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 , and ending

Name of foundation: THE GEORGE F. JEWETT FOUNDATION

A Employer identification number: 27-3409281

Number and street (or P O box number if mail is not delivered to street address): C/O FCI, 30 EAST 7TH ST, SUITE 2000 — Room/suite:

B Telephone number: 6512280935

City or town, state, and ZIP code: ST PAUL, MN 55101-4930

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

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

D 1. Foreign organizations, check here ▶ [ ]

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 25,031,824.

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

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

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)
Revenue 1 Contributions, gifts, grants, etc., received			N/A	
2 Check ▶ [X] if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	630,126.	527,368.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	880,090.			STATEMENT 1
b Gross sales price for all assets on line 6a 3,108,665.				
7 Capital gain net income (from Part IV, line 2)		1,181,009.		
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	41,775.	116,488.		STATEMENT 3
12 **Total.** Add lines 1 through 11	1,551,991.	1,824,865.		
Operating and Administrative Expenses 13 Compensation of officers, directors, trustees, etc	0.	0.		0.
14 Other employee salaries and wages	41,618.	0.		41,618.
15 Pension plans, employee benefits	275.	0.		275.
16a Legal fees				
b Accounting fees STMT 4	81,164.	39,083.		40,581.
c Other professional fees STMT 5	7,668.	0.		7,668.
17 Interest		1,778.		
18 Taxes STMT 6	34,693.	10,037.		3,479.
19 Depreciation and depletion				
20 Occupancy	11,183.	0.		11,183.
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses STMT 7	11,084.	83,134.		11,015.
24 **Total operating and administrative expenses.** Add lines 13 through 23	187,685.	134,032.		115,819.
25 Contributions, gifts, grants paid	923,715.			923,564.
26 **Total expenses and disbursements.** Add lines 24 and 25	1,111,400.	134,032.		1,039,383.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	440,591.			
b **Net investment income** (if negative, enter -0-)		1,690,833.		
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
Assets	1 Cash - non-interest-bearing	5,194.	8,481.	8,481.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶ 2,128.			
	Less: allowance for doubtful accounts ▶	4,517.	2,128.	2,128.
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 8	12,271,198.	12,597,060.	17,090,306.
	c Investments - corporate bonds STMT 9	4,912,048.	5,085,597.	5,709,213.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 10	2,113,651.	2,012,848.	2,221,696.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	19,306,608.	19,706,114.	25,031,824.
Liabilities	17 Accounts payable and accrued expenses	961.	946.	
	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)	961.	946.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	19,305,647.	19,705,168.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 **Total net assets or fund balances**	19,305,647.	19,705,168.	
	31 **Total liabilities and net assets/fund balances**	19,306,608.	19,706,114.	

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	19,305,647.
2	Enter amount from Part I, line 27a	2	440,591.
3	Other increases not included in line 2 (itemize) ▶ ROUNDING	3	1.
4	Add lines 1, 2, and 3	4	19,746,239.
5	Decreases not included in line 2 (itemize) ▶ PRIOR PERIOD ADJUSTMENT	5	41,072.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	19,705,167.

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				
b	SEE ATTACHED STATEMENTS			
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	3,108,665.		1,927,656.	1,181,009.

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

	(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				1,181,009.

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	1,181,009.
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	951,607.	21,736,761.	.043779
2010	922,593.	20,493,929.	.045018
2009	1,001,293.	16,988,994.	.058938
2008	1,130,564.	20,407,518.	.055399
2007	876,205.	24,919,209.	.035162

2 **Total** of line 1, column (d)	2	.238296
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	.047659
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	23,115,582.
5 Multiply line 4 by line 3	5	1,101,666.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	16,908.
7 Add lines 5 and 6	7	1,118,574.
8 Enter qualifying distributions from Part XII, line 4	8	1,039,383.

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

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

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			1	33,817.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3 Add lines 1 and 2			3	33,817.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	33,817.
6 Credits/Payments:				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	28,830.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	18,000.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	46,830.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	13,013.
11 Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶		13,013. **Refunded** ▶	11	0.

Part VII-A | Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? *If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*	1b		X
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CA			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

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

Website address ▶ N/A

14 The books are in care of ▶ FIDUCIARY COUNSELLING, INC Telephone no. ▶ 651 228 0935
Located at ▶ 30 E 7TH ST, SUITE 2000, ST PAUL, MN ZIP+4 ▶ 55101

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

			Yes	No
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		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	N/A	1b		
	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?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ____ , ____ , ____ , ____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____ , ____ , ____ , ____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4b		X

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

		Yes	No
5a During the year did the foundation pay or incur any amount to:			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A	5b		
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53.4945-5(d).			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		X
If "Yes" to 6b, file Form 8870.			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A	7b		

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		0.	0.	0.

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

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

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

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
FIDUCIARY COUNSELLING INC - 30 E. 7TH STREET, STE 2000, ST. PAUL, MN 55101	ACCOUNTING & TAX SERVICE	80,989.
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.

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	21,617,352.
b	Average of monthly cash balances	1b	7,477.
c	Fair market value of all other assets	1c	1,842,767.
d	**Total** (add lines 1a, b, and c)	1d	23,467,596.
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	23,467,596.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	352,014.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	23,115,582.
6	**Minimum investment return.** Enter 5% of line 5	6	1,155,779.

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	1,155,779.
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 33,817.		
b	Income tax for 2012. (This does not include the tax from Part VI.) — 2b: 48.		
c	Add lines 2a and 2b	2c	33,865.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,121,914.
4	Recoveries of amounts treated as qualifying distributions	4	22.
5	Add lines 3 and 4	5	1,121,936.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,121,936.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,039,383.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,039,383.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,039,383.

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				1,121,936.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			1,020,528.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 1,039,383.				
a Applied to 2011, but not more than line 2a			1,020,528.	
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				18,855.
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).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
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				1,103,081.
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	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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)

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV | Supplementary Information (Complete this part only if the 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).)

GEORGE F. JEWETT, JR. (DECEASED)

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:

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHED STATEMENT				923,715.
Total			▶ 3a	923,715.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
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	630,126.	
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	523000	33,923.	01	7,852.	
8 Gain or (loss) from sales of assets other than inventory			18	880,090.	
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)		33,923.		1,518,068.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 1,551,991.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

[signature] 11.8.13 PRESIDENT

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
HEATHER M. WHITE	[signature]	11-7-13		P00448399
Firm's name ▶ FIDUCIARY COUNSELLING, INC			Firm's EIN ▶ 41-0445819	
Firm's address ▶ 30 E. 7TH STREET, SUITE 2000 SAINT PAUL, MN 55101-4930			Phone no. 651-228-0935	

Form 990-PF (2012)

223622
12-05-12

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	CHURCHILL ESOP LT	P		
b	CHURCHILL LT	P		
c	CPOF ST	P		
d	CPOF LT	P		
e	CPOF SEC 1231	P		
f	CPOF SEC 1256	P		
g	CPOF II ST	P		
h	CPOF II LT	P		
i	CPOF II SEC 1231	P		
j	CPOF II SEC 1256	P		
k	CPOF III ST	P		
l	CPOF III LT	P		
m	CPOF III SEC 1231	P		
n	CPOF III SEC 1256	P		
o	CPOF IV SL	P		

	(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			17,622.	-17,622.
b	62,615.			62,615.
c	154.			154.
d	33,573.			33,573.
e	235.			235.
f			13.	-13.
g	1,140.			1,140.
h	88,156.			88,156.
i	3,094.			3,094.
j			1,117.	-1,117.
k	693.			693.
l	11,487.			11,487.
m	96.			96.
n			4.	-4.
o	208.			208.

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

	(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	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				-17,622.
b				62,615.
c				154.
d				33,573.
e				235.
f				-13.
g				1,140.
h				88,156.
i				3,094.
j				-1,117.
k				693.
l				11,487.
m				96.
n				-4.
o				208.

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	
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	

223591
05-01-12

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	CPOF IV LT	P		
b	CPOF IV SEC 1231	P		
c	SIT OPPORTUNITY BOND FUND ST	P		
d	SIT OPPORTUNITY BOND FUND LT	P		
e	SEE STMT ATTACHED ST	P		
f	SEE STMT ATTACHED LT	P		
g	POTLATCH DISTRIBUTION IN EXCESS OF BASIS	P		
h	WASH SALE ADJ	P		
i	LTCGD BOOK TO TAX ADJ	P		
j	CAPITAL GAINS DIVIDENDS			
k				
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	804.			804.
b			17.	-17.
c	7,986.			7,986.
d	5,814.			5,814.
e	294,160.		281,065.	13,095.
f	2,142,995.		1,627,818.	515,177.
g	10,656.			10,656.
h	1,261.			1,261.
i	92,980.			92,980.
j	350,558.			350,558.
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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				804.
b				-17.
c				7,986.
d				5,814.
e				13,095.
f				515,177.
g				10,656.
h				1,261.
i				92,980.
j				350,558.
k				
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	1,181,009.
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

223591
05-01-12

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CHURCHILL ESOP LT	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CHURCHILL LT	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
62,615.	62,615.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CPOF ST	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
154.	154.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CPOF LT	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
33,573.	33,573.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CPOF SEC 1231	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
235.	235.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CPOF SEC 1256	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CPOF II ST	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,140.	1,140.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CPOF II LT	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
88,156.	88,156.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CPOF II SEC 1231	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3,094.	3,094.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CPOF II SEC 1256	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CPOF III ST	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
693.	693.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CPOF III LT			PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
11,487.	11,487.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CPOF III SEC 1231			PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
96.	96.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CPOF III SEC 1256			PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CPOF IV SL			PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
208.	208.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CPOF IV LT			PURCHASED		
(B) GROSS SALES PRICE	**(C) COST OR OTHER BASIS**	**(D) EXPENSE OF SALE**	**(E) DEPREC.**	**(F) GAIN OR LOSS**	
804.	804.	0.	0.	0.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CPOF IV SEC 1231			PURCHASED		
(B) GROSS SALES PRICE	**(C) COST OR OTHER BASIS**	**(D) EXPENSE OF SALE**	**(E) DEPREC.**	**(F) GAIN OR LOSS**	
0.	0.	0.	0.	0.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SIT OPPORTUNITY BOND FUND ST			PURCHASED		
(B) GROSS SALES PRICE	**(C) COST OR OTHER BASIS**	**(D) EXPENSE OF SALE**	**(E) DEPREC.**	**(F) GAIN OR LOSS**	
7,986.	7,986.	0.	0.	0.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SIT OPPORTUNITY BOND FUND LT			PURCHASED		
(B) GROSS SALES PRICE	**(C) COST OR OTHER BASIS**	**(D) EXPENSE OF SALE**	**(E) DEPREC.**	**(F) GAIN OR LOSS**	
5,814.	5,814.	0.	0.	0.	

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SEE STMT ATTACHED ST	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
294,160.	281,065.	0.	0.	13,095.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SEE STMT ATTACHED LT	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,142,995.	1,627,818.	0.	0.	515,177.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
POTLATCH DISTRIBUTION IN EXCESS OF BASIS	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
10,656.	10,656.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
WASH SALE ADJ	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,261.	0.	0.	0.	1,261.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
LTCGD BOOK TO TAX ADJ	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
92,980.	92,981.	0.	0.	-1.

CAPITAL GAINS DIVIDENDS FROM PART IV	350,558.
TOTAL TO FORM 990-PF, PART I, LINE 6A	880,090.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
FIDELITY SERVICES	630,126.	0.	630,126.
LONG TERM DISTRIBUTIONS	350,558.	350,558.	0.
TOTAL TO FM 990-PF, PART I, LN 4	980,684.	350,558.	630,126.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CHURCHILL ESOP 411807339	0.	0.	
ORDINARY INCOME	0.	-5.	
INTEREST	0.	534.	
LESS: UBTI	0.	5.	
CHURCHILL EQUITY & ESOP 411963960	0.	0.	
INTEREST	0.	240.	
CPOF 450463589	0.	0.	
ORDINARY INCOME	0.	182.	
RENTAL REAL ESTATE INCOME	0.	-2.	
INTEREST	0.	1,164.	
DIVIDENDS	0.	5,160.	
ROYALTIES	0.	1.	
OTHER INCOME	0.	112.	
CANCELLATION OF DEBT	0.	17.	
OTHER INCOME	0.	435.	

LESS: UBTI	0.	-458.	
CPOF II 202825162	0.	0.	
ORDINARY INCOME	0.	420.	
RENTAL REAL ESTATE INCOME	0.	-254.	
OTHER RENTAL INCOME	0.	173.	
INTEREST	0.	6,919.	
DIVIDENDS	0.	29,105.	
ROYALTIES	0.	49.	
OTHER INCOME	0.	-467.	
CANCELLATION OF DEBT	0.	45.	
OTHER INCOME	0.	1,759.	
LESS: UBTI	0.	-1,349.	
CPOF III 262251284	0.	0.	
ORDINARY INCOME	0.	1,853.	
RENTAL REAL ESTATE INCOME	0.	-3.	
OTHER RENTAL INCOME	0.	59.	
INTEREST	0.	5,785.	
DIVIDENDS	0.	6,628.	
ROYALTIES	0.	345.	
OTHER INCOME	0.	812.	
CANCELLATION OF DEBT	0.	1.	
OTHER INCOME	0.	1,917.	
LESS: UBTI	0.	-2,294.	
CPOF IV 452978316	0.	0.	
ORDINARY INCOME	0.	-190.	
INTEREST	0.	305.	
DIVIDENDS	0.	938.	
OTHER INCOME	0.	4.	
OTHER INCOME	0.	1,366.	
LESS: UBTI	0.	83.	
SIT OPPORTUNITY FUND 411966452	0.	0.	
INTEREST	0.	835.	
DIVIDENDS	0.	54,259.	
PARTNERSHIP INCOME	33,923.	0.	
FEDERAL TAX REFUND	7,830.	0.	
MISCELLANEOUS	22.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	41,775.	116,488.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
*ACCOUNTING & TAX SERVICE	80,989.	38,995.		40,494.
*AUDIT FEE	175.	88.		87.
*50% ALLOCATED TO				
INVESTMENT INCOME AND	0.	0.		0.
50% TO CHARITABLE PURPOSES	0.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	81,164.	39,083.		40,581.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
**LEGAL FEE	1,830.	0.		1,830.
**CONSULTANT FEE	5,838.	0.		5,838.
**100% ALLOCATED TO CHARITABLE PURPOSES	0.	0.		0.
TO FORM 990-PF, PG 1, LN 16C	7,668.	0.		7,668.

FORM 990-PF	TAXES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE	28,830.	0.		0.
FEDERAL UBTI	1,230.	0.		0.
CALIFORNIA UBTI	904.	0.		0.
NEW YORK UBTI	250.	0.		0.
PAYROLL TAXES	3,426.	0.		3,426.
REAL ESTATE TAX	53.	0.		53.
CPOF 450463589 FTC	0.	87.		0.
CPOF II 202825162 FTC	0.	81.		0.
CPOF III 262251284 FTC	0.	132.		0.
CPOF IV 452978316 FTC	0.	2.		0.
FOREIGN TAX	0.	9,735.		0.
TO FORM 990-PF, PG 1, LN 18	34,693.	10,037.		3,479.

FORM 990-PF	OTHER EXPENSES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
*FILING FEES	130.	0.		130.
*FILING FEES	10.	0.		10.
*FILING FEES	5.	0.		5.
*FILING FEES	6.	0.		6.
*INSURANCE	6,540.	0.		6,540.
*OTHER	4,393.	0.		4,324.
CHURCHILL ESOP 411807339	0.	0.		0.

PORTFOLIO DEDUCTIONS	0.	178.		0.
CHURCHILL EQUITY & ESOP				
411963960	0.	0.		0.
PORTFOLIO DEDUCTIONS	0.	383.		0.
CPOF 450463589	0.	0.		0.
SECTION 59(E)(2)	0.	119.		0.
PORTFOLIO DEDUCTIONS	0.	6,460.		0.
OTHER PORTFOLIO DEDUCTIONS	0.	46.		0.
OTHER DEDUCTIONS	0.	60.		0.
CPOF II 202825162	0.	0.		0.
ROYALTY	0.	28.		0.
SECTION 59(E)(2)	0.	1,004.		0.
PORTFOLIO DEDUCTIONS	0.	21,396.		0.
OTHER PORTFOLIO DEDUCTIONS	0.	138.		0.
OTHER DEDUCTIONS	0.	179.		0.
CPOF III 262251284	0.	0.		0.
ROYALTY	0.	323.		0.
SECTION 59(E)(2)	0.	234.		0.
PORTFOLIO DEDUCTIONS	0.	21,390.		0.
OTHER PORTFOLIO DEDUCTIONS	0.	263.		0.
OTHER DEDUCTIONS	0.	554.		0.
CPOF IV 452978316	0.	0.		0.
SECTION 59(E)(2)	0.	6.		0.
PORTFOLIO DEDUCTIONS	0.	8,388.		0.
OTHER PORTFOLIO DEDUCTIONS	0.	92.		0.
OTHER DEDUCTIONS	0.	5.		0.
SIT OPPORTUNITY BOND FUND				
411966452	0.	0.		0.
PORTFOLIO DEDUCTIONS	0.	21,456.		0.
SPELL CAPITAL MEZZANINE				
371661465	0.	0.		0.
PORTFOLIO DEDUCTIONS	0.	432.		0.
TO FORM 990-PF, PG 1, LN 23	11,084.	83,134.		11,015.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
STOCK - SEE ATTACHED	12,597,060.	17,090,306.
TOTAL TO FORM 990-PF, PART II, LINE 10B	12,597,060.	17,090,306.

FORM 990-PF CORPORATE BONDS STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BONDS - SEE ATTACHED	5,085,597.	5,709,213.
TOTAL TO FORM 990-PF, PART II, LINE 10C	5,085,597.	5,709,213.

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OTHER INVESTMENTS - SEE ATTACHED	COST	2,012,848.	2,221,696.
TOTAL TO FORM 990-PF, PART II, LINE 13		2,012,848.	2,221,696.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 11

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
GEORGE F JEWETT III 30 E 7TH STREET, SUITE 2000 ST. PAUL, MN 55101	PRESIDENT/DIRECTOR 3.00	0.	0.	0.
BETSY JEWETT 30 E 7TH STREET, SUITE 2000 ST. PAUL, MN 55101	SECRETARY/CFO/DIRECTOR 3.00	0.	0.	0.
RICHARD T GILL 30 E 7TH STREET, SUITE 2000 ST. PAUL, MN 55101	DIRECTOR 3.00	0.	0.	0.
BRENDA C JEWETT 30 E 7TH STREET, SUITE 2000 ST. PAUL, MN 55101	DIRECTOR 3.00	0.	0.	0.
LUCILLE M JEWETT 30 E 7TH STREET, SUITE 2000 ST. PAUL, MN 55101	DIRECTOR 3.00	0.	0.	0.

GEORGE F. JEWETT, JR. (DECEASED) 30 E 7TH STREET, SUITE 2000 ST. PAUL, MN 55101	FORMER MANAGER 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

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REALIZED GAINS AND LOSSES BY PORTFOLIO

40017 - George F. Jewett Foundation

From 1/1/2012 to 12/31/2012

Open	Close	Quantity	Identifier	Description	Cost Basis	Tax Basis	Unit Sale	Proceeds	Gain or Loss Short Term	Gain or Loss Long Term	% Change
FIDELITY											
Long Positions											
12/28/2010	03/13/2012	79.50	18533P201	CLEARWATER SMALL COMPANIES FUND	1,489	1,489	19.00	1,510	0	21	1.44
01/03/2006	03/13/2012	3,815.24	18533P201	CLEARWATER SMALL COMPANIES FUND	68,996	68,996	19.00	72,490	0	3,493	5.06
01/03/2006	07/11/2012	1,867.11	18533P201	CLEARWATER SMALL COMPANIES FUND	33,765	33,765	18.21	34,000	0	235	0.69
		5,761.84			104,251	104,251		108,000	0	3,749	3.60
04/18/2006	11/19/2012	122.18	256206103	DODGE & COX INTL STOCK FUND	4,865	4,865	32.62	3,985	0	(880)	(18.09)
03/14/2012	11/19/2012	526.78	258620103	DOUBLELINE TOTAL RETURN BOND FD	5,884	5,884	11.36	5,985	101	0	1.71
02/28/2007	07/11/2012	833.87	26852M204	EII GLOBAL PROPERTY FUND	16,753	16,753	15.57	12,985	0	(3,768)	(22.49)
12/29/2010	11/19/2012	258.99	277907606	PARAMETRIC TAX MANAGED EMERGING MKTS INSTL	13,115	13,115	45.97	11,905	0	(1,210)	(9.23)
03/13/2012	11/19/2012	108.66	277907606	PARAMETRIC TAX MANAGED EMERGING MKTS INSTL	5,212	5,212	45.97	4,995	(217)	0	(4.17)
		367.65			18,327	18,327		16,900	(217)	(1,210)	(7.79)
07/22/2008	11/19/2012	515.95	29875E100	AMERICAN EUROPACIFIC GROWTH FUND CLASS F2	23,075	23,075	39.50	20,380	0	(2,695)	(11.68)
04/18/2006	11/19/2012	926.72	29875E100	AMERICAN EUROPACIFIC GROWTH FUND CLASS F2	42,135	42,135	39.50	36,605	0	(5,530)	(13.12)
		1,442.67			65,210	65,210		56,985	0	(8,225)	(12.61)
04/18/2006	03/13/2012	1,376.29	413838608	OAKMARK SELECT FD	46,890	46,890	31.97	44,000	0	(2,890)	(6.16)
04/18/2006	11/19/2012	624.03	413838608	OAKMARK SELECT FD	21,261	21,261	32.05	20,000	0	(1,261)	(5.93)
		2,000.32			68,151	68,151		64,000	0	(4,151)	(6.09)
03/13/2012	11/19/2012	1,199.20	543495840	LOOMIS SAYLES BOND INSTL	17,625	17,625	15.00	17,985	360	0	2.04
03/31/2011	07/11/2012	288.80	693391559	PIMCO EMERGING MARKETS BOND FD	3,203	3,203	11.91	3,439	0	236	7.37
12/29/2010	07/11/2012	2,034.36	693391559	PIMCO EMERGING MARKETS BOND FD	22,508	22,347	11.91	24,225	0	1,878	8.34
07/30/2010	07/11/2012	3,708.50	693391559	PIMCO EMERGING MARKETS BOND FD	40,981	40,687	11.91	44,160	0	3,472	8.47
07/30/2010	11/19/2012	8,272.51	693391559	PIMCO EMERGING MARKETS BOND FD	91,415	90,761	12.33	101,985	0	11,224	12.28

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Open	Close	Quantity	Identifier	Description	Cost Basis	Tax Basis	Unit Sale	Proceeds	Gain or Loss Short Term	Gain or Loss Long Term	% Change
01/31/2011	07/11/2012	244.46	693391559	PIMCO EMERGING MARKETS BOND FD	2,687	2,687	11.91	2,911	0	224	8.35
02/28/2011	07/11/2012	273.00	693391559	PIMCO EMERGING MARKETS BOND FD	3,000	3,000	11.91	3,251	0	251	8.35
		14,821.62			163,793	162,684		179,970	0	17,286	10.55
03/31/2011	03/13/2012	92.78	72201F409	PIMCO EMERGING MARKETS CURRENCY FD	1,009	1,009	10.52	976	(33)	0	(3.31)
09/23/2011	03/13/2012	15,904.57	72201F409	PIMCO EMERGING MARKETS CURRENCY FD	160,015	160,015	10.52	167,313	7,298	0	4.56
12/29/2010	03/13/2012	952.38	72201F409	PIMCO EMERGING MARKETS CURRENCY FD	10,008	9,995	10.52	10,019	0	24	0.24
07/30/2010	03/13/2012	18,259.80	72201F409	PIMCO EMERGING MARKETS CURRENCY FD	186,258	186,024	10.52	192,090	0	6,066	3.26
05/28/2010	03/13/2012	65.71	72201F409	PIMCO EMERGING MARKETS CURRENCY FD	642	641	10.52	691	0	50	7.81
04/30/2010	03/13/2012	72.41	72201F409	PIMCO EMERGING MARKETS CURRENCY FD	744	743	10.52	762	0	19	2.56
03/31/2010	03/13/2012	75.69	72201F409	PIMCO EMERGING MARKETS CURRENCY FD	775	774	10.52	796	0	22	2.86
02/26/2010	03/13/2012	69.92	72201F409	PIMCO EMERGING MARKETS CURRENCY FD	701	700	10.52	735	0	35	5.01
01/29/2010	03/13/2012	69.83	72201F409	PIMCO EMERGING MARKETS CURRENCY FD	697	696	10.52	735	0	39	5.54
12/31/2009	03/13/2012	83.59	72201F409	PIMCO EMERGING MARKETS CURRENCY FD	838	837	10.52	879	0	43	5.12
11/30/2009	03/13/2012	78.17	72201F409	PIMCO EMERGING MARKETS CURRENCY FD	792	791	10.52	822	0	31	3.97
10/30/2009	03/13/2012	90.94	72201F409	PIMCO EMERGING MARKETS CURRENCY FD	901	900	10.52	957	0	57	6.28
09/30/2009	03/13/2012	84.01	72201F409	PIMCO EMERGING MARKETS CURRENCY FD	833	831	10.52	884	0	52	6.28
08/31/2009	03/13/2012	81.76	72201F409	PIMCO EMERGING MARKETS CURRENCY FD	792	791	10.52	860	0	69	8.70
08/31/2009	03/13/2012	1,702.79	72201F409	PIMCO EMERGING MARKETS CURRENCY FD	16,507	16,486	10.52	17,913	0	1,427	8.65
07/31/2009	03/13/2012	89.86	72201F409	PIMCO EMERGING MARKETS CURRENCY FD	863	861	10.52	945	0	84	9.71
06/30/2009	03/13/2012	91.62	72201F409	PIMCO EMERGING MARKETS CURRENCY FD	850	849	10.52	964	0	115	13.50
05/29/2009	03/13/2012	128.04	72201F409	PIMCO EMERGING MARKETS CURRENCY FD	1,175	1,174	10.52	1,347	0	173	14.73

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REALIZED GAINS AND LOSSES BY PORTFOLIO

40017 - George F. Jewett Foundation

From 1/1/2012 to 12/31/2012

Open	Close	Quantity	Identifier	Description	Cost Basis	Tax Basis	Unit Sale	Proceeds	Gain or Loss Short Term	Gain or Loss Long Term	% Change
04/30/2009	03/13/2012	94.82	72201F409	PIMCO EMERGING MARKETS CURRENCY FD	814	812	10.52	997	0	185	22.76
03/31/2009	03/13/2012	98.46	72201F409	PIMCO EMERGING MARKETS CURRENCY FD	795	793	10.52	1,036	0	242	30.52
02/27/2009	03/13/2012	111.23	72201F409	PIMCO EMERGING MARKETS CURRENCY FD	866	865	10.52	1,170	0	305	35.21
01/30/2009	03/13/2012	127.81	72201F409	PIMCO EMERGING MARKETS CURRENCY FD	1,034	1,032	10.52	1,345	0	312	30.19
12/31/2008	03/13/2012	146.80	72201F409	PIMCO EMERGING MARKETS CURRENCY FD	1,242	1,240	10.52	1,544	0	304	24.50
12/10/2008	03/13/2012	726.45	72201F409	PIMCO EMERGING MARKETS CURRENCY FD	5,928	5,919	10.52	7,642	0	1,724	29.08
12/10/2008	03/13/2012	403.86	72201F409	PIMCO EMERGING MARKETS CURRENCY FD	3,296	3,290	10.52	4,249	0	958	29.08
11/28/2008	03/13/2012	170.67	72201F409	PIMCO EMERGING MARKETS CURRENCY FD	1,430	1,428	10.52	1,795	0	367	25.69
10/31/2008	03/13/2012	197.60	72201F409	PIMCO EMERGING MARKETS CURRENCY FD	1,735	1,732	10.52	2,079	0	346	19.96
09/30/2008	03/13/2012	152.16	72201F409	PIMCO EMERGING MARKETS CURRENCY FD	1,509	1,507	10.52	1,601	0	93	6.18
12/31/2007	03/13/2012	240.61	72201F409	PIMCO EMERGING MARKETS CURRENCY FD	2,541	2,538	10.52	2,531	0	(7)	(0.26)
01/31/2007	03/13/2012	181.00	72201F409	PIMCO EMERGING MARKETS CURRENCY FD	1,915	1,913	10.52	1,904	0	(9)	(0.45)
09/29/2006	03/13/2012	182.63	72201F409	PIMCO EMERGING MARKETS CURRENCY FD	1,914	1,912	10.52	1,921	0	10	0.50
08/31/2006	03/13/2012	179.62	72201F409	PIMCO EMERGING MARKETS CURRENCY FD	1,900	1,898	10.52	1,890	0	(9)	(0.45)
07/31/2006	03/13/2012	166.85	72201F409	PIMCO EMERGING MARKETS CURRENCY FD	1,760	1,758	10.52	1,755	0	(3)	(0.17)
06/30/2006	03/13/2012	180.10	72201F409	PIMCO EMERGING MARKETS CURRENCY FD	1,878	1,876	10.52	1,895	0	18	0.98
05/31/2006	03/13/2012	164.89	72201F409	PIMCO EMERGING MARKETS CURRENCY FD	1,730	1,728	10.52	1,735	0	7	0.41
04/18/2006	03/13/2012	38,858.50	72201F409	PIMCO EMERGING MARKETS CURRENCY FD	412,097	411,600	10.52	408,784	0	(2,816)	(0.68)
01/31/2011	03/13/2012	103.57	72201F409	PIMCO EMERGING MARKETS CURRENCY FD	1,098	1,098	10.52	1,090	0	(8)	(0.76)
02/28/2011	03/13/2012	97.11	72201F409	PIMCO EMERGING MARKETS CURRENCY FD	1,038	1,038	10.52	1,022	0	(17)	(1.59)
		80,578.59			830,919	830,096		847,672	7,265	10,311	2.12

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REALIZED GAINS AND LOSSES BY PORTFOLIO

40017 - George F. Jewett Foundation

From 1/1/2012 to 12/31/2012

Open	Close	Quantity	Identifier	Description	Cost Basis	Tax Basis	Unit Sale	Proceeds	Gain or Loss Short Term	Gain or Loss Long Term	% Change
05/28/1964	07/11/2012	114.00	737630103	POTLATCH CORP NEW COM	147	32	33.96	3,871	0	3,839	2,610.79
05/28/1964	11/19/2012	3,155.00	737630103	POTLATCH CORP NEW COM	4,070	880	38.07	120,102	0	119,222	2,929.38
05/28/1964	03/13/2012	1,860.00	737630103	POTLATCH CORP NEW COM	4,079	2,198	31.20	58,041	0	55,843	1,369.05
05/28/1964	07/11/2012	3,716.00	737630103	POTLATCH CORP NEW COM	8,149	4,392	33.96	126,186	0	121,794	1,494.58
		8,845.00			16,445	7,501		308,200	0	300,699	1,828.51
07/22/1982	06/29/2012	50.00	836144204	SOURCE CAP INC PFD	879	879	27.50	1,375	0	496	56.47
12/21/1972	06/29/2012	750.00	836144204	SOURCE CAP INC PFD	18,656	18,656	27.50	20,625	0	1,969	10.55
12/20/1972	06/29/2012	250.00	836144204	SOURCE CAP INC PFD	6,219	6,219	27.50	6,875	0	656	10.55
12/20/1972	06/29/2012	500.00	836144204	SOURCE CAP INC PFD	12,438	12,438	27.50	13,750	0	1,313	10.55
12/14/1972	06/29/2012	500.00	836144204	SOURCE CAP INC PFD	12,438	12,438	27.50	13,750	0	1,313	10.55
12/06/1972	06/29/2012	1,500.00	836144204	SOURCE CAP INC PFD	37,313	37,313	27.50	41,250	0	3,938	10.55
		3,550.00			87,941	87,941		97,625	0	9,684	11.01
03/13/2012	11/19/2012	2,496.33	880208855	TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	33,003	33,003	13.61	33,985	982	0	2.98
12/12/2003	11/19/2012	672.92	880210877	TEMPLETON INST FOREIGN SM COS	9,657	9,657	17.48	11,760	0	2,103	21.78
12/28/2011	11/19/2012	429.96	880210877	TEMPLETON INST FOREIGN SM COS	6,561	6,561	17.48	7,514	953	0	14.52
07/11/2012	11/19/2012	2,469.14	880210877	TEMPLETON INST FOREIGN SM COS	40,015	40,015	17.48	43,150	3,135	0	7.84
09/11/2012	11/19/2012	89.32	880210877	TEMPLETON INST FOREIGN SM COS	1,568	1,568	17.48	1,561	(7)	0	(0.42)
		3,661.33			57,800	57,800		63,985	4,082	2,103	10.70
12/30/2010	03/13/2012	902.75	884116401	THIRD AVENUE REAL ESTATE	20,881	20,881	24.37	22,000	0	1,119	5.36
12/30/2010	07/11/2012	1,320.13	884116401	THIRD AVENUE REAL ESTATE	30,536	30,536	24.24	32,000	0	1,464	4.80
12/30/2010	11/19/2012	1,145.91	884116401	THIRD AVENUE REAL ESTATE	26,506	26,506	26.18	30,000	0	3,494	13.18
		3,368.79			77,923	77,923		84,000	0	6,077	7.80
12/30/2010	11/19/2012	112.23	89155H470	TOUCHSTONE EMERGING MARKETS FUND CL I	1,489	1,489	12.14	1,362	0	(127)	(8.55)
12/09/2010	11/19/2012	68.29	89155H470	TOUCHSTONE EMERGING MARKETS FUND CL I	890	890	12.14	829	0	(62)	(6.93)
12/09/2010	11/19/2012	8.10	89155H470	TOUCHSTONE EMERGING MARKETS FUND CL I	106	106	12.14	98	0	(7)	(6.93)

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REALIZED GAINS AND LOSSES BY PORTFOLIO

40017 - George F. Jewett Foundation

From 1/1/2012 to 12/31/2012

Open	Close	Quantity	Identifier	Description	Cost Basis	Tax Basis	Unit Sale	Proceeds	Gain or Loss Short Term	Gain or Loss Long Term	% Change
07/16/2012	11/19/2012	881.34	89155H470	TOUCHSTONE EMERGING MARKETS FUND CL I	10,174	10,174	12.14	10,696	522	0	5.13
		1,069.96			12,659	12,659		12,985	522	(196)	2.58
09/01/2010	03/13/2012	5,375.00	962166104	WEYERHAEUSER CO	82,481	82,481	21.70	116,661	0	34,180	41.44
09/01/2010	07/11/2012	7,410.00	962166104	WEYERHAEUSER CO	113,709	113,709	22.28	165,131	0	51,422	45.22
09/01/2010	11/19/2012	9,255.00	962166104	WEYERHAEUSER CO	142,021	142,021	25.94	240,117	0	98,096	69.07
		22,040.00			338,212	338,212		521,909	0	183,698	54.31
					1,919,760	1,908,883		2,437,155	13,095	515,177	27.52
Total Gains									13,352	536,474	
Total Losses									(257)	(21,297)	
TOTAL REALIZED GAIN/LOSS					**1,919,760**	**1,908,883**		**2,437,155**	**13,095**	**515,177**	

Security purchases and sales are recorded on trade date.
Realized gains/losses are calculated using either the Highest Cost or Specific Identification method of identifying securities sold.
Tax basis represents the original purchase price of the security adjusted for any expenditure, receipt, loss or other item that is a capital expenditure.

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STATEMENT OF ASSETS AND LIABILITIES
40017 - George F. Jewett Foundation
As of 12/31/2012

Quantity	Description	Unit Tax Cost	Total Tax Cost	Market	Market Value	Unrealized	% Holding	Annual Income	Current Yield %
Cash									
Cash									
	Fidelity Clearing 1		($223,093.28)		($223,093.28)		(0.89%)		
	U.S. Bank St. Paul 1		$8,479.74		$8,479.74		0.03%		
Cash			($214,613.54)		($214,613.54)		(0.86%)		
Cash			($214,613.54)		($214,613.54)		(0.86%)		
Security Class									
Cash Equivalents									
1,064,218.260	FIDELITY CASH RESERVES	$1.00	$1,064,218.26	$1.00	$1,064,218.26	$0.00	4.25%	$107.32	0.01%
Cash Equivalents			$1,064,218.26		$1,064,218.26	$0.00	4.25%	$107.32	0.01%
Taxable Bonds									
64,379.220	DOUBLELINE TOTAL RETURN BOND FD	$11.17	$719,130.77	$11.33	$729,416.56	$10,285.79	2.91%	$44,159.64	6.05%
116,222.014	LOOMIS SAYLES BOND INSTL	$13.42	$1,559,478.05	$15.12	$1,757,276.85	$197,798.80	7.02%	$101,182.89	5.76%
59,380.544	PIMCO EMERGING MARKETS BOND FD	$10.51	$624,070.77	$12.50	$742,256.80	$118,186.03	2.97%	$31,955.64	4.31%
1.000	SIT OPPORTUNITY BOND FUND, LLC	$899,045.09	$899,045.09	$1,101,839.00	$1,101,839.00	$202,793.91	4.40%	$0.00	0%
101,131.624	TEMPLETON GLOBAL TOTAL RETURN FD ADVISOR CL	$12.70	$1,283,871.85	$13.63	$1,378,424.04	$94,552.19	5.51%	$60,769.99	4.41%
Taxable Bonds			$5,085,596.52		$5,709,213.25	$623,616.73	22.81%	$238,068.16	4.17%
Timber REITs (Traditional Stocks)									
31,773.000	POTLATCH CORP NEW COM	$.28	$8,858.11	$39.15	$1,243,884.35	$1,235,026.25	4.97%	$39,398.52	3.17%
94,262.000	WEYERHAEUSER CO	$10.17	$958,691.01	$27.82	$2,622,368.84	$1,663,677.83	10.48%	$64,098.16	2.44%
Timber REITs (Traditional Stocks)			$967,549.12		$3,866,253.19	$2,898,704.08	15.45%	$103,496.68	2.68%
U.S. Large Cap Stocks									
39,968.861	OAKMARK SELECT FD	$29.89	$1,194,517.44	$30.97	$1,237,835.63	$43,318.19	4.95%	$1,147.11	0.09%
27,968.116	SELECTED AMERICAN SHARES CL D	$41.66	$1,165,275.67	$41.68	$1,165,711.07	$435.41	4.66%	$20,864.21	1.79%

This report includes transactions received by FCI prior to the closing of the reporting period. Information received subsequent to the period close will be recorded in the following month.

Quantity	Description	Unit Tax Cost	Total Tax Cost	Market	Market Value	Unrealized	% Holding	Annual Income	Current Yield %
Security Class									
74,676.066	VANGUARD PRIMECAP CORE FD	$12.28	$917,266.37	$14.93	$1,114,913.67	$197,647.29	4.45%	$19,415.78	1.74%
U.S. Large Cap Stocks			**$3,277,059.48**		**$3,518,460.37**	**$241,400.89**	**14.06%**	**$41,427.10**	**1.18%**
U.S. Small Cap Stocks									
110,960.775	CLEARWATER SMALL COMPANIES FUND	$15.55	$1,725,287.38	$18.70	$2,074,966.49	$349,679.11	8.29%	$10,596.75	0.51%
U.S. Small Cap Stocks			**$1,725,287.38**		**$2,074,966.49**	**$349,679.11**	**8.29%**	**$10,596.75**	**0.51%**
International Developed Market Stocks									
22,445.179	AMERICAN EUROPACIFIC GROWTH FUND CLASS F2	$31.46	$706,064.50	$41.15	$923,619.12	$217,554.61	3.69%	$18,324.24	1.98%
13,692.573	DODGE & COX INTL STOCK FUND	$33.82	$463,107.61	$34.64	$474,310.73	$11,203.12	1.89%	$10,228.35	2.16%
31,791.468	MORGAN STANLEY INST INTL EQUITY	$16.56	$526,441.46	$14.35	$456,207.57	($70,233.89)	1.82%	$9,527.27	2.09%
50,109.720	TEMPLETON INST FOREIGN SM COS	$13.23	$662,939.35	$18.31	$917,508.97	$254,569.62	3.67%	$13,444.44	1.47%
International Developed Market Stocks			**$2,358,552.92**		**$2,771,646.38**	**$413,093.46**	**11.07%**	**$51,524.30**	**1.86%**
Emerging Market Stocks									
15,571.197	PARAMETRIC TAX MANAGED EMERGING MKTS INSTL	$38.39	$597,775.17	$48.58	$756,448.75	$158,673.58	3.02%	$14,655.61	1.94%
59,280.616	TOUCHSTONE EMERGING MARKETS FUND CL I	$10.78	$639,118.54	$13.01	$771,240.81	$132,122.28	3.08%	$3,510.01	0.46%
Emerging Market Stocks			**$1,236,893.71**		**$1,527,689.56**	**$290,795.85**	**6.10%**	**$18,165.62**	**1.19%**
Private Equity									
1.000	CHURCHILL EQUITY & ESOP CAP B	$155,737.32	$155,737.32	$146,776.24	$146,776.24	($8,961.08)	0.59%	$0.00	0%
1.000	CHURCHILL ESOP CAPITAL PARTNERS	$74,744.00	$74,744.00	$53,121.81	$53,121.81	($21,622.19)	0.21%	$0.00	0%
1.000	CLEARWATER PRIVATE OPPORTUNITY FUND	$240,688.50	$240,688.50	$271,415.89	$271,415.89	$30,727.39	1.08%	$0.00	0%
1.000	CLEARWATER PRIVATE OPPORTUNITY FUND II	$788,953.50	$788,953.50	$969,680.62	$969,680.62	$180,727.12	3.87%	$0.00	0%
1.000	CLEARWATER PRIVATE OPPORTUNITY FUND III	$496,953.00	$496,953.00	$505,534.97	$505,534.97	$8,581.97	2.02%	$0.00	0%

This report includes transactions received by FCI prior to the closing of the reporting period. Information received subsequent to the period close will be recorded in the following month.

STATEMENT OF ASSETS AND LIABILITIES
40017 - George F. Jewett Foundation
As of 12/31/2012

Quantity	Description	Unit Tax Cost	Total Tax Cost	Market	Market Value	Unrealized	% Holding	Annual Income	Current Yield %
Security Class									
1.000	CLEARWATER PRIVATE OPPORTUNITY FUND IV	$76,000.00	$76,000.00	$76,698.60	$76,698.60	$698.60	0.31%	$0.00	0%
1.000	SPELL CAPITAL MEZZANINE PARTNERS SBIC LP	$24,000.00	$24,000.00	$24,000.00	$24,000.00	$0.00	0.10%	$0.00	0%
Private Equity			$1,857,076.32		$2,047,228.13	$190,151.81	8.18%	$0.00	
Alternative Investments									
1.000	MORGAN STANLEY PREMIUM PARTNERS FUND CAYMAN SPV	$155,771.60	$155,771.60	$174,468.10	$174,468.10	$18,696.50	0.70%	$0.00	0%
98,886.570	PIMCO ALL ASSET INST CLASS	$12.23	$1,209,507.83	$12.58	$1,243,993.05	$34,485.22	4.97%	$63,635.49	5.12%
Alternative Investments			$1,365,279.43		$1,418,461.15	$53,181.72	5.67%	$63,635.49	4.49%
Investment Real Estate									
37,270.279	EII GLOBAL PROPERTY FUND	$16.19	$603,321.22	$16.98	$632,849.34	$29,528.12	2.53%	$16,685.90	2.64%
24,175.153	THIRD AVENUE REAL ESTATE	$15.63	$377,764.66	$25.37	$613,323.63	$235,558.97	2.45%	$21,607.75	3.52%
Investment Real Estate			$981,085.88		$1,246,172.97	$265,087.09	4.98%	$38,293.66	3.07%
Security Class			$19,918,599.03		$25,244,309.76	$5,325,710.73	100.85%	$565,315.07	2.24%
Other Assets									
Non-Portfolio Assets									
	Miscellaneous Receivable		$2,127.67		$2,127.67		0.01%		
Non-Portfolio Assets			$2,127.67		$2,127.67		0.01%		
Other Assets			$2,127.67		$2,127.67		0.01%		
Other Liabilities									
Liabilities									
	Payroll taxes		($945.58)		($945.58)		0%		
Liabilities			($945.58)		($945.58)		0%		
Other Liabilities			($945.58)		($945.58)		0%		
Net Worth			$19,705,167.58		$25,030,878.31		100.00%		

This report includes transactions received by FCI prior to the closing of the reporting period. Information received subsequent to the period close will be recorded in the following month.

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George F. Jewett Foundation

The Russ Building, Suite 612
235 Montogemery Street
San Francisco, CA 94104

Schedule of Contributions Paid in 2012
EIN 27-3409281

Grantee Organization	Address	Public Charity	Purpose	Date	Amount
American Red Cross Bay Area	85 Second Street, Seventh Floor San Francisco, CA 94105	Yes	General Operating Support	12/19/2012	$10,000.00
Association of Small Foundations	33 Wild Berry Lane Underhill, VT 05489-0117	Yes	General Operating Support	9/10/2012	$695.00
California College of Arts	1111 Eighth Street San Francisco, CA 94107-2247	Yes	General Operating Support	3/21/2012	$50,000.00
California College of Arts	1111 Eighth Street San Francisco, CA 94107-2247	Yes	General Operating Support	12/27/2012	$35,000.00
Chronicle Season of Sharing Fund	901 Mission Street San Francisco, CA 94103	Yes	General Operating Support	9/10/2012	$5,000.00
College Track	111 Broadway Avenue, Suite 101 Oakland, CA 94607	Yes	General Operating Support	12/27/2012	$15,000.00
Dance/USA	1156 15th Street NW, Suite 820 Washington, DC 20005-1704	Yes	General Operating Support	12/19/2012	$5,000.00
Eastside College Preparatory School, Inc.	1041 Myrtle Street East Palo Alto, CA 94303	Yes	General Operating Support	12/19/2012	$27,000.00
Episcopal Community Services	165 Eighth Street San Francisco, CA 94103-3910	Yes	General Operating Support	12/19/2012	$10,000.00

George F. Jewett Foundation

The Russ Building, Suite 612
235 Montogemery Street
San Francisco, CA 94104

Schedule of Contributions Paid in 2012
EIN 27-3409281

Grantee Organization	Address	Public Charity	Purpose	Date	Amount
The Exploratorium	Pier 15 San Francisco, CA 94111	Yes	General Operating Support	9/10/2012	$25,000.00
Family House Inc.	50 Irving Street San Francisco, CA 94122	Yes	General Operating Support	12/19/2012	$10,000.00
Fine Arts Museums of San Francisco	50 Hagiwara Tea Garden Drive San Francisco, CA 94118-4501	Yes	General Operating Support	12/19/2012	$25,000.00
Foundation Center	79 5th Street New York, NY 10003	Yes	General Operating Support	6/25/2012	$2,000.00
Homeless Prenatal Program, Inc	2500 18th Street San Francisco, CA 94110	Yes	General Operating Support	9/10/2012	$25,000.00
Inland Northwest Community Foundation	421 West Riverside Avenue, Suite 606 Spokane, WA 99201-0405	Yes	General Operating Support	12/27/2012	$30,000.00
Inland Northwest Community Foundation	421 West Riverside Avenue, Suite 606 Spokane, WA 99201-0405	Yes	General Operating Support	8/22/2012	$20,000.00
Inland Northwest Land Trust	35 West Main, Suite 210 Spokane, WA 99201	Yes	General Operating Support	12/19/2012	$40,000.00
KIPP Foundation	135 Main Street, #1700 San Francisco, CA 94105	Yes	General Operating Support	12/28/2012	$15,000.00
MOBIUS	808 West Main Avenue Lower Level Spokane, WA 99201	Yes	General Operating Support	3/21/2012	$25,000.00

George F. Jewett Foundation

The Russ Building, Suite 612
235 Montogemery Street
San Francisco, CA 94104

Schedule of Contributions Paid in 2012
EIN 27-3409281

Grantee Organization	Address	Public Charity	Purpose	Date	Amount
Northern California Grantmakers	116 New Montgomery Street, Suite 742 San Franscisco, CA 94105	Yes	General Operating Support	6/25/2012	$1,520.00
Planned Parenthood of Greater Washington and North Ic	1117 Tieton Drive Yakima, WA 98902	Yes	General Operating Support	6/25/2012	$20,000.00
Project Open Hand	730 Polk Street San Francisco, CA 94109	Yes	General Operating Support	12/19/2012	$10,000.00
Regis University	3333 Regis Boulevard Denver, CO 80221-1099	Yes	General Operating Support	3/26/2012	$15,000.00
San Francisco America's Cup Organizing Committee	Pier 23, Suite 100 San Francisco, CA 94111	Yes	General Operating Support	9/10/2012	$25,000.00
San Francisco America's Cup Organizing Committee	Pier 23, Suite 100 San Francisco, CA 94111	Yes	General Operating Support	12/27/2012	$25,000.00
San Francisco Ballet Association	455 Franklin Street San Francisco, CA 94102	Yes	General Operating Support	6/25/2012	$50,000.00
San Francisco Ballet Association	455 Franklin Street San Francisco, CA 94102	Yes	General Operating Support	12/19/2012	$25,000.00
The San Francisco Foundation	225 Bush Street, Suite #500 San Francisco, CA 94104-4224	Yes	General Operating Support	3/26/2012	$50,000.00

George F. Jewett Foundation

The Russ Building, Suite 612
235 Montogemery Street
San Francisco, CA 94104

Schedule of Contributions Paid in 2012
EIN 27-3409281

Grantee Organization	Address	Public Charity	Purpose	Date	Amount
The San Francisco Foundation	225 Bush Street, Suite #500 San Francisco, CA 94104-4224	Yes	General Operating Support	6/25/2012	$10,000.00
The San Francisco Foundation	225 Bush Street, Suite #500 San Francisco, CA 94104-4224	Yes	General Operating Support	9/10/2012	$10,000.00
The San Francisco Foundation	225 Bush Street, Suite #500 San Francisco, CA 94104-4224	Yes	General Operating Support	12/19/2012	$25,000.00
The San Francisco Foundation	225 Bush Street, Suite #500 San Francisco, CA 94104-4224	Yes	General Operating Support	12/27/2012	$70,000.00
San Francisco Free Clinic	4900 California Street San Francisco, CA 94118	Yes	General Operating Support	9/10/2012	$10,000.00
San Francisco Museum of Modern Art	151 Third Street San Francisco, CA 94103	Yes	General Operating Support	12/19/2012	$10,000.00
San Francisco Zoological Society	1 Zoo Road San Francisco, CA 94132-1098	Yes	General Operating Support	12/19/2012	$50,000.00
Schools of the Sacred Heart/Stuart Hall High School	1715 Octavia Street San Francisco, CA 94109	Yes	General Operating Support	12/27/2012	$20,000.00
Schools of the Sacred Heart/Stuart Hall High School	1715 Octavia Street San Francisco, CA 94109	Yes	General Operating Support	9/10/2012	$10,000.00
Spokane Symphony Society	West 621 Mallon, Suite 203 Spokane, WA 99201	Yes	General Operating Support	9/10/2012	$7,500.00

George F. Jewett Foundation

The Russ Building, Suite 612

235 Montogemery Street

San Francisco, CA 94104

Schedule of Contributions Paid in 2012

EIN 27-3409281

Grantee Organization	Address	Public Charity	Purpose	Date	Amount
Summer Search Foundation	620 Davis Street San Francisco, CA 94111	Yes	General Operating Support	12/19/2012	$20,000.00
Tenderloin Neighborhood Development Corp.	201 Eddy Street San Francisco, CA 94102-2715	Yes	General Operating Support	12/19/2012	$25,000.00
The Tides Center	P.O. Box 29907 San Francisco, CA 94129-0907	Yes	General Operating Support	12/12/2012	$20,000.00
University of Puget Sound	1500 North Warner Street, #1087 Tacoma, WA 98416	Yes	General Operating Support	6/25/2012	$15,000.00
Western Rivers Conservancy	71 SW Oak Street, Suite 100 Portland, OR 97204	Yes	General Operating Support	9/10/2012	$25,000.00
Grand Totals (43 items)					$923,715.00

Form **8868** (Rev. January 2013) Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits.*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	THE GEORGE F. JEWETT FOUNDATION	27-3409281
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. C/O FCI, 30 EAST 7TH ST, SUITE 2000	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. ST PAUL, MN 55101-4930	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ FIDUCIARY COUNSELLING, INC 30 E 7TH ST, SUITE 2000 - ST PAUL, MN 55101

Telephone No. ▶ 651 228 0935 FAX No. ▶ 651 228 0776

- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______. If this is for the whole group, check this box ▶ [ ]. If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2013, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ [X] calendar year 2012 or

▶ [ ] tax year beginning ______, and ending ______.

2 If the tax year entered in line 1 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 46,830.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 28,830.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ 18,000.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA **For Privacy Act and Paperwork Reduction Act Notice, see instructions.** Form **8868** (Rev. 1-2013)

223841 01-21-13

10090423 144130 40017 2012.03040 THE GEORGE F. JEWETT FOUNDA 400171

• If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions THE GEORGE F. JEWETT FOUNDATION	Employer identification number (EIN) or 27-3409281
	Number, street, and room or suite no. If a P.O. box, see instructions. C/O FCI, 30 EAST 7TH ST, SUITE 2000	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. ST PAUL, MN 55101-4930	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

• The books are in the care of ▶ FIDUCIARY COUNSELLING, INC 30 E 7TH ST, SUITE 2000 - ST PAUL, MN 55101

Telephone No. ▶ 651 228 0935 FAX No. ▶ 651 228 0776

• If the organization does not have an office or place of business in the United States, check this box ▶ [ ]

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______. If this is for the whole group, check this box ▶ [ ]. If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until NOVEMBER 15, 2013.

5 For calendar year 2012 , or other tax year beginning ______, and ending ______.

6 If the tax year entered in line 5 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension SEE STATEMENT 3

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$	46,830.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$	46,830.
c **Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ Title ▶ TAX PREPARER Date ▶

223842
01-21-13

14480812 144130 40017 2012.04010 THE GEORGE F. JEWETT FOUNDA 400171

FORM 8688 EXPLANATION FOR EXTENSION STATEMENT 3

EXPLANATION

AN ATTEMPT TO OBTAIN INFORMATION NECESSARY FOR FILING A RETURN WAS REQUESTED IN A TIMELY FASHION, BUT THE INFORMATION WAS NOT FURNISHED IN SUFFICIENT TIME TO PERMIT THE TIMELY FILING OF THE RETURN, OR THE TAXPAYER PERSONALLY VISITED AN IRS OFFICE FOR THE PURPOSE OF SECURING INFORMATION OR ADVICE AND WAS UNABLE TO MEET WITH AN IRS REPRESENTATIVE