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Form **990-PF**

Department of the Treasury  
Internal Revenue Service

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

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

OMB No 1545-0052

**2012**  
Open to Public Inspection

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

Name of foundation WHATLEY FOUNDATION		<b>A Employer identification number</b>  26-6700524	
Number and street (or P O box number if mail is not delivered to street address) 830 HILLSIDE DRIVE E		<b>B Telephone number</b> (see instructions)  (206) 328-1420	
City or town, state, and ZIP code SEATTLE, WA 98112		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>	
<b>G</b> Check all that apply <div><input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input checked="" type="checkbox"/> Address change</div> <div><input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change</div>		<b>D 1.</b> Foreign organizations, check here <input type="checkbox"/> <b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
<b>H</b> Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> <b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$</b> 2,025,751		<b>J</b> Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) <u>                    </u> (Part I, column (d) must be on cash basis.)	

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	<b>1</b> Contributions, gifts, grants, etc , received (attach schedule)				
	<b>2</b> Check <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
	<b>3</b> Interest on savings and temporary cash investments	16,574	16,574		
	<b>4</b> Dividends and interest from securities. . . . .	56,919	56,919		
	<b>5a</b> Gross rents . . . . .				
	<b>b</b> Net rental income or (loss) _____				
	<b>6a</b> Net gain or (loss) from sale of assets not on line 10	176,254			
	<b>b</b> Gross sales price for all assets on line 6a <u>754,511</u>				
	<b>7</b> Capital gain net income (from Part IV , line 2) . . . .		176,254		
	<b>8</b> Net short-term capital gain . . . . .				
	<b>9</b> Income modifications . . . . .				
	<b>10a</b> Gross sales less returns and allowances				
Operating and Administrative Expenses	<b>b</b> Less Cost of goods sold . . . . .				
	<b>c</b> Gross profit or (loss) (attach schedule) . . . . .				
	<b>11</b> Other income (attach schedule) . . . . .				
	<b>12 Total.</b> Add lines 1 through 11 . . . . .	249,747	249,747		
	<b>13</b> Compensation of officers, directors, trustees, etc	0	0		0
	<b>14</b> Other employee salaries and wages . . . . .				
	<b>15</b> Pension plans, employee benefits . . . . .				
	<b>16a</b> Legal fees (attach schedule) . . . . .				
	<b>b</b> Accounting fees (attach schedule) . . . . .	6,613	0		0
	<b>c</b> Other professional fees (attach schedule) . . . . .				
	<b>17</b> Interest . . . . .				
	<b>18</b> Taxes (attach schedule) (see instructions)	942	942		0
	<b>19</b> Depreciation (attach schedule) and depletion . . . .				
	<b>20</b> Occupancy . . . . .				
	<b>21</b> Travel, conferences, and meetings . . . . .				
	<b>22</b> Printing and publications . . . . .				
	<b>23</b> Other expenses (attach schedule) . . . . .	11,974	11,974		0
	<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23 . . . . .	19,529	12,916		0
	<b>25</b> Contributions, gifts, grants paid . . . . .	90,600			90,600
	<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	110,129	12,916		90,600
	<b>27</b> Subtract line 26 from line 12				
	<b>a Excess of revenue over expenses and disbursements</b>	139,618			
	<b>b Net investment income</b> (if negative, enter -0- )		236,831		
	<b>c Adjusted net income</b> (if negative, enter -0- ) . . . .				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions )	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing . . . . .			
	2	Savings and temporary cash investments . . . . .	94,915	8,413	8,413
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable . . . . .			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions) . . . . .		719	719
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use . . . . .			
	9	Prepaid expenses and deferred charges . . . . .			
	10a	Investments—U S and state government obligations (attach schedule)	60,000	<input checked="" type="checkbox"/> 60,000	67,658
	b	Investments—corporate stock (attach schedule) . . . . .	1,288,750	<input checked="" type="checkbox"/> 1,514,151	1,768,282
	c	Investments—corporate bonds (attach schedule). . . . .	157,056	<input checked="" type="checkbox"/> 157,056	180,679
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans . . . . .			
	13	Investments—other (attach schedule) . . . . .			
	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)	1,600,721	1,740,339	2,025,751	
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	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 . . . . .	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	1,600,721	1,740,339	
	30	Total net assets or fund balances (see page 17 of the instructions) . . . . .	1,600,721	1,740,339	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions) . . . . .	1,600,721	1,740,339	

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) . . . . .	1,600,721
2	Enter amount from Part I, line 27a . . . . .	139,618
3	Other increases not included in line 2 (itemize) ▶ _____	0
4	Add lines 1, 2, and 3 . . . . .	1,740,339
5	Decreases not included in line 2 (itemize) ▶ _____	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	1,740,339

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) 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 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	176,254
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	85,695	1,866,753	0 045906
2010	86,807	1,729,325	0 050197
2009	22,500	1,699,489	0 013239
2008	45,800	1,133,444	0 040408
2007			

2	Total of line 1, column (d). . . . .	2	0 149750
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 037438
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5. . . . .	4	1,978,139
5	Multiply line 4 by line 3. . . . .	5	74,058
6	Enter 1% of net investment income (1% of Part I, line 27b). . . . .	6	2,368
7	Add lines 5 and 6. . . . .	7	76,426
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	90,600

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a

Exempt operating foundations described in section 4940(d)(2), check here ☐ 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 ☒ 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-)

3

Add lines 1 and 2. . . . .

4

Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)

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

255

b

Exempt foreign organizations—tax withheld at source . . . . .

6b

c

Tax paid with application for extension of time to file (Form 8868)

6c

400

d

Backup withholding erroneously withheld . . . . .

6d

7

Total credits and payments Add lines 6a through 6d. . . . .

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 Refunded

1

2,368

0

2,368

0

2,368

655

5

1,718

Part VII-AStatements Regarding Activities

1a

During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .

1a

No

b

Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . . . .

1b

No

If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.

1c

No

c

Did the foundation file Form 1120-POL for this year? . . . . .

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? . . . . .

2

No

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 . . . . .

3

No

4a

Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .

4a

No

b

If "Yes," has it filed a tax return on Form 990-T for this year? . . . . .

4b

5

Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . .

5

No

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

By language in the governing instrument, or

By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .

6

Yes

7

Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV

7

Yes

8a

Enter the states to which the foundation reports or with which it is registered (see 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 .

8b

Yes

9

Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)?

9

No

If "Yes," complete Part XIV

10

Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

10

No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see 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?	13	Yes	
Website address ▶N/A				
14	The books are in care of ▶J ANTHONY WHATLEY Telephone no ▶(206) 328-1420 Located at ▶615 HILLSIDE DR E SEATTLE WA ZIP +4 ▶98112			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —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

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? <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 type="checkbox"/> Yes <input checked="" 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? ( <b>Exception.</b> Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days ). . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did <b>any</b> of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. . . . . ▶ <input type="checkbox"/>	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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 <b>not</b> applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to <b>all</b> years listed, answer "No" and attach statement—see instructions ). . . . .	2b		
c	If the provisions of section 4942(a)(2) are being applied to <b>any</b> 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))?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(3) Provide a grant to an individual for travel, study, or other similar purposes?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1 ), (2), or (3), or section 4940(d)(2)? (see instructions).		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 5a(1)–(5), did <b>any</b> of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		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?		<input type="checkbox"/> Yes	<input type="checkbox"/> 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?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		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?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b		

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see 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
JULIAN ANTHONY WHATLEY III	TRUSTEE	0	0	0
615 HILLSIDE DR E SEATTLE, WA 98112	5 00			
LINDA V WHATLEY	TRUSTEE	0	0	0
615 HILLSIDE DR E SEATTLE, WA 98112	5 00			
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	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3. . . . .	0



Part X

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
<b>a</b>	Average monthly fair market value of securities. . . . .	<b>1a</b>	1,934,649
<b>b</b>	Average of monthly cash balances. . . . .	<b>1b</b>	73,614
<b>c</b>	Fair market value of all other assets (see instructions). . . . .	<b>1c</b>	0
<b>d</b>	<b>Total</b> (add lines 1a, b, and c). . . . .	<b>1d</b>	2,008,263
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .	<b>1e</b>	0
<b>2</b>	Acquisition indebtedness applicable to line 1 assets. . . . .	<b>2</b>	0
<b>3</b>	Subtract line 2 from line 1d. . . . .	<b>3</b>	2,008,263
<b>4</b>	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	<b>4</b>	30,124
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	1,978,139
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5. . . . .	<b>6</b>	98,907

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.)

<b>1</b>	Minimum investment return from Part X, line 6. . . . .	<b>1</b>	98,907
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5. . . . .	<b>2a</b>	2,368
<b>b</b>	Income tax for 2012 (This does not include the tax from Part VI ). . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b. . . . .	<b>2c</b>	2,368
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	<b>3</b>	96,539
<b>4</b>	Recoveries of amounts treated as qualifying distributions. . . . .	<b>4</b>	0
<b>5</b>	Add lines 3 and 4. . . . .	<b>5</b>	96,539
<b>6</b>	Deduction from distributable amount (see instructions). . . . .	<b>6</b>	0
<b>7</b>	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	<b>7</b>	96,539

Part XII

Qualifying Distributions (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
<b>a</b>	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26. . . . .	<b>1a</b>	90,600
<b>b</b>	Program-related investments—total from Part IX-B. . . . .	<b>1b</b>	0
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. . . . .	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required). . . . .	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule). . . . .	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	90,600
<b>5</b>	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). . . . .	<b>5</b>	2,368
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4. . . . .	<b>6</b>	88,232
<b>Note:</b> 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				96,539
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. . . . .				
b From 2008. . . . .				
c From 2009. . . . .				5,170
d From 2010. . . . .				3,727
e From 2011. . . . .				
f Total of lines 3a through e. . . . .	8,897			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 90,600				
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. . . . .				90,600
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).)	5,939			5,939
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,958			
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). . . .	0			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a. . . . .	2,958			
10 Analysis of line 9				
a Excess from 2008. . . .				
b Excess from 2009. . . .				
c Excess from 2010. . . .				2,958
d Excess from 2011. . . .				
e Excess from 2012. . . .				

Part XIVPrivate 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)

☐ 4942(j)(3) ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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 XVSupplementary 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) )

See Additional Data Table

b

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

2

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

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see 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

WHATLEY FOUNDATION  
615 HILLSIDE DR E  
SEATTLE, WA 98112  
(206) 328-1420

b

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

NO SPECIFIC FORM

c

Any submission deadlines

NO SUBMISSION DEADLINE

d

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

ONLY FOR QUALIFIED 501(C)3 ORGANIZATIONS

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total . . . . .			3a	90,600
b Approved for future payment				
Total . . . . .			3b	0

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions )
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
<b>1</b>	Program service revenue					
<b>a</b>	_____					
<b>b</b>	_____					
<b>c</b>	_____					
<b>d</b>	_____					
<b>e</b>	_____					
<b>f</b>	_____					
<b>g</b>	Fees and contracts from government agencies					
<b>2</b>	Membership dues and assessments. . . .					
<b>3</b>	Interest on savings and temporary cash investments			14	16,574	
<b>4</b>	Dividends and interest from securities. . . .			14	56,919	
<b>5</b>	Net rental income or (loss) from real estate					
<b>a</b>	Debt-financed property. . . . .					
<b>b</b>	Not debt-financed property. . . . .					
<b>6</b>	Net rental income or (loss) from personal property					
<b>7</b>	Other investment income. . . . .					
<b>8</b>	Gain or (loss) from sales of assets other than inventory			18	176,254	
<b>9</b>	Net income or (loss) from special events					
<b>10</b>	Gross profit or (loss) from sales of inventory. .					
<b>11</b>	Other revenue <b>a</b> _____					
<b>b</b>	_____					
<b>c</b>	_____					
<b>d</b>	_____					
<b>e</b>	_____					
<b>12</b>	Subtotal Add columns (b), (d), and (e). .		0		249,747	0
<b>13</b>	<b>Total.</b> Add line 12, columns (b), (d), and (e). . . . .			<b>13</b>	<b>249,747</b>	

[illegible]

<b>1</b> 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?		<b>Yes</b>	<b>No</b>
<b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of			
<b>(1)</b> Cash. . . . .	<b>1a(1)</b>		<b>No</b>
<b>(2)</b> Other assets. . . . .	<b>1a(2)</b>		<b>No</b>
<b>b</b> Other transactions			
<b>(1)</b> Sales of assets to a noncharitable exempt organization. . . . .	<b>1b(1)</b>		<b>No</b>
<b>(2)</b> Purchases of assets from a noncharitable exempt organization. . . . .	<b>1b(2)</b>		<b>No</b>
<b>(3)</b> Rental of facilities, equipment, or other assets. . . . .	<b>1b(3)</b>		<b>No</b>
<b>(4)</b> Reimbursement arrangements. . . . .	<b>1b(4)</b>		<b>No</b>
<b>(5)</b> Loans or loan guarantees. . . . .	<b>1b(5)</b>		<b>No</b>
<b>(6)</b> Performance of services or membership or fundraising solicitations. . . . .	<b>1b(6)</b>		<b>No</b>
<b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees. . . . .	<b>1c</b>		<b>No</b>
<b>d</b> If the answer to any of the above is "Yes," complete the following schedule. Column <b>(b)</b> should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column <b>(d)</b> the value of the goods, other assets, or services received.			

[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

**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.

\*\*\*\*\* 2013-08-06 \*\*\*\*\*

Signature of officer or trustee Date Title

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

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

**Paid  
Preparer  
Use  
Only**

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input checked="checked" type="checkbox"/>	PTIN P00177541
	ROBERT BEST CPA	ROBERT BEST CPA			
	Firm's name <input type="checkbox"/>	MCGLADREY LLP 1145 BROADWAY PLAZA SUITE 900			Firm's EIN <input type="checkbox"/> 42-0714325
	Firm's address <input type="checkbox"/>	TACOMA, WA 984023523			Phone no (253) 572-7111

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 )
725 SH KIMBERLY CLARK CORP	P	2011-02-28	2012-01-25
850 SH KIMBERLY CLARK CORP	P	2010-08-24	2012-01-25
3000 SH WASTE MANAGEMENT INC	P	2011-09-20	2012-09-14
4100 SH WINDSTREAM CORPORATION	P	2012-03-01	2012-09-20
1375 SH GLAXO SMITHKLINE SPONSORED PLC	P	2011-03-24	2012-11-06
25 SH GOOGLE INC	P	2011-04-28	2012-10-05
3000 SH ALTRIA GROUP INC	P	2009-11-10	2012-03-16
425 SH BCE INC	P	2010-03-23	2012-08-07
1000 SH BRISTOL MYERS SQUIBB CO	P	2009-03-26	2012-06-26
1000 SH BRISTOL MYERS SQUIBB CO	P	2009-03-26	2012-08-07
1250 SH INTEL CORP	P	2010-07-29	2012-03-01
500 SH KRAFT FOODS INC	P	2010-06-24	2012-03-01
225 SH KRAFT FOODS INC	P	2010-08-24	2012-08-07
750 SH MICROSOFT CORP	P	2009-10-07	2012-03-01
2500 SH MONDELEZ INTERNATIONAL INC	P	2010-08-24	2012-11-12
750 SH PHILIP MORRIS INTL	P	2009-03-26	2012-03-16
250 SH PHILIP MORRIS INTL	P	2009-03-26	2012-08-07

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)
51,970		47,710	4,260
60,930		55,120	5,810
101,951		94,908	7,043
44,570		49,288	-4,718
61,587		51,862	9,725
19,252		13,442	5,810
90,118		57,548	32,570
18,305		12,792	5,513
34,619		20,998	13,621
32,569		20,999	11,570
33,664		26,272	7,392
19,065		14,645	4,420
9,180		6,590	2,590
24,120		18,742	5,378
65,113		49,244	15,869
64,521		28,575	35,946
22,977		9,522	13,455



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	
			4,260
			5,810
			7,043
			-4,718
			9,725
			5,810
			32,570
			5,513
			13,621
			11,570
			7,392
			4,420
			2,590
			5,378
			15,869
			35,946
			13,455

**Form 990PF Part XV Line 1a - 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).**

JULIAN ANTHONY WHATLEY III
LINDA V WHATLEY


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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> Paid during the year				
AGROS 2225 4TH AVE 2ND FLOOR SEATTLE,WA 98121	NONE	501(C)3	SOCIAL SERVICE	1,000
AMERICA'S FOUNDATION FOR CHESS 11120 NE 33RD PLACE STE 105 BELLEVUE,WA 98004	NONE	501(C)3	EDUCATION	1,000
ARCS PMB 429 4616 25TH AVE NE SEATTLE,WA 98105	NONE	501(C)3	EDUCATION	7,500
ARTSFUND PO BOX 19780 10 HARRISON ST STE 200 SEATTLE,WA 98109	NONE	501(C)3	EDUCATION	2,500
AUDUBON 200 TRILLIUM LANE ALBANY,NY 12203	NONE	501(C)3	ENVIRONMENT	750
CRISIS CLINIC 9725 3RD AVENUE NE SUITE 300 SEATTLE,WA 98115	NONE	501(C)3	SOCIAL SERVICE	500
DISCOVERY INSTITUTE 208 COLUMBIA STREET SEATTLE,WA 98104	NONE	501(C)3	CONSERVATIVE & POLITICAL	1,000
DIVINE ALTERNATIVES FOR DADS SERVICES 1200 FIFTH AVE STE 1300 SEATTLE,WA 98101	NONE	501(C)3	SOCIAL SERVICE	2,000
EARL PALMER MINISTRIES PO BOX 85117 SEATTLE,WA 98145	NONE	501(C)3	MINISTRY	10,000
EPIPHANY SCHOOL 3611 EAST DENNY WAY SEATTLE,WA 98122	NONE	501(C)3	EDUCATION	1,500
FORTUNE SOCIETY 29-76 NORTHERN BLVD LONG ISLAND CITY,NY 11101	NONE	501(C)3	SOCIAL SERVICES	175
HERITAGE FOUNDATION 214 MASSACHUSETTS AVENUE NE WASHINGTON,DC 20002	NONE	501(C)3	POLITICAL	1,000
INNOCENCE PROJECT 40 WORTH STREET SUITE 701 NEW YORK,NY 10013	NONE	501(C)3	MISC	300
JUBILEE WOMEN CENTER 620 18TH AVENUE EAST SEATTLE,WA 98112	NONE	501(C)3	SOCIAL SERVICE	500
LAKESIDE SCHOOL 14050 1ST AVENEUE NE SEATTLE,WA 98125	NONE	501(C)3	EDUCATION	5,000

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)				
<b>a</b> <i>Paid during the year</i>				
MEMORIAL SLOAN-KETTERING 633 THIRD AVENUE 28TH FLOOR NEW YORK,NY 10017	NONE	501(C)3	MISC	100
NAVY SEAL FOUNDATION 1619 D STREET BLDG 5326 VIRGINIA BEACH,VA 23459	NONE	501(C)3	MISC	250
NEW YORK BOTANICAL GARDEN 2900 SOUTHERN BLVD BRONX,NY 10458	NONE	501(C)3	CONSERVATION, EDUCATION AND SCIENTIFIC RESEARCH	300
NEW YORK PUBLIC LIBRARY RM 73 FIFTH AVE AND 42ND STREET NEW YORK,NY 10018	NONE	501(C)3	EDUCATION	725
NEW YORK ROAD RUNNERS 9 EAST 89TH STREET NEW YORK,NY 10128	NONE	501(C)3	MISC	100
NICARAGUA EDUCATION FUND 230 NE 140TH STREET SEATTLE,WA 98125	NONE	501(C)3	INTERNATIONAL	1,000
PATH WITH ART 117 EAST LOUISA STREET BOX 236 SEATTLE,WA 98102	NONE	501(C)3	EDUCATION	1,000
PLYMOUTH HOUSING GROUP 2113 THIRD AVENUE SEATTLE,WA 98121	NONE	501(C)3	SOCIAL SERVICES	13,000
PRINCETON UNIVERSITY 330 ALEXANDER STREET PRINCETON,NJ 08542	NONE	501(C)3	EDUCATION	3,500
RECOVERY CAFE 2022 BOREN AVENUE SEATTLE,WA 98121	NONE	501(C)3	EDUCATION	1,500
RICHARD'S RWANDA PO BOX 22231 SEATTLE,WA 98122	NONE	501(C)3	INTERNATIONAL	500
RIVER FUND NEW YORK 89-11 LEFFERTS BLVD RICHMOND HILL,NY 11418	NONE	501(C)3	ENVIRONMENT	200
ROBIN HOOD NYC 826 BROADWAY 7TH FLOOR NEW YORK,NY 10003	NONE	501(C)3	SOCIAL SERVICES	250
RYTHER CHILD CARE LEAGUE 2400 NE 95TH STREET SEATTLE,WA 98115	NONE	501(C)3	SOCIAL SERVICES	500
SEATTLE ART MUSEUM 1300 1ST AVENUE SEATTLE,WA 98101	NONE	501(C)3	ARTS	600

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> Paid during the year				
SEATTLE CHILDREN'S HOME 2142 10TH AVENUE WEST SEATTLE,WA 98119	NONE	501(C)3	SOCIAL SERVICE	500
SOCIETY OF ST VINCENT DE PAUL 5950 FOURTH AVUENE SOUTH SEATTLE,WA 98108	NONE	501(C)3	SOCIAL SERVICE	5,000
TELEIOS PMB 502 4616 25TH AVE NE SEATTLE,WA 98105	NONE	501(C)3	SOCIAL SERVICE	6,000
TOUCH FOUNDATION PO BOX 1420 NEWYORK,NY 10150	NONE	501(C)3	INTERNATIONAL	200
TREEHOUSE 2100 24TH AVE S STE 200 SEATTLE,WA 98144	NONE	501(C)3	SOCIAL SERVICE	10,000
UNIVERSITY OF MONTANA FOUNDATION PO BOX 7159 MISSOULA,MT 59807	NONE	501(C)3	EDUCATION	1,500
UNIVERSITY OF WASHINGTON FOUNDATION BOX 359505 SEATTLE,WA 98195	NONE	501(C)3	EDUCATION	1,000
WASHINGTON POLICY CENTER PO BOX 3643 SEATTLE,WA 98124	NONE	501(C)3	POLITICAL	1,000
WASHINGTON WOMEN'S FOUNDATION 2100 24TH AVE S 330 SEATTLE,WA 98144	NONE	501(C)3	SOCIAL SERVICE	3,500
WATER FIRST 1904 3RD AVENUE SUITE 1012 SEATTLE,WA 98101	NONE	501(C)3	SOCIAL SERVICE	500
WESTMINSTER SCHOOLS 1424 WEST PACES FERRY ROAD NW ATLANTA,GA 30327	NONE	501(C)3	EDUCATION	1,000
WOODLAND PARK ZOO 601 N 59TH STREET SEATTLE,WA 98103	NONE	501(C)3	CONSERVATION AND EDUCATION	500
WORLD EDUCATION AND DEVELOPMENT FUND 915 BROADWAY SUITE 1108 NEWYORK,NY 10010	NONE	501(C)3	INTERNATIONAL	150
YOUTHCARE 2500 NE 54TH STREET SUITE 100 SEATTLE,WA 98105	NONE	501(C)3	SOCIAL SERVICE	500
YWCA 1118 FIFTH AVENUE SEATTLE,WA 98101	NONE	501(C)3	SOCIAL SERVICE	1,000
<b>Total</b> . . . . .  <b>3a</b>				90,600

## TY 2012 Accounting Fees Schedule

**Name:** WHATLEY FOUNDATION

**EIN:** 26-6700524

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	6,613	0		0

**TY 2012 Investments Corporate  
Bonds Schedule****Name:** WHATLEY FOUNDATION**EIN:** 26-6700524

<b>Name of Bond</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
AMERICAN EXPRESS CR CORP MTNBE	48,500	52,148
GATX CORP MAKE WHOLE 08.75000%	49,975	55,021
SOUTHWEST AIRLINES NTS 5.750%	58,581	73,510

**TY 2012 Investments Corporate  
Stock Schedule****Name:** WHATLEY FOUNDATION**EIN:** 26-6700524

Name of Stock	End of Year Book Value	End of Year Fair Market Value
APPLE INC	66,382	66,522
BCE INC COM	37,624	53,675
BOEING CO	54,209	56,520
BRISTOL MYERS SQUIBBE	48,936	65,180
CHEVRON CORP	74,079	102,733
CONOCOPHILLIPS	69,606	72,488
CORNING INC	64,995	63,100
FORD MTR CO DEL COM	96,177	97,125
GENERAL ELECTRIC CO	50,600	52,475
GOOGLE INC CL A	67,208	88,423
INTEL CORP	106,292	103,100
JOHNSON & JOHNSON	96,718	122,675
JOHNSON CONTROLS INC	53,198	61,340
KINDER MORGAN ENERGY PARTNERS LP	41,908	79,790
KRAFT FOODS INC CL A	108,482	122,769
LILLY ELI & CO	49,335	73,980
MCDONALDS CORP	50,117	47,633
MICROSOFT CORP	89,897	86,804
PHILIP MORRIS INTL INC COM	49,287	83,640
PHILLIPS 66	34,243	53,100
SCHWAB CHARLES CORP	98,450	107,700
TOTAL S.A.	55,410	52,010
US BANCORP PFD	50,998	55,500



# TY 2012 Investments Government Obligations Schedule

**Name:** WHATLEY FOUNDATION

**EIN:** 26-6700524

<b>US Government Securities - End of Year Book Value:</b>	0
<b>US Government Securities - End of Year Fair Market Value:</b>	0
<b>State &amp; Local Government Securities - End of Year Book Value:</b>	60,000
<b>State &amp; Local Government Securities - End of Year Fair Market Value:</b>	67,658

## TY 2012 Other Expenses Schedule

**Name:** WHATLEY FOUNDATION

**EIN:** 26-6700524

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	11,974	11,974		0

**TY 2012 Taxes Schedule****Name:** WHATLEY FOUNDATION**EIN:** 26-6700524

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX	942	942		0