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

2012

For calendar year 2012 or tax year beginning

, and ending

Name of foundation

GEORGE B AND RUTH ELIZABETH FERGUSON  
FOUNDATIONNumber and street (or P O box number if mail is not delivered to street address)  
PO BOX 1370

A Employer identification number

20-5364754

City or town, state, and ZIP code

BURLINGTON, WA 98233

G Check all that apply

- Initial return    Initial return of a former public charity  
 Final return    Amended return  
 Address change    Name change

H Check type of organization

- Section 501(c)(3) exempt private foundation  
 Section 4947(a)(1) nonexempt charitable trust    Other taxable private foundation

I Fair market value of all assets at end of year

J Accounting method

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

Cash

► \$ 2,375,781.

(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 ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B Interest on savings and temporary cash investments				
3 Dividends and interest from securities	108,008.	93,311.		STATEMENT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	37,461.			
b Gross sales price for all assets on line 6a	236,465.			
7 Capital gain net income (from Part IV, line 2)		37,461.		
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				
12 Total. Add lines 1 through 11	145,469.	130,772.		
13 Compensation of officers, directors, trustees, etc	4,325.	0.	RECEIVED	0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees				
c Other professional fees				
17 Interest				
18 Taxes	679.	679.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses				
24 Total operating and administrative expenses. Add lines 13 through 23	5,004.	679.		0.
25 Contributions, gifts, grants paid	97,250.			97,250.
26 Total expenses and disbursements. Add lines 24 and 25	102,254.	679.		97,250.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	43,215.			
b Net investment income (if negative, enter -0-)		130,093.		
c Adjusted net income (if negative, enter -0-)			N/A	

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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
	1	Cash - non-interest-bearing	33,728.	32,648.	32,648.
	2	Savings and temporary cash investments			
	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	STMT 3	404,777.	419,750.
	b	Investments - corporate stock	STMT 4	1,490,342.	1,494,659.
	c	Investments - corporate bonds	STMT 5	0.	25,005.
	11	Investments - land, buildings, and equipment basis ►			
		Less accumulated depreciation ►			
	12	Investments - mortgage loans			
	13	Investments - other			
	14	Land, buildings, and equipment basis ►			
		Less accumulated depreciation ►			
	15	Other assets (describe ►)			
	16	Total assets (to be completed by all filers)		1,928,847.	1,972,062.
					2,375,781.
	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.
		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		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		1,928,847.	1,972,062.
	30	Total net assets or fund balances		1,928,847.	1,972,062.
	31	Total liabilities and net assets/fund balances		1,928,847.	1,972,062.

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	1,928,847.
2	Enter amount from Part I, line 27a	2	43,215.
3	Other increases not included in line 2 (itemize) ►	3	0.
4	Add lines 1, 2, and 3	4	1,972,062.
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	1,972,062.

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**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
a					
b	SEE ATTACHED STATEMENT				
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e	236,465.		199,004.		37,461.
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) 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					
b					
c					
d					
e					37,461.
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	37,461.	
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	109,770.	2,255,155.	.048675
2010	109,446.	2,123,693.	.051536
2009	79,431.	1,783,953.	.044525
2008	101,143.	2,179,293.	.046411
2007	159,314.	2,105,347.	.075671

2 Total of line 1, column (d)

2 .266818

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 .053364

4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5

4 2,298,792.

5 Multiply line 4 by line 3

5 122,673.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 1,301.

7 Add lines 5 and 6

7 123,974.

8 Enter qualifying distributions from Part XII, line 4

8 97,250.

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

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**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 ► <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)	2,602.
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	
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-)	0.
3	Add lines 1 and 2	2,602.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	0.
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0-	2,602.
6	<b>Credits/Payments</b>	
a	2012 estimated tax payments and 2011 overpayment credited to 2012	735.
b	Exempt foreign organizations - tax withheld at source	
c	Tax paid with application for extension of time to file (Form 8868)	
d	Backup withholding erroneously withheld	
7	Total credits and payments Add lines 6a through 6d	735.
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	
9	Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	1,867.
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 ► <span style="float: right;">Refunded ►</span>	11

**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?	<input type="checkbox"/>	X
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	<input type="checkbox"/>	X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		
c	Did the foundation file Form 1120-POL for this year?	<input type="checkbox"/>	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?	<input type="checkbox"/>	X
	If "Yes," attach a detailed description of the activities		
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	<input type="checkbox"/>	X
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	<input type="checkbox"/>	
b	If "Yes," has it filed a tax return on Form 990-T for this year?	<input type="checkbox"/>	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	<input type="checkbox"/>	
	If "Yes," attach the statement required by General Instruction T		
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either	<input type="checkbox"/>	
	• 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?	<input type="checkbox"/>	
7	Did the foundation have at least \$5,000 in assets at any time during the year?	<input type="checkbox"/>	X
	If "Yes," complete Part II, col (c), and Part XV		
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	<input type="checkbox"/>	
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	<input type="checkbox"/>	X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	<input type="checkbox"/>	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 ► NONE 13  X
- 14 The books are in care of ► WILLIAM J TOOMEY, CPA Telephone no ► 360-424-0833  
Located at ► 1128 E FAIRHAVEN AVE., BURLINGTON, WA ZIP+4 ► 98233
- 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? <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>                                                                                                                                                                                                                                                                                                                                                                                                                      |     |    |
| (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>                                                                                                                                                                                                                                                                                                                                                                                              |     |    |
| (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>                                                                                                                                                                                                                                                                                                                                                                                                                  |     |    |
| (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>                                                                                                                                                                                                                                                                                                                                                                                                                        |     |    |
| (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)? <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>                                                                                                                                                                                                                                                                                                                                                               |     |    |
| (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) <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>                                                                                                                                                                                                                                                              |     |    |
| 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)? <span style="float: right;">► <u>1b</u> <input type="checkbox"/> X</span>                                                                                                                                                                                                                                                                                                                   |     |    |
| Organizations relying on a current notice regarding disaster assistance check here                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |     |    |
| c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? <span style="float: right;">► <u>1c</u> <input type="checkbox"/> X</span>                                                                                                                                                                                                                                                                                                                                                |     |    |
| 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? <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>                                                                                                                                                                                                                                                                                                                                                         |     |    |
| 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) <span style="float: right;">N/A <span style="float: right;">► <u>2b</u> <input type="checkbox"/> X</span></span>                                                                                                                                                                                        |     |    |
| 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? <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>                                                                                                                                                                                                                                                                                                                                                                               |     |    |
| 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.) <span style="float: right;">N/A <span style="float: right;">► <u>3b</u> <input type="checkbox"/> X</span></span> |     |    |
| 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <span style="float: right;">► <u>4a</u> <input type="checkbox"/> X</span>                                                                                                                                                                                                                                                                                                                                                                                                                       |     |    |
| 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? <span style="float: right;">► <u>4b</u> <input type="checkbox"/> X</span>                                                                                                                                                                                                                                                                                                      |     |    |

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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)?

Organizations relying on a current notice regarding disaster assistance check here  N/A ►

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?

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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?

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

5b

►

N/A

6b

X

7b

N/A

**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
SCOTT K FERGUSON 12454 GWEN DRIVE NO. 7 BURLINGTON, WA 98233	TRUSTEE AND PRESIDENT 0.25	1,300.	0.	0.
WILLIAM J TOOMEY PO BOX 1370 BURLINGTON, WA 98233	TRUSTEE AND SECRETARY/TREA 0.75	3,150.	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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**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**

**3 Five highest-paid independent contractors for professional services. If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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

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

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

	Expenses
1 N/A	
2	
3	
4	

**Part IX-B Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 N/A	
2	
All other program-related investments. See instructions	
3	

Total. Add lines 1 through 3 ►

0.

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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	2,294,845.
b	Average of monthly cash balances	1b	38,954.
c	Fair market value of all other assets	1c	
d	<b>Total</b> (add lines 1a, b, and c)	1d	2,333,799.
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	2,333,799.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	35,007.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,298,792.
6	<b>Minimum Investment return</b> Enter 5% of line 5	6	114,940.

**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	114,940.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	2,602.
b	Income tax for 2012 (This does not include the tax from Part VI )	2b	
c	Add lines 2a and 2b	2c	2,602.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	112,338.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	112,338.
6	<b>Deduction from distributable amount</b> (see instructions)	6	0.
7	<b>Distributable amount as adjusted</b> Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	112,338.

**Part XII Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes	1a	97,250.
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1b	0.
b	Program-related investments - total from Part IX-B	2	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	3a	
3	Amounts set aside for specific charitable projects that satisfy the	3b	
a	Suitability test (prior IRS approval required)	4	97,250.
b	Cash distribution test (attach the required schedule)	5	0.
4	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	6	97,250.
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		
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4		

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

Form 990-PF (2012)

**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				112,338.
2 Undistributed income, if any, as of the end of 2012			0.	
a Enter amount for 2011 only				
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007	12,567.			
b From 2008				
c From 2009				
d From 2010	6,191.			
e From 2011				
f Total of lines 3a through e	18,758.			
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$	97,250.		0.	
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2012 distributable amount	0.			97,250.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	15,088.			15,088.
6 Enter the net total of each column as indicated below:	3,670.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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				
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	3,670.			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010	3,670.			
d Excess from 2011				
e Excess from 2012				

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

N/A

- 1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling  
b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

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

## 1 Information Regarding Foundation Managers:

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

**NONE**

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

NONE

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

Check here ►  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.

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

- ### **c. Any submission deadlines**

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

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**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)				
<b>a Paid during the year</b>				
BELLINGHAM TECHNICAL COLLEGE FOUNDATION 3028 LINDBERGH AVENUE BELLINGHAM, WA 98225	NONE	OTHER PUBLIC CHARITY	SCHOLARSHIPS FOR POST-SECONDARY EDUCATION	11,000.
KCTS 9 401 MERCER STREET SEATTLE, WA 98109	NONE	OTHER PUBLIC CHARITY	SUPPORT FOR PUBLIC TELEVISION	2,000.
SIGMA ALPHA EPSILON FOUNDATION 1856 SHERIDAN ROAD EVANSTON, IL 60201	NONE	OTHER PUBLIC CHARITY	SCHOLARSHIPS FOR POST-SECONDARY EDUCATION	10,000.
WHATCOM COMMUNITY COLLEGE FOUNDATION 237 WEST KELLOGG ROAD BELLINGHAM, WA 98226	NONE	OTHER PUBLIC CHARITY	SCHOLARSHIPS FOR POST-SECONDARY EDUCATION	10,250.
SKAGIT VALLEY COLLEGE FOUNDATION 2405 EAST COLLEGE WAY MOUNT VERNON, WA 98273	NONE	OTHER PUBLIC CHARITY	SCHOLARSHIPS FOR POST-SECONDARY EDUCATION	16,000.
<b>Total</b>	<b>SEE CONTINUATION SHEET(S)</b>			► 3a 97,250.
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>				► 3b 0.

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

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(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					
4 Dividends and interest from securities			14	108,008.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			34	37,461.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		145,469.	0.
13 Total Add line 12, columns (b), (d), and (e)			13		145,469.
(See worksheet in line 13 instructions to verify calculations )					

## **Relationship of Activities to the Accomplishment of Exempt Purposes**

**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 (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

- a Transfers from the reporting foundation to a noncharitable exempt organization of**

- (1) Cash
  - (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 solicitation

- 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. 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.

- 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  
**RESIDENT**

May the IRS discuss this  
return with the preparer  
shown below (see instr.)?

Signature of officer or trustee

Date \_\_\_\_\_

Date \_\_\_\_\_ Title \_\_\_\_\_

**PRESIDENT /  
TRUSTEE**

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input checked="" type="checkbox"/> if self-employed	PTIN
	WILLIAM J. TOOMEY		3/1/13		P00283704
	Firm's name ► WILLIAM J. TOOMEY, C.P.A.	Firm's EIN ► 26-1687071			
	Firm's address ► PO BOX 1370 BURLINGTON, WA 98233-0617				Phone no 360-424-0833

## 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 250 SH BHP BILLITON LTD ADR			P	07/18/11	08/03/12
b 250 SH PHILLIPS 66			P	03/11/11	05/22/12
c 500 SH ROYAL BANK OF CANADA			P	03/31/11	07/27/12
d 250 SH BHP BILLITON LTD ADR			P	08/04/03	08/03/12
e 2000 SH CENOVUS ENERGY INC			P	08/04/03	06/18/12
f 1 SH DUKE ENERGY CORP			P	11/25/08	07/17/12
g 1000 SH NORDSTROM INC			P	08/04/03	08/15/12
h 500 SH ROYAL BANK OF CANADA			P	08/04/03	07/27/12
i 250 SH PHILLIPS 66			P	08/04/03	05/22/12
j NORTHSIDE EX INDPT SCH UTGO			P	12/12/07	08/01/12
k CAPITAL GAINS DIVIDENDS					
l					
m					
n					
o					

(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 16,929.		22,455.	-5,526.
b 7,822.		8,158.	-336.
c 25,822.		31,155.	-5,333.
d 16,929.		10,550.	6,379.
e 63,064.		51,898.	11,166.
f 22.	22.	22.	0.
g 56,613.		30,698.	25,915.
h 25,822.		20,385.	5,437.
i 7,822.		8,157.	-335.
j 15,000.		15,526.	-526.
k 620.			620.
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
(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			-5,526.
b			-336.
c			-5,333.
d			6,379.
e			11,166.
f			0.
g			25,915.
h			5,437.
i			-335.
j			-526.
k			620.
l			
m			
n			
o			

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	37,461.
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

GEORGE B AND RUTH ELIZABETH FERGUSON  
FOUNDATION

20-5364754

**Part XV** **Supplementary Information**

### 3 Grants and Contributions Paid During the Year (Continuation)

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
D.A. DAVIDSON	108,628.	620.	108,008.
TOTAL TO FM 990-PF, PART I, LN 4	108,628.	620.	108,008.

FORM 990-PF	TAXES	STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES WITHHELD	679.	679.		0.
TO FORM 990-PF, PG 1, LN 18	679.	679.		0.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	3
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE	X		122,103.	143,662.
SEE ATTACHED SCHEDULE		X	297,647.	310,317.
TOTAL U.S. GOVERNMENT OBLIGATIONS			122,103.	143,662.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			297,647.	310,317.
TOTAL TO FORM 990-PF, PART II, LINE 10A			419,750.	453,979.

FORM 990-PF	CORPORATE STOCK	STATEMENT	4
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE	1,494,659.	1,863,704.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,494,659.	1,863,704.

FORM 990-PF

CORPORATE BONDS

STATEMENT 5

## DESCRIPTION

## BOOK VALUE

FAIR MARKET  
VALUE

SEE ATTACHED SCHEDULE

25,005.

25,450.

TOTAL TO FORM 990-PF, PART II, LINE 10C

25,005.

25,450.

George B. and Ruth Elizabeth Ferguson Foundation  
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 Return of Private Foundation  
 2012- See Statement 4

**Form 990, Page 2, Part II, Item 10b, Investments - corporate stocks**

Description	No Shares	End of Year	
		Book Value	Market Value
A T & T Inc	2000	\$ 52,062	\$ 67,420
Aflac, Inc.			
Altria Group Inc	2000	51,105	62,880
American Electric Power Co	1000	43,275	42,680
American Electric Power Co	1000	43,200	42,680
B & G Foods Inc	5000	94,331	141,550
Blackrock Credit Allocation	2000	26,205	27,460
Brown Forman	750	28,719	47,438
Brown Forman	250	7,800	31,625
Brown Forman	500	18,259	15,813
Chevron	225	14,801	24,332
Chevron	275	19,597	29,739
Chevron	500	49,755	54,070
ConocoPhillips	200	10,437	11,598
Conoco Phillips	300	10,638	17,397
Conoco Phillips	500	30,666	28,995
Consolidated Edison	400	13,925	22,216
Consolidated Edison	1600	64,439	88,864
Duke Energy Corp	1333	59,752	85,045
Duke Energy Corp	667	43,947	42,555
Encana Corp	2000	56,222	39,520
Nordstrom	1000	30,698	53,500
Paccar	15000	550,000	678,150
Power Shares ETF	2000	36,305	36,558
PPL Corporation	1000	28,795	28,630
PPL Corporation	1000	28,555	28,630
Verizon Communications	2000	65,305	86,540
Weyerhaeuser Co	1000	15,865	27,820
Total Value of Corporate Stocks		\$ 1,494,659	\$ 1,863,704

George B. and Ruth Elizabeth Ferguson Foundation

EIN 20-5364754

Attachments to Form 990

Return of Private Foundation

2012 - See Statement 3

**Form 990, Page 2, Part II, Item 10a, Investments - US and State Government Obligations**

		End of Year	
		Book Value	
100,000 00	US Treasury Bond, 6 25%, matures 8-15-23	\$ 121,617	\$ 143,375
25,000 00	GNMA P152278, zero coupon, matures 2016	486	287
	Total US Governemnet Securities	<b>\$ 122,103</b>	<b>\$ 143,662</b>
30,000 00	Allen Tx, 4 3%, matures 8-15-21	30,155	32,239
30,000 00	Arlington Tex Ind Sch Dist 4 125%, matures 8-15-21	29,704	32,016
20,000 00	Central PugetWA Regl Tran, 4 75%, matures 2-1-28	20,105	20,059
20,000 00	King Cnty Wash Swr Rev, 4 5%, matures 1-1-32	19,739	20,838
20,000 00	Klein Tex Indpt Sch Dist, 4 5%, matures 1-7-05	19,844	21,366
10,000 00	Lanse Creuse MI Pub Sch, 6 543%, matures 5/1/35	10,060	11,075
20,000 00	Lewis Cnty WA Pub Hosp , 6 875%, matures 12/01/35	20,552	21,446
15,000 00	Nevada St Wtr Polltn, 4 625%, matures 8-1-23	15,279	15,198
10,000 00	Nevada State, 5%, matures 5-15-28	10,040	10,018
30,000 00	Pasadena Tex, 4 5%, matures 2-15-23	30,178	30,154
20,000 00	Port of Bellingham Tax Build Amer , 6 25%, matures 12/01/25	20,005	22,658
10,000 00	Puerto Rico Cmwth UTGO, 5 125%, matures 7-1-37	10,005	9,460
20,000 00	Seattle Wash Mun Lt & Pwr, 5 0%, matures 11-1-28	20,649	20,789
20,000 00	Tacoma Wash, 5 0%, matures 12-1-26	20,838	21,548
20,000 00	WA St Hlth Care Facs Auth Rev, 5 5%, matures 8-15-42	20,494	21,453
	Total State Obligations	<b>\$ 297,647</b>	<b>\$ 310,317</b>
	Total Value of US Government and State Obligations	<b>\$ 419,750</b>	<b>\$ 453,979</b>

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Return of Private Foundation  
2012 - See Statement 5

**Form 990, Page 2, Part II, Item 10c, Investments - Corporate Bonds**

	End of Year		
	Book Value		
	Market Value		
1,000.00 Aflac Inc, 5 5%, Matures 9/15/52	<table border="1"><tr><td style="text-align: right;">\$ 25,005</td><td style="text-align: right;">\$ 25,450</td></tr></table>	\$ 25,005	\$ 25,450
\$ 25,005	\$ 25,450		