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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

2012

Open to Public Inspection

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 2012, or tax year beginning 01-01-2012, and ending 12-31-2012

Name of foundation DISCUREN CHARITABLE FOUNDATION
A Employer identification number 20-2046554
B Telephone number (see instructions) (206) 359-8574
C If exemption application is pending, check here
G Check all that apply Initial return, Final return, Address change, etc.
H Check type of organization Section 501(c)(3) exempt private foundation
I Fair market value of all assets at end of year \$ 15,520,160
J Accounting method Cash

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12) and Operating and Administrative Expenses (13-26), leading to Excess of revenue over expenses and disbursements (-596,870) and Adjusted net income (0).

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

Part II Balance Sheets		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash—non-interest-bearing	32,741	28,664	28,664	
	2 Savings and temporary cash investments	870,654	600,508	600,508	
	3 Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____		0	0	
	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 ▶ _____ 0				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments—U S and state government obligations (attach schedule)				
	b Investments—corporate stock (attach schedule)	4,165,441 <input checked="" type="checkbox"/>	3,001,658	3,818,134	
	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)	9,576,640 <input checked="" type="checkbox"/>	10,385,125	11,072,854	
	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)	14,645,476	14,015,955	15,520,160		
Liabilities	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable (attach schedule)				
	22 Other liabilities (describe ▶ _____)				
23 Total liabilities (add lines 17 through 22)		0			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds	14,645,476	14,015,955		
	28 Paid-in or capital surplus, or land, bldg, and equipment fund				
29 Retained earnings, accumulated income, endowment, or other funds					
30 Total net assets or fund balances (see page 17 of the instructions)	14,645,476	14,015,955			
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	14,645,476	14,015,955			

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	14,645,476
2	Enter amount from Part I, line 27a	2	-596,870
3	Other increases not included in line 2 (itemize) ▶ _____ <input checked="" type="checkbox"/>	3	12,005
4	Add lines 1, 2, and 3	4	14,060,611
5	Decreases not included in line 2 (itemize) ▶ _____ <input checked="" type="checkbox"/>	5	44,656
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	14,015,955

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a	See Additional Data Table			
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	See Additional Data Table			
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 col (k), but not less than -0-) or Losses (from col (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a	See Additional Data Table			
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	564,546
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	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	1,452,868	15,050,693	0.096532
2010	1,297,457	13,769,784	0.094225
2009	906,196	5,418,332	0.167246
2008	979,524	5,906,077	0.16585
2007	863,842	5,686,173	0.15192
2	Total of line 1, column (d).		2 0.675773
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 0.135155
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.		4 15,462,248
5	Multiply line 4 by line 3.		5 2,089,800
6	Enter 1% of net investment income (1% of Part I, line 27b).		6 7,998
7	Add lines 5 and 6.		7 2,097,798
8	Enter qualifying distributions from Part XII, line 4.		8 1,361,775

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 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 type="checkbox"/> and enter 1% of Part I, line 27b	1	15,996
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	15,996
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	15,996
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	8,406
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	15,000
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d.	7	23,406
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	120
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	7,290
11	Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 7,290 Refunded <input type="checkbox"/>	11	0

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		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)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		No
c Did the foundation file Form 1120-POL for this year?		No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		No
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	Yes	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> WA _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation .</i>	Yes	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		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 instructions).	11		No
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		No
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ _____	13	Yes	
14 The books are in care of ▶ <u>JEAN WATSON SEC-TREAS</u> Telephone no ▶ <u>(206) 359-8574</u> Located at ▶ <u>1201 THIRD AVE SUITE 4900 SEATTLE WA</u> ZIP +4 ▶ <u>981013099</u>			
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
16 At any time during calendar year 2012, 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		No

See 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

		Yes	No
File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a During the year did the foundation (either directly or indirectly)			
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(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			
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>	1b		No
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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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		No
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b If "Yes," did it have excess business holdings in 2012 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 2012.</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 2012?	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))? Yes No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions). Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
 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? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945–5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				

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 _____	
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 _____	
2 _____	
3 All other program-related investments. See page 24 of the instructions _____	

Total. Add lines 1 through 3.

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	15,697,714
b	Average of monthly cash balances.	1b	0
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	15,697,714
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	15,697,714
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	235,466
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	15,462,248
6	Minimum investment return. Enter 5% of line 5.	6	773,112

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	773,112
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	15,996
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	15,996
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	757,116
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	757,116
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	757,116

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	1,361,775
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,361,775
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,361,775

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				757,116
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			0	
b Total for prior years 20__ , 20__ , 20__		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.	612,613			
b From 2008.	693,744			
c From 2009.	637,098			
d From 2010.	717,622			
e From 2011.	729,546			
f Total of lines 3a through e.	3,390,623			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>1,361,775</u>				
a Applied to 2011, 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 2012 distributable amount.				757,116
e Remaining amount distributed out of corpus	604,659			
5 Excess distributions carryover applied to 2012 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	3,995,282			
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 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				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 2007 not applied on line 5 or line 7 (see instructions).	612,613			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	3,382,669			
10 Analysis of line 9				
a Excess from 2008.	693,744			
b Excess from 2009.	637,098			
c Excess from 2010.	717,622			
d Excess from 2011.	729,546			
e Excess from 2012.	604,659			

Part XIV Private Operating Foundations (see 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 2012, 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)

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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))

NA

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

NA

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

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

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed
 F JEAN WATSON
 1201 THIRD AVE SUITE 4900
 SEATTLE, WA 981013099
 (206) 359-8574

b The form in which applications should be submitted and information and materials they should include
 APPLICATION FORM TO BE PROVIDED BY THE FOUNDATION

c Any submission deadlines
 GRANTS ARE AWARDED QUARTERLY AND MUST BE SUBMITTED AT LEAST TWO WEEKS PRIOR TO MEETINGS

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors
 GRANTS ARE AWARDED ONLY TO PUBLIC CHARITIES FOR SPECIFIC PROJECTS LOCATED IN WASHINGTON WHICH ADDRESS THE NEEDS OF LITERACY, BASIC EDUCATION AND DROPOUT PREVENTION

Part XV Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total				3a 1,224,818
b <i>Approved for future payment</i>				
Total				3b

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code... a Transfers from the reporting foundation to a noncharitable exempt organization of (1) Cash (2) Other assets b Other transactions (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule

Table with 4 columns: (a) Line No, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements

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 Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship

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 or fiduciary) is based on all information of which preparer has any knowledge Signature of officer or trustee Date Title

Paid Preparer Use Only Print/Type preparer's name Preparer's Signature Date Check if self-employed PTIN Firm's name Firm's EIN Firm's address Phone no

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
125 ANALOGIC CORPORATION		2010-11-22	2012-01-19
585 ALLSCRIPTS HEALTHCARE SOLUTI ONS COM		2010-11-04	2012-01-26
330 AVON PRODUCTS, INC		2010-09-30	2012-01-26
170 AVON PRODUCTS, INC		2010-10-04	2012-01-26
135 CR BARD INC		2010-09-30	2012-01-26
230 BAXTER INTL INC COM		2010-09-30	2012-01-26
35 GRAINGER W W INC		2010-12-10	2012-01-26
80 INTERNATIONAL BUSINESS MACH		2010-10-26	2012-01-26
5 INTERNATIONAL BUSINESS MACH		2010-10-04	2012-01-26
60 KLA-TENCOR CORP COM		2011-08-04	2012-01-26
35 KONINKLIJKE PHILIPS ELECTRS NV NY REG SH NEW		2010-10-05	2012-01-26
345 KONINKLIJKE PHILIPS ELECTRS NV NY REG SH NEW		2010-10-26	2012-01-26
145 PERRIGO CO		2010-09-30	2012-01-26
2725 TEKELEC		2011-06-29	2012-02-08
2131 018 OSTERWEIS FUND		2011-08-29	2012-02-14
12773 723 OSTERWEIS FUND		2011-01-06	2012-02-14
125 JOHNSON CTLS INC COM		2010-09-29	2012-03-09
89 VF CORPORATION		2008-11-07	2012-03-15
197 SPDR S&P BIOTECH ETF		2010-01-21	2012-03-23
125 BB&T CORPORATION		2010-09-29	2012-04-02
190 DIGITAL REALTY TRUST INC		2011-08-04	2012-04-02
225 AON PLC		2011-08-04	2012-04-02
4361 674 T ROWE PRICE SMALL CAP VALUE FUND		2008-09-24	2012-04-05
670 ZOLL MEDICAL CORP		2010-11-22	2012-04-18
250 OSI SYSTEMS INC		2010-11-22	2012-04-27
308 878 EATON VANCE TAX-MANAGED EMERGING MARKETS FD		2010-10-14	2012-05-01
967 175 EATON VANCE TAX-MANAGED EMERGING MARKETS FD		2011-01-06	2012-05-01
2686 818 HARBOR INTERNATIONAL FUND		2010-12-29	2012-05-01
16263 941 VANGUARD S/T INVEST GRADE ADMIRAL CLASS		2011-09-28	2012-05-01
549 AT&T INC		2010-01-21	2012-05-08

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
299 ABBOTT LABS COM		2010-10-08	2012-05-08
159 AIR PRODUCTS & CHEMICALS INC		2010-01-21	2012-05-08
166 BAKER HUGHES INC COM		2011-07-21	2012-05-08
36 BLACKROCK, INC		2010-06-18	2012-05-08
168 CHEVRON CORPORATION		2010-01-21	2012-05-08
259 CHUBB CORP		2010-06-18	2012-05-08
581 CISCO SYSTEMS INC		2011-10-17	2012-05-08
195 COMCAST CORP NEW CL A		2010-01-21	2012-05-08
660 COMCAST CORP NEW CL A		2011-10-17	2012-05-08
444 DANAHER CORP DEL COM		2010-01-21	2012-05-08
567 WALT DISNEY CO		2010-01-21	2012-05-08
720 EMC CORP		2005-11-02	2012-05-08
190 EATON CORPORATION		2010-01-21	2012-05-08
154 EXXON MOBIL CORP		2010-01-21	2012-05-08
100 FRANKLIN RESOURCES INC		2008-07-10	2012-05-08
616 GENERAL ELECTRIC CO COM		2010-01-21	2012-05-08
651 INTEL CORP COM		2010-01-21	2012-05-08
65 INTERNATIONAL BUSINESS MACH		1966-03-18	2012-05-08
109 JPMORGAN CHASE & CO		2011-04-14	2012-05-08
281 KRAFT FOODS INC		2011-12-08	2012-05-08
324 MICROSOFT CORP		2005-11-02	2012-05-08
248 NIKE INC CLASS B		2008-07-10	2012-05-08
462 NOVARTIS A G SPONSORED ADR		2010-01-21	2012-05-08
303 ORACLE CORP COM		2007-06-19	2012-05-08
106 ORACLE CORP COM		2008-04-02	2012-05-08
110 PEPSICO INC		2010-01-21	2012-05-08
14 PROCTER & GAMBLE CO COM		2010-01-21	2012-05-08
152 PROCTER & GAMBLE CO COM		2011-12-08	2012-05-08
111 QUALCOMM INC COM		2007-06-19	2012-05-08
130 QUALCOMM INC COM		2008-07-10	2012-05-08

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
66 QUALCOMM INC COM		2010-01-21	2012-05-08
137 SPDR S&P BIOTECH ETF		2010-01-21	2012-05-08
240 UTILITIES SELECT SECTOR SPDR FUND		2011-10-17	2012-05-08
444 UTILITIES SELECT SECTOR SPDR FUND		2012-03-23	2012-05-08
49 STRYKER CORP		2010-01-21	2012-05-08
201 SYSCO CORP COM		2010-01-21	2012-05-08
143 UNITED PARCEL SERVICE INC CL B		2010-01-21	2012-05-08
200 UNITED TECHNOLOGIES CORP COM		2008-07-10	2012-05-08
181 UNITEDHEALTH GROUP INC		2011-08-25	2012-05-08
168 WAL-MART STORES INC		2010-01-21	2012-05-08
309 WELLS FARGO & CO		2010-06-18	2012-05-08
531 ACCENTURE PLC F		2009-06-26	2012-05-08
72 COVIDIEN PLC		2011-08-25	2012-05-08
175 ABBOTT LABS COM		2010-10-08	2012-05-10
118 DANAHER CORP DEL COM		2010-01-21	2012-05-10
77 DANAHER CORP DEL COM		2005-11-02	2012-05-10
175 WALT DISNEY CO		2010-01-21	2012-05-11
49 WAL-MART STORES INC		2010-01-21	2012-05-11
320 WAL-MART STORES INC		2007-06-19	2012-05-11
680 WAL-MART STORES INC		2005-11-02	2012-05-11
175 TRACTOR SUPPLY CO		2010-11-22	2012-05-16
393 JPMORGAN CHASE & CO		2010-01-21	2012-05-18
340 JPMORGAN CHASE & CO		2008-07-10	2012-05-18
322 JPMORGAN CHASE & CO		2011-04-14	2012-05-18
211 JPMORGAN CHASE & CO		2011-12-30	2012-05-18
165 JPMORGAN CHASE & CO		2009-01-20	2012-05-18
140 SCHNITZER STEEL INDUSTIRES, INC - CL A		2010-10-26	2012-05-30
170 SCHNITZER STEEL INDUSTIRES, INC - CL A		2010-10-14	2012-05-30
60 VALMONT INDS INC		2011-03-28	2012-05-30
40 VALMONT INDS INC		2011-05-20	2012-05-30

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
65 COOPER INDUSTRIES PLC		2011-03-28	2012-05-30
120 COOPER INDUSTRIES PLC		2011-03-09	2012-05-30
90 COOPER INDUSTRIES PLC		2011-05-20	2012-05-30
75 COOPER INDUSTRIES PLC		2011-09-19	2012-05-30
143 CHUBB CORP		2010-06-18	2012-07-19
26 FRANKLIN RESOURCES INC		2008-07-10	2012-07-19
73 FRANKLIN RESOURCES INC		2006-07-17	2012-07-19
175 UNITED TECHNOLOGIES CORP COM		2008-07-10	2012-07-19
138 UNITED TECHNOLOGIES CORP COM		2005-11-02	2012-07-19
155 INTERNATIONAL BUSINESS MACH		2010-10-04	2012-07-20
100 PNC FINANCIAL SERVICES GROUP		2010-10-26	2012-07-20
45 PNC FINANCIAL SERVICES GROUP		2011-08-04	2012-07-20
234 UTILITIES SELECT SECTOR SPDR FUND		2011-10-17	2012-07-20
195 SYSCO CORP COM		2010-09-29	2012-07-20
314 UMB FINANCIAL CORPORATION		2010-11-22	2012-07-24
180 GEN-PROBE INC		2011-09-19	2012-08-01
97 TRACTOR SUPPLY CO		2010-11-22	2012-08-07
7002 GREENHAVEN CONTINUOUS COMMODITY INDEX FUND		2011-11-30	2012-08-09
1604 GREENHAVEN CONTINUOUS COMMODITY INDEX FUND		2012-02-14	2012-08-09
6936 GREENHAVEN CONTINUOUS COMMODITY INDEX FUND		2011-11-29	2012-08-09
1 GREENHAVEN CONTINUOUS COMMODITY INDEX FUND		2012-01-01	2012-08-09
1 GREENHAVEN CONTINUOUS COMMODITY INDEX FUND		2011-01-01	2012-08-09
210 AT&T INC		2010-10-04	2012-08-15
735 AT&T INC		2010-09-29	2012-08-15
160 ALTERA CORPORATION		2012-05-30	2012-08-15
250 ALTERA CORPORATION		2011-12-21	2012-08-15
125 ALTERA CORPORATION		2012-01-26	2012-08-15
5 APPLE, INC		2010-10-26	2012-08-15
120 APPLE, INC		2010-09-30	2012-08-15
180 APTARGROUP INC		2010-10-13	2012-08-15

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
175 APTARGROUP INC		2010-10-26	2012-08-15
240 AUTOMATIC DATA PROCESSING IN COM		2010-12-10	2012-08-15
255 AUTOMATIC DATA PROCESSING IN COM		2010-11-04	2012-08-15
430 BB&T CORPORATION		2010-09-29	2012-08-15
70 BLACKROCK, INC		2011-12-21	2012-08-15
125 C H ROBINSON WORLDWIDE INC		2012-07-20	2012-08-15
15 CARBO CERAMICS INC		2011-10-07	2012-08-15
95 CARBO CERAMICS INC		2010-12-28	2012-08-15
20 CARBO CERAMICS INC		2011-02-24	2012-08-15
35 COGNIZANT TECHNOLOGY SOLUTIO NS		2012-07-20	2012-08-15
130 COGNIZANT TECHNOLOGY SOLUTIO NS		2012-05-30	2012-08-15
30 COSTCO WHSL CORP NEW COM		2012-01-26	2012-08-15
130 COSTCO WHSL CORP NEW COM		2010-09-29	2012-08-15
95 CREE RESEARCH INC		2012-05-30	2012-08-15
240 CREE RESEARCH INC		2010-09-29	2012-08-15
265 DEERE & CO		2010-09-29	2012-08-15
75 DEERE & CO		2011-09-19	2012-08-15
305 DENTSPLY INTERNATIONAL INC		2010-09-30	2012-08-15
125 WALT DISNEY CO		2012-01-26	2012-08-15
475 WALT DISNEY CO		2010-09-29	2012-08-15
200 EMC CORP		2011-11-11	2012-08-15
145 EMC CORP		2012-01-26	2012-08-15
490 EMC CORP		2011-09-19	2012-08-15
630 EAST WEST BANCORP INC		2010-09-29	2012-08-15
105 EAST WEST BANCORP INC		2011-10-07	2012-08-15
265 EXPRESS SCRIPTS HOLDING CO		2012-07-20	2012-08-15
375 FIRST REPUBLIC BANK		2012-04-02	2012-08-15
50 FIRST REPUBLIC BANK		2012-05-30	2012-08-15
60 FRANKLIN RESOURCES INC		2011-12-21	2012-08-15
15 FRANKLIN RESOURCES INC		2010-10-26	2012-08-15

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(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
100 FRANKLIN RESOURCES INC		2010-09-29	2012-08-15
290 GILEAD SCIENCES INC		2011-08-04	2012-08-15
205 GILEAD SCIENCES INC		2012-01-26	2012-08-15
40 GOOGLE INC		2010-09-29	2012-08-15
10 GOOGLE INC		2010-10-05	2012-08-15
10 GOOGLE INC		2011-08-04	2012-08-15
85 GRAINGER W W INC		2010-10-04	2012-08-15
60 GRAINGER W W INC		2010-11-22	2012-08-15
35 GRAINGER W W INC		2010-12-10	2012-08-15
100 HOME DEPOT INC COM		2010-10-04	2012-08-15
335 HOME DEPOT INC COM		2010-09-29	2012-08-15
225 HOSPIRA INC		2011-03-28	2012-08-15
60 HOSPIRA INC		2011-10-07	2012-08-15
55 HOSPIRA INC		2012-01-26	2012-08-15
100 ILLINOIS TOOL WKS INC		2012-01-26	2012-08-15
235 ILLINOIS TOOL WKS INC		2011-12-23	2012-08-15
90 ILLINOIS TOOL WKS INC		2012-05-30	2012-08-15
70 JPMORGAN CHASE & CO		2011-09-19	2012-08-15
150 JPMORGAN CHASE & CO		2010-10-26	2012-08-15
680 JPMORGAN CHASE & CO		2010-09-29	2012-08-15
365 JOHNSON CTLS INC COM		2010-09-29	2012-08-15
230 KLA-TENCOR CORP COM		2011-08-04	2012-08-15
85 KRAFT FOODS INC		2011-12-21	2012-08-15
340 KRAFT FOODS INC		2010-10-04	2012-08-15
175 KRAFT FOODS INC		2010-10-26	2012-08-15
255 MCCORMICK & CO INC COM NON V TG		2010-09-29	2012-08-15
100 MCCORMICK & CO INC COM NON V TG		2011-09-19	2012-08-15
415 MERCK & CO INC NEW		2012-07-20	2012-08-15
40 METLIFE INC		2011-09-22	2012-08-15
260 METLIFE INC		2011-03-28	2012-08-15

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(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
60 METLIFE INC		2011-08-04	2012-08-15
100 METLIFE INC		2011-09-19	2012-08-15
145 MICROSOFT CORP		2012-01-26	2012-08-15
575 MICROSOFT CORP		2010-09-29	2012-08-15
305 MICROSOFT CORP		2010-10-05	2012-08-15
185 MICROSOFT CORP		2010-12-10	2012-08-15
390 MORGAN STANLEY COM NEW		2012-05-30	2012-08-15
315 MORGAN STANLEY COM NEW		2012-04-02	2012-08-15
125 NIKE INC CLASS B		2010-09-29	2012-08-15
110 NORDSTROM INC		2011-10-07	2012-08-15
60 NORDSTROM INC		2012-01-26	2012-08-15
120 NORDSTROM INC		2011-09-22	2012-08-15
170 NOVARTIS A G SPONSORED ADR		2011-08-04	2012-08-15
219 NOVARTIS A G SPONSORED ADR		2011-04-12	2012-08-15
85 NOVARTIS A G SPONSORED ADR		2011-09-19	2012-08-15
50 NOVO-NORDISK A S ADR		2012-01-26	2012-08-15
5 PNC FINANCIAL SERVICES GROUP		2011-08-04	2012-08-15
280 PNC FINANCIAL SERVICES GROUP		2010-09-29	2012-08-15
55 PEPSICO INC		2011-12-21	2012-08-15
160 PEPSICO INC		2010-10-04	2012-08-15
160 PEPSICO INC		2010-09-29	2012-08-15
60 PEPSICO INC		2012-01-26	2012-08-15
255 QUALCOMM INC COM		2010-10-21	2012-08-15
60 QUALCOMM INC COM		2010-12-10	2012-08-15
75 QUALCOMM INC COM		2011-08-04	2012-08-15
40 QUALCOMM INC COM		2011-03-28	2012-08-15
205 ROCHE HOLDINGS LTD		2012-05-30	2012-08-15
415 ROCHE HOLDINGS LTD		2012-01-26	2012-08-15
180 SYSCO CORP COM		2010-09-29	2012-08-15
195 SYSCO CORP COM		2010-10-04	2012-08-15

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(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
55 SYSCO CORP COM		2011-10-07	2012-08-15
130 TENARIS S A - ADR		2010-10-26	2012-08-15
100 TENARIS S A - ADR		2010-10-15	2012-08-15
65 TENARIS S A - ADR		2012-01-26	2012-08-15
210 THERMO FISHER SCIENTIFIC INC		2010-09-30	2012-08-15
45 THERMO FISHER SCIENTIFIC INC		2011-11-11	2012-08-15
350 TIME WARNER INC NEW		2010-10-26	2012-08-15
435 TIME WARNER CABLE INC		2010-09-29	2012-08-15
115 TIME WARNER CABLE INC		2010-10-04	2012-08-15
70 VF CORPORATION		2012-03-09	2012-08-15
75 VALMONT INDS INC		2011-09-19	2012-08-15
610 VEOLIA ENVIRONNEMENT - ADR		2010-09-30	2012-08-15
375 VESTAS WIND SYSTEMS-UNSP ADR		2010-09-29	2012-08-15
405 VESTAS WIND SYSTEMS-UNSP ADR		2010-10-26	2012-08-15
25 VISA INC		2012-01-26	2012-08-15
165 VISA INC		2010-09-29	2012-08-15
410 VODAFONE GROUP PLC-SP ADR		2011-08-04	2012-08-15
230 VODAFONE GROUP PLC-SP ADR		2011-09-19	2012-08-15
60 VODAFONE GROUP PLC-SP ADR		2011-10-07	2012-08-15
110 VODAFONE GROUP PLC-SP ADR		2011-12-21	2012-08-15
285 VODAFONE GROUP PLC-SP ADR		2012-01-26	2012-08-15
150 WATERS CORPORATION		2011-12-21	2012-08-15
190 ZIMMER HOLDINGS INC		2010-09-30	2012-08-15
115 ZIMMER HOLDINGS INC		2010-10-04	2012-08-15
225 AON PLC		2011-08-04	2012-08-15
150 CHECK POINT SOFTWARE TECH		2011-02-24	2012-08-15
105 CHECK POINT SOFTWARE TECH		2011-03-28	2012-08-15
500 ENERSYS		2011-08-25	2012-09-12
667 KRAFT FOODS GROUP		2011-12-08	2012-10-17
249 COMCAST CORP NEW CL A		2010-01-21	2012-11-27

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450 NIKE INC CLASS B		2000-02-18	2012-11-27
45 NIKE INC CLASS B		2008-07-10	2012-11-27
807 EATON CORPORATION		2010-01-21	2012-11-30
150 INTEL CORP COM		2008-07-10	2012-12-03
1014 INTEL CORP COM		2010-01-21	2012-12-03
235 PVH CORP		2010-11-22	2012-12-04
300 TRIMBLE NAVIGATION		2010-11-22	2012-12-04
4047 927 HARBOR INTERNATIONAL FUND		2010-12-29	2012-12-07
1 GREENHAVEN CONTINUOUS COMMODITY INDEX FUND		2010-01-01	2012-12-31
1 GREENHAVEN CONTINUOUS COMMODITY INDEX FUND		2012-01-01	2012-12-31
CAPITAL GAIN DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
7,415		5,893	1,522
10,816		11,245	-429
6,085		10,655	-4,570
3,135		5,355	-2,220
12,547		10,999	1,548
12,750		11,006	1,744
6,755		4,676	2,079
15,291		11,265	4,026
956		676	280
3,056		2,254	802
712		1,115	-403
7,014		10,855	-3,841
13,927		9,286	4,641
29,975		24,991	4,984
58,475		54,000	4,475
350,511		350,000	511
4,052		3,820	232
13,088		4,537	8,551
15,387		10,905	4,482
3,918		3,027	891
14,110		10,850	3,260
11,036		10,510	526
164,828		153,182	11,646
62,215		21,414	40,801
16,869		8,972	7,897
14,523		15,629	-1,106
45,477		49,819	-4,342
160,000		162,767	-2,767
175,000		173,536	1,464
18,089		14,148	3,941

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
18,622		15,816	2,806
13,447		12,844	603
6,736		13,192	-6,456
6,522		5,735	787
17,110		12,897	4,213
19,039		13,728	5,311
10,819		9,976	843
5,692		3,138	2,554
19,265		15,513	3,752
23,755		16,680	7,075
24,692		17,480	7,212
19,569		9,878	9,691
8,561		6,359	2,202
12,802		10,298	2,504
11,438		8,838	2,600
11,735		9,948	1,787
17,701		13,573	4,128
13,048		559	12,489
4,477		4,926	-449
10,990		10,229	761
9,849		8,580	1,269
26,950		13,873	13,077
24,841		24,798	43
8,390		6,054	2,336
2,935		2,185	750
7,297		6,744	553
899		839	60
9,760		9,831	-71
6,864		4,754	2,110
8,038		6,252	1,786

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
4,081		3,206	875
10,902		7,584	3,318
8,491		8,150	341
15,708		15,392	316
2,627		2,687	-60
5,602		5,654	-52
11,098		8,583	2,515
15,660		12,390	3,270
10,038		8,192	1,846
9,888		8,931	957
10,161		8,657	1,504
31,393		17,597	13,796
3,920		3,626	294
10,898		9,257	1,641
6,343		4,433	1,910
4,139		2,046	2,093
7,960		5,395	2,565
2,916		2,605	311
19,041		15,622	3,419
40,462		32,395	8,067
17,176		7,361	9,815
13,127		16,097	-2,970
11,357		11,767	-410
10,756		14,552	-3,796
7,048		7,035	13
5,512		3,165	2,347
3,814		7,329	-3,515
4,632		8,491	-3,859
6,883		5,961	922
4,589		3,853	736

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
4,615		4,241	374
8,521		7,678	843
6,390		5,602	788
5,325		3,537	1,788
10,198		7,580	2,618
2,925		2,298	627
8,211		6,047	2,164
13,246		10,841	2,405
10,445		7,026	3,419
29,887		20,942	8,945
5,964		5,411	553
2,684		2,359	325
8,812		7,946	866
5,616		5,665	-49
15,976		11,654	4,322
14,895		11,103	3,792
8,957		4,080	4,877
208,460		199,996	8,464
47,753		46,136	1,617
206,495		195,747	10,748
		5,322	-5,322
		7,983	-7,983
7,780		6,048	1,732
27,231		21,082	6,149
5,776		5,424	352
9,024		8,917	107
4,512		5,087	-575
3,155		1,541	1,614
75,712		34,287	41,425
9,026		8,490	536

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
8,776		7,937	839
13,874		11,163	2,711
14,742		11,637	3,105
13,699		10,411	3,288
12,327		12,150	177
6,981		7,190	-209
1,034		1,685	-651
6,551		9,744	-3,193
1,379		2,319	-940
2,228		2,017	211
8,274		7,648	626
2,892		2,465	427
12,530		8,406	4,124
2,627		2,435	192
6,637		13,173	-6,536
19,893		18,950	943
5,630		5,728	-98
11,895		9,790	2,105
6,230		4,925	1,305
23,673		15,669	8,004
5,114		4,965	149
3,708		3,700	8
12,529		10,924	1,605
13,767		10,090	3,677
2,295		1,633	662
16,135		15,216	919
12,064		12,404	-340
1,609		1,602	7
7,080		5,659	1,421
1,770		1,742	28

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
11,800		10,666	1,134
16,804		11,203	5,601
11,879		10,002	1,877
26,704		21,037	5,667
6,676		5,385	1,291
6,676		5,892	784
17,216		10,051	7,165
12,152		7,559	4,593
7,089		4,676	2,413
5,496		3,167	2,329
18,410		10,635	7,775
7,630		12,179	-4,549
2,035		2,256	-221
1,865		1,947	-82
5,757		5,301	456
13,528		11,099	2,429
5,181		5,037	144
2,595		2,267	328
5,561		5,589	-28
25,210		26,134	-924
9,595		11,153	-1,558
12,072		8,641	3,431
3,454		3,173	281
13,815		10,560	3,255
7,110		5,661	1,449
15,228		10,472	4,756
5,972		4,642	1,330
18,278		18,022	256
1,393		1,102	291
9,054		11,720	-2,666

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
2,089		2,300	-211
3,482		3,108	374
4,367		4,294	73
17,318		14,092	3,226
9,186		7,454	1,732
5,572		5,069	503
5,674		5,137	537
4,583		6,253	-1,670
11,827		9,982	1,845
6,207		5,395	812
3,386		2,909	477
6,771		5,394	1,377
10,184		9,870	314
13,119		12,154	965
5,092		4,686	406
7,962		5,985	1,977
305		262	43
17,075		14,503	2,572
3,993		3,639	354
11,615		10,684	931
11,615		10,655	960
4,356		3,994	362
15,935		11,202	4,733
3,749		2,967	782
4,687		3,941	746
2,500		2,101	399
9,220		8,050	1,170
18,665		18,039	626
5,508		5,229	279
5,967		5,525	442

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
1,683		1,427	256
5,283		5,336	-53
4,064		4,201	-137
2,641		2,593	48
12,110		10,116	1,994
2,595		2,199	396
14,878		11,052	3,826
39,038		23,664	15,374
10,320		6,318	4,002
10,463		10,285	178
9,536		6,755	2,781
6,234		16,095	-9,861
562		4,612	-4,050
607		4,551	-3,944
3,229		2,525	704
21,309		12,214	9,095
12,139		11,357	782
6,810		5,892	918
1,776		1,584	192
3,257		3,000	257
8,438		7,823	615
11,758		10,997	761
11,737		9,953	1,784
7,104		5,894	1,210
11,793		11,036	757
7,292		7,425	-133
5,105		5,206	-101
19,238		10,801	8,437
31		26	5
9,076		4,006	5,070

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
43,875		6,236	37,639
4,388		2,517	1,871
41,686		24,839	16,847
2,925		3,033	-108
19,774		21,142	-1,368
26,595		15,315	11,280
16,366		11,030	5,336
250,000		245,223	4,777
		15,120	-15,120
		10,080	-10,080
			1

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			1,522
			-429
			-4,570
			-2,220
			1,548
			1,744
			2,079
			4,026
			280
			802
			-403
			-3,841
			4,641
			4,984
			4,475
			511
			232
			8,551
			4,482
			891
			3,260
			526
			11,646
			40,801
			7,897
			-1,106
			-4,342
			-2,767
			1,464
			3,941

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			2,806
			603
			-6,456
			787
			4,213
			5,311
			843
			2,554
			3,752
			7,075
			7,212
			9,691
			2,202
			2,504
			2,600
			1,787
			4,128
			12,489
			-449
			761
			1,269
			13,077
			43
			2,336
			750
			553
			60
			-71
			2,110
			1,786

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			875
			3,318
			341
			316
			-60
			-52
			2,515
			3,270
			1,846
			957
			1,504
			13,796
			294
			1,641
			1,910
			2,093
			2,565
			311
			3,419
			8,067
			9,815
			-2,970
			-410
			-3,796
			13
			2,347
			-3,515
			-3,859
			922
			736

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - I

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			374
			843
			788
			1,788
			2,618
			627
			2,164
			2,405
			3,419
			8,945
			553
			325
			866
			-49
			4,322
			3,792
			4,877
			8,464
			1,617
			10,748
			-5,322
			-7,983
			1,732
			6,149
			352
			107
			-575
			1,614
			41,425
			536

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			839
			2,711
			3,105
			3,288
			177
			-209
			-651
			-3,193
			-940
			211
			626
			427
			4,124
			192
			-6,536
			943
			-98
			2,105
			1,305
			8,004
			149
			8
			1,605
			3,677
			662
			919
			-340
			7
			1,421
			28

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - I

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			1,134
			5,601
			1,877
			5,667
			1,291
			784
			7,165
			4,593
			2,413
			2,329
			7,775
			-4,549
			-221
			-82
			456
			2,429
			144
			328
			-28
			-924
			-1,558
			3,431
			281
			3,255
			1,449
			4,756
			1,330
			256
			291
			-2,666

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-211
			374
			73
			3,226
			1,732
			503
			537
			-1,670
			1,845
			812
			477
			1,377
			314
			965
			406
			1,977
			43
			2,572
			354
			931
			960
			362
			4,733
			782
			746
			399
			1,170
			626
			279
			442

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - I

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			256
			-53
			-137
			48
			1,994
			396
			3,826
			15,374
			4,002
			178
			2,781
			-9,861
			-4,050
			-3,944
			704
			9,095
			782
			918
			192
			257
			615
			761
			1,784
			1,210
			757
			-133
			-101
			8,437
			5
			5,070

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			37,639
			1,871
			16,847
			-108
			-1,368
			11,280
			5,336
			4,777
			-15,120
			-10,080

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
GREG COY 1201 THIRD AVE SUITE 4900 SEATTLE, WA 981013099	DIRECTOR AND PROGRAM MANAGER 23	89,763		
POLLY M OLSEN 1201 THIRD AVE SUITE 4900 SEATTLE, WA 981013099	DIRECTOR 2	8,004		
MARTHA ASHENFELTER 1201 THIRD AVE SUITE 4900 SEATTLE, WA 981013099	DIRECTOR 2	8,004		
COLONEL F BETZ 1201 THIRD AVE SUITE 4900 SEATTLE, WA 981013099	PRESIDENT 0	0		
ROBERT S MUCKLESTONE 1201 THIRD AVE SUITE 4900 SEATTLE, WA 981013099	VICE PRES 0	0		
F JEAN WATSON 1201 THIRD AVE SUITE 4900 SEATTLE, WA 981013099	SEC/TREAS 1	0		

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Community Schools Collaboration 137 SW 154TH STREET Burien, WA 98166	NONE	501(C)(3)	CSC COLLEGE READINESS	30,000
Children of the Valley 1318 SOUTH 18TH STREET Mount Vernon, WA 98274	NONE	501(C)(3)	VOLUNTEER CAPACITY BUILDING	24,607
Montesano Community Outreach 125 SOUTH MAIN STREET Montesano, WA 98563	NONE	501(C)(3)	AFTER SCHOOL PROGRAM	8,500
South Whidbey Commons PO BOX 222 Langley, WA 98260	NONE	501(C)(3)	YOUTH PROGRAMS	40,000
Community for Youth 999 3RD AVENUE SUITE 1570 Seattle, WA 98104	NONE	501(C)(3)	SHAPING TOMORROW'S	30,000
Lake Washington Schools Foundation PO BOX 83 Redmond, WA 98073	NONE	501(C)(3)	LOOKING INTO THE NEEDS OF	30,000
The Fruit Valley Foundation PO BOX 72 Vancouver, WA 986660072	NONE	501(C)(3)	STUDENTS TRANSITIONING TO	15,000
Communities in Schools of Whatcom County PO BOX 6071 Bellingham, WA 98227	NONE	501(C)(3)	MIDDLE SCHOOL RESOURCE	14,000
Nature Vision Inc 10400 192ND AVE NE Redmond, WA 98053	NONE	501(C)(3)	NATURE DISCOVERIES OUTREACH	40,000
Rochester Organization of Familes PO BOX 312 Rochester, WA 98579	NONE	501(C)(3)	KID'S PLACE AFTER SCHOOL &	33,000
YWCA of Seattle King Co Snohomish 801 23RD AVENUE SOUTH SUITE A Seattle, WA 98144	NONE	501(C)(3)	FEED YOUR BRAIN & REFUGEE	80,000
Boys & Girls Club of King County 603 STEWART ST SUITE 300 Seattle, WA 98101	NONE	501(C)(3)	STUDY SQUAD	30,000
University of Puget Sound 1500 N WARNER ST 1080 Tacoma, WA 984161080	NONE	501(C)(3)	SUMMER ACADEMIC CHALLENGE	28,000
Atlantic Street Center 2103 S ATLANTIC STREET Seattle, WA 98144	NONE	501(C)(3)	SUMMER ACADEMY PROGRAM	50,000
Children's Home Society of Washington 1612 PENNY LANE Walla Walla, WA 993624474	NONE	501(C)(3)	ACADEMICS FUN CLUB/FARM	45,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
North Kitsap School District/Suquamish Elem 18950 PARK AVENUE NE Suquamish, WA 98392	NONE	501(C)(3)	ROLLING READER PROGRAM	17,500
Skagit Valley College Foundation 2405 EAST COLLEGE WAY Mount Vernon, WA 98273	NONE	501(C)(3)	SKAGIT/ISLANDS HEAD START	27,000
Mary Walker School District PO BOX 159 Springdale, WA 99173	NONE	501(C)(3)	RURAL ALLIANCE FOR COLLEGE	50,000
Port Gamble S'Klallam Fdn 31912 LITTLE BOSTON ROAD NE Kingston, WA 98346	NONE	501(C)(3)	WOLFLE SUMMER EXPERIENCE	15,000
Port Townsend Marine Science Center 532 BATTERY WAY Port Townsend, WA 98368	NONE	501(C)(3)	WHALES OF TEH SALISH SEA	15,000
Entiat School District 2650 ENTIAT WAY Entiat, WA 98822	NONE	501(C)(3)	READING LAB	27,225
Child Care Action Council PO BOX 446 Olympia, WA 98507	NONE	501(C)(3)	RAISING A READER	29,000
Garden-Raised Bounty 2016 ELLIOTT AVE NW Olympia, WA 98502	NONE	501(C)(3)	CULTIVATING YOUTH	30,000
Communities in Schools of Lakewood 6402 100TH STREET SW Lakewood, WA 98499	NONE	501(C)(3)	S K I L L AFTER SCHOOL	35,000
Peace Community Center 2106 S CUSHMAN AVENUE Tacoma, WA 98405	NONE	501(C)(3)	MIDDLE SCHOOL PROGRAM	45,000
Readiness to Learn Whidbey Foundation PO BOX 346 Langley, WA 98260	NONE	501(C)(3)	EDUCATIONAL SUPPORT FOR	40,000
Communities in Schools of Seattle PO BOX 24872 Seattle, WA 98124	NONE	501(C)(3)	SITE COORDINATION	40,000
Animals as Natural Therapy 721 VANWYCK ROAD Bellinham, WA 98226	NONE	501(C)(3)	LEARNING LIFE PROJECT	20,000
Communities in Schools of Peninsula PO BOX 684 Vaughn, WA 98394	NONE	501(C)(3)	MENTORING OUR STUDENTS TO	34,500
Friends of the Children of King County PO BOX 22801 Seattle, WA 98122	NONE	501(C)(3)	ENABLING VULNERABLE YOUTH	50,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
New Futures PO BOX 66958 Burien, WA 98166	NONE	501(C)(3)	AFTER SCHOOL YOUTH PROGRAM	40,000
Yakama Christian Mission PO BOX 547 White Swan, WA 98952	NONE	501(C)(3)	JUST LEARNING EXPANDED	30,000
Office of the Education Ombudsman 155 NE 100TH ST SUITE 210 Seattle, WA 981258012	NONE	501(C)(3)	NO PARENT LEFT BEHIND	30,000
Edmonds School District 18638 - 44TH AVENUE WEST Lynnwood, WA 98037	NONE	501(C)(3)	FAMILY ACADEMIC NIGHTS	86,286
University of Washington Foundation 1900 COMMERCE STREET Tacoma, WA 984023100	NONE	501(C)(3)	MATH, SCIENCE & LEADERSHIP	25,200
Communities in Schools of Federal Way PO BOX 3440 Federal Way, WA 98063	NONE	501(C)(3)	MENTORING PROGRAM	40,000
Total				1,224,818

TY 2012 Accounting Fees Schedule

Name: DISCUREN CHARITABLE FOUNDATION

EIN: 20-2046554

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREPARATION FEE & REVIEW	2,970	2,673		297

**TY 2012 Investments Corporate
Stock Schedule****Name:** DISCUREN CHARITABLE FOUNDATION**EIN:** 20-2046554

Name of Stock	End of Year Book Value	End of Year Fair Market Value
AIR PRODUCTS & CHEMICALS	47,984	60,830
APACHE CORP	48,949	52,438
BAKER HUGHES INC	52,951	44,973
CHEVRON CORPORATION	42,807	76,996
CISCO SYSTEMS	35,510	49,733
DANAHER CORP	25,592	53,832
EMC CORP	26,591	54,597
EATON CORP	41,686	43,723
GENERAL ELECTRIC CO	44,218	57,471
INTEL CORP	18,184	20,414
IBM	2,834	64,935
MICROSOFT CORP	48,830	50,107
ORACLE CORP	32,218	76,869
PEPSICO INC	57,947	66,172
PFIZER INC	29	44,064
PROCTER & GAMBLE	61,832	72,914
STRYKER CORP	40,675	46,597
SYSCO CORP	44,489	54,044
UNITED PARCEL CL B	33,537	41,436
UNITED TECHNOLOGIES	27,084	43,629
WELLS FARGO & CO	38,184	49,288
NOVARTIS AG ADR	45,409	53,552
WALT DISNEY CO	37,492	61,839
FRANKLIN RESOURCES	24,604	37,333
QUALCOMM INC	35,465	57,468
AT&T INC	38,677	61,083
EXXON MOBIL CORP	29,155	37,736
SPDR S&P BIOTECH	26,847	42,636
VF CORPORATION	18,148	53,745
COMCAST CORP	20,965	48,680

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SCHWAB CHARLES CORP	37,287	41,701
ACCENTURE PLC F	29,283	60,980
ABBOTT LABS	39,407	48,797
BLACKROCK INC	35,845	46,510
CHUBB CORP	25,230	35,852
SPDR GOLD TRUST	493,779	582,787
ADTRAN INC	22,615	13,873
ANALOGIC CORP	20,863	26,376
ANGIODYNAMICS	19,262	14,946
BIO RAD LABS INC	16,576	18,384
HAEMONETICS CORP	17,666	24,504
HAYNES INTL INC NEW	14,885	19,192
LSB INDS INC	20,010	32,055
MDU RESOURCES GRP	15,326	15,824
NATIONAL PRESTO INDS	19,617	12,093
NETGEAR INC	17,005	20,898
OSI SYSTEMS INC	20,276	36,183
OLD NATL BANCORP	20,873	24,571
OPLINK COMMUNICATIONS	15,389	13,632
PARAMETRIC TECH CORP	21,659	22,172
PIPER JAFFRAY COS	19,282	32,130
POLYCOM	23,767	13,807
POWELL INDUSTRIES	16,657	20,350
RAVEN INDS INC	16,994	20,034
ROBBINS AND MYERS	21,439	42,209
ROFIN-SINAR TECH	27,483	21,030
ROLLINS INC	22,674	28,101
SM ENERGY CO	15,422	16,185
STERIS CORPORATION	21,695	21,880
TRACTOR SUPPLY CO	11,063	23,239

Name of Stock	End of Year Book Value	End of Year Fair Market Value
TRIMBLE NAVIGATION	22,795	37,064
II-VI INC	25,498	24,246
UMB FINANCIAL CORP	23,495	25,459
WABTEC CORPORATION	19,742	36,767
WOODWARD INC	29,341	34,889
SYKES ENTERPRISES	26,239	23,743
APPLE INC	22,945	20,755
KRAFT FOODS INC	34,482	37,786
PNC FINANCIAL SVCS	47,957	45,423
SUNCOR ENERGY INC	45,055	35,783
UNITEDHEALTH GROUP	33,899	40,626
COVIDIEN PLC	38,428	44,056
WEST PHARMACEUTIALS	17,801	25,459
BILL BARRETT CORP	45,173	24,461
FIRSTMERIT CORP	24,506	19,866
HILL-ROM HOLDINGS INC	22,129	21,375
AMERICAN TOWER REIT INC	21,696	24,726
CVS CAREMARK CORP	44,225	46,948
CENTENE CORPORATION	12,131	18,450
FARO TECHNOLOGIES INC	19,459	20,409
FULTON FINANCIAL CORP	25,432	23,785
HARMONIC INC	14,949	17,998
INVESTORS BANCORP INC	18,910	19,558
JOS A BANK CLOTHIERS	18,464	17,884
MASIMO CORPORATION	24,883	23,636
MONDELEZ INTERNATIONAL INC	30,458	32,809
TJX COMPANIES INC	39,620	38,714
TARGET CORP	35,401	37,573
VIEWPOINT FINANCIAL GROUP	22,093	43,869
WOLVERINE WORLD WIDE INC	26,230	24,588

TY 2012 Investments - Other Schedule**Name:** DISCUREN CHARITABLE FOUNDATION **EIN:** 20-2046554

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
HARBOR INT'L FUND	AT COST	2,403,428	2,720,005
VANGUARD S/T INVESTMENT FUND	AT COST	693,358	709,082
VANGUARD INFL - ADM	AT COST	242,281	280,103
VANGUARD GNMA FD-ADM	AT COST	992,855	1,016,430
VANGUARD I-T INV GRD	AT COST	1,098,918	1,156,400
ING GLOBAL REAL ESTATE	AT COST	509,742	631,387
EATON VANCE TAX-MGD	AT COST	544,032	583,816
MATTHEWS ASIA DIVIDEND FUND	AT COST	323,000	329,322
UTILITIES SELECT SECTOR	AT COST	63,635	77,803
YACKTMAN FUND	AT COST	624,000	676,216
BROWN CAPITAL MGMT	AT COST	298,500	341,142
FIRST EAGLE OVERSEAS CL 1	AT COST	309,000	301,479
DOMINI SOCIAL EQUITY FUND	AT COST	950,000	928,838
ISHARES S&P PREFERRED STOCK	AT COST	45,168	45,325
LASALLE HOTEL PPTY SH BEN	AT COST	25,145	6,384
PIMCO COMMODITY REAL RETURN	AT COST	462,063	453,861
Q-BLK STRATEGIC PARTNERS	AT COST	800,000	815,261

TY 2012 Legal Fees Schedule

Name: DISCUREN CHARITABLE FOUNDATION

EIN: 20-2046554

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	32,018	3,202		28,816

TY 2012 Other Decreases Schedule

Name: DISCUREN CHARITABLE FOUNDATION

EIN: 20-2046554

Description	Amount
ACCRUED INCOME IN 2012 REC'D IN 2013	23,658
MISCELLANEOUS ADJUSTMENTS/ROUNDING	5,492
LOSS ON 2011 SALES REVERSED IN 2012	15,506

TY 2012 Other Expenses Schedule

Name: DISCUREN CHARITABLE FOUNDATION

EIN: 20-2046554

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MEMBERSHIP DUES	4,140	0		4,140
PROGRAM MGMT FEES	2,359	0		2,359
INVT MGMT FEES	89,349	83,198		6,151
GREENHAVEN K-1 OTHER DEDUCTION	2,804	2,804		0

TY 2012 Other Increases Schedule

Name: DISCUREN CHARITABLE FOUNDATION

EIN: 20-2046554

Description	Amount
ACCRUED INCOME IN 2011 REC'D IN 2012	12,005

TY 2012 Taxes Schedule

Name: DISCUREN CHARITABLE FOUNDATION

EIN: 20-2046554

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	11,098	11,098		0
ESTIMATED TAX PAYMENT	35,000	0		0