gift               |                    |                                          |
|                           | Transferee's name, address, and ZIP 4 |                    | Relationship of transferor to transferee |
|                           | <div></div>                           | <div></div>        |                                          |
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|                           | <div></div>                           | <div></div>        | <div></div>                              |
|                           | (e)<br>Transfer of gift               |                    |                                          |
|                           | Transferee's name, address, and ZIP 4 |                    | Relationship of transferor to transferee |
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|                           | (e)<br>Transfer of gift               |                    |                                          |
|                           | Transferee's name, address, and ZIP 4 |                    | Relationship of transferor to transferee |
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|                           | <div></div>                           | <div></div>        | <div></div>                              |
|                           | (e)<br>Transfer of gift               |                    |                                          |
|                           | Transferee's name, address, and ZIP 4 |                    | Relationship of transferor to transferee |
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|                           | <div></div>                           | <div></div>        | <div></div>                              |
|                           | (e)<br>Transfer of gift               |                    |                                          |
|                           | Transferee's name, address, and ZIP 4 |                    | Relationship of transferor to transferee |
|                           | <div></div>                           | <div></div>        |                                          |
|                           | <div></div>                           | <div></div>        |                                          |

**Additional Data**

**Software ID:**  
**Software Version:**  
**EIN:** 93-1267972  
**Name:** GORDON ELWOOD FOUNDATION

**Form 990PF - Special Condition Description:**

|                                      |
|--------------------------------------|
| <b>Special Condition Description</b> |
|--------------------------------------|

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

| <b>(a)</b> Name and address     | <b>(b)</b> Title, and average hours per week devoted to position | <b>(c)</b> Compensation<br><b>(If not paid, enter -0-)</b> | <b>(d)</b> Contributions to employee benefit plans and deferred compensation | <b>(e)</b> Expense account, other allowances |
|---------------------------------|------------------------------------------------------------------|------------------------------------------------------------|------------------------------------------------------------------------------|----------------------------------------------|
| MICHAEL R HEVERLY               | PRESIDENT<br>2 00                                                | 0                                                          | 0                                                                            | 0                                            |
| PO BOX 4189<br>MEDFORD,OR 97501 |                                                                  |                                                            |                                                                              |                                              |
| JANET J MURPHY                  | TRUSTEE<br>1 00                                                  | 0                                                          | 0                                                                            | 0                                            |
| PO BOX 4189<br>MEDFORD,OR 97501 |                                                                  |                                                            |                                                                              |                                              |
| JOHN HARMON                     | TRUSTEE<br>1 00                                                  | 0                                                          | 0                                                                            | 0                                            |
| PO BOX 4189<br>MEDFORD,OR 97501 |                                                                  |                                                            |                                                                              |                                              |
| KATHY BRYON                     | EXECUTIVE<br>DIRECTOR<br>40 00                                   | 80,484                                                     | 15,475                                                                       | 0                                            |
| PO BOX 4189<br>MEDFORD,OR 97501 |                                                                  |                                                            |                                                                              |                                              |
| DAN KOSMATKA                    | TRUSTEE<br>1 00                                                  | 0                                                          | 0                                                                            | 0                                            |
| PO BOX 4189<br>MEDFORD,OR 97501 |                                                                  |                                                            |                                                                              |                                              |
| STEPHANIE JOHNSON               | TRUSTEE<br>1 00                                                  | 0                                                          | 0                                                                            | 0                                            |
| PO BOX 4189<br>MEDFORD,OR 97501 |                                                                  |                                                            |                                                                              |                                              |
| BURKE RAYMOND                   | VICE PRESIDENT<br>2 00                                           | 0                                                          | 0                                                                            | 0                                            |
| PO BOX 4189<br>MEDFORD,OR 97501 |                                                                  |                                                            |                                                                              |                                              |
| ANNETTE BATZER                  | SECRETARY<br>1 00                                                | 0                                                          | 0                                                                            | 0                                            |
| PO BOX 4189<br>MEDFORD,OR 97501 |                                                                  |                                                            |                                                                              |                                              |
| JOHN DUKE                       | TREASURER<br>1 00                                                | 0                                                          | 0                                                                            | 0                                            |
| PO BOX 4189<br>MEDFORD,OR 97501 |                                                                  |                                                            |                                                                              |                                              |

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)                                                                      |                                                                                                           |                                |                                  |        |
| <b>a</b> <i>Paid during the year</i>                                                                     |                                                                                                           |                                |                                  |        |
| COLLEGE DREAMSPO BOX 1407<br>GRANTS PASS,OR 97528                                                        |                                                                                                           | NON PROFIT                     | GRANT                            | 4,000  |
| CASA OF CURRY COUNTYP.O BOX 746<br>GOLD BEACH,OR 97444                                                   |                                                                                                           | NON PROFIT                     | GRANT                            | 5,000  |
| OREGON NONPROFIT LEADERS CONFERENCE CO UNITED WAY OF JACKSON COUNTY769 SPRING STREET<br>MEDFORD,OR 97501 |                                                                                                           | NON PROFIT                     | GRANT 0669                       | 1,000  |
| SUNNY WOLF YOUTH SERVICES INCPO BOX 233<br>WOLF CREEK,OR 97497                                           |                                                                                                           | NON PROFIT                     | GRANT 0646                       | 5,000  |
| CITIZENS FOR SAFE SCHOOLSPO BOX 243<br>KLAMATH FALLS,OR 97601                                            |                                                                                                           | NON PROFIT                     | GRANT 0647                       | 7,500  |
| HEALTH CARE COALITION OF SOUTHERN OREGONPO BOX 1419<br>MEDFORD,OR 97501                                  |                                                                                                           | NON PROFIT                     | GRANT 0648                       | 1,000  |
| ST VINCENT DE PAUL SOCIETY ROGUE VALLEY COUNCIL2424 N PACIFIC HIGHWAY<br>MEDFORD,OR 97501                |                                                                                                           | NON PROFIT                     | GRANT 0649                       | 3,000  |
| SOUTHERN OREGON CHILD & FAMILY COUNCIL1001 BEALL LANE<br>CENTRAL POINT,OR 97502                          |                                                                                                           | NON PROFIT                     | GRANT 0651                       | 8,000  |
| FAMILY NURTURING CENTER212 N OAKDALE<br>MEDFORD,OR 97501                                                 |                                                                                                           | NON PROFIT                     | GRANT 0652                       | 10,000 |
| MCCLOUGHLIN MIDDLE SCHOOL 320 W 2ND STREET<br>MEDFORD,OR 97501                                           |                                                                                                           | EDUCATIONAL                    | GRANT 0654                       | 5,000  |
| LIVING OPPORTUNITIES INCPO BOX 1105<br>MEDFORD,OR 97501                                                  |                                                                                                           | NON PROFIT                     | GRANT 0655                       | 2,500  |
| CHILOQUIN VISIONS IN PROGRESSPO BOX 204<br>CHILOQUIN,OR 97624                                            |                                                                                                           | NON PROFIT                     | GRANT 0656                       | 5,000  |
| ST VINCENT DE PAUL OUR LADY OF THE VALLEY DISTRICT COUNCIL132 SE H STREET<br>GRANTS PASS,OR 97526        |                                                                                                           | NON PROFIT                     | GRANT 0658                       | 4,000  |
| CASA OF JACKSON COUNTY613 MARKET STREET<br>MEDFORD,OR 97501                                              |                                                                                                           | NON PROFIT                     | GRANT 0659                       | 3,500  |
| WINTERSPRING CENTERPO BOX 8169<br>MEDFORD,OR 97501                                                       |                                                                                                           | NON PROFIT                     | GRANT 0663                       | 4,500  |
| JOSEPHINE COUNTY LIBRARY SYSTEMPO BOX 1684<br>GRANTS PASS,OR 97526                                       |                                                                                                           | NON PROFIT                     | GRANT 0664                       | 1,000  |
| ROGUE VALLEY CHILDREN'S DISCOVERY MUSEUM106 N CENTRAL<br>MEDFORD,OR 97501                                |                                                                                                           | NON PROFIT                     | GRANT 0665                       | 5,000  |
| JEFFERSON REGIONAL HEALTH ALLIANCE670 SUPERIOR COURT SUITE 208<br>MEDFORD,OR 97504                       |                                                                                                           | NON PROFIT                     | GRANT                            | 2,500  |
| WILD RIVERS COMMUNITY FOUNDATIONPO BOX 266<br>BROOKINGS,OR 97415                                         |                                                                                                           | NON PROFIT                     | GRANT 0670                       | 2,000  |
| WILD RIVERS COMMUNITY FOUNDATIONPO BOX 266<br>BROOKINGS,OR 97415                                         |                                                                                                           | NON PROFIT                     | GRANT 0672                       | 3,000  |
| PHILANTHROPY NORTHWEST 2101 FOURTH AVE SUITE 650<br>SEATTLE,WA 98121                                     |                                                                                                           | NON PROFIT                     | GRANT 0673                       | 2,235  |
| ROGUE VALLEY FOUNDATION101 E 8TH STREET<br>MEDFORD,OR 97501                                              |                                                                                                           | NON PROFIT                     | GRANT 0694                       | 250    |
| ROGUE FARM CORPPO BOX 533<br>ASHLAND,OR 97520                                                            |                                                                                                           | NON PROFIT                     | GRANT 0682                       | 5,000  |
| WELCOME HOME OREGON INC 106 NW F STREET 65<br>GRANTS PASS,OR 97526                                       |                                                                                                           | NON PROFIT                     | GRANT 0683                       | 2,000  |
| OREGON PARENT CENTERPO BOX 216<br>WOLF CREEK,OR 97497                                                    |                                                                                                           | NON PROFIT                     | GRANT 0681                       | 5,000  |
| SOUTH COAST WATERSHEDSPO BOX 1614<br>GOLD BEACH,OR 97444                                                 |                                                                                                           | NON PROFIT                     | GRANT 0680                       | 5,000  |
| ROGUE RETREAT529 N RIVERSIDE AVE<br>MEDFORD,OR 97501                                                     |                                                                                                           | NON PROFIT                     | GRANT 0689                       | 5,000  |
| COMMUNITY WORKS201 W MAIN STREET<br>MEDFORD,OR 97501                                                     |                                                                                                           | NON PROFIT                     | GRANT 0691                       | 8,000  |
| ACCESS INCPO BOX 4666<br>MEDFORD,OR 97501                                                                |                                                                                                           | NON PROFIT                     | GRANT 0675                       | 5,000  |
| THE JOB COUNCIL673 MARKET STREET<br>MEDFORD,OR 97504                                                     |                                                                                                           | NON PROFIT                     | GRANT 0685                       | 9,100  |

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)                                                                                  |                                                                                                           |                                |                                  |         |
| <b>a</b> <i>Paid during the year</i>                                                                                 |                                                                                                           |                                |                                  |         |
| ROGUE COMMUNITY COLLEGE<br>3345 REDWOOD HIGHWAY<br>GRANTS PASS,OR 97527                                              |                                                                                                           | EDUCATIONAL                    | GRANT 0677                       | 6,550   |
| LA CLINICA DEL VALLE3617 S<br>PACIFIC HIGHWAY<br>MEDFORD,OR 97501                                                    |                                                                                                           | NON PROFIT                     | GRANT 0687                       | 5,000   |
| CURRY COUNTY PUBLIC<br>HEALTHPO BOX 746<br>GOLD BEACH,OR 97444                                                       |                                                                                                           | GOVERNMENT/PUBLIC<br>AG        | GRANT 0676                       | 10,000  |
| <b>Total . . . . .</b>  <b>3a</b> |                                                                                                           |                                |                                  | 150,635 |

# TY 2011 Accounting Fees Schedule

**Name:** GORDON ELWOOD FOUNDATION

**EIN:** 93-1267972

| Category        | Amount | Net Investment<br>Income | Adjusted Net<br>Income | Disbursements for<br>Charitable<br>Purposes |
|-----------------|--------|--------------------------|------------------------|---------------------------------------------|
| ACCOUNTING FEES | 3,270  | 0                        |                        | 3,270                                       |

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

**TY 2011 Depreciation Schedule**

**Name:** GORDON ELWOOD FOUNDATION

**EIN:** 93-1267972

| 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 |
|-------------------------------------|---------------|---------------------|---------------------------|--------------------|--------------------------|-------------------------------------|-----------------------|---------------------|---------------------------------|
| FILE CABINET                        | 2000-01-04    | 600                 | 600                       | SL                 | 7 0000000000000          | 0                                   | 0                     |                     |                                 |
| DRY ERASE BOARD                     | 2001-06-14    | 428                 | 428                       | SL                 | 7 0000000000000          | 0                                   | 0                     |                     |                                 |
| FIRST PEARL SOFTWARE                | 2002-07-08    | 5,750               | 5,750                     | SL                 | 3 0000000000000          | 0                                   | 0                     |                     |                                 |
| FIREPROOF FILE CABINET              | 2005-02-15    | 629                 | 585                       | SL                 | 7 0000000000000          | 44                                  | 0                     |                     |                                 |
| 2 MONITORS, PRINTER, FAX            | 2006-01-10    | 750                 | 750                       | SL                 | 5 0000000000000          | 0                                   | 0                     |                     |                                 |
| COMPUTER                            | 2006-06-06    | 979                 | 979                       | SL                 | 5 0000000000000          | 0                                   | 0                     |                     |                                 |
| 108-208 SUPERIOR COURT OFFICE CONDO | 2006-12-28    | 475,276             | 55,349                    | SL                 | 39 0000000000000         | 12,187                              | 0                     |                     |                                 |
| SOUNDSTATION CONFERENCE CALL SYSTEM | 2007-08-06    | 520                 | 357                       | 200DB              | 7 0000000000000          | 47                                  | 0                     |                     |                                 |
| HEATING COOLING SYSTEMS (2)         | 2007-11-05    | 21,245              | 14,609                    | 200DB              | 7 0000000000000          | 1,896                               | 0                     |                     |                                 |

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

TY 2011 Gain/Loss from Sale of Other Assets Schedule

Name: GORDON ELWOOD FOUNDATION

EIN: 93-1267972

| Name                       | Date Acquired | How Acquired | Date Sold | Purchaser Name | Gross Sales Price | Basis     | Basis Method | Sales Expenses | Total (net) | Accumulated Depreciation |
|----------------------------|---------------|--------------|-----------|----------------|-------------------|-----------|--------------|----------------|-------------|--------------------------|
| DA DAVIDSON                |               | Purchased    |           |                | 470,574           | 518,485   |              | 0              | -47,911     |                          |
| DA DAVIDSON                |               | Purchased    |           |                | 1,729,033         | 1,558,441 |              | 0              | 170,592     |                          |
| DA DAVIDSON - CASH IN LIEU |               | Purchased    |           |                | 42                |           |              | 0              | 42          |                          |

## TY 2011 General Explanation Attachment

**Name:** GORDON ELWOOD FOUNDATION

**EIN:** 93-1267972

| Identifier                              | Return Reference      | Explanation                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
|-----------------------------------------|-----------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| DIRECT CHARITABLE ACTIVITIES BACKGROUND | FORM 990-PF PART IX-A | <p>BEGINNING IN 2003 THE FOUNDATION'S BOARD OF DIRECTORS DECIDED TO INVEST MORE THAN JUST DOLLARS INTO THE FOUR TARGET COUNTIES IN SOUTHERN OREGON AS PART OF ITS VISION JACKSON, JOSEPHINE, KLAMATH AND CURRY COUNTIES ARE HOME TO SUCCESSFUL YOUTH AND INDIVIDUALS, THRIVING FAMILIES AND COMMUNITIES DEMONSTRATED BY - YOUTH AND INDIVIDUALS THRIVE IN SCHOOL AND IN LIFE- INDIVIDUALS AND FAMILIES LIVE INDEPENDENTLY AND INTERDEPENDENTLY WITH DIGNITY AND RESPECT - COMMUNITIES EVOLVE AS THE SITUATION OF THE PEOPLE WHO LIVE, WORK AND PLAY IN THESE COMMUNITIES CHANGE OVER TIME- YOUTH, INDIVIDUALS, FAMILIES AND THE ORGANIZATIONS THAT SERVE THEM ARE CONNECTED CREATING A UNIQUE AND SUSTAINABLE COMMUNITY FABRIC COMMUNITY SPECIFIC GOALS - LEVERAGE RESOURCES TO BRING ATTENTION TO COMMUNITY HEALTH &amp; VITALIZATION OPPORTUNITIES - CREATE OPPORTUNITIES FOR NEW THINKING AND INNOVATIVE APPROACHES ON COMMUNITY ISSUES - PARTNER WITH PUBLIC AND PRIVATE FUNDERS FOR LEARNING AND ACHIEVING GREATER IMPACT ON COMMUNITY AND REGIONAL ISSUES - ACT AS A CONVENER TO SURFACE UNDERLYING CAUSE OF COMMUNITY ISSUES AND THE OPPORTUNITY FOR CREATIVE RESOLUTION COSTS FOR PROMOTING THESE GOALS ARE PART OF THE FOUNDATION ADMINISTRATION AND RECOGNIZED AS DIRECT CHARITABLE ACTIVITIES ONE AND TWO A COMMUNITY INITIATIVES AND PROGRAM SUPPORTI JEFFERSON e FUNDERS FORUM (JeFF)II ROGUE VALLEY FOOD SYSTEM FUNDERS SUB COMMITTEE &amp; REGIONAL PLANNINGIII JEFFERSON REGIONAL HEALTH ALLIANCEIV REGIONAL MENTAL HEALTH IMPROVEMENT AND INTEGRATIONV ROGUE VALLEY 0-25 YOUTH-FAMILY-WORKFORCE SUCCESS INITIATIVEB NON-PROFIT ORGANIZATION, LEADERSHIP &amp; MANAGEMENT SUPPORT TO THE FOLLOWING ORGANIZATIONS FEMA JACKSON COUNTY JOB COUNCILROGUE VALLEY WORKFORCE PARTNERSHIPJACKSON COUNTY YOUTH COMMISSIONKIDS UNLIMITEDSOUTHERN OREGON FRIENDS OF HOSPICELIVING OPPORTUNITIESFAMILY SOLUTIONSACCESSCOMMUNITY WORKSTHRIVEWINTERSPRINGSMART ROGUE VALLEY RURAL DEVELOPMENT INSTITUTEROGUE VALLEY SENIOR &amp; DISABLED SERVICESMEDIATION WORKSJOSEPHINE COUNTY FOOD BANKWILD RIVERS COMMUNITY FOUNDATIONOREGON NON-PROFIT LEADERS CONFERENCEST MARY'S SCHOOLROGUE GALLERY SOUTHERN OREGON HUMANE SOCIETY ROGUE VALLEY-BEYOND WARMAKENA CHILDREN'S FOUNDATIONJACKSON COUNTY FRIENDS OF THE LIBRARY SUSTAINABLE VALLEY JACKSON COUNTY COMMUNITY SERVICES CONSORTIUMFAMILY NURTURING CENTERROXY ANN GEM &amp; MINERAL SOCIETY RED CROSSNETCORPNEIGHBORHOOD FOOD PROJECTCURRY COUNTY CASAOREGON CONSERVATORY OF THE PERFORMING ARTSDASILREGIONAL NON-PROFIT SECTOR PARTNERSHIPS/RELATIONSHIPS/SPONSORSHIPS FOR SECTOR &amp; COMMUNITY DEVELOPMENT AND EDUCATION FOR THE FOLLOWING FINANCIAL STEWARDSHIP CONFERENCE NOVEMBER 2011PHILANTHROPY NW CONFERENCE 2011OREGON NON-PROFIT LEADERS CONFERENCE 2012PHILANTHROPY NORTH WEST 2011NON-PROFIT ASSOCIATION OF OREGONJACKSON COUNTY CHILD ABUSE NETWORKUNITED WAY OF JACKSON COUNTY BUILDING A LEARNING COMMUNITY JACKSON COUNTY COMMUNITY SERVICES CONSORTIUMAMERICAN LEADERSHIP FORUM OF OREGONFORD INSTITUTE FOR COMMUNITY BUILDINGJOSEPHINE COUNTY NON-PROFIT NETWORKWILD RIVERS COMMUNITY FOUNDATION-HEALTHY COMMUNITIES PROJECTCOUNCIL ON FOUNDATIONSFOUNDATION CENTERNORTH WEST HEALTH FOUNDATION</p> |

**TY 2011 Investments - Other Schedule****Name:** GORDON ELWOOD FOUNDATION**EIN:** 93-1267972

| Category / Item                     | Listed at Cost or FMV | Book Value | End of Year Fair Market Value |
|-------------------------------------|-----------------------|------------|-------------------------------|
| DA DAVIDSON - VANTAGE               | FMV                   | 931,556    | 931,556                       |
| DA DAVIDSON - ATALANTA SOSNOFF      | FMV                   | 518,233    | 518,233                       |
| DA DAVIDSON - NJF                   | FMV                   | 708,332    | 708,332                       |
| DA DAVIDSON - CLEARBRIDGE MULTI     | FMV                   | 712,623    | 712,623                       |
| DA DAVIDSON - BRANDES ALL CAP VALUE | FMV                   | 624,401    | 624,401                       |
| DA DAVIDSON - WINSLOW               | FMV                   | 622,458    | 622,458                       |
| DA DAVIDSON - THORNBURG             | FMV                   | 381,359    | 381,359                       |
| DA DAVIDSON - ADVISOR ACCOUNT       | FMV                   | 1,248,316  | 1,248,316                     |
| DA DAVIDSON - MGD ASSETS DIA        | FMV                   | 526,945    | 526,945                       |

**TY 2011 Land, Etc. Schedule****Name:** GORDON ELWOOD FOUNDATION**EIN:** 93-1267972

| Category / Item                     | Cost / Other Basis | Accumulated Depreciation | Book Value | End of Year Fair Market Value |
|-------------------------------------|--------------------|--------------------------|------------|-------------------------------|
| FILE CABINET                        | 600                | 600                      | 0          | 600                           |
| DRY ERASE BOARD                     | 428                | 428                      | 0          | 428                           |
| FIRST PEARL SOFTWARE                | 5,750              | 5,750                    | 0          | 5,750                         |
| FIREPROOF FILE CABINET              | 629                | 629                      | 0          | 585                           |
| 2 MONITORS, PRINTER, FAX            | 750                | 750                      | 0          | 750                           |
| COMPUTER                            | 979                | 979                      | 0          | 979                           |
| 108-208 SUPERIOR COURT OFFICE CONDO | 475,276            | 67,536                   | 407,740    | 55,349                        |
| SOUNDSTATION CONFERENCE CALL SYSTEM | 520                | 404                      | 116        | 357                           |
| HEATING COOLING SYSTEMS (2)         | 21,245             | 16,505                   | 4,740      | 14,609                        |

TY 2011 Other Decreases Schedule

**Name:** GORDON ELWOOD FOUNDATION

**EIN:** 93-1267972

| Description     | Amount  |
|-----------------|---------|
| UNREALIZED LOSS | 370,767 |

**TY 2011 Other Expenses Schedule****Name:** GORDON ELWOOD FOUNDATION**EIN:** 93-1267972

| Description              | Revenue and Expenses<br>per Books | Net Investment<br>Income | Adjusted Net Income | Disbursements for<br>Charitable Purposes |
|--------------------------|-----------------------------------|--------------------------|---------------------|------------------------------------------|
| OFFICE SUPPLIES          | 3,833                             | 0                        |                     | 3,833                                    |
| POSTAGE                  | 279                               | 0                        |                     | 279                                      |
| INSURANCE                | 2,229                             | 0                        |                     | 2,229                                    |
| TELECOMMUNICATIONS       | 2,838                             | 0                        |                     | 2,838                                    |
| BOARD MEETING EXPENSES   | 9,770                             | 0                        |                     | 9,770                                    |
| DUES & SUBSCRIPTIONS     | 2,845                             | 0                        |                     | 2,845                                    |
| CONTRACT SERVICES        | 5,716                             | 0                        |                     | 5,716                                    |
| PROFESSIONAL DEVELOPMENT | 1,627                             | 0                        |                     | 1,627                                    |
| COMMUNITY DEVELOPMENT    | 2,414                             | 0                        |                     | 2,414                                    |
| UTILITIES                | 2,497                             | 0                        |                     | 2,497                                    |
| IN-KIND EXPENSES         | 28,134                            | 0                        |                     | 28,134                                   |
| LIBRARY                  | 220                               | 0                        |                     | 220                                      |
| BANK CHARGES             | 76                                | 0                        |                     | 76                                       |

TY 2011 Other Liabilities Schedule

**Name:** GORDON ELWOOD FOUNDATION

**EIN:** 93-1267972

| Description         | Beginning of Year - Book Value | End of Year - Book Value |
|---------------------|--------------------------------|--------------------------|
| PAYROLL LIABILITIES | 458                            | 0                        |

**TY 2011 Other Professional Fees Schedule****Name:** GORDON ELWOOD FOUNDATION**EIN:** 93-1267972

| Category                 | Amount | Net Investment<br>Income | Adjusted Net<br>Income | Disbursements for<br>Charitable<br>Purposes |
|--------------------------|--------|--------------------------|------------------------|---------------------------------------------|
| INVESTMENT MANAGEMENT    | 55,019 | 55,019                   |                        | 0                                           |
| PROPERTY MANAGEMENT FEES | 7,681  | 0                        |                        | 7,681                                       |

**TY 2011 Taxes Schedule****Name:** GORDON ELWOOD FOUNDATION**EIN:** 93-1267972

| Category      | Amount | Net Investment<br>Income | Adjusted Net<br>Income | Disbursements for<br>Charitable<br>Purposes |
|---------------|--------|--------------------------|------------------------|---------------------------------------------|
| FEDERAL TAXES | 1,442  | 0                        |                        | 1,442                                       |
| FOREIGN TAXES | 1,568  | 1,568                    |                        | 0                                           |
| CORPORATE FEE | 50     | 0                        |                        | 50                                          |
| PAYROLL TAXES | 10,435 | 0                        |                        | 10,435                                      |
| STATE TAXES   | 808    | 0                        |                        | 808                                         |