Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545 0052

2011

For calendar year 2011, or tax year beginning 10/01 , 2011, and ending 9/30 , 2012

DeFalco Family Foundation Inc.
401 B Street #1530
San Diego, CA 92101-4238

A Employer identification number 33-0526533

B Telephone number (see the instructions) (619) 235-6800

C If exemption application is pending, check here ► [ ]

D 1 Foreign organizations, check here ► [ ]

2 Foreign organizations meeting the 85% test, check here and attach computation ► [ ]

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

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

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

H Check type of organization [X] Section 501(c)(3) exempt private foundation
[ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, column (c), line 16)* ► $ 6,489,233.

J Accounting method [X] Cash [ ] Accrual [ ] Other (specify) *(Part I, column (d) must be on cash basis.)*

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc, received (att sch)				
	2 Ck ► [X] if the foundn is **not** req to att Sch B				
	3 Interest on savings and temporary cash investments	8,345.	8,345.	8,345.	
	4 Dividends and interest from securities	171,048.	171,048.	171,048.	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	264,061.			
	b Gross sales price for all assets on line 6a 1,159,452.				
	7 Capital gain net income (from Part IV, line 2)		264,061.		
	8 Net short-term capital gain			5,926.	
	9 Income modifications			5,000.	
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit/(loss) (att sch)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	443,454.	443,454.	190,319.	
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	34,000.	14,750.		19,250.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) See St 1	2,120.	2,120.		
	b Accounting fees (attach sch) See St 2	13,482.	13,482.		
	c Other prof fees (attach sch) See St 3	31,409.	31,409.		
	17 Interest				
	18 Taxes (attach schedule)(see instrs) See Stm 4	9,327.		9,327.	
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	4,886.	2,214.		2,672.
	22 Printing and publications				
	23 Other expenses (attach schedule) See Statement 5	2,168.	2,168.		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	97,392.	66,143.	9,327.	21,922.
	25 Contributions, gifts, grants paid Part XV	310,000.			310,000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	407,392.	66,143.	9,327.	331,922.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	36,062.			
	b **Net investment income** (if negative, enter -0-)		377,311.		
	c **Adjusted net income** (if negative, enter -0-)			180,992.	

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Part II Balance Sheets

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

				Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
ASSETS		1	Cash — non-interest-bearing			
		2	Savings and temporary cash investments	82,152.	334,162.	334,162.
		3	Accounts receivable ►			
			Less. allowance for doubtful accounts ►			
		4	Pledges receivable ►			
			Less allowance for doubtful accounts ►			
		5	Grants receivable			
		6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
		7	Other notes and loans receivable (attach sch) ►			
			Less: allowance for doubtful accounts ►			
		8	Inventories for sale or use			
		9	Prepaid expenses and deferred charges			
		10a	Investments — U S and state government obligations (attach schedule) Statement 6	258,746.	128,919.	128,919.
		b	Investments — corporate stock (attach schedule) Statement 7	2,053,594.	2,109,224.	2,109,224.
		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) Statement 8	3,362,244.	3,916,928.	3,916,928.
		14	Land, buildings, and equipment basis ►			
			Less· accumulated depreciation (attach schedule) ►			
		15	Other assets (describe ►)			
		16	**Total assets** (to be completed by all filers — see the instructions Also, see page 1, item I)	5,756,736.	6,489,233.	6,489,233.
LIABILITIES		17	Accounts payable and accrued expenses			
		18	Grants payable			
		19	Deferred revenue			
		20	Loans from officers, directors, trustees, & other disqualified persons			
		21	Mortgages and other notes payable (attach schedule)			
		22	Other liabilities (describe ►)			
		23	**Total liabilities** (add lines 17 through 22)	0.	0.	
NET ASSETS OR	FUND BALANCES		**Foundations that follow SFAS 117, check here ► [ ] and complete lines 24 through 26 and lines 30 and 31.**			
		24	Unrestricted			
		25	Temporarily restricted			
		26	Permanently restricted			
			Foundations that do not follow SFAS 117, check here ► [X] and complete lines 27 through 31.			
		27	Capital stock, trust principal, or current funds			
		28	Paid-in or capital surplus, or land, building, and equipment fund			
		29	Retained earnings, accumulated income, endowment, or other funds	5,756,736.	6,489,233.	
		30	**Total net assets or fund balances** (see instructions)	5,756,736.	6,489,233.	
		31	**Total liabilities and net assets/fund balances** (see instructions)	5,756,736.	6,489,233.	

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	5,756,736.
2	Enter amount from Part I, line 27a	2	36,062.
3	Other increases not included in line 2 (itemize) ► See Statement 9	3	696,435.
4	Add lines 1, 2, and 3	4	6,489,233.
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	6,489,233.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a See Statement 10			
b			
c			
d			
e			

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) — If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7	2	264,061.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	5,926.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2010	446,842.	6,711,701.	0.066577
2009	407,690.	6,286,209.	0.064855
2008	324,411.	5,509,813.	0.058879
2007	435,709.	7,636,766.	0.057054
2006	456,719.	8,047,903.	0.056750

2	**Total** of line 1, column (d)	2	0.304115
3	Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.060823
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	6,297,222.
5	Multiply line 4 by line 3	5	383,016.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	3,773.
7	Add lines 5 and 6	7	386,789.
8	Enter qualifying distributions from Part XII, line 4	8	331,922.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ► ☐ and enter 'N/A' on line 1. Date of ruling or determination letter ________ (attach copy of letter if necessary — see instrs)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► ☐ and enter 1% of Part I, line 27b			1	7,546.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3 Add lines 1 and 2			3	7,546.
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	7,546.
6 Credits/Payments				
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6a	5,840.		
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	5,840.
8 Enter any **penalty** for underpayment of estimated tax Check here ☒ if Form 2220 is attached			8	24.
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ►			9	1,730.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►			10	
11 Enter the amount of line 10 to be **Credited to 2012 estimated tax** ►	Refunded ►		11	

Part VII-A — Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

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

Website address ► N/A

14 The books are in care of ► Santina J. DeFalco Telephone no ► (619) 235-6800

Located at ► c/o 401 B Street, #1530 San Diego CA ZIP + 4 ► 92101-4238

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

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

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

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

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

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

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

		Yes	No
5a During the year did the foundation pay or incur any amount to:			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	☐ Yes ☒ No		
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**	N/A	
Organizations relying on a current notice regarding disaster assistance check here ► ☐			
c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A	☐ Yes ☐ No		
If 'Yes,' attach the statement required by Regulations section 53 4945-5(d).			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		X
If 'Yes' to 6b, file Form 8870			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? N/A	**7b**		

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
Darrell F. Johnson 3723 Moosetrail NW Gig Harbor, WA 98335	Secretary 0	3,000.	0.	0.
David A. Johnson 4931 Geiger Rd. SE Port Orchard, WA 98367	Treasurer 0	3,000.	0.	553.
Santina J. DeFalco 3125 N. 33rd Street Tacoma, WA 98407	President 0	25,000.	0.	3,971.
Victoria J. Shrewsbury 5530 E Clinton Street Scottsdale, AZ 85254	Vice Preside 0	3,000.	0.	363.

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

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

Total number of other employees paid over $50,000 ► 0

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
None		
Total number of others receiving over $50,000 for professional services ►		0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

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

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

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes:			
a Average monthly fair market value of securities		1a	6,154,474.
b Average of monthly cash balances		1b	238,645.
c Fair market value of all other assets (see instructions)		1c	
d Total (add lines 1a, b, and c)		1d	6,393,119.
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	6,393,119.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)		4	95,897.
5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	6,297,222.
6 **Minimum investment return.** Enter 5% of line 5		6	314,861.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ► ☐ and do not complete this part.)

1 Minimum investment return from Part X, line 6		1	314,861.
2a Tax on investment income for 2011 from Part VI, line 5	2a 7,546.		
b Income tax for 2011 (This does not include the tax from Part VI)	2b		
c Add lines 2a and 2b		2c	7,546.
3 Distributable amount before adjustments Subtract line 2c from line 1		3	307,315.
4 Recoveries of amounts treated as qualifying distributions		4	5,000.
5 Add lines 3 and 4		5	312,315.
6 Deduction from distributable amount (see instructions)		6	5,000.
7 **Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	307,315.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes.		
a Expenses, contributions, gifts, etc — total from Part I, column (d), line 26	1a	331,922.
b Program-related investments — total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 **Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	331,922.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	
6 **Adjusted qualifying distributions.** Subtract line 5 from line 4	6	331,922.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7					307,315.
2 Undistributed income, if any, as of the end of 2011					
a Enter amount for 2010 only				0.	
b Total for prior years. 20___, 20___, 20___			0.		
3 Excess distributions carryover, if any, to 2011.					
a From 2006	50,886.				
b From 2007	50,953.				
c From 2008	44,098.				
d From 2009	91,696.				
e From 2010	122,931.				
f **Total** of lines 3a through e		360,564.			
4 Qualifying distributions for 2011 from Part XII, line 4 ► $ 331,922.					
a Applied to 2010, but not more than line 2a				0.	
b Applied to undistributed income of prior years (Election required — see instructions)			0.		
c Treated as distributions out of corpus (Election required — see instructions)		0.			
d Applied to 2011 distributable amount					307,315.
e Remaining amount distributed out of corpus		24,607.			
5 Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a))*		0.			0.
6 **Enter the net total of each column as indicated below:**					
a Corpus. Add lines 3f, 4c, and 4e Subtract line 5		385,171.			
b Prior years' undistributed income Subtract line 4b from line 2b			0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.		
d Subtract line 6c from line 6b Taxable amount — see instructions			0.		
e Undistributed income for 2010 Subtract line 4a from line 2a. Taxable amount — see instructions				0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)		50,886.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a		334,285.			
10 Analysis of line 9					
a Excess from 2007	50,953.				
b Excess from 2008	44,098.				
c Excess from 2009	91,696.				
d Excess from 2010	122,931.				
e Excess from 2011	24,607.				

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

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

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

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

Part XV **Supplementary Information (Complete this part only if the organization had $5,000 or more in assets at any time during the year – see instructions.)**

1 **Information Regarding Foundation Managers:**

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

None

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

None

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Statement 11				
Total			► **3a**	310,000.
b *Approved for future payment*				
Total			► **3b**	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	8,345.	
4 Dividends and interest from securities			14	171,048.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					264,061.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				179,393.	264,061.
13 Total. Add line 12, columns (b), (d), and (e)				13	443,454.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If 'Yes,' complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

Santina DeFalco | 12-28-12 | President

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Brian M. Willoughby	BMW	11/27/12		P01243244

Firm's name ► Haack & Co Intl Tax and Bus. Consulting, Inc. Firm's EIN ► 20-2598160

Firm's address ► 610 India Street
San Diego, CA 92101 Phone no (619) 544-1985

TEEA0503L 07/15/11

Statement 1
Form 990-PF, Part I, Line 16a
Legal Fees

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Legal Fees	$ 2,120.	$ 2,120.		
Total	$ 2,120.	$ 2,120.	$ 0.	$ 0.

Statement 2
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Accounting	$ 13,482.	$ 13,482.		
Total	$ 13,482.	$ 13,482.	$ 0.	$ 0.

Statement 3
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment Managment/Advisor	$ 31,409.	$ 31,409.		
Total	$ 31,409.	$ 31,409.	$ 0.	$ 0.

Statement 4
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Foreign Tax Paid	$ 90.		$ 90.	
Net Federal Taxes Paid (Refunded)	9,237.		9,237.	
Total	$ 9,327.	$ 0.	$ 9,327.	$ 0.

Statement 5
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Dues and Subscriptions	$ 150.	$ 150.		
Insurance	2,018.	2,018.		
Total	$ 2,168.	$ 2,168.	$ 0.	$ 0.

Statement 6
Form 990-PF, Part II, Line 10a
Investments - U.S. and State Government Obligations

U.S. Government Obligations	Valuation Method	Book Value	Fair Market Value
U.S. Treasury Notes	Mkt Val	$ 128,919.	$ 128,919.
50k FNMA's (various)(sold 8/1/12)	Mkt Val	0.	0.
		$ 128,919.	$ 128,919.
Total		$ 128,919.	$ 128,919.

Statement 7
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
280 shs Abbott Laboratories	Mkt Val	$ 19,197.	$ 19,197.
51 shs Alleghany Corp	Mkt Val	17,592.	17,592.
275 shs Baxter International	Mkt Val	16,574.	16,574.
600 shs Bristol-Myers Squibb Co	Mkt Val	20,250.	20,250.
445 shs JP Morgan Chase	Mkt Val	18,014.	18,014.
165 shs Clorox Corp	Mkt Val	11,888.	11,888.
630 shs Coca-Cola Company	Mkt Val	23,890.	23,890.
270 shs Exxon-Mobil Corporation	Mkt Val	24,690.	24,690.
700 shs Hewlett-Packard Company	Mkt Val	11,942.	11,942.
220 shs Kimberly Clark Corporation	Mkt Val	18,872.	18,872.
250 shs McGraw-Hill Companies	Mkt Val	13,648.	13,648.
460 shs Merck & Company Inc	Mkt Val	20,744.	20,744.
830 shs Microsoft Inc	Mkt Val	24,701.	24,701.
100 shs Precision Castparts Corporation	Mkt Val	16,334.	16,334.
205 shs Costco Wholesale Inc	Mkt Val	20,533.	20,533.
215 shs SigmaAldrich Corp (sold 3/28/12)	Mkt Val	0.	0.
410 shs Marathon Oil Corp	Mkt Val	12,124.	12,124.
305 shs Berkshire Hathaway B	Mkt Val	26,901.	26,901.
435 shs Home Depot Inc	Mkt Val	26,261.	26,261.
845 shs Intel	Mkt Val	19,143.	19,143.
165 shs FedEx Corporation	Mkt Val	13,962.	13,962.
185 shs Amgen	Mkt Val	15,594.	15,594.
375 shs Johnson & Johnson	Mkt Val	25,841.	25,841.
470 shs Medtronic Inc	Mkt Val	20,266.	20,266.
1,200 shs Cisco Systems	Mkt Val	22,914.	22,914.

Statement 7 (continued)
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
275 shs Wal-Mart Stores Inc	Mkt Val	$ 20,295.	$ 20,295.
1,300 shs Charles Schwab (sold 11/15/11)	Mkt Val	0.	0.
185 shs Chevron Corp	Mkt Val	21,564.	21,564.
280 shs Schlumberger Ltd.	Mkt Val	20,252.	20,252.
105 shs IBM	Mkt Val	21,782.	21,782.
335 shs Qualcomm Corporation	Mkt Val	20,927.	20,927.
380 shs AT&T, Inc.	Mkt Val	14,326.	14,326.
275 shs McDonald's Corporation	Mkt Val	25,231.	25,231.
400 shs State Street Corporation	Mkt Val	16,784.	16,784.
305 shs DJ Utilities ETF	Mkt Val	27,298.	27,298.
245 shs Prudential Financial	Mkt Val	13,355.	13,355.
360 shs Emerson Electric Co	Mkt Val	17,377.	17,377.
800 shs General Electric Co	Mkt Val	18,168.	18,168.
175 shs Goodrich (sold 7/27/12)	Mkt Val	0.	0.
265 shs Illinois Tool Works	Mkt Val	15,760.	15,760.
300 shs ConocoPhillips	Mkt Val	17,154.	17,154.
575 shs Adobe Systems Inc	Mkt Val	18,650.	18,650.
1,500 shs Applied Materials	Mkt Val	16,748.	16,748.
400 shs Auto Data Processing	Mkt Val	23,464.	23,464.
1,200 shs Dell Computer Corp	Mkt Val	11,826.	11,826.
610 shs Texas Instruments	Mkt Val	16,809.	16,809.
200 shs Colgate-Palmolive Co	Mkt Val	21,444.	21,444.
360 shs Sysco Corp	Mkt Val	11,257.	11,257.
545 shs Walt Disney Hold Co	Mkt Val	28,493.	28,493.
235 shs Monsanto Company	Mkt Val	21,390.	21,390.
220 shs Honeywell	Mkt Val	13,145.	13,145.
860 shs Comcast Special Class A	Mkt Val	29,937.	29,937.
575 shs Kraft Foods	Mkt Val	23,776.	23,776.
320 shs Medco Health (sold 4/3/12)	Mkt Val	0.	0.
800 shs Pfizer, Inc.	Mkt Val	19,880.	19,880.
600 shs Wells Fargo & Company	Mkt Val	20,718.	20,718.
955 shs Utilities SPDR	Mkt Val	34,752.	34,752.
260 shs Anadarko Petroleum	Mkt Val	18,179.	18,179.
650 shs Suncor Energy	Mkt Val	21,353.	21,353.
700 shs Basic Materials SPDR	Mkt Val	25,760.	25,760.
165 shs Caterpillar, Inc.	Mkt Val	14,197.	14,197.
200 shs United Tech Corporation	Mkt Val	15,658.	15,658.
485 shs Johnson Controls	Mkt Val	13,289.	13,289.
420 shs Walgreen Company	Mkt Val	15,305.	15,305.
220 shs Travelers	Mkt Val	15,017.	15,017.
800 shs DJ Communication ETF	Mkt Val	20,424.	20,424.
700 shs Time Warner	Mkt Val	31,735.	31,735.
400 shs Encana Corp (sold 9/13/12)	Mkt Val	0.	0.
175 shs 3M Company	Mkt Val	16,174.	16,174.
215 shs General Dynamics	Mkt Val	14,216.	14,216.
400 shs Target Corporation	Mkt Val	25,388.	25,388.
235 shs Pepsico Incorporated	Mkt Val	16,631.	16,631.
240 shs Procter & Gamble Company	Mkt Val	16,646.	16,646.
450 shs Eli Lilly & Company	Mkt Val	21,335.	21,335.
1,340 shs Bank of America Corporation	Mkt Val	11,832.	11,832.
140 shs Goldman Sachs	Mkt Val	15,915.	15,915.
54 shs Apple Computer	Mkt Val	36,024.	36,024.
500 shs eBay, Inc.	Mkt Val	24,185.	24,185.
500 shs Vanguard Telecom ETF	Mkt Val	37,525.	37,525.
285 shs American Express Co.	Mkt Val	16,205.	16,205.

Statement 7 (continued)
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
200 shs Apache Corp.	Mkt Val	$ 17,294.	$ 17,294.
250 shs Royal Dutch Shell	Mkt Val	17,353.	17,353.
95 shs Amazon.com	Mkt Val	24,160.	24,160.
365 shs Yum Brands Inc	Mkt Val	24,214.	24,214.
650 shs Archer Daniels Mid	Mkt Val	17,667.	17,667.
450 shs CVS Caremark Corp	Mkt Val	21,789.	21,789.
430 shs General Mills	Mkt Val	17,136.	17,136.
180 shs Becton Dickinson	Mkt Val	14,141.	14,141.
395 shs UnitedHealth Group	Mkt Val	21,887.	21,887.
600 shs US Bancorp	Mkt Val	20,580.	20,580.
40 shs Google	Mkt Val	30,180.	30,180.
690 shs Oracle Corp	Mkt Val	21,707.	21,707.
225 shs Visa Inc.	Mkt Val	30,213.	30,213.
200 shs Vangard Utility ETF	Mkt Val	15,596.	15,596.
400 shs Cenovus Energy	Mkt Val	13,940.	13,940.
200 shs Occidental Petroleum	Mkt Val	17,212.	17,212.
400 shs Vangard Materials ETF	Mkt Val	33,160.	33,160.
160 shs Lockheed Martin	Mkt Val	14,941.	14,941.
245 shs United Parcel Service	Mkt Val	17,535.	17,535.
320 shs Gilead Sciences	Mkt Val	21,226.	21,226.
305 shs AFLAC	Mkt Val	14,603.	14,603.
700 shs Bank of NY Mellon	Mkt Val	15,834.	15,834.
500 shs Citigroup Inc	Mkt Val	16,360.	16,360.
460 shs MetLife Inc	Mkt Val	15,852.	15,852.
600 shs Morgan Stanley	Mkt Val	10,044.	10,044.
660 shs EMC Corp	Mkt Val	17,998.	17,998.
43 shs Mastercard	Mkt Val	19,414.	19,414.
205 shs Marathon Petroleum	Mkt Val	11,191.	11,191.
510 shs Oil/Gas Services ETF	Mkt Val	17,330.	17,330.
145 shs Union Pacific	Mkt Val	17,212.	17,212.
965 shs Corning	Mkt Val	12,690.	12,690.
350 shs iSh GS Semi Index ETF	Mkt Val	18,158.	18,158.
150 shs Phillips 66	Mkt Val	6,956.	6,956.
259 shs Express Scripts Inc	Mkt Val	16,221.	16,221.
	Total	$ 2,109,224.	$ 2,109,224.

Statement 8
Form 990-PF, Part II, Line 13
Investments - Other

Other Publicly Traded Securities	Valuation Method	Book Value	Fair Market Value
13,949+ shs PIMCo Total Return Fd	Mkt Val	$ 161,538.	$ 161,538.
15,482+ shs Vanguard Bond Index Fd	Mkt Val	173,401.	173,401.
13,652+ shs DFA US Micro Cap	Mkt Val	206,840.	206,840.
5,024+ shs DFA Int'l Small Cap Value	Mkt Val	75,468.	75,468.
7,845+ shs DFA US Sm Cap Value	Mkt Val	210,178.	210,178.
7,959+ shs DFA Int'l Large Cap	Mkt Val	144,631.	144,631.
2,690+ shs Longleaf Small Cap Fd	Mkt Val	80,641.	80,641.
1,612+ shs Vanguard Small Cap Sig	Mkt Val	55,795.	55,795.

Statement 8 (continued)
Form 990-PF, Part II, Line 13
Investments - Other

Other Publicly Traded Securities	Valuation Method	Book Value	Fair Market Value
2,201+ shs Vanguard Extended Market Sig	Mkt Val	$ 85,446.	$ 85,446.
2,886+ shs Vanguard Intl Grwth Portfolio	Mkt Val	168,830.	168,830.
1,825+ shs Vanguard Capital Opp Adm	Mkt Val	140,117.	140,117.
3,627+ shs Vanguard REIT Sig	Mkt Val	89,158.	89,158.
7,776+ shs Vanguard Total Int'l	Mkt Val	222,033.	222,033.
3,562+ shs Longleaf Int'l Fund	Mkt Val	0.	0.
9,846+ shs DFA Int'l Lg Cap Val	Mkt Val	152,811.	152,811.
5,501+ shs DFA Intl Small Cap Fund	Mkt Val	83,515.	83,515.
3,782+ shs DFA US Small Cap Fund	Mkt Val	88,506.	88,506.
900 shs MSCI Emerging Mkts ETF	Mkt Val	37,193.	37,193.
14,232+ shs Vanguard ST Bond Sig	Mkt Val	151,997.	151,997.
4,885+ shs DFA Five-Year Global Fund	Mkt Val	0.	0.
6,006+ shs DFA Two-Year Global Fund	Mkt Val	0.	0.
4,847+ shs PIMCo Foreign Unhedged Bond F	Mkt Val	56,325.	56,325.
22,974+ shs PIMCo Low Duration	Mkt Val	244,911.	244,911.
10,727+ shs DFA Intl Core Equity	Mkt Val	107,166.	107,166.
2,692+ shs DFA Intl Vector Eq	Mkt Val	24,880.	24,880.
8,619+ shs Vangard IT Invest Grd	Mkt Val	90,165.	90,165.
4,699+ shs Vangard ST Invest Grd	Mkt Val	51,079.	51,079.
4,970+ shs DFA Selctvly Hedg Gl	Mkt Val	0.	0.
15,622+ shs Vanguard Hi-Yield Corp	Mkt Val	94,046.	94,046.
7,432+ shs DFA Emerg Core Eq	Mkt Val	142,189.	142,189.
17,241+ shs DFA Intl REIT	Mkt Val	93,966.	93,966.
6538+ shs DFA Real Estate	Mkt Val	170,208.	170,208.
1,880 shs Vgd Intl exUS RE ETF	Mkt Val	96,688.	96,688.
4,528+ shs Vanguard GNMA	Mkt Val	50,317.	50,317.
12,678+ shs DFA World Ex US Govt	Mkt Val	133,761.	133,761.
7,648+ shs PIMCo Emerg Local	Mkt Val	83,059.	83,059.
6,751+ shs PIMCo Emerg Mkt	Mkt Val	82,970.	82,970.
2,067+ shs Dodge & Cox Intl	Mkt Val	67,100.	67,100.
	Total	$ 3,916,928.	$ 3,916,928.

Statement 9
Form 990-PF, Part III, Line 3
Other Increases

Net Unrealized Gains (Losses) on Investments	$ 691,435.
Prior Year Grants Recovered (Stale Checks)	5,000.
Total	$ 696,435.

Statement 10
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
1	85 shs Union Pacific	Purchased	3/07/2011	10/25/2011
2	1,235+ shs Vangd REIT Sig	Purchased	8/04/2011	7/09/2012
3	170 shs Abbott Laboratories	Purchased	1/14/1993	10/25/2011
4	95 shs AFLAC	Purchased	8/05/2010	10/25/2011
5	25 shs Alleghany Corp	Purchased	8/20/1993	10/25/2011
6	45 shs Amazon.com	Purchased	4/16/2009	10/25/2011
7	165 shs Chevron Corp	Purchased	1/26/2000	10/25/2011
8	300 shs Comcast Spl Cl A	Purchased	3/06/2003	10/25/2011
9	240 shs Comcast Spl Cl A	Purchased	3/06/2003	10/25/2011
10	85 shs General Dynamics	Purchased	8/29/2006	10/25/2011
11	10 shs Google	Purchased	10/20/2008	10/25/2011
12	455 shs Intel	Purchased	1/07/1998	10/25/2011
13	90 shs Lockheed Martin	Purchased	12/22/2009	10/25/2011
14	110 shs McDonalds Corp	Purchased	10/16/2000	10/25/2011
15	240 shs Merck & Co Inc	Purchased	9/22/1992	10/25/2011
16	370 shs Microsoft Inc.	Purchased	3/24/1993	10/25/2011
17	165 shs Pepsico Inc.	Purchased	12/28/2005	10/25/2011
18	295 shs Pfizer Inc.	Purchased	10/16/2009	10/25/2011
19	45 shs Pfizer Inc.	Purchased	10/16/2009	10/25/2011
20	76 shs Pfizer Inc.	Purchased	10/16/2009	10/25/2011
21	76 shs Pfizer Inc.	Purchased	10/16/2009	10/25/2011
22	320 shs Pfizer Inc.	Purchased	10/21/1992	10/25/2011
23	80 shs Procter & Gamble Co	Purchased	9/15/1993	10/25/2011
24	155 shs Prudential Financial	Purchased	6/28/2002	10/25/2011
25	200 shs US Bancorp	Purchased	9/30/2009	10/25/2011
26	270 shs Wal-Mart Stores Inc.	Purchased	2/11/1999	10/25/2011
27	200 shs Wells Fargo & Co	Purchased	1/30/2003	10/25/2011
28	15 shs Apple Inc.	Purchased	8/29/2006	11/15/2011
29	350 shs AT&T Inc.	Purchased	2/24/1993	11/15/2011
30	1,100 shs Bank of America Corp	Purchased	9/30/2009	11/15/2011
31	55 shs Caterpillar Inc.	Purchased	4/15/2004	11/15/2011
32	1,300 shs Charles Schwab Corp	Purchased	4/22/1993	11/15/2011
33	170 shs EMC Corp.	Purchased	8/05/2010	11/15/2011
34	180 shs Exxon Mobil Corp	Purchased	12/03/1992	11/15/2011
35	45 shs Goodrich	Purchased	8/30/2002	11/15/2011
36	95 shs Honeywell	Purchased	1/30/2003	11/15/2011
37	25 shs Int Bus. Mach. (IBM)	Purchased	11/05/1999	11/15/2011
38	155 shs JP Morgan Chase	Purchased	4/22/1993	11/15/2011
39	2,933+ shs Longleaf Int'l.	Purchased	5/11/2001	11/15/2011
40	186+ shs Longleaf Int'l.	Purchased	11/14/2001	11/15/2011
41	185+ shs Longleaf Int'l.	Purchased	11/14/2001	11/15/2011
42	61+ shs Longleaf int'l	Purchased	12/28/2001	11/15/2011
43	106+ shs Longleaf Int'l.	Purchased	11/13/2002	11/15/2011
44	88+ shs Longleaf Int'l.	Purchased	11/13/2002	11/15/2011
45	20 shs Mastercard	Purchased	6/11/2010	11/15/2011
46	65 shs United Tech Corp	Purchased	3/05/2004	11/15/2011
47	75 shs Amgen	Purchased	8/12/1999	3/28/2012
48	110 shs CVS Caremark Corp	Purchased	10/20/2008	3/28/2012
49	1,722 shs DFA US Small Cap	Purchased	10/24/2003	3/28/2012
50	170 shs EMC Corp.	Purchased	8/05/2010	3/28/2012
51	210 shs Home Depot inc.	Purchased	12/26/1996	3/28/2012
52	130 shs Medtronic Inc.	Purchased	8/12/1999	3/28/2012
53	215 shs Sigma Aldrich	Purchased	9/15/1993	3/28/2012
54	170 shs Sysco Corp	Purchased	8/12/2002	3/28/2012
55	132+ shs Vangd Cap Opp Adm	Purchased	3/24/1999	3/28/2012
56	50,000 shs US Treasury Note 4.5%	Purchased	3/29/2007	3/31/2012

Statement 10 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
57	120 shs Medco Health	Purchased	9/22/1992	4/03/2012
58	200 shs Medco Health	Purchased	11/12/2003	4/03/2012
59	0+ shs Express Scripts Inc.	Purchased	11/12/2003	4/04/2012
60	25,000 shs US Treasury TIP 2%	Purchased	4/24/2007	4/16/2012
61	25,000 shs Discover Bank 3%	Purchased	12/22/2010	4/30/2012
62	143+ shs DFA US Micro Cap	Purchased	12/22/2003	7/09/2012
63	3,510 shs DFA US Micro Cap	Purchased	12/22/2003	7/09/2012
64	1,347+ shs DFA US Micro Cap	Purchased	12/27/1996	7/09/2012
65	123+ shs DFA US Micro Cap	Purchased	12/27/1996	7/09/2012
66	131+ shs DFA US Micro Cap	Purchased	11/22/1995	7/09/2012
67	615+ shs DFA US Sm Cap Value	Purchased	12/20/1999	7/09/2012
68	334+ shs DFA US Sm Cap Value	Purchased	12/20/1999	7/09/2012
69	501+ shs DFA US Sm Cap Value	Purchased	12/21/1998	7/09/2012
70	3519+ shs PIMCo Low Duration	Purchased	3/11/2008	7/09/2012
71	75+ shs PIMCo Ttl Rtn Instl	Purchased	10/29/2010	7/09/2012
72	68+ shs PIMCo Ttl Rtn Instl	Purchased	9/30/2010	7/09/2012
73	67+ shs PIMCo Ttl Rtn Instl	Purchased	8/31/2010	7/09/2012
74	78+ shs PIMCo Ttl Rtn Instl	Purchased	11/30/2010	7/09/2012
75	72+ shs PIMCo Ttl Rtn Instl	Purchased	7/30/2010	7/09/2012
76	49+ shs PIMCo Ttl Rtn Instl	Purchased	10/31/1993	7/09/2012
77	43+ shs PIMCo Ttl Rtn Instl	Purchased	8/31/1993	7/09/2012
78	45+ shs PIMCo Ttl Rtn Instl	Purchased	9/30/1993	7/09/2012
79	68+ shs PIMCo Ttl Rtn Instl	Purchased	6/30/2010	7/09/2012
80	51+ shs PIMCo Ttl Rtn Instl	Purchased	11/30/1993	7/09/2012
81	67+ shs PIMCo Ttl Rtn Instl	Purchased	4/30/2010	7/09/2012
82	1,494+ shs PIMCo Ttl Rtn Instl	Purchased	9/17/1992	7/09/2012
83	47+ shs PIMCo Ttl Rtn Instl	Purchased	7/31/1993	7/09/2012
84	36+ shs PIMCo Ttl Rtn Instl	Purchased	6/30/1993	7/09/2012
85	62+ shs PIMCo Ttl Rtn Instl	Purchased	5/28/2010	7/09/2012
86	82+ shs PIMCo Low Duration	Purchased	5/31/2011	7/09/2012
87	88+ shs PIMCo Ttl Rtn Instl	Purchased	11/30/2009	7/09/2012
88	66+ shs PIMCo Ttl Rtn Instl	Purchased	3/31/2010	7/09/2012
89	82+ shs PIMCo Ttl Rtn Instl	Purchased	4/29/2011	7/09/2012
90	64+ shs PIMCo Ttl Rtn Instl	Purchased	1/31/2008	7/09/2012
91	63+ shs PIMCo Ttl Rtn Instl	Purchased	2/26/2010	7/09/2012
92	9,106+ shs PIMCo Ttl Rtn Instl	Purchased	6/07/1993	7/09/2012
93	72+ shs PIMCo Ttl Rtn Instl	Purchased	2/29/2008	7/09/2012
94	64+ shs PIMCo Ttl Rtn Instl	Purchased	1/29/2010	7/09/2012
95	109+ shs PIMCo Ttl Rtn Instl	Purchased	10/30/2009	7/09/2012
96	119+ shs PIMCo Ttl Rtn Instl	Purchased	9/30/2009	7/09/2012
97	62+ shs PIMCo Ttl Rtn Instl	Purchased	3/31/2008	7/09/2012
98	26+ shs PIMCo Ttl Rtn Instl	Purchased	4/30/2008	7/09/2012
99	3+ shs PIMCo Ttl Rtn Instl	Purchased	3/31/2008	7/09/2012
100	69+ shs PIMCo Ttl Rtn Instl	Purchased	4/30/2008	7/09/2012
101	208+ shs PIMCo Ttl Rtn Instl	Purchased	12/09/2009	7/09/2012
102	58+ shs PIMCo Ttl Rtn Instl	Purchased	12/09/2009	7/09/2012
103	2,528+ shs PIMCo Ttl Rtn Instl	Purchased	3/26/2008	7/09/2012
104	255 shs Walt Disney Hold Co	Purchased	8/19/2002	7/09/2012
105	30 shs Goodrich	Purchased	8/30/2002	7/27/2012
106	100 shs Goodrich	Purchased	8/30/2002	7/27/2012
107	50,000 shs FNMA 5.25%	Purchased	6/28/2008	8/01/2012
108	15 shs Alleghany Corp	Purchased	8/20/1993	9/13/2012
109	65 shs Amgen	Purchased	8/12/1999	9/13/2012
110	70 shs Clorox Corp	Purchased	12/14/1992	9/13/2012
111	4,885+ shs DFA Five-Year Global	Purchased	5/08/2006	9/13/2012
112	4,970+ shs DFA Selctvly Hedg Gl	Purchased	12/11/2009	9/13/2012

Statement 10 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
113	45+ shs DFA Two-Year Global	Purchased	9/08/2010	9/13/2012
114	32 shs DFA Two-Year Global	Purchased	12/08/2010	9/13/2012
115	10+ shs DFA Two-Year Global	Purchased	12/08/2010	9/13/2012
116	7+ shs DFA Two-Year Global	Purchased	12/08/2010	9/13/2012
117	5,695+ shs DFA Two-Year Global	Purchased	3/09/2004	9/13/2012
118	70+ shs DFA Two-Year Global	Purchased	9/08/2005	9/13/2012
119	13+ shs DFA Two-Year Global	Purchased	3/08/2006	9/13/2012
120	130+ shs DFA Two-Year Global	Purchased	12/19/2005	9/13/2012
121	400 shs Encana Corp	Purchased	8/30/2006	9/13/2012
122	90 shs Gilead Sciences	Purchased	8/05/2010	9/13/2012
123	12 shs Mastercard	Purchased	6/11/2010	9/13/2012
124	250 shs McGraw-Hill Cos.	Purchased	2/24/1993	9/13/2012
125	28 shs Monsanto Company	Purchased	8/19/2002	9/13/2012
126	37 shs Monsanto Company	Purchased	10/21/1992	9/13/2012
127	170 shs Sysco Corp	Purchased	8/12/2002	9/13/2012
128	75 shs Travelers Co	Purchased	4/15/2004	9/13/2012

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i)-(j)	(l) Gain (Loss)
1	8,178.		7,992.	186.				$ 186.
2	31,000.		25,260.	5,740.				5,740.
3	9,057.		2,192.	6,865.				6,865.
4	4,018.		4,864.	-846.				-846.
5	7,677.		1,578.	6,099.				6,099.
6	10,218.		3,449.	6,769.				6,769.
7	17,427.		7,201.	10,226.				10,226.
8	7,210.		5,298.	1,912.				1,912.
9	5,768.		4,238.	1,530.				1,530.
10	5,600.		5,773.	-173.				-173.
11	5,846.		3,619.	2,227.				2,227.
12	11,230.		8,169.	3,061.				3,061.
13	7,159.		6,804.	355.				355.
14	10,152.		3,195.	6,957.				6,957.
15	7,945.		5,295.	2,650.				2,650.
16	9,967.		987.	8,980.				8,980.
17	10,233.		9,797.	436.				436.
18	5,599.		5,201.	398.				398.
19	860.		795.	65.				65.
20	1,440.		1,325.	115.				115.
21	1,440.		1,325.	115.				115.
22	6,074.		2,015.	4,059.				4,059.
23	5,181.		1,112.	4,069.				4,069.
24	8,183.		5,192.	2,991.				2,991.
25	5,021.		4,392.	629.				629.
26	15,400.		11,323.	4,077.				4,077.
27	5,169.		4,619.	550.				550.
28	5,832.		989.	4,843.				4,843.
29	10,243.		6,740.	3,503.				3,503.
30	6,768.		18,653.	-11,885.				-11,885.
31	5,351.		2,228.	3,123.				3,123.
32	15,697.		3,715.	11,982.				11,982.
33	4,182.		3,517.	665.				665.
34	14,305.		2,653.	11,652.				11,652.
35	5,543.		945.	4,598.				4,598.

Statement 10 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i)-(j)	(l) Gain (Loss)
36	5,218.		2,227.	2,991.				$ 2,991.
37	4,731.		2,276.	2,455.				2,455.
38	5,086.		1,951.	3,135.				3,135.
39	36,089.		40,493.	-4,404.				-4,404.
40	2,289.		2,315.	-26.				-26.
41	2,284.		2,309.	-25.				-25.
42	753.		755.	-2.				-2.
43	1,315.		1,012.	303.				303.
44	1,089.		838.	251.				251.
45	7,425.		4,073.	3,352.				3,352.
46	5,168.		2,938.	2,230.				2,230.
47	5,049.		2,980.	2,069.				2,069.
48	4,899.		3,103.	1,796.				1,796.
49	40,000.		26,324.	13,676.				13,676.
50	5,014.		3,517.	1,497.				1,497.
51	10,437.		2,377.	8,060.				8,060.
52	5,112.		4,490.	622.				622.
53	15,740.		2,559.	13,181.				13,181.
54	5,051.		4,907.	144.				144.
55	10,000.		3,970.	6,030.				6,030.
56	50,000.		49,922.	78.				78.
57	3,456.		0.	3,456.				3,456.
58	5,760.		0.	5,760.				5,760.
59	11.		4.	7.				7.
60	27,983.		24,933.	3,050.				3,050.
61	25,000.		25,650.	-650.				-650.
62	2,062.		1,867.	195.				195.
63	51.		46.	5.				5.
64	19,408.		15,052.	4,356.				4,356.
65	1,778.		1,379.	399.				399.
66	1,901.		1,454.	447.				447.
67	15,526.		10,803.	4,723.				4,723.
68	8,434.		5,868.	2,566.				2,566.
69	12,640.		8,614.	4,026.				4,026.
70	37,000.		35,912.	1,088.				1,088.
71	856.		879.	-23.				-23.
72	781.		797.	-16.				-16.
73	763.		774.	-11.				-11.
74	896.		905.	-9.				-9.
75	830.		831.	-1.				-1.
76	563.		560.	3.				3.
77	491.		488.	3.				3.
78	521.		517.	4.				4.
79	783.		775.	8.				8.
80	582.		571.	11.				11.
81	772.		756.	16.				16.
82	17,002.		16,623.	379.				379.
83	543.		530.	13.				13.
84	411.		401.	10.				10.
85	710.		692.	18.				18.
86	940.		913.	27.				27.
87	1,001.		972.	29.				29.
88	754.		732.	22.				22.

Statement 10 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i)-(j)	(l) Gain (Loss)
89	934.		905.	29.				$ 29.
90	737.		712.	25.				25.
91	720.		695.	25.				25.
92	103,616.		100,000.	3,616.				3,616.
93	821.		792.	29.				29.
94	731.		704.	27.				27.
95	1,247.		1,199.	48.				48.
96	1,360.		1,305.	55.				55.
97	710.		680.	30.				30.
98	297.		285.	12.				12.
99	38.		36.	2.				2.
100	788.		756.	32.				32.
101	2,378.		2,277.	101.				101.
102	661.		633.	28.				28.
103	28,766.		27,526.	1,240.				1,240.
104	12,196.		4,177.	8,019.				8,019.
105	3,825.		630.	3,195.				3,195.
106	12,750.		2,099.	10,651.				10,651.
107	50,000.		50,548.	-548.				-548.
108	5,227.		947.	4,280.				4,280.
109	5,420.		2,584.	2,836.				2,836.
110	5,008.		797.	4,211.				4,211.
111	54,830.		50,000.	4,830.				4,830.
112	51,909.		50,000.	1,909.				1,909.
113	463.		467.	-4.				-4.
114	333.		334.	-1.				-1.
115	107.		107.	0.				0.
116	77.		77.	0.				0.
117	57,667.		57,197.	470.				470.
118	716.		698.	18.				18.
119	136.		132.	4.				4.
120	1,320.		1,274.	46.				46.
121	9,303.		10,909.	-1,606.				-1,606.
122	5,419.		3,225.	2,194.				2,194.
123	5,443.		2,444.	2,999.				2,999.
124	13,436.		1,858.	11,578.				11,578.
125	2,510.		230.	2,280.				2,280.
126	3,316.		62.	3,254.				3,254.
127	5,192.		4,907.	285.				285.
128	5,114.		3,099.	2,015.				2,015.
							Total	$ 264,061.

Statement 11
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found-ation Status	Purpose of Grant	Amount
St Vincent de Paul Center 3350 E Street San Diego, CA 92102	None	NP Fdn	Camp Program	$ 1,000.
Pt Defiance Zoological Society 5400 North Pearl Street Tacoma, WA 98407	None	NP Fdn	Funding for Animal Avenue	45,000.
Voices for Children 2851 Meadow Lark Drive San Diego, CA 92123	None	NP Fdn	CASA Program	3,000.
Boys & Girls Clubs of S Diego 115 West Woodward Ave. Escondido, CA 92025	None	NP Fdn	Scholarship for Memberships	1,000.
Mercy Hospital Foundation 203 West F Street San Diego, CA 92101	None	NP Fdn	Emergency Room	30,000.
Lambs Players Theater 1142 Orange Avenue Coronado, CA 92178	None	NP Fdn	Educational Outreach Program	5,000.
Elder Help of San Diego 4069 30th Street San Diego, CA 92104	None	NP Fdn	Grocery Program	3,000.
Optimist Club Fdn Point Loma 310 San Antonio Street San Diego, CA 92106	None	NP Fdn	Foundation Fund	5,000.
Multicare Health Foundation 315 Martin Luther King Way Tacoma, WA 98415	None	NP Fdn	$50,000 Pledge for Emergency Dept, and $10,000 Pledge for Research Center	60,000.
Camp Oliver P.O. Box 206 / 8761 Riverside Descanso, CA 91916	None	NP Fdn	General Fund	1,000.
YMCA of San Diego County 4715 Viewridge Avenue San Diego, CA 92123	None	NP Fdn	Kids to Camp Program	4,750.

Statement 11 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
Greater Tacoma Community Fdn P.O. Box 1995 Tacoma, WA 98401	None	NP Fdn	Be the Spark/Youth Philanthropy Broad 2nd yr of a 2 yr pledge (10,000) Women & Girls Fund (2,500)	$ 12,500.
Emergency Food Network 3318 92nd Street South Lakewood, WA 98499	None	NP Fdn	Fund for Purchase of Fresh & Frozen Food Products	3,750.
Sojourner Center P.O. Box 20156 Phoenix, AZ 85036	None	NP Fdn	Women & Children's Shelter	7,000.
St Mary's Food Bank Alliance 2831 N 31st Ave. Phoenix, AZ 85009	None	NP Fdn	Food Bank	3,000.
Shoes That Fit 1420 N. Claremont Blvd, #107-B Claremont, CA 91711	None	NP Fdn	General Fund / Expend Funds in San Diego and Tacoma	3,500.
Waste Not, Inc. 1700 North Granite Reef Rd Scottsdale, AZ 85257	None	NP Fdn	Fund for Food Redistribution	3,000.
Community Bridges of Arizona 1811 S Alma School Road, #160 Mesa, AZ 85210	None	NP Fdn	Prevention & Treatment of Substance Abusers	2,500.
TEARS Foundation P.O. Box 9415 Tacoma, WA 98405	None	NP Fdn	Greatest Need	5,000.
Admiral Theater Foundation 515 Pacific Avenue Bremerton, WA 98337	None	NP Fdn	General Fund	7,000.
Horses R & R-D 8723 David Day Drive NW Gig Harbor, WA 98332	None	NP Fdn	General Fund	2,500.

Statement 11 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
976 Tuna Youth Fishing Program P.O. Box 2825 Torrance, CA 90509	None	NP Fdn	General Fund	$ 2,500.
Foundation for the Blind Children 1235 E. Harmont Dr. Phoenix, AZ 85020	None	NP Fdn	Services for blind children and adults	3,000.
Olive Crest Treatment 3625 Perkins Lane SW #108 Lakewood, WA 98499	None	NP Fdn	Greatest Need	4,500.
Charles Wright Academy 7723 Chambers Creek Road W Tacoma, WA 98407	None	NP Fdn	Art Center	12,000.
Phoenix Art Museum 1625 N. Central Ave. Phoenix, AZ 85004	None	NP Fdn	General Fund	3,000.
Umom New Day Center, Inc. 3320 East Van Buren St. Phoenix, AZ 85008	None	NP Fdn	General Fund	5,000.
Bellarmine Prep School 2300 S. Washington Tacoma, WA 98405	None	NP Fdn	General Fund	12,500.
Tacoma Youth Symphony Association, Inc. 901 Broadway, Ste 500 Tacoma, WA 98402	None	NP Fdn	Youth Program	2,000.
Washington Women's Employment 3516 South 47th St., Ste 205 Tacoma, WA 98409	None	NP Fdn	General	1,000.
C.A.S.T. for Kids Foundation 227 SW 41st Street Renton, WA 98057	None	NP Fdn	General	2,500.
Lindquist Dental Clinic for Children 324 Garfield Street Tacoma, WA 98499	None	NP Fdn	Uncompensated Care Scholarship Fund	7,500.

Statement 11 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
Ryan House P.O. Box 16234 Phoenix, AZ 85011	None	NP Fdn	General Fund	$ 5,000.
WTC Westport Tuna Classic 34930 30th Ave. S. Federal Way, WA 98003	None	NP Fdn	General Fund	9,900.
Outdoor Adventure Foundation 415 38th St. S, Ste B Fargo, ND 58103	None	NP Fdn	General Fund	1,500.
Crista Ministries 19303 Fremont Ave. N Seattle, WA 98133	None	NP Fdn	Crosspoint Academy	10,000.
Boys & Girls Clubs of S Puget Sound 3875 S 66th St, Ste 101 Tacoma, WA 98409	None	NP Fdn	General Fund	3,000.
Susan G. Komen Breast Cancer Foundation 5005 LBJ Fwy, Ste 250 Dallas, TX 75244	None	NP Fdn	General Fund	3,500.
Students International P.O. Box 2733 Visalia, CA 93279	None	NP Fdn	Scholarship Fnd	3,000.
YMCA of Pierce and Kitsap Counties 1614 S. Mildred St., Ste 1 Tacoma, WA 98465	None	NP Fdn	General Fund	1,600.
HAVA, Inc. 552 Frank Smith Rd. Longmeadow, MA 01106	None	NP Fdn	General Fund	2,500.
Young Life P.O. Box 520 Colorado Springs, CO 80901	None	NP Fdn	Lost Canyon Advance Team Fund	6,000.
			Total	$ 310,000.