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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.

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation

A Employer identification number

UELAND FOUNDATION

20-3834658

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

Room/suite

MOWAT MACKIE & ANDERSON, 1999 HARRISON

1500

B Telephone number

510-893-1120

City or town, state, and ZIP code

OAKLAND, CA 94612

C If exemption application is pending, check here ☐

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeD 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundationE If private foundation status was terminated under section 507(b)(1)(A), check here ☐

I Fair market value of all assets at end of year

J Accounting method:

☒ Cash☐ Accrual

(from Part II, col. (c), line 16)

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

\$ 10,674,859. (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).)

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

1 Contributions, gifts, grants, etc., received

N/A

2 Check ☒ if the foundation is not required to attach Sch B

3 Interest on savings and temporary cash investments

190.

190.

STATEMENT 1

4 Dividends and interest from securities

89,050.

89,050.

STATEMENT 2

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

11,405.

b Gross sales price for all assets on line 6a

11,419.

7 Capital gain net income (from Part IV, line 2)

11,405.

8 Net short-term capital gain

9 Income modifications

10a Gross sales less returns and allowances

b Less Cost of goods sold

c Gross profit or (loss)

11 Other income

652,863.

8,236.

STATEMENT 3

12 Total. Add lines 1 through 11

753,508.

108,881.

13 Compensation of officers, directors, trustees, etc

0.

0.

0.

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees

STMT 4

235.

118.

117.

b Accounting fees

STMT 5

6,833.

3,416.

3,417.

c Other professional fees

17 Interest

776.

776.

0.

18 Taxes

19 Depreciation and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses

STMT 6

26,125.

26,125.

0.

24 Total operating and administrative expenses. Add lines 13 through 23

33,969.

30,435.

3,534.

25 Contributions, gifts, grants paid

370,001.

370,001.

26 Total expenses and disbursements.

Add lines 24 and 25

403,970.

30,435.

373,535.

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

349,538.

b Net investment income (if negative, enter -0-)

78,446.

c Adjusted net income (if negative, enter -0-)

N/A

25 NOV 6 14

Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	3,692,511.	1,236,070.	1,236,070.
	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			
	7 Other notes and loans receivable ▶			
	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			
	b Investments - corporate stock STMT 7	3,092,774.	2,958,707.	3,268,092.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 8	2,301,928.	5,241,974.	6,170,697.
	14 Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	9,087,213.	9,436,751.	10,674,859.
	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				
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 ▶ ☐			
	24 Unrestricted and complete lines 24 through 26 and lines 30 and 31.			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	9,087,213.	9,436,751.	
	30 Total net assets or fund balances	9,087,213.	9,436,751.	
	31 Total liabilities and net assets/fund balances	9,087,213.	9,436,751.	

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	9,087,213.
2 Enter amount from Part I, line 27a	2	349,538.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	9,436,751.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	9,436,751.

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 .81947 SHS HELIOS TTL RETURN FD	P	06/30/08	04/05/12
b .25000 SHS HELIOS TTL RETURN FUND	P	06/30/08	08/28/12
c ISHS SILVER TR ETF	P	VARIOUS	12/31/12
d SPDR GOLD TRUST GOLD	P	VARIOUS	12/31/12
e CAPITAL GAINS DIVIDENDS			

(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 5.		6.	<1.>
b 6.		8.	<2.>
c 651.			651.
d 3,198.			3,198.
e 7,559.			7,559.

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	
a			<1.>
b			<2.>
c			651.
d			3,198.
e			7,559.

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	11,405.
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). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	544,786.	10,386,969.	.052449
2010	640,698.	9,530,074.	.067229
2009	337,024.	9,257,919.	.036404
2008	234,175.	8,327,455.	.028121
2007	49,511.	2,546,839.	.019440

2 Total of line 1, column (d)	2	.203643
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	.040729
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	9,951,503.
5 Multiply line 4 by line 3	5	405,315.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	784.
7 Add lines 5 and 6	7	406,099.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	373,535.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	1,569.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	1,569.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	1,569.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a 4,426.	7	25,926.
b Exempt foreign organizations - tax withheld at source	6b	8	
c Tax paid with application for extension of time to file (Form 8868)	6c 21,500.	9	
d Backup withholding erroneously withheld	6d	10	24,357.
7 Total credits and payments. Add lines 6a through 6d		11	0.
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ☐ 24,357. Refunded ☐			

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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☐ \$ 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.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ WA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► MOWAT MACKIE & ANDERSON Located at ► 1999 HARRISON ST, SUITE 1500, OAKLAND, CA	Telephone no. ►	510-893-1120	
		ZIP+4 ►	94612	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ☐ N/A	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
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 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? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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

5a During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ 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)?

N/A

5b

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.

(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
CRAIG UELAND	PRESIDENT			
1999 HARRISON STREET, SUITE 1500				
OAKLAND, CA 94612	1.00	0.	0.	0.
NICOLE UELAND	VICE-PRESIDENT			
1999 HARRISON STREET, SUITE 1500				
OAKLAND, CA 94612	1.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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

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

(a) Name and address of each person paid more than \$50,000

Total number of others receiving over \$50,000 for professional services	0
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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

Part IX-B	Summary of Program-Related Investments
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Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1a	4,941,203.
b Average of monthly cash balances	1b	2,970,323.
c Fair market value of all other assets	1c	2,191,523.
d Total (add lines 1a, b, and c)	1d	10,103,049.
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	10,103,049.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	151,546.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,951,503.
6 Minimum investment return. Enter 5% of line 5	6	497,575.

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	497,575.
2a Tax on investment income for 2012 from Part VI, line 5	2a	1,569.
b Income tax for 2012. (This does not include the tax from Part VI.)	2b	201,890.
c Add lines 2a and 2b	2c	203,459.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	294,116.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	294,116.
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	294,116.

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	373,535.
b Program-related investments - total from Part IX-B	1b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	373,535.
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	5	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	373,535.

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.

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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				294,116.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			74,787.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 373,535.				
a Applied to 2011, but not more than line 2a			74,787.	
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				294,116.
e Remaining amount distributed out of corpus	4,632.			
5 Excess distributions carryover applied to 2012 (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	4,632.			
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 instr.			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)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	4,632.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012	4,632.			

N/A

- 4942(1)(5)

- (4) Gross investment income**

[illegible]

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				
BOYS & GIRLS CLUB OF KING COUNTY 603 STEWART STREET #300 SEATTLE, WA 98101	NONE	PUBLIC 503(C) CHARITY	GENERAL FUND	10,000.
CATHOLIC COMMUNITY SERVICES 100 23RD AVENUE SEATTLE, WA 98144	NONE	PUBLIC 503(C) CHARITY	GENERAL FUND	10,000.
EMERGENCY FOOD NETWORK 3318 92ND ST S LAKEWOOD, WA 98499	NONE	PUBLIC 503(C) CHARITY	GENERAL FUND	10,000.
GREAT PENINSULA CONSERVANCY 3721 KITSAP WAY, SUITE 5 BREMERTON, WA 98312	NONE	PUBLIC 503(C) CHARITY	GENERAL FUND	2,500.
INTERVARSITY CHRISTIAN FELLOWSHIP 6400 SCHROEDER ROAD MADISON, WI 53707	NONE	PUBLIC 503(C) CHARITY	GENERAL FUND	10,000.
Total	SEE CONTINUATION SHEET(S)			3a 370,001.
b Approved for future payment				
NONE				
Total				3b 0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion 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	190.	
4 Dividends and interest from securities			14	89,050.	
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			14	8,236.	
8 Gain or (loss) from sales of assets other than inventory			18	11,405.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a SEE STATEMENT 10		644,627.			
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)		644,627.		108,881.	0.
13 Total. Add line 12, columns (b), (d), and (e)					753,508.

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]

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

- | | | | |
|--|-------|-----|----|
| <p>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?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p>b Other transactions:</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>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.</p> | | Yes | No |
| | | | |
| | 1a(1) | | X |
| | 1a(2) | | X |
| | | | |
| | 1b(1) | | X |
| | 1b(2) | | X |
| | 1b(3) | | X |
| | 1b(4) | | X |
| | 1b(5) | | X |
| | 1b(6) | | X |
| | 1c | | X |

[illegible]

- 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.			May the IRS discuss this return with the preparer shown below (see instr.)? ☒ Yes ☐ No	
	Signature of officer or trustee _____		Date 11/13/13	Title PRESIDENT	
Paid Preparer Use Only	Print/Type preparer's name KAREN E WILSON		Preparer's signature KAREN E WILSON		Date 11/12/13
	Check ☐ if self-employed		PTIN P00449883		
	Firm's name ▶ MOWAT MACKIE & ANDERSON LLP			Firm's EIN ▶ 94-6357165	
	Firm's address ▶ 1999 HARRISON STREET, SUITE 1500 OAKLAND, CA 94612-3577			Phone no. 510-893-1120	

Part III Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	07/24/2012		10,108.		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in final and temp. Regs. sec. 1.367(a)-4(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

Supplemental Information Required To Be Reported (see instructions):

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
NATIVITY HOUSE 2304 SOUTH JEFFERSON AVENUE TACOMA, WA 98402	NONE	PUBLIC 503(C) CHARITY	GENERAL FUND	5,000.
NORTHWEST HARVEST PO BOX 12272 SEATTLE, WA 98102	NONE	PUBLIC 503(C) CHARITY	GENERAL FUND	10,000.
ST. FRANCIS OF ASSISI 15216 21ST AVENUE SW SEATTLE, WA 98166	NONE	PUBLIC 503(C) CHARITY	GENERAL FUND	150,000.
STANFORD UNIVERSITY 326 GALVEZ STREET STANFORD, CA 94305	NONE	PUBLIC 503(C) CHARITY	THE CAGAN STADIUM RENOVATION FUND	50,000.
SUSAN G. KOMEN FOR THE CURE PUGET SOUND 112 FIFTH AVENUE N SEATTLE, WA 98109	NONE	PUBLIC 503(C) CHARITY	GENERAL FUND	10,000.
MOUNTAINEERS FOUNDATION PO BOX 25590 SEATTLE, WA 98165	NONE	PUBLIC 503(C) CHARITY	GENERAL FUND	2,500.
THE SALVATION ARMY 111 QUEEN ANNE AVE N, SUITE 300 SEATTLE, WA 98109	NONE	PUBLIC 503(C) CHARITY	GENERAL FUND	10,000.
UNITED WAY OF KING COUNTY 720 SECOND AVE SEATTLE, WA 98104	NONE	PUBLIC 503(C) CHARITY	GENERAL FUND	25,000.
UNITED WAY OF KING COUNTY 720 SECOND AVE SEATTLE, WA 98104	NONE	PUBLIC 503(C) CHARITY	PARENT CHILD PROGRAM	25,000.
UNITED WAY OF PIERCE COUNTY PO BOX 2215 TACOMA, WA 98401	NONE	PUBLIC 503(C) CHARITY	GENERAL FUND	25,000.
Total from continuation sheets				327,501.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
UNIVERSITY OF WASHINGTON FOUNDATION 1200 FIFTH AVENUE, SUITE 500 SEATTLE, WA 98101	NONE	PUBLIC 503(C) CHARITY	GENERAL FUND	2,000.
COVE TO CLOVER 435 SW 152ND ST BURIEN, WA 98166	NONE	PUBLIC 503(C) CHARITY	GENERAL FUND	1,000.
UNIVERSITY OF WASHINGTON FOUNDATION 407 GERBERDING HALL, BOX 351210 SEATTLE, WA 98195	NONE	PUBLIC 503(C) CHARITY	GENERAL FUND	1,000.
UNITED WAY OF PIERCE COUNTY 1501 PACIFIC AVE, SUITE 400 TACOMA, WA 98402	NONE	PUBLIC 503(C) CHARITY	GENERAL FUND	1,000.
NATIVITY HOUSE 2304 JEFFERSON AVE TACOMA, WA 98402	NONE	PUBLIC 503(C) CHARITY	GENERAL FUND	5,000.
FORTERRA - CONSERVATION 901 5TH AVENUE, STE 2200 SEATTLE, WA 98164	NONE	PUBLIC 503(C) CHARITY	GENERAL FUND	5,000.
CASH CONTRIBUTION PASSTHROUGH - CPDFCI, L.P. 1910 FAIRVIEW AVENUE E, SUITE 500 SEATTLE, WA 98102	NONE	PUBLIC 503(C) CHARITY	GENERAL FUND	1.
Total from continuation sheets				

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
CPDFCI, L.P.	100.
INTERNATIONAL COLUMBIA US LLC	85.
UNION BAY CAPITAL PARTNERS I, LLC	5.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	190.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
VANGUARD	50,576.	7,559.	43,017.
VANGUARD BROKERAGE	46,033.	0.	46,033.
TOTAL TO FM 990-PF, PART I, LN 4	96,609.	7,559.	89,050.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PORTFOLIO INCOME - UNION BAY CAPITAL PARTNERS I, LLC	2,566.	2,566.	
CANCELLATION OF DEBT - CPDFCI, L.P.	5,669.	5,669.	
ROUNDING	1.	1.	
ORDINARY BUSINESS INCOME - CPDFCI, L.P.	31,413.	0.	
NET SEC 1231 GAIN - CPDFCI, L.P.	614,914.	0.	
ORDINARY BUSINESS INCOME - UNION BAY CAPITAL PARTNERS I, LLC	<1,700.>	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	652,863.	8,236.	

FORM 990-PF

LEGAL FEES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	235.	118.		117.
TO FM 990-PF, PG 1, LN 16A	235.	118.		117.

FORM 990-PF

ACCOUNTING FEES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES - MMA	5,600.	2,800.		2,800.
ACCOUNTING FEES - WSG	1,233.	616.		617.
TO FORM 990-PF, PG 1, LN 16B	6,833.	3,416.		3,417.

FORM 990-PF

OTHER EXPENSES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PORTFOLIO DEDUCTIONS - INTERNATIONAL COLUMBIA US LLC	8,780.	8,780.		0.
PORTFOLIO DEDUCTIONS - CPDFCI, L.P.	11,507.	11,507.		0.
INVESTMENT FEES	3,850.	3,850.		0.
PORTFOLIO DEDUCTIONS - UNION BAY CAPITAL PARTNERS I, LLC	1,956.	1,956.		0.
OTHER EXPENSES	32.	32.		0.
TO FORM 990-PF, PG 1, LN 23	26,125.	26,125.		0.

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
VANGUARD LARGE-CAP INDEX FUND ADM	522,143.	551,727.	
HELIOS STRATEGIC MTG INCOME FUND	0.	0.	
DIGITAL RIV INC	104,800.	57,520.	
500 INDEX FUND	789,988.	932,373.	
VANGUARD ENERGY FUND ADMIRAL	412,067.	450,422.	
BOEING COMPANY	660,724.	753,600.	
EXXON MOBILE CORP	186,240.	259,650.	
GENERAL ELECTRIC COMPANY	187,900.	209,900.	
DENDREON CORP	94,845.	52,900.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,958,707.	3,268,092.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	8
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INTERNATIONAL COLUMBIA LLC	COST	776,504.	1,130,190.
SPDR GOLD TRUST GOLD SHRS	COST	579,149.	810,102.
CPDFCI LP	COST	267,392.	482,696.
ISHARES SILVER TRUST	COST	206,100.	220,275.
BP PLC	COST	500,878.	499,680.
DASSAULT SYSTEMES	COST	5,553.	5,655.
STRATASYS LTD	COST	436,190.	480,900.
3D SYSTEMS CORP	COST	418,434.	480,150.
BANK OF INDIA CD	COST	250,000.	250,000.
BANK OF CHINA CD	COST	250,000.	250,000.
BANK OF BARODA CD	COST	250,000.	250,368.
ALLY BANK CD	COST	249,000.	249,981.
GE CAPITAL BANK INC CD	COST	250,000.	250,790.
GOLDMAN SACHS BANK CD	COST	250,000.	250,995.
HELIOS TOTAL RETURN FUND	COST	253,859.	251,128.
UNION BAY CAPITAL PARTNERS	COST	298,915.	307,787.
TOTAL TO FORM 990-PF, PART II, LINE 13		5,241,974.	6,170,697.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 9

NAME OF MANAGER

CRAIG UELAND
NICOLE UELAND

FORM 990-PF

OTHER REVENUE

STATEMENT 10

DESCRIPTION	BUS CODE	UNRELATED BUSINESS INC	EXCL CODE	EXCLUDED AMOUNT	RELATED OR EXEMPT FUNC- TION INCOME
ORDINARY BUSINESS INCOME - CPDFCI, L.P.		31,413.			
NET SEC 1231 GAIN - CPDFCI, L.P.		614,914.			
ORDINARY BUSINESS INCOME - UNION BAY CAPITAL PARTNERS I, LLC		<1,700.>			
TOTAL TO FORM 990-PF, PG 12, LN 11		644,627.			