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Form **990-PF**

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

OMB No 1545-0052

Department of the Treasury Internal Revenue Service

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

2012

For cal	endar year 2012, or tax year beginning	, 2012	, and ending	,	
	TEWKESBURY FOUNDATION			A Employer identification number 33-0730787	
	SPRING ST., #176 AY HARBOR, WA 98250			B Telephone number (see the (949) 582-2100	
				C If exemption application is	pending, check here
G Ch	eck all that apply Initial return	Initial return of a form	ner public charity	D 1 Foreign organizations, che	ck here
	Final return	Amended return		2 Foreign organizations mee	با
H C	Address change Address change X Section 501	Name change (c)(3) exempt private f	oundation	here and attach computation	on Property test, trieth
[Section 4947(a)(1) nonexempt charitable t			E If private foundation status	was terminated
	(O4	ounting method XC	ash Accrual	under section 507(b)(1)(A)	, check here.
(/ ► \$		Other (specify) column (d) must be or	เ กระส คระสะวา	F If the foundation is in a 60 under section 507(b)(1)(B)	
Part	1,010,020:				<u> </u>
	Expenses (The total of amounts in columns (b), (c), and (d) may not neces-	(a) Revenue and expenses per books	(b) Net investmen income	t (c) Adjusted net income	(d) Disbursements for charitable
	sarily equal the amounts in column (a)				purposes (cash basis only)
-	(see instructions)) 1 Contributions, gifts, grants, etc, received (att sch)				,,,
	2 Ck X if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	64,996.	64 99	6. N/A	
	4 Dividends and interest from securities	195,739.	64,99 195,73	9. N/A	· · · · · · · · · · · · · · · · · · ·
	5 a Gross rents b Net rental income				
D	or (loss) 6 a Net gain/(loss) from sale of assets not on line 10	-37,557.			
R E V E N	b Gross sales price for all assets on line 6a 1,560,799.	31,331.			
Ě	7 Capital gain net income (from Part IV, line 2)			0.	
N U	8 Net short-term capital gain 9 Income modifications				
E	10 a Gross sales less returns and				
	allowances b Less Cost of				
	goods sold c Gross profit/(loss) (att sch)			· ·	
	11 Other income (attach schedule).		<u>-</u>		
	SEE STATEMENT 1	67.		_	
	12 Total. Add lines 1 through 11 13 Compensation of officers, directors, trustees, etc	223,245. 0	260,73	5.	
-	14 Other employee salaries and wages 15 Pension plans, employee benefits				
345	16 a Legal fees (attach schedule) b Accounting (bes) (attach sch) SEE ST 2	6,195.	5,57	5	620.
1~1:.	C Other brot lees (attaying of)	0,133.	3,37	3.	020.
P Li	-17—Interest				
OPERA	18 The diffich schedule) see instris SEE STM 3	4,440.			
Î	sch) and depletion				
N Z	20 Occupancy 21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) SEE STATEMENT 4	26 506	22 05	6	2 (52
ة §	24 Total operating and administrative	26,506.	23,85	0.	2,650.
NEED TOUC	expenses. Add lines 13 through 23	37,141.	29,43	1.	3,270. 27,300.
17	, , , , ,	27,300.	· · · · · · · · · · · · · · · · · · ·		27,300.
	Add lines 24 and 25	64,441.	29,43	1.	30,570.
203	27 Subtract line 26 from line 12: a Excess of revenue over expenses				
ಧ	and disbursements	158,804.			
	b Net investment income (if negative, enter 0-).		231,30	4.	
BAA F	C Adjusted net income (if negative, enter -0) or Paperwork Reduction Act Notice, see ins	tructions.	·	TEEA0504L 12/23/12	Form 990-PF (2012)

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Pari	FTTT E	Balance Sheets	Attached schedules and amounts in the description column should be for end-of year amounts only	Beginning of year	En	nd of	year
L al		Dalance Sheets	(See instructions)	(a) Book Value	(b) Book Value		(c) Fair Market Value
	1	Cash — non-interest	-bearing	2,417.	1,83	4.	1,834.
	2	Savings and tempora	ary cash investments	272,039.	755,53	5.	755,535.
	3	Accounts receivable	-	a — a colorea compara value de			
		Less. allowance for	doubtful accounts >			\bot	
	4	Pledges receivable	-				
		Less, allowance for	doubtful accounts •				
	5	Grants receivable					· · · · · · · · · · · · · · · · · · ·
	6	Receivables due from offic disqualified persons (attac	ers, directors, trustees, and other ch schedule) (see instructions)				
	7	Other notes and loans rec	eivable (attach sch).				
A S		Less allowance for	doubtful accounts >				
Š	_	Inventories for sale					
ASSETS	9	Prepaid expenses ai	nd deferred charges				
S		obligations (attach s	·				
	ł		stock (attach schedule) STATEMENT 5	4,726,025.	3,842,82	3.	4,924,762.
	C	Investments - corporate	bonds (attach schedule)	,			
	11	Investments – land, equipment basis	buildings, and				
		Less: accumulated deprec (attach schedule)	iation •				
		Investments - morte					
		Investments - other	·	1,478,399.	2,037,49	2.	2,194,689.
	14	Land, buildings, and	equipment. basis				
		Less: accumulated deprec (attach schedule)	-				
		Other assets (descri					
	16	see the instructions	completed by all filers —	6,478,880.	6,637,68	4.	7,876,820.
Ė	17	Accounts payable ar	nd accrued expenses	, , , , , , , , , , , , , , , , , , , ,			
Å	18	Grants payable			-		t
B	19	Deferred revenue					
Ľ	20	Loans from officers, direc	tors, trustees, & other disqualified persons				ĺ
I T	21	= =	s payable (attach schedule)				1
1	22	Other liabilities (des	cribe •)				
E S	23	Total liabilities (add	lines 17 through 22)	0.		0.	
		Foundations that fo	llow SFAS 117, check here 24 through 26 and lines 30 and 31.			<u>.</u>	i
N F	24	Unrestricted					1
N F E U T N	25	Temporarily restricted	ed				1
D	26	Permanently restrict	ed				
A B A L A		Foundations that do and complete lines	o not follow SFAS 117, check here X 27 through 31.	,	· · · · · · · · · · · · · · · · · · ·		
EL	27	Capital stock, trust p	principal, or current funds	6,478,880.	6,637,68	4.	4
SN	28	Paid-in or capital surplus	, or land, building, and equipment fund				į
ΟË	29	Retained earnings, accum	ulated income, endowment, or other funds	*			
RS	30		fund balances (see instructions)	6,478,880.	6,637,68	4.	
	31	Total liabilities and (see instructions)	net assets/fund balances	6,478,880.	6,637,68		
Par	È 111 7		ges in Net Assets or Fund Balanc		0,037,00	7 - 1	
1	Total	net assets or fund b	alances at beginning of year – Part II, colu d on prior year's return)		gree with	,	6 470 000
2		r amount from Part I,	, ,	•	}-	1 2	6,478,880.
3		increases not included in li			}-	3	158,804.
4		ines 1, 2, and 3				4	6,637,684.
5		ises not included in line 2	(itemize)		-	5	0,037,004.
6			alances at end of year (line 4 minus line 5)	- Part II, column (b).	Ine 30	6	6,637,684.
						1	-,,,,,,,,,,

ar enz o	(a) List and describe	the kind(s) of property sold (e g , ree, or common stock, 200 shares ML	cal estate, C. Company)	D) How acquired P — Purchase	(C) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 - 0	<u> </u>		· · · · · · · · · · · · · · · · · · ·	D — Donation	 	
b	EE STATEMENT 6			 	 	
C				 		
d	·		+			
			·	·	<u> </u>	
	(e) Gross sales price	(f) Depreciation allowed	(g) Cost or other basis		(h) Gain or	(loss)
	(0)	(or allowable)	plus expense of sale		(e) plus (f) m	
a		<u> </u>				
b						
С					·	
d						
е						
C	omplete only for assets show	ing gain in column (h) and owned by	the foundation on 12/31/69	<u> </u>	(I) Gains (Col	umn (h)
	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i over column (j), if any		gain minus column (l ian -0-) or Losses (fi	(), but not less
а						
b						
С						
d	, , , , , , , , , , , , , , , , , , , 					-
е						
2 C	apital gain net income or (ne	t capital loss). — If gain, also If (loss), en	enter in Part I, line 7 ter -0- in Part I, line 7	2		-37,396.
3 N	et short-term capital gain or ((loss) as defined in sections 1222(5)	and (6):			·
lf	gain, also enter in Part I, line	e 8, column (c) (see instructions) If	(loss), enter -0-	İ		
ın	Part I, line 8		<u>`</u>	3		-6,876.
	Qualification Unde	r Section 4940(e) for Reduce	d Tax on Net Investmer	nt Income		
If 'Yes,'	the foundation does not qual	ction 4942 tax on the distributable an lify under section 4940(e). Do not co	mplete this part.	•	Yes	X No
1 6		n each column for each year; see th		any entries	(-B)	
Ca	(a) Base period years lendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use asset	ts (col	(d) Distributior umn (b) divided	
	2011	593,073.	6,912,	,781.		0.085794
	2010	181,793.	6,798,	,537.		0.026740
	2009	116,702.	3,675,	,095.		0.031755
	2008	136,690.	2,331,	,894.		0.058618
	2007	125,595.	2,870,	,525.		0.043753
2 To	otal of line 1, column (d)			2		0.246660
3 A	verage distribution ratio for th	ne 5-year base period – divide the to	otal on line 2 by 5, or by the		1	
		has been in existence if less than s		3	<u> </u>	0.049332
4 E	nter the net value of nonchar	itable-use assets for 2012 from Part	X, line 5	4	ļ	7,496,622.
5 M	ultiply line 4 by line 3			5		369,823.
6 E	nter 1% of net investment inc	come (1% of Part I, line 27b)		6		2,313.
7 A	dd lines 5 and 6			7		372,136.
8 E	nter qualifying distributions fr	om Part XII, line 4		8		30,570.
	line 8 is equal to or greater t art VI instructions	han line 7, check the box in Part VI,	line 1b, and complete that pa	art using a 1°	% tax rate See t	

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Part VI Excise Tax Based on Investment Income (Se	ction 4940(a), 4940(b), 49	40(e), or 4948 – see	instruction	s)		
1 a Exempt operating foundations described in section 4940(d)(2), check here	and enter 'N/A' on lin					
	letter if necessary – see	instrs)				
b Domestic foundations that meet the section 4940(e) requirement	its in Part V,	–	1		4,6	<u>526.</u>
check here ► and enter 1% of Part I, line 27b						
c All other domestic foundations enter 2% of line 27b. Exempt foreign organization	s enter 4% of Part I, line 12, colu	umn (b)				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and	łaxable					_
foundations only Others enter -0-) 3 Add lines 1 and 2			2			0.
-	tavable foundations only	Others enter ()	3		4,6	526.
 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and Tax based on investment income. Subtract line 4 from line 3.1 	•	Others enter -0-)	5		1 0	0.
6 Credits/Payments	1 Zero or less, effici -o-		3		4,0	526.
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6a	2,800.				1
b Exempt foreign organizations — tax withheld at source	6Ь	2,000.				
c Tax paid with application for extension of time to file (Form 886	<u> </u>					e
d Backup withholding erroneously withheld	6 d					ł
7 Total credits and payments Add lines 6a through 6d			7		2.8	300.
8 Enter any penalty for underpayment of estimated tax. Check he	ere I if Form 2220 is at	tached	8			
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		•	9		1,8	326.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount	overpaid	•	10			
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax		Refunded >	11			
Part VII-A Statements Regarding Activities						
1 a During the tax year, did the foundation attempt to influence any participate or intervene in any political campaign?	\prime national, state, or local le	egislation or did it		1 a	Yes	No X
b Did it spend more than \$100 during the year (either directly or	indirectly) for political purp	ooses				
(see the instructions for definition) ⁷				1 b		X
If the answer is 'Yes' to 1a or 1b , attach a detailed description of the a or distributed by the foundation in connection with the activities		aterials published				
c Did the foundation file Form 1120-POL for this year?				1 c		X
d Enter the amount (if any) of tax on political expenditures (section 2)	,					
(1) On the foundation ►\$ 0. (2) O e Enter the reimbursement (if any) paid by the foundation during the y	n foundation managers	►\$ tax imposed on	0.	1		
foundation managers. >\$ 0.	car for political experiancie	tax imposed on				;
2 Has the foundation engaged in any activities that have not prev	rously been reported to th	e IRS?		2		X
If 'Yes,' attach a detailed description of the activities						
3 Has the foundation made any changes, not previously reported to th	e IRS, in its governing instru	iment, articles		l		
3 Has the foundation made any changes, not previously reported to the of incorporation, or bylaws, or other similar instruments? If 'Ye.		-		3		<u> </u>
4a Did the foundation have unrelated business gross income of \$1	,000 or more during the ye	ear?		4 a		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?				4 b	N,	/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during	• •			5		X
If 'Yes,' attach the statement required by General Instruction T		11				
 6 Are the requirements of section 508(e) (relating to sections 494 By language in the governing instrument, or 	i through 4945) satisfied	eitner		1		
 By state legislation that effectively amends the governing instrume with the state law remain in the governing instrument? 	ent so that no mandatory dire	ections that conflict		6		⁻¹
7 Did the foundation have at least \$5,000 in assets at any time during the year? If	'Yes ' complete Part II. column (c)	and Part YV	•	7	Х	<u> </u>
8a Enter the states to which the foundation reports or with which it				\vdash		\vdash
CA	J	<i>_</i>				1
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-(or designate) of each state as required by <i>General Instruction G? If 'No,' attach e</i>	PF to the Attorney General			8 b	Х	,
	,	1 40404340	404045475	35	^	
9 Is the foundation claiming status as a private operating foundat for calendar year 2012 or the taxable year beginning in 2012 (s	ion within the meaning of ee instructions for Part XI	section 4942(j)(3) or V)? If 'Yes,' complete	4942(j)(5) e Part XIV	9		X
10 Did any persons become substantial contributors during the tax year	[?] If 'Yes,' attach a schedule	listing their names		10		.,
and addresses BAA			Fo	10 rm 990	-PF (2	X 2012)
					· \-	

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Par	t VII-A Statements Regarding Activities (continued)			
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions).	12		х
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application. Website address	on? 13	Х	
14	<u>"'</u>	949-582-2	2100	
17	Located at 26400 LA ALAMEDA MISSION VIEJO CA ZIP + 4 > 9269		2100	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 — Check here	<u>N</u> /	Ā	-
	and enter the amount of tax-exempt interest received or accrued during the year		•	N/A
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a		Yes	No
	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 ►			
Par	rt 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
1 a	a During the year did the foundation (either directly or indirectly):			1
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes	X No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	ХNо		
		X No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	XNo		
	(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	XNo		;
	(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	X No		
ŀ	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)?	1	b N	I/A
	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?	1	c	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)).			
á	a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d	_		
	and the end of tax year 2012, did the foundation have any undistributed income (lines of and 6e, Part XIII) for tax year(s) beginning before 2012?	∐No	1	
	If 'Yes,' list the years 20 11 , 20 _ , 20 _ , 20			
١	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.) SEE STATEMENT	7 2	 b	j
(c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here			†
	▶ 20 , 20 , 20 , 20			
3 8	a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes	X No		
ı	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)	3	Ы	I/A
4 :	a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4	1	X
	b Did the foundation make any property of the Control of the Contr			
l	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	-		
D A A	the tax year beginning in 2012?	<u> 4</u>		(2012)
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Part VII-B Statements Regarding Activiti		4720 May Be Requ	uired (continued)	
5 a During the year did the foundation pay or incu	-			
(1) Carry on propaganda, or otherwise attemp	t to influence legislatio	n (section 4945(e))?	Yes X	No
(2) Influence the outcome of any specific public on, directly or indirectly, any voter registra		4955); or to carry	Yes X	No
(3) Provide a grant to an individual for travel,	study, or other similar	purposes?	Yes X	No
(4) Provide a grant to an organization other the in section 509(a)(1), (2), or (3), or section			Yes X	No
(5) Provide for any purpose other than religion educational purposes, or for the prevention	us, charitable, scientific n of cruelty to children	, literary, or or animals?	Yes X	No
b If any answer is 'Yes' to 5a(1)-(5), did any of the described in Regulations section 53 4945 or in (see instructions)?	the transactions fail to a current notice regard	qualify under the exceptions disaster assistance	tions	5b N/A
Organizations relying on a current notice rega	rding disaster assistanc	ce check here	▶ 🗌	
c If the answer is 'Yes' to question 5a(4), does to tax because it maintained expenditure responsible 'Yes,' attach the statement required by Region 1997.	sibility for the grant?		N/A Yes	No
6 a Did the foundation, during the year, receive ar on a personal benefit contract?	ny funds, directly or ind	rectly, to pay premiums	Yes X	No
b Did the foundation, during the year, pay premi	iums, directly or indirec	tly, on a personal bene	fit contract?	6 b X
7 a At any time during the tax year, was the found	dation a party to a proh	ıbıted tax shelter transa	ction? Yes X	No
b If 'Yes,' did the foundation receive any procee	ds or have any net inco	ome attributable to the t	. 🖵 🗀	I/A 7b
Part VIII Information About Officers, Dand Contractors	irectors, Trustees,	Foundation Manag	gers, Highly Paid E	mployees,
1 List all officers, directors, trustees, foundation	n managers and their	compensation (see inst	ructions).	
(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
APRIL PHELPS FORD	PRESIDENT	0.	0.	0.
_685_SPRING_ST., #176	5.00			
FRIDAY HARBOR, WA 98250				
GARY FORD 685 SPRING ST., #176 FRIDAY HARBOR, WA 98250	SECRETARY 0	0.	0.	0.
	~~~			
2 Compensation of five highest-paid employees (or	ther than those included	on line 1 – see instruction	ns). 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	<u> </u>	<u>L</u>	<u> </u>	0
BAA	TEEA0306L 1	2/25/12	<del></del>	Form <b>990-PF</b> (2012)

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Part VIII Information About Officers, Directors, Trustees, Found	ation Managers, Highly Paid E	mployees,
and Contractors (continued)		
3 Five highest-paid independent contractors for professional services (see in:		(-) C
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
	·	
		<del> </del>
Total number of others receiving over \$50,000 for professional services	<b>&gt;</b>	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 organizations and other beneficiaries served, conferences convened, research papers produced, etc.	information such as the number of	Expenses
1 N/A		
2		
3		
		<del></del>
4		
Part IX-B Summary of Program-Related Investments (see instruc	tions)	
Describe the two largest program-related investments made by the foundation during the	tax year on lines 1 and 2	Amount
1		
$\overline{\mathrm{N/A}}$		
2		
All ables are selected as a first of the selecte		<del></del>

 Total. Add lines 1 through 3
 ▶
 0.

 BAA
 Form 990-PF (2012)

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 1 a 7,101,444. b Average of monthly cash balances 1 b 509,340 c Fair market value of all other assets (see instructions) 1 c d Total (add lines 1a, b, and c) 1 d 610 784 e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1 e 0. 2 Acquisition indebtedness applicable to line 1 assets 2 0. Subtract line 2 from line 1d 3 7,610,784. Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions) 4 114,162. Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4. 5 7,496,622. Minimum investment return. Enter 5% of line 5. 6 374,831. Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations Part XI and certain foreign organizations check here and do not complete this part.) Minimum investment return from Part X, line 6. 1 374,831. 2a Tax on investment income for 2012 from Part VI, line 5 2 a 4,626 b Income tax for 2012 (This does not include the tax from Part VI.) 2 b c Add lines 2a and 2b 2 c 4,626. 3 Distributable amount before adjustments Subtract line 2c from line 1 3 370,205. Recoveries of amounts treated as qualifying distributions 4 Add lines 3 and 4 5 370,205. 6 Deduction from distributable amount (see instructions) 6 7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1 7 370,205 Part XII Qualifying Distributions (see instructions) Amounts paid (including administrative expenses) to accomplish charitable, etc. purposes: a Expenses, contributions, gifts, etc - total from Part I, column (d), line 26 1 a 30,570. **b** Program-related investments — total from Part IX-B 1 b Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc. purposes Ž 3 Amounts set aside for specific charitable projects that satisfy the a Suitability test (prior IRS approval required) 3 a **b** Cash distribution test (attach the required schedule). 3 b Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4 4 30,570.

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

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)

Adjusted qualifying distributions. Subtract line 5 from line 4

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30,570.

5

6

#### Part XIII Undistributed Income (see instructions)

	<b>(a)</b> Corpus	<b>(b)</b> Years prior to 2011	<b>(c)</b> 2011	<b>(d)</b> 2012
Distributable amount for 2012 from Part XI, line 7				270 205
2 Undistributed income, if any, as of the end of 2012				370,205.
a Enter amount for 2011 only			80,318.	
<b>b</b> Total for prior years 20 , 20 , 20		0.	00/310.	
3 Excess distributions carryover, if any, to 2012.				<del>_</del>
a From 2007				
<b>b</b> From 2008				
<b>c</b> From 2009				
<b>d</b> From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part				
XII, line 4· ► \$30,570.				
a Applied to 2011, but not more than line 2a			30,570.	
<ul> <li>Applied to undistributed income of prior years (Election required – see instructions)</li> </ul>		0.		
c Treated as distributions out of corpus	# F3F HWA 11	Ŭ.		
(Election required — see instructions)	0.			
d Applied to 2012 distributable amount			- · · · · · · · · · · · · · · · · · · ·	0.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012	0.			0.
(If an amount appears in column (d), the same amount must be shown in column (a) )				
same umount mast be shown in column (a)				
6 Enter the net total of each column as				
indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
<b>b</b> Prior years' undistributed income. Subtract				
line 4b from line 2b		0.		
c Enter the amount of prior years' undistribut- ed income for which a notice of deficiency				
has been issued, or on which the section				1
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.			49,748.	
f Undistributed income for 2012 Subtract lines				
4d and 5 from line 1. This amount must be				
distributed in 2013				370,205.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed				,
by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
(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	0.			
10 Analysis of line 9	U.			<del> </del>
a Excess from 2008			ļ	
<b>b</b> Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012.				
2 = 1,0000 1,011, 2012				

	990-PF (2012) THE TEWKESBURY FO				33-0730787	Page <b>10</b>
	t XIV Private Operating Foundat					N/A
1 a	If the foundation has received a ruling or dete is effective for 2012, enter the date of the	rmination letter that ruling	it is a private operati	ng foundation, and th	e ruling	
t	Check box to indicate whether the foundat	_	erating foundation d	escribed in section	4942(j)(3) or	4942(j)(5)
	Enter the lesser of the adjusted net	Tax year	T -	Prior 3 years		
	income from Part I or the minimum investment return from Part X for	(a) 2012	<b>(b)</b> 2011	(c) 2010	<b>(d)</b> 2009	(e) Total
	each year listed					
	985% of line 2a					·
	Qualifying distributions from Part XII, line 4 for each year listed					- 10.
	Amounts included in line 2c not used directly for active conduct of exempt activities					·
	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:				į	
	(1) Value of all assets					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
t	<ul> <li>Endowment' alternative test — enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed</li> </ul>					
ď	: '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()(3)(B)(III).					
	(3) Largest amount of support from an exempt organization	<del></del> -				
	(4) Gross investment income					
[ <del>2</del> a	Supplementary Information assets at any time during th	(Complete this e vear – see in	part only if the structions.)	foundation had	\$5,000 or more	in
1	Information Regarding Foundation Manag		•			
ŧ	List any managers of the foundation who have close of any tax year (but only if they have NONE	e contributed more to contributed more	han 2% of the total c than \$5,000) (See	ontributions received section 507(d)(2))	by the foundation befo	re the
	List any managers of the foundation who own	10% or more of the	stock of a corporation	on (or an equally large	nortion of the owners	thin of
•	a partnership or other entity) of which the NONE	foundation has a 1	0% or greater inter	est	s portion of the owners	лир от
	Information Domardian Contribution Con-	A 0:4 1 C-b	Janahia ata Danam			
2	Information Regarding Contribution, Gran Check here ► X if the foundation only marequests for funds If the foundation make complete items 2a, b, c, and d.	kes contributions to	preselected charitab	le organizations and d	does not accept unsoli nizations under othe	cited r conditions,
	The name, address, and telephone number of	e-mail of the perso	n to whom applicatio	ns should be address	ed	
	The form in which applications about 1	numbered as disease	motion and make	alo thou about a con-	da	
,	The form in which applications should be	submitted and info	rmation and materia	ais they should inclu	ae	
	Any submission deadlines	•				
	Any restrictions or limitations on awards,	such as by geograp	phical areas, charita	ible fields, kinds of i	nstitutions, or other	factors
	·		·			

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[Part XXV | Supplementary Information (continued)

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

3720 STEPHEN WHITE DRIVE SAN PEDRO, CA 90731  COMPASSION INTERNATIONAL NONE N/A GENERAL OPERATIONS 15,3 12290 VOYAGER PKWY COLORADO SPRINGS, CO 80921		If recipient is an individual,				
A Peld during the year FRIENDS CABRILLO AQUARIUM 3720 STEPHEN WHITE DRIVE SAN PEDRO, CA 90731  COMPASSION INTERNATIONAL INCORPORATED 12290 VOYAGER PKWY COLORADO SPRINGS, CO 80921  Total	Recipient	show any relationship to any foundation manager or	status of	Purpose of grant or contribution		Amount
FRIENDS CABRILLO AQUARIUM 3720 STEPHEN WHITE DRIVE SAN PEDRO, CA 90731  COMPASSION INTERNATIONAL INCORPORATED 12290 VOYAGER PKWY COLORADO SPRINGS, CO 80921  Total		substantial contributor	Tooipiciit			
INCORPORATED 12290 VOYAGER PKWY COLORADO SPRINGS, CO 80921  Total	FRIENDS CABRILLO AQUARIUM 3720 STEPHEN WHITE DRIVE	NONE	N/A	GENERAL	OPERATIONS	12,000.
Total  b Approved for future payment  27,	INCORPORATED 12290 VOYAGER PKWY	NONE	N/A	GENERAL	OPERATIONS	15,300.
<b>b</b> Approved for future payment	Total				► 3a	27,300.
						,
Total						

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

Enter gross amounts unless otherwise indicated	Unrelated	d business income	Excluded	by section 512, 513, or 514	(e)
Program service revenue:	(a) Business code	<b>(b)</b> Amount	(c) Exclu- sion code	<b>(d)</b> Amount	Related or exempt function income (See instructions)
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments		•	14	64,996.	
4 Dividends and interest from securities			14	195,739.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
<b>b</b> Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory				·	-37,557.
Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue	<u> </u>				
a MISCELLANEOUS INCOME			18		
b TAX EXEMPT INTEREST					<u>67.</u>
c					
d	i				
e					
12 Subtotal Add columns (b), (d), and (e)	ابـــــا		<u> </u>	260,735.	-37,490.
13 Total. Add line 12, columns (b), (d), and (e)				13	223,245.
(See worksheet in line 13 instructions to verify calculation	ns )			·	<u> </u>

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

N/A	
N/A	
	<del> </del>
<del></del>	

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Yes

## Form 990-PF (2012) THE TEWKESBURY FOUNDATION 33-0730787 Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

1 Did the organization directly or indirectly engage in any of the following with any other organization

	bed in section 501(c) c ig to political organizat		ther than sectio	on 501(c)(3) orga	inizations) d	or in section 5	527,		
	fers from the reporting		a noncharitable	e exempt organi	zation of.				1
<b>(1)</b> Ca	, ,			, ,				1 a (1)	X
	(2) Other assets						1 a (2)	$\frac{1}{x}$	
	b Other transactions.						1 1 (2)	<del>  ^</del> ;	
	ales of assets to a non	charitable eve	mnt organizatio	nn.				1 b (1)	
• •	urchases of assets from							1 b (1)	X
	ental of facilities, equip			jariizatiort				<del></del>	
• •			1 055615					1 b (3)	X
` '	eimbursement arrangei							1 b (4)	X
	oans or loan guarantee			1 - 4 - 4				1 b (5)	X
` '	erformance of services		•	•				1 b (6)	X
<b>c</b> Snarin	ng of facilities, equipme	ent, mailing lis	its, other assets	s, or paid emplo	yees			1 c	X
any tra	answer to any of the a ods, other assets, or ser ansaction or sharing a	rrangement, sl	how in column	(d) the value of	the goods, o	other assets,	or services recei	ved	
(a) Line no	(b) Amount involved	(c) Name o	of noncharitable exe	mpt organization	( <b>d</b> ) De	escription of tran	sfers, transactions, a	nd sharing arrangen	nents
N/A									
								······	
		ļ							
					}		•		
								, ,	
			•						
					,				
							<del></del>		
descri <b>b</b> If 'Yes	foundation directly or inc bed in section 501(c) of s,' complete the following	of the Code (of ing schedule	ther than section	on 501(c)(3)) or i	n section 52	27? 			XNo
	(a) Name of organizati	on	( <b>b)</b> 1 yp	e of organizatio	n	(с	) Description of r	elationship	
N/A				<del>.</del>					
					<del></del>				
						<del></del>			
Linds	er penalties of perjury, I declar	re that I have ever	ined this return und	uding accompanies	chedules and o	tatements and to	the heet of my beauti	adde and halicf it is	TUA
corre	ect, and complete Declaration	of preparer (other	than taxpayer) is ba	sed on all information	of which prepai	rer has any know	ledge	euge and belier, it is	rue,
Sign	$\mathcal{A}$ $()$ $\mathcal{D}$	ı O	1	יונדר כ	mizk	0	i	May the IRS this return wi	
Here	Mand P	helss.	tond	109JUL		Secre	tary	preparer show	wn below
Siç	gnature of officer or trustee	-		Date	Title			(see instruction X Yes	
	Print/Type preparer's nar	ne	Preparer's	s signature /	1 /4	Date	Check If	LOTIN	
Paid	STEPHEN H. E	BENNETT		INV		5/22/	self employed	P0122640	19
Preparer		ETWAK & E	BENNETT	<del>~ /   1</del>		110-11		-3590699	<del>, ,</del>
Use Only		6400 LA A		TE. 200		·	, JU	3370033	
Joe Olliy	_	ISSION VI		2691	<del></del>		Phone no (94	19) 582-210	n
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2012	FEDERAL STATEMENTS	PAGE 1	
	THE TEWKESBURY FOUNDATION	33-0730787	
STATEMENT 1 FORM 990-PF, PART I, LINE 11 OTHER INCOME	(A) (B) NET	(C)	
TAX EXEMPT INTEREST	REVENUE INVESTMENT PER BOOKS INCOME  TOTAL \$ 67.\$ 0.5	ADJUSTED NET INCOME  0.	
STATEMENT 2 FORM 990-PF, PART I, LINE 16B ACCOUNTING FEES			
ACCOUNTING FEES	(A) (B) NET (C) EXPENSES INVESTMENT ADJUSTED PER BOOKS INCOME  \$ 6,195. \$ 5,575. TOTAL \$ 6,195. \$ 5,575.	(D) CHARITABLE PURPOSES \$ 620. \$ 620.	
STATEMENT 3 FORM 990-PF, PART I, LINE 18 TAXES			
MISCELLANEOUS TAXES SECTION 4940 FEDERAL TAXES	(A) (B) NET (C) EXPENSES INVESTMENT ADJUSTED PER BOOKS INCOME NET INCOME  \$ 2,842. 1,598. TOTAL \$ 4,440. \$ 0.	(D) CHARITABLE PURPOSES  \$ 0.	
STATEMENT 4 FORM 990-PF, PART I, LINE 23 OTHER EXPENSES			
ACCOUNT FEES AMORTIZATION BOND PREMIUMS MISCELLANEOUS	(A) (B) NET (C) EXPENSES INVESTMENT ADJUSTED PER BOOKS INCOME NET INCOME  \$ 9,960. \$ 8,964. 10,434. 9,391. 6,112. 5,501. TOTAL \$ 26,506. \$ 23,856.	(D) CHARITABLE PURPOSES  \$ 996. 1,043. 611. \$ 2,650.	

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#### **FEDERAL STATEMENTS**

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THE TEWKESBURY FOUNDATION

33-0730787

STATEMENT 5 FORM 990-PF, PART II, LINE 10B INVESTMENTS - CORPORATE STOCKS

CORPORATE STOCKS	VALUATIONMETHOD	BOOK VALUE	FAIR MARKETVALUE	
VARIOUS CORPORATE STOCKS	COST	\$ 3,842,823.	\$ 4,924,762.	
	TOTAL	\$ 3,842,823.	\$ 4,924,762.	

### STATEMENT 6 FORM 990-PF, PART IV, LINE 1 CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

11EM 1 2 3 4 5 6	ACCOUNT 242 ACCOUNT 242 ACCOUNT 242 ACCOUNT 242	2087497 (SI 2087497 (SI 2077633 (SI 2077633 (SI 2022253 (SI	SCRIPTION EE ATTACHED EE ATTACHED EE ATTACHED EE ATTACHED EE ATTACHED EE ATTACHED	STMNT) STMNT) STMNT)	(B) ACOU: PURCH PURCH PURCH PURCH PURCH PURCH	IRED AC ASED ASED ASED ASED ASED	) DATE OUIRED VARIOUS VARIOUS VARIOUS VARIOUS VARIOUS VARIOUS VARIOUS VARIOUS	(D) DATE SOLD VARIOUS VARIOUS VARIOUS VARIOUS VARIOUS VARIOUS VARIOUS
7	CAPITAL GAI			0111111,	PURCH		VARIOUS	VARIOUS
8 9	VARIOUS WASH SALE				PURCH	ASED	VARIOUS	VARIOUS
<u>ITEM</u>	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV <u>12/31/69</u>	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
1 2	42,138. 690,132.		46,707. 686,842.	-4,569. 3,290.				\$ -4,569. 3,290.
3	4,537.		4,759.	-222.				-222.
4 5	577,868. 85,272.		596,065. 87,518.	-18,197. -2,246.				-18,197. -2,246.
ő	157,117.		149,156.	7,961.				7,961.
7 8	3,694. 41.		0. 27,309.	3,694. -27,268.				3,694. -27,268.
9	41.		21,309.	41,400.				161.
							TOTAL	

#### STATEMENT 7 FORM 990-PF, PART VII-B, LINE 2B SECTION 4942 (A) (2) - INCORRECT VALUATION OF ASSETS

THE FOUNDATION FILED 2011 ORIGINAL FORM 990-PF TIMELY. ON MAY 20, 2013, WHILE PREPARING THE FOUNDATION'S 2012 FORM 990-PF IT WAS DISCOVERED THAT THE 2011 DISTRIBUTABLE AMOUNT WAS INADVERTENTLY CALCULATED USING INCORRECT VALUALTION OF THE ASSETS. THE FOUNDATION HAS TAKEN CORRECTIVE ACTION.