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Form

990-PF

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052






2012


Open to Public Inspection

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

Name of foundation KOEPLIN FAMILY FOUNDATION		A Employer identification number 41-1268766	
% FOUNDATION MANAGEMENT GROUP		B Telephone number (see instructions) (206) 667-0300	
Number and street (or P O box number if mail is not delivered to street address) 1000 SECOND AVENUE 34th floor Suite		Room/suite	
City or town, state, and ZIP code SEATTLE, WA 981041022		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change		<input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 1,958,546		J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) (Part I, column (d) must be on cash basis.)	
E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	

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) (see instructions))		(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 (attach schedule)	0			
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	66,887	66,887		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	24,789			
	b Gross sales price for all assets on line 6a _____ 602,861				
	7 Capital gain net income (from Part IV , line 2)		24,789		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	-35,938	172		
	12 Total. Add lines 1 through 11	55,738	91,848		
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	20,038	10,438		9,600
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	1,415	613		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	35			35
	24 Total operating and administrative expenses. Add lines 13 through 23	21,488	11,051		9,635
	25 Contributions, gifts, grants paid	27,000			127,013
	26 Total expenses and disbursements. Add lines 24 and 25	48,488	11,051		136,648
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	7,250			
	b Net investment income (if negative, enter -0-)		80,797		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	105,395	264,219	264,219
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)	77,118	86,898	86,898
	b	Investments—corporate stock (attach schedule)	1,027,444	 1,135,015	1,135,015
	c	Investments—corporate bonds (attach schedule).	712,993	 463,565	463,565
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)	 11,880	 8,849	 8,849	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	1,934,830	1,958,546	1,958,546	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable	500,000	400,000	
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	500,000	400,000	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	1,434,830	1,558,546	
	30	Total net assets or fund balances (see page 17 of the instructions)	1,434,830	1,558,546	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,934,830	1,958,546	

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)	11,880
2	Enter amount from Part I, line 27a	7,250
3	Other increases not included in line 2 (itemize) ▶ _____ 	116,466
4	Add lines 1, 2, and 3	1,558,546
5	Decreases not included in line 2 (itemize) ▶ _____	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	1,558,546

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a See Additional Data Table			
b			
c			
d			
e			

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	24,789
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	158,024	2,021,177	0 078184
2010	180,780	2,020,233	0 089485
2009	136,300	1,933,982	0 070476
2008	92,632	2,033,635	0 04555
2007	90,761	2,128,949	0 042632

2	Total of line 1, column (d).	2	0 326327
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 065265
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	1,949,178
5	Multiply line 4 by line 3.	5	127,213
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	808
7	Add lines 5 and 6.	7	128,021
8	Enter qualifying distributions from Part XII, line 4.	8	136,648

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

1a		Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	808
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	
3		Add lines 1 and 2.		3	808
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	808
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,000	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c	600	
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments Add lines 6a through 6d.		7	1,600
8		Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> 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	792
11		Enter the amount of line 10 to be Credited to 2013 estimated tax 792	Refunded	11	

Part VII-AStatements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year?	1c		
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ (2) On foundation managers \$			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$			
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		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	Yes	
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	Yes	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) WA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address				
14	The books are in care of FOUNDATION MANAGEMENT GROUP Telephone no (206) 667-0300 Located at 1000 SECOND AVENUE 34TH FL SEATTLE WA ZIP +4 981041022			
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		
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (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).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.		1b	No
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		1c	No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years 20 , 20 , 20 , 20	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
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).		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 20 , 20 , 20 , 20			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.).		3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a	No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4b	No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

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

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
CARMELA M KOEPLIN 1000 SECOND AVENUE 34th floor SEATTLE, WA 981041022	PRESIDENT 2 0	0		
PATRICK J KOEPLIN 1000 SECOND AVENUE 34th floor SEATTLE, WA 981041022	VP/TREASURER 2 0	0		
DANIEL M ASHER 1000 SECOND AVENUE 34th floor SEATTLE, WA 981041022	SECRETARY 2 0	0		
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Total number of other employees paid over \$50,000.				

Part VIII

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Total number of others receiving over \$50,000 for professional services.		

Part IX-A

Summary of Direct Charitable Activities

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

	Expenses
1	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	

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	1,876,485
b	Average of monthly cash balances.	1b	93,527
c	Fair market value of all other assets (see instructions).	1c	8,849
d	Total (add lines 1a, b, and c).	1d	1,978,861
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	1,978,861
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	29,683
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,949,178
6	Minimum investment return. Enter 5% of line 5.	6	97,459

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	97,459
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	808
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	808
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	96,651
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	96,651
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	96,651

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	136,648
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	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	136,648
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 (see instructions).	5	808
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	135,840
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			

Part XIII

Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				96,651
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			0	
b Total for prior years 2010 , 2009 , 2008				
3 Excess distributions carryover, if any, to 2012				
a From 2007.				0
b From 2008.				0
c From 2009.				0
d From 2010.				60,414
e From 2011.				58,935
f Total of lines 3a through e.	119,349			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 136,648				
a Applied to 2011, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2012 distributable amount.				96,651
e Remaining amount distributed out of corpus	39,997			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must 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	159,346			
b Prior years' undistributed income Subtract line 4b from line 2b.				
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.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).				
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	159,346			
10 Analysis of line 9				
a Excess from 2008. . . .				0
b Excess from 2009. . . .				0
c Excess from 2010. . . .				60,414
d Excess from 2011. . . .				58,935
e Excess from 2012. . . .				39,997

Part XIVPrivate Operating Foundations (see instructions and Part VII-A, question 9)

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling.

b

Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 4942(j)(5)

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

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

1

Information Regarding Foundation Managers:

a

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

PATRICK CARMELA KOEPLIN

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 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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	127,013
b Approved for future payment BLESSED TERESA OF CALCUTTA PARISH PO BOX 705 WOODINVILLE, WA 98072	NONE	PUBLIC	CHURCH CAPITAL CAMPAIGN	50,000
BLESSED TERESA OF CALCUTTA PARISH PO BOX 705 WOODINVILLE, WA 98072	NONE	PUBLIC	SOCIAL HALL CAPITAL CAMPAIGN	350,000
Total			3b	400,000

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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	66,887	
5	Net rental income or (loss) from real estate					
a	Debt-financed property.					
b	Not debt-financed property.					
6	Net rental income or (loss) from personal property					
7	Other investment income.					
8	Gain or (loss) from sales of assets other than inventory			18	24,789	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory.					
11	Other revenue a INCOME FROM PARTNERSHIPS	211110	-35,766	14	-172	
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal. Add columns (b), (d), and (e).		-35,766		91,504	
13	Total. Add line 12, columns (b), (d), and (e).					55,738

[illegible]

Part XVII

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

[illegible]

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

b If "Yes," complete the following schedule		
(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.		
	***** _____ Signature of officer or trustee	2013-08-15 _____ 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 <input checked="checked" type="checkbox"/>	PTIN
	SCOTT F USHER	SCOTT F USHER			
	Firm's name <input type="checkbox"/>	BADER MARTIN PS		Firm's EIN <input type="checkbox"/>	
		1000 SECOND AVENUE 34TH FLOOR			
	Firm's address <input type="checkbox"/>	SEATTLE, WA 981041022		Phone no (206) 621-1900	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
50 SH EL PASO CORPORATION		2011-09-22	2012-01-25
64 SH EXELON CORP		2011-10-07	2012-03-16
36 SH AECOM TECHNOLOGY CORP		2011-06-08	2012-06-07
9 SH AECOM TECHNOLOGY CORP		2011-08-25	2012-06-07
23 SH ULTRA PETROLEUM CORP		2012-08-29	2012-10-04
25 SH ADTRAN INC		2011-10-26	2012-03-16
80 SH HORMEL FOODS CORPORATION		2011-05-18	2012-03-01
40 SH GENESEE & WYOMING INC A		2011-04-14	2012-04-04
30 SH MEDNAX INC		2011-08-23	2012-05-23
50 SH QUESTCOR PHARM INC		2012-05-24	2012-07-11
25 SH WATERS CORP		2012-03-19	2012-07-11
10 SH HAIN CELESTIAL GROUP INC		2012-02-03	2012-08-22
20 SH SOLARWINDS INC		2012-02-15	2012-08-22
10 SH HAIN CELESTIAL GROUP INC		2012-02-03	2012-10-05
50 SH SOLARWINDS INC		2012-02-15	2012-10-11
50 SH DOLLAR TREE INC		2012-02-21	2012-11-14
22 SH NXP SEMICONDUCTORS		2011-04-01	2012-01-19
12 SH NXP SEMICONDUCTORS		2011-07-01	2012-01-19
6 SH POTASH CP OF SASKATCHEWAN INC		2011-05-12	2012-04-30
6 SH POTASH CP OF SASKATCHEWAN INC		2011-08-05	2012-04-30
50 SH NTT DOCOMO INC		2011-09-22	2012-05-09
97 SH OGX PETROLEO E		2011-07-13	2012-06-11
15 SH PRECISION DRILLING COR		2011-07-01	2012-06-29
24 SH PRECISION DRILLING COR		2012-03-15	2012-06-29
27 SH PRECISION DRILLING COR		2012-04-25	2012-06-29
12 SH BRIDGESTONE CORP		2011-10-07	2012-09-25
6 SH BRIDGESTONE CORP		2012-02-28	2012-09-25
22 SH SOFTBANK CORP		2012-04-04	2012-09-20
6 SH TOYOTA MOTOR CORP		2012-02-08	2012-09-14
132 SH ALCATEL-LUCENT		2012-01-09	2012-12-31

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(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)
5 SH GOLDCORP INC		2012-09-19	2012-12-20
6 SH CITRIX SYSTEMS INC		2011-05-17	2012-01-24
12 SH CTRIP COM INTL LTD		2011-05-17	2012-01-10
7 SH CTRIP COM INTL LTD		2011-05-17	2012-01-12
5 SH CTRIP COM INTL LTD		2011-06-13	2012-01-12
1 SH CTRIP COM INTL LTD		2011-06-13	2012-01-17
6 SH CTRIP COM INTL LTD		2011-11-29	2012-01-17
3 SH DEERE & CO		2011-05-17	2012-01-23
1 SH ESTEE LAUDER CO INC CL A		2011-05-17	2012-01-31
2 SH FMC TECHNOLOGIES INC		2011-05-17	2012-01-30
6 SH PEABODY ENERGY CORP		2011-08-25	2012-01-10
5 SH PEABODY ENERGY CORP		2011-08-31	2012-01-10
3 SH VARIAN MEDICAL SYS INC		2011-05-17	2012-01-23
4 SH ABERCROMBIE & FITCH CO		2011-08-16	2012-02-02
1 SH ABERCROMBIE & FITCH CO		2011-08-16	2012-02-02
3 SH ABERCROMBIE & FITCH CO		2011-08-22	2012-02-02
1 SH ABERCROMBIE & FITCH CO		2011-10-07	2012-02-02
4 SH ABERCROMBIE & FITCH CO		2012-01-10	2012-02-02
3 SH ABERCROMBIE & FITCH CO		2012-01-10	2012-02-02
3 SH ABERCROMBIE & FITCH CO		2012-01-13	2012-02-02
2 SH CITRIX SYSTEMS INC		2011-05-17	2012-02-22
3 SH DEERE & CO		2011-05-17	2012-02-03
2 SH DEERE & CO		2011-05-17	2012-02-09
2 SH DEERE & CO		2011-05-17	2012-02-13
5 SH EDWARD LIFESCIENCES CP		2011-05-17	2012-02-14
12 SH GENERAL MILLS INC		2011-09-22	2012-02-24
4 SH GENERAL MILLS INC		2011-09-22	2012-02-27
5 SH GENERAL MILLS INC		2011-09-22	2012-02-28
1 SH INTUITIVE SURGICAL INC		2011-05-17	2012-02-06
2 SH LINKEDIN CORP-A		2011-11-17	2012-02-22

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(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)
1 SH CELGENE CORP		2011-09-21	2012-03-19
5 SH CITRIX SYSTEMS INC		2011-05-17	2012-03-07
3 SH CITRIX SYSTEMS INC		2011-05-17	2012-03-28
5 SH DEERE & CO		2011-05-17	2012-03-07
3 SH DEERE & CO		2011-05-17	2012-03-07
3 SH ESTEE LAUDER CO INC CL A		2011-05-17	2012-03-16
2 SH SCHLUMBERGER LTD		2011-06-09	2012-03-23
1 SH SCHLUMBERGER LTD		2011-10-13	2012-03-23
2 SH SCHLUMBERGER LTD		2011-12-07	2012-03-23
2 SH SHIRE PLC		2011-05-17	2012-03-19
5 SH CERNER CORP		2011-05-17	2012-04-25
6 SH CH ROBINSON WORLDWIDE INC		2011-05-17	2012-04-25
7 SH CH ROBINSON WORLDWIDE INC		2011-05-17	2011-04-26
2 SH CITRIX SYSTEMS INC		2011-05-17	2012-04-09
1 SH CITRIX SYSTEMS INC		2011-08-29	2012-04-09
5 SH CLIFFS NATURAL RESOURCES INC		2011-05-17	2012-04-27
3 SH O'REILLY AUTOMOTIVE INC		2011-05-17	2012-04-19
4 SH PERRIGO CO		2011-05-17	2012-04-30
1 SH PRICELINE COM INC		2011-05-17	2012-04-10
9 SH VARIAN MEDICAL SYS INC		2011-05-17	2012-04-26
3 SH VARIAN MEDICAL SYS INC		2011-06-22	2012-04-26
4 SH VERISIGN INC		2011-05-17	2012-04-24
3 SH YUM BRANDS INC		2011-05-17	2012-04-16
5 SH AUTODESK INC DELAWARE		2012-03-13	2012-05-18
4 SH AUTODESK INC DELAWARE		2012-03-16	2012-05-18
5 SH AUTODESK INC DELAWARE		2012-03-19	2012-05-18
4 SH AUTODESK INC DELAWARE		2012-03-21	2012-05-18
1 SH AUTODESK INC DELAWARE		2012-03-21	2012-05-18
4 SH AUTODESK INC DELAWARE		2012-03-27	2012-05-18
1 SH BAIDU INC		2011-05-17	2012-05-09

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(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)
3 SH BAIDU INC		2011-05-17	2012-05-11
3 SH CLIFFS NATURAL RESOURCES INC		2011-05-17	2012-05-01
4 SH CLIFFS NATURAL RESOURCES INC		2011-06-08	2012-05-01
19 SH COGNIZANT TECH SOLUTIONS CL A		2011-05-17	2012-05-07
12 SH COGNIZANT TECH SOLUTIONS CL A		2011-05-17	2012-05-07
4 SH COGNIZANT TECH SOLUTIONS CL A		2011-06-10	2012-05-07
3 SH FMC TECHNOLOGIES INC		2011-05-17	2012-05-08
4 SH FOSSIL INC		2012-02-10	2012-05-16
2 SH FOSSIL INC		2012-03-08	2012-05-16
3 SH GOLDMAN SACHS GROUP INC		2012-04-17	2012-05-11
5 SH GOLDMAN SACHS GROUP INC		2012-04-17	2012-05-14
14 SH JP MORGAN CHASE & CO		2011-05-17	2012-05-17
2 SH LINKEDIN CORP-A		2011-11-17	2012-05-02
6 SH MICROSOFT CORP		2012-01-06	2012-05-04
9 SH MICROSOFT CORP		2012-01-06	2012-05-15
3 SH MICROSOFT CORP		2012-01-09	2012-05-15
6 SH MICROSOFT CORP		2012-01-09	2012-05-15
7 SH MICROSOFT CORP		2012-01-19	2012-05-16
8 SH MICROSOFT CORP		2012-01-23	2012-05-16
5 SH NETAPP INC COM		2011-11-17	2012-05-24
4 SH NETAPP INC COM		2011-12-22	2012-05-24
7 SH ORACLE CORP		2011-06-13	2012-05-18
2 SH ORACLE CORP		2011-09-16	2012-05-18
2 SH RALPH LAUREN CORP CL A		2011-06-09	2012-05-21
4 SH CAMERON INTERNATIONAL CORP		2012-02-06	2012-06-21
3 SH CAMERON INTERNATIONAL CORP		2012-02-08	2012-06-21
7 SH FACEBOOK INC CL-A		2012-05-23	2012-06-05
5 SH JPMORGAN CHASE & CO		2011-11-30	2012-06-04
2 SH JPMORGAN CHASE & CO		2011-12-07	2012-06-04
2 SH JPMORGAN CHASE & CO		2012-01-24	2012-06-04

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4 SJ JPMORGAN CHASE & CO		2012-01-25	2012-06-04
2 SH JPMORGAN CHASE & CO		2012-02-27	2012-06-04
3 SH JPMORGAN CHASE & CO		2012-03-13	2012-06-04
1 SH OCCIDENTAL PETROLEUM CORP		2011-08-31	2012-06-21
4 SH INFORMATICA CORP		2012-05-04	2012-07-06
5 SH INFORMATICA CORP		2012-06-15	2012-07-06
16 SH FACEBOOK INC CL-A		2012-05-23	2012-08-02
2 SH LINKEDIN CORP-A		2011-11-23	2012-08-02
1 SH LINKEDIN CORP-A		2011-11-23	2012-08-02
2 SH LINKEDIN CORP-A		2012-03-09	2012-08-02
1 SH LINKEDIN CORP-A		2012-03-09	2012-08-02
2 SH BAIDU INC		2011-10-20	2012-09-06
1 SH BAIDU INC		2012-02-13	2012-09-10
1 SH BIOGEN IDEC INC		2011-10-05	2012-09-27
3 SH CATERPILLAR INC		2012-01-17	2012-09-27
4 SH PERRIGO CO		2012-02-08	2012-09-13
4 SH SCHLUMBERGER LTD		2012-08-09	2012-09-18
2 SH CAMERON INTERNATIONAL CORP		2012-02-08	2012-10-24
2 SH CAMERON INTERNATIONAL CORP		2012-02-08	2012-10-26
4 SH CAMERON INTERNATIONAL CORP		2012-04-26	2012-10-26
4 SH CAMERON INTERNATIONAL CORP		2012-04-26	2012-10-31
5 SH CAMERON INTERNATIONAL CORP		2012-07-27	2012-10-31
2 SH CATERPILLAR INC		2012-01-17	2012-10-10
2 SH CATERPILLAR INC		2012-01-20	2012-10-10
2 SH CATERPILLAR INC		2012-01-26	2012-10-10
1 SH CATERPILLAR INC		2012-01-26	2012-10-15
2 SH CATERPILLAR INC		2012-02-03	2012-10-15
2 SH CATERPILLAR INC		2012-04-13	2012-10-15
4 SH CITRIX SYSTEMS INC		2012-08-10	2012-10-15
5 SH CITRIX SYSTEMS INC		2012-08-14	2012-10-15

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2 SH SHIRE PLC		2012-04-12	2012-10-02
2 SH ALTERA CORP		2011-11-29	2012-11-02
1 SH ALTERA CORP		2011-11-29	2012-11-07
3 SH ALTERA CORP		2012-05-01	2012-11-07
5 SH ALTERA CORP		2012-05-18	2012-11-07
6 SH CABOT OIL & GAS CORP		2012-06-27	2012-11-28
3 SH SCHLUMBERGER LTD		2012-08-10	2012-11-08
2 SH CONCHO RES INC		2012-09-06	2012-12-28
14 SH GAP INC		2012-09-18	2012-12-04
4 SH GAP INC		2012-09-18	2012-12-04
1 SH GAP INC		2012-09-18	2012-12-04
11 SH GAP INC		2012-09-28	2012-12-04
7 SH MICHAEL KORS HOLDINGS LTD		2012-03-23	2012-12-27
2 SH SCHLUMBERGER LTD		2012-08-10	2012-12-14
4 SH SCHLUMBERGER LTD		2012-08-14	2012-12-14
5 SH SCHLUMBERGER LTD		2012-08-16	2012-12-14
25,000 GM ACCEPTANCE CORP 7%		2002-11-15	2012-02-01
1,164 SH AT&T INC		2009-04-27	2012-09-06
25,000 WELLS FARGO CO 5 1/8%, 9/1/12		2009-04-27	2012-09-04
50,000 MS STEP UP 5%, 8/31/25		2010-08-26	2012-11-30
50,000 GE CAPITAL CORP 5 625%, 12/15/17		2002-12-20	2012-12-17
50,000 GE CAPITAL CORP 5%, 12/15/12		2002-12-20	2012-12-17
50,000 GE CAPITAL CORP 5 4%, 12/15/14		2002-12-20	2012-12-17
50,000 GE CAPITAL CORP 5 4%, 12/15/17		2002-12-10	2012-12-17
8 SH CONS EDISON INC (HLDG CO)		2008-05-15	2012-01-05
12 SH CONS EDISON INC (HLDG CO)		2008-06-26	2012-01-05
22 SH EATHERFORD INTERNATIONAL LTD		2010-04-29	2012-01-04
35 SH WEATHERFORD INTERNATIONAL LTD		2010-10-28	2012-01-04
20 SH WEATHERFORD INTERNATIONAL LTD		2010-11-05	2012-01-04
26 SH GREAT PLAINS ENERGY INC		2007-07-25	2012-03-09

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(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)
14 SH RANGE RESOURCES CORP		2008-05-20	2012-03-26
18 SH SEADRILL LTD		2010-11-08	2012-03-09
11 SH SEADRILL LTD		2010-11-08	2012-04-11
14 SH SEADRILL LTD		2011-02-08	2012-04-11
84 SH HUTCHISON TELECOMMUNICATIONS		2009-05-12	2012-05-09
6 SH RANGE RESOURCES CORP		2008-05-20	2012-05-04
6 SH RANGE RESOURCES CORP		2009-12-16	2012-05-04
5 SH RANGE RESOURCES CORP		2011-01-25	2012-05-04
17 SH ANNALY CAPITAL MGMT INC		2007-07-25	2012-06-26
55 SH COLONIAL PROPERTIES TR ALABAMA		2007-07-25	2012-07-13
67 SH DUKE ENERGY CORP		2007-07-25	2012-07-03
27 SH GREAT PLAINS ENERGY INC		2007-07-25	2012-08-07
16 SH GREAT PLAINS ENERGY INC		2009-10-30	2012-08-07
8 SH GREAT PLAINS ENERGY INC		2010-12-03	2012-08-07
18 SH ACTIVISION BLIZZARD INC		2010-07-16	2012-09-07
46 SH ACTIVISION BLIZZARD INC		2010-08-10	2012-09-07
48 SH ACTIVISION BLIZZARD INC		2010-09-30	2012-09-07
38 SH SANOFI CVR RTS 123120		2011-05-05	2012-09-26
167 SH SANOFI CVR RTS 123020		2011-06-07	2012-09-26
27 SH ULTRA PETROLEUM CORP		2007-07-25	2012-10-04
45 SH COACH INC		2009-11-02	2012-02-01
60 SH FMC TECHNOLOGIES INC		2009-06-22	2012-02-15
85 SH GENTEX CORP		2010-04-22	2012-02-01
50 SH NORDSON CP		2010-04-22	2012-02-02
25 SH PERRIGO CO		2008-11-25	2012-02-08
35 SH SMUCKER JM CO COM		2009-05-14	2012-02-21
55 SH ADTRAN INC		2011-02-17	2012-03-16
30 SH GARDNER DENVER INC		2011-01-27	2012-03-21
50 SH SKYWORKS SOLUTIONS INC		2011-01-14	2012-03-16
40 SH HITTITE MICROWAVE CORP		2009-09-22	2012-06-05

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
45 SH KIRBY CORP		2011-04-01	2012-07-18
42 SH ENERGEN CORP		2011-07-20	2012-08-23
25 SH UNITED NATURAL FOODS INC		2010-06-10	2012-09-20
25 SH UNITED NATURAL FOODS INC		2010-06-10	2012-09-21
50 SH DRESSER-RAND GROUP INC		2011-01-27	2012-10-03
45 SH INFORMATICA CORP		2009-02-25	2012-10-03
35 SH ULTA SALON COS & FRAG INC		2011-01-14	2012-10-11
45 SH APTARGROUP INC		2011-10-10	2012-11-15
12 SH CREDIT SUISSE GROUP		2009-08-19	2012-01-13
11 SH NOVRTIS AG		2008-06-04	2012-01-20
6 SH CHINA MOBILE LTD		2008-06-18	2012-02-14
20 SH KAO COPR		2009-06-16	2012-02-14
38 SH MTN GRP LTD		2009-12-23	2012-02-29
13 SH MTN GRP LTD		2009-12-24	2012-02-29
9 SH MTN GRP LTD		2010-03-24	2012-02-29
17 SH MTN GRP LTD		2001-04-20	2012-02-29
4 SH POTASH CP OF SASKATCHEWAN INC		2009-08-19	2012-02-14
6 SH REED ELSEVIER PLC		2009-07-09	2012-02-16
1 SH SOCIEDAD QUIMICA Y MINERA		2008-08-21	2012-02-14
2 SH SOCIEDAD QUIMICA Y MINERA		2008-09-09	2012-02-14
19 SH VODAFONE GP PLC		2008-06-04	2012-02-14
38 SH SUN HUNG KAI PPTYS LTD		2009-11-11	2012-03-22
13 SH SUN HUNG KAI PPTYS LTD		2010-07-21	2012-03-22
34 SH EXPERIAN GP LTD		2008-06-04	2012-04-03
36 SH KDDI CORP		2009-06-23	2012-04-09
16 SH KDDI CORP		2009-07-01	2012-04-09
12 SH KDDI CORP		2009-07-17	2012-04-09
12 SH KDDI CORP		2009-12-01	2012-04-09
12 SH KDDI CORP		2009-12-24	2012-04-09
11 SH POTASH CP OF SASKATCHEWAN INC		2009-08-19	2012-04-30

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
40 SHGAFISA S A		2010-05-13	2012-05-17
14 SH GAFISA S A		2010-07-21	2012-05-17
2 SH NOVO NORDISK A/S		2008-10-15	2012-05-31
4 SH NOVO NORDISK A/S		2008-11-26	2012-05-31
3 SH BASF		2009-02-23	2012-06-28
11 SH BAYTEX ENERGY CP		2011-03-23	2012-06-22
3 SH BAYTEX ENERGY CP		2011-04-15	2012-06-22
6 SH BAYTEX ENERGY CP		2011-05-20	2012-06-22
11 SH BG GROUP PLC		2010-01-25	2012-06-07
4 SH CREDIT SUISSE GROUP		2009-08-19	2012-06-27
8 SH CREDIT SUISSE GROUP		2010-07-21	2012-06-27
1 SH DIAGEO PLC		2008-11-10	2012-06-19
2 SH DIAGEO PLC		2009-06-12	2012-06-19
8 SH DIAGEO PLC		2009-06-24	2012-06-19
10 SH LVMH MOET HENNESSY LOUIS VUITT		2010-05-10	2012-06-18
24 SH PENN WEST PETE LTD		2011-02-10	2012-06-19
9 SH PENN WEST PETE LTD		2011-04-15	2012-06-19
18 SH PRECISION DRILLING COR		2011-06-24	2012-06-29
22 SH SCHNEIDER ELEC SA		2009-09-16	2012-06-28
24 SH SUBSEA 7		2011-05-25	2012-06-07
21 SH RIO TINTO PLC		2010-11-16	2012-07-19
140 SH TURKIYE GARANTI BANKASI		2010-07-30	2012-07-27
21 SH CSL LTD		2011-07-06	2012-08-08
333 SH JUPITER TELECOM		2009-06-23	2012-08-24
7 SH LVMH MOET HENNESSY LOUIS VUITT		2010-05-10	2012-08-20
18 SH LVMH MOET HENNESSY LOUIS VUITT		2011-03-24	2012-08-20
4 SH VODAFONE GP PLC		2008-06-04	2012-08-17
10 SH REED ELSEVIER PLC		2009-07-09	2012-09-17
4 SH REED ELSEVIER PLC		2009-07-24	2012-09-26
2 SH REED ELSEVIER PLC		2009-11-13	2012-09-26

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
13 SH SAGE GRP		2009-12-10	2012-09-17
4 SH SODEXO		2009-05-27	2012-09-20
14 SH TESCO PLC		2008-06-04	2012-09-19
4 SH BUNZL PLC		2008-06-04	2012-10-17
2 SH NOVO NORDISK A/S		2008-11-26	2012-10-08
39 SH VODAFONE GP PLC		2008-06-04	2012-10-17
22 SH EXPERIAN GROUP LTD		2008-06-04	2012-11-09
25 SH SAGE GROUP		2009-12-10	2012-11-05
12 SH SAGE GROUP		2010-02-10	2012-11-05
22 SH ALCATEL-LUCENT		2009-09-09	2012-12-18
140 SH ALCATEL-LUCENT		2010-05-27	2012-12-18
51 SH ALCATEL-LUCENT		2010-10-29	2012-12-18
82 SH ALCATEL-LUCENT		2010-11-04	2012-12-18
43 SH ALCATEL-LUCENT		2011-08-12	2012-12-18
15 SH ALCATEL-LUCENT		2011-08-12	2012-12-31
140 SH ALCATEL-LUCENT		2011-12-22	2012-12-31
17 SH FRESENIUS MEDICAL CARE AG&CO		2008-06-04	2012-12-14
6 SH FRESENIUS MEDICAL CARE AG&CO		2008-06-04	2012-12-21
18 SH GOLDCORP INC		2011-05-16	2012-12-20
13 SH GOLDCORP INC		2011-08-05	2012-12-20
9 SH SAP AG		2008-06-04	2012-12-05
12 SH TESCO PLC		2008-06-04	2012-12-06
11 SH TESCO PLC		2008-10-17	2012-12-06
8 SH TESCO PLC		2009-02-18	2012-12-06
1 SH CME GROUP INC		2009-09-08	2012-01-10
1 SH CME GROUP INC		2010-01-20	2012-01-10
1 SH CME GROUP INC		2010-11-04	2012-01-19
1 SH GOOGLE INC CL A		2010-05-20	2012-01-10
3 SH SCHLUMBERGER LTD		2009-08-12	2012-01-12
2 SH SCHLUMBERGER LTD		2009-08-12	2012-01-13

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
2 SH SCHLUMBERGER LTD		2009-08-12	2012-01-17
3 SH SCHLUMBERGER LTD		2009-08-12	2012-01-20
1 SH SCHLUMBERGER LTD		2010-01-20	2012-01-20
6 SH AMERICAN TOWER REIT COM		2009-08-12	2012-02-07
2 SH INTERCONTINENTAL EXCHANGE INC		2011-03-17	2012-03-26
13 SH ORACLE CORP		2009-08-12	2012-03-21
3 SH SCHLUMBERGER LTD		2010-01-20	2012-03-21
2 SH SCHLUMBERGER LTD		2010-02-22	2012-03-21
1 SH SCHLUMBERGER LTD		2010-07-28	2012-03-21
4 SH SCHLUMBERGER LTD		2010-07-28	2012-03-22
3 SH SCHLUMBERGER LTD		2010-10-11	2012-03-22
1 SH SCHLUMBERGER LTD		2010-10-11	2012-03-23
1 SH APPLE INC		2009-08-12	2012-04-24
2 SH OCCIDENTAL PETROLEUM CORP		2009-09-17	2012-04-16
1 SH BAIDU INC		2011-05-17	2012-05-25
4 SH NETAPP INC		2011-02-17	2012-05-22
2 SH NETAPP INC		2011-02-24	2012-05-22
7 SH NETAPP INC		2011-02-24	2012-05-24
6 SH NETAPP INC		2011-03-11	2012-05-24
2 SH OCCIDENTAL PETROLEUM CORP		2009-12-23	2012-05-04
3 SH OCCIDENTAL PETROLEUM CORP		2009-12-23	2012-05-09
11 SH ORACLE CORP		2009-08-12	2012-05-16
5 SH ORACLE CORP		2009-08-12	2012-05-18
19 SH ORACLE CORP		2009-10-12	2012-05-18
7 SH ORACLE CORP		2009-10-12	2012-05-18
11 SH ORACLE CORP		2010-01-20	2012-05-18
7 SH CONCHO RES INC		2011-05-17	2012-06-19
2 SH CONCHO RES INC		2011-05-17	2012-06-21
14 SH EMC CORP MASS		2011-05-17	2012-06-14
6 SH EMC CORP MASS		2011-05-17	2012-06-21

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
3 SH FMC TECHNOLOGIES INC		2011-05-17	2012-06-20
8 SH JPMORGAN CHASE & CO		2011-05-17	2012-06-04
2 SH OCCIDENTAL PETROLEUM CORP		2009-12-23	2012-06-15
8 SH OCCIDENTAL PETROLEUM CORP		2011-05-17	2012-06-21
2 SH RALPH LAUREN CORP CL A		2011-06-23	2012-06-29
6 SH UNITEDHEALTH GP		2011-05-17	2012-06-18
4 SH AMERICAN TOWER REIT COM		2009-08-12	2012-07-10
1 SH COSTCO WHOLESALE CORP		2009-08-12	2012-07-30
6 SH EMC CORP MASS		2011-05-17	2012-07-16
6 SH LAS VEGAS SANDS CORPORATION		2011-05-17	2012-07-26
4 SH LAS VEGAS SANDS CORPORATION		2011-05-17	2012-07-26
21 SH TD AMERITRADE HOLDING CORP		2011-05-17	2012-07-02
13 SH UNITEDHEALTH GP INC		2011-05-17	2012-07-19
7 SH UNITEDHEALTH GP INC		2011-05-17	2012-07-25
4 SH VERISIGN INC		2011-05-17	2012-07-10
4 SH BAIDU INC		2011-05-17	2011-08-23
4 SH LAS VEGAS SANDS CORPORATION		2011-05-17	2011-08-23
1 SH PRICELINE COM INC		2011-05-17	2012-08-08
1 SH PRICELINE COM INC		2011-08-05	2012-08-08
3 SH UNION PACIFIC CORP		2011-05-17	2012-08-15
1 SH BAIDU INC		2011-06-06	2012-09-06
1 SH INTERCONTINENTALEXCHANGE INC		2011-03-17	2012-09-06
3 SH BAIDU INC		2011-05-17	2012-09-10
3 SH QUALCOMM INC		2009-08-12	2012-09-26
3 SH SHIRE PLC		2011-05-17	2012-09-20
4 SH SHIRE PLC		2011-05-17	2012-09-27
15 SH AMERITRADE HOLDING CORP		2011-05-17	2012-09-21
12 SH AMERITRADE HOLDING CORP		2011-05-17	2012-09-27
5 SH ALTERA CORP		2011-05-17	2012-10-24
3 SH AMERICAN TOWER REIT COM		2009-08-12	2012-10-17

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 SH APPLE INC		2009-08-12	2012-10-26
3 SH DANAHER CORPORATION		2009-08-12	2012-10-18
32 SH EMC CORP MASS		2011-05-17	2012-10-24
6 SH FMC TECHNOLOGIES INC		2011-05-17	2012-10-24
7 SH FMC TECHNOLOGIES INC		2011-05-17	2012-10-26
1 SH GOOGLE INC CL A		2010-07-08	2012-10-19
1 SH INTERCONTINENTALEXCHANGE INC		2011-04-06	2012-10-17
1 SH INTERCONTINENTALEXCHANGE INC		2011-05-17	2012-10-17
2 SH O'REILLY AUTOMOTIVE INC		2011-05-17	2012-10-05
4 SH O'REILLY AUTOMOTIVE INC		2011-05-17	2012-10-16
2 SH O'REILLY AUTOMOTIVE INC		2011-05-17	2012-10-18
2 SH SALESFORCE COM INC		2011-01-24	2012-10-24
2 SH SHIRE PLC		2011-05-17	2012-10-02
2 SH VISA INC CL A		2011-05-17	2012-10-24
6 SH ALTERA CORP		2011-05-17	2012-11-02
5 SH ALTERA CORP		2011-10-14	2012-11-02
2 SH APPLE INC		2009-08-12	2012-11-08
2 SH CONCHO RES INC		2011-05-17	2012-11-08
1 SH EDWARD LIFESCIENCES CORP		2011-05-17	2012-11-20
2 SH EDWARD LIFESCIENCES CORP		2011-06-03	2012-11-20
12 SH EXPRESS SCRIPTS HOLDING CO		2011-05-17	2012-11-06
4 SH ILL TOOL WORKS INC		2011-05-17	2012-11-15
6 SH ILL TOOL WORKS INC		2011-05-17	2012-11-20
3 SH ILL TOOL WORKS INC		2011-05-17	2012-11-27
2 SH INTERCONTINENTAL EXCHANGE INC		2011-05-17	2012-11-14
11 SH VERISIGN INC		2011-05-17	2012-11-16
6 SH VERISIGN INC		2011-05-17	2012-11-27
4 SH VERISIGN INC		2011-09-21	2012-11-27
1 SH VISA INC CL A		2011-05-17	2012-11-28
1 SH APPLE INC		2009-08-12	2012-12-13

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 SH APPLE INC		2009-08-12	2012-12-14
4 SH CONCHO RES INC		2011-05-17	2012-12-21
2 SH CONCHO RES INC		2011-10-06	2012-12-21
1 SH CONCHO RES INC		2011-11-29	2012-12-21
2 SH CONCHO RES INC		2011-11-29	2012-12-28
3 SH EXPRESS SCRIPTS HLDG CO		2011-05-17	2012-12-12
5 SH ILL TOOL WORKS INC		2011-05-17	2012-12-07
2 SH INTERCONTINENTAL EXCHANGE INC		2011-05-17	2012-12-11
8 SH QUALCOMM INC		2009-08-12	2012-12-14
6 SH QUALCOMM INC		2009-09-10	2012-12-14
4 SH YUM BRANDS INC		2011-05-17	2012-12-21
2 SH CNOOC LTD		2012-06-18	2012-07-27
76 SH BRAMBLES LTD (SALE OF RIGHTS)		2012-07-12	2012-07-12
CREDIT SUISSE GROUP (SALE OF RIGHTS)		2012-08-14	2012-08-14
SUBSEA 7 S A (SALE OF RIGHTS)		2012-08-27	2012-08-27
CIL MOTORS LIQ CO GUC TR UBI		2012-06-12	2012-06-12
1055 SHS INERGY LP		2011-07-11	2012-01-31
407 SHS INERGY LP		2012-01-11	2012-01-31
839 SHS DCP MIDSTREAM PARTNERS		2010-10-12	2012-01-11
1114 SHS MAGELLAN MIDSTREAM		2010-10-12	2012-01-11
CAPITAL GAIN DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
1,338		886	452
25		26	-1
569		990	-421
142		187	-45
504		475	29
770		778	-8
2,270		2,408	-138
2,153		2,328	-175
1,854		1,913	-59
2,089		2,015	74
1,883		2,316	-433
562		413	149
1,103		739	364
653		413	240
2,673		1,848	825
1,884		2,213	-329
420		675	-255
229		330	-101
252		307	-55
252		318	-66
821		945	-124
487		903	-416
99		218	-119
159		262	-103
179		261	-82
561		546	15
281		290	-9
445		315	130
500		485	15
178		206	-28

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
180		233	-53
409		488	-79
270		524	-254
165		306	-141
118		204	-86
24		41	-17
144		157	-13
261		263	-2
58		50	8
102		84	18
216		270	-54
180		248	-68
207		205	2
166		280	-114
42		70	-28
125		170	-45
42		66	-24
166		180	-14
125		135	-10
124		135	-11
148		163	-15
266		263	3
176		175	1
176		175	1
370		441	-71
461		471	-10
152		157	-5
190		196	-6
493		348	145
180		152	28

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
75		65	10
357		406	-49
234		244	-10
395		438	-43
237		263	-26
187		151	36
145		171	-26
73		67	6
145		151	-6
205		186	19
365		294	71
368		476	-108
419		556	-137
152		163	-11
76		57	19
312		427	-115
289		180	109
423		341	82
758		500	258
578		616	-38
193		206	-13
166		142	24
215		161	54
149		191	-42
119		164	-45
149		207	-58
118		166	-48
30		41	-11
118		169	-51
124		127	-3

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
369		382	-13
186		256	-70
248		345	-97
1,102		1,398	-296
673		883	-210
224		293	-69
129		125	4
288		402	-114
144		253	-109
310		354	-44
500		589	-89
482		611	-129
210		152	58
186		168	18
272		252	20
91		83	8
180		167	13
210		198	12
240		239	1
142		179	-37
114		144	-30
179		221	-42
51		58	-7
288		245	43
173		224	-51
130		170	-40
187		225	-38
156		150	6
62		68	-6
62		75	-13

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
125		149	-24
62		78	-16
94		130	-36
84		88	-4
121		185	-64
151		212	-61
320		515	-195
191		133	58
93		67	26
185		180	5
93		90	3
223		249	-26
109		139	-30
151		98	53
261		312	-51
440		372	68
302		297	5
102		114	-12
102		114	-12
203		204	-1
194		204	-10
243		258	-15
167		208	-41
167		212	-45
167		225	-58
83		113	-30
165		226	-61
165		212	-47
270		301	-31
338		378	-40

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
176		187	-11
62		70	-8
31		35	-4
92		107	-15
153		168	-15
282		243	39
204		224	-20
154		187	-33
441		505	-64
123		144	-21
32		36	-4
337		390	-53
336		328	8
136		150	-14
272		302	-30
341		375	-34
25,000		25,000	
42,840		29,968	12,872
25,000		25,000	
50,000		50,000	
50,000		50,000	
50,000		50,000	
50,000		50,000	
50,000		50,005	-5
479		332	147
718		478	240
337		406	-69
536		592	-56
307		384	-77
517		735	-218

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
830		1,050	-220
704		592	112
399		362	37
507		492	15
543		137	406
384		450	-66
384		294	90
320		231	89
291		242	49
1,274		1,997	-723
46		35	11
596		763	-167
353		279	74
177		153	24
217		201	16
554		502	52
578		520	58
64		89	-25
281		409	-128
592		1,483	-891
3,197		1,485	1,712
3,053		1,072	1,981
2,305		1,890	415
2,322		1,867	455
2,349		828	1,521
2,552		1,409	1,143
1,693		2,562	-869
1,964		2,175	-211
1,399		1,598	-199
1,929		1,560	369

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
2,161		2,569	-408
2,164		2,563	-399
1,484		829	655
1,489		829	660
2,616		2,281	335
1,511		586	925
3,362		1,296	2,066
2,060		2,122	-62
272		590	-318
607		577	30
306		408	-102
515		432	83
684		584	100
234		203	31
162		152	10
306		258	48
176		126	50
207		180	27
58		37	21
116		57	59
518		575	-57
537		566	-29
184		189	-5
538		261	277
567		472	95
252		214	38
189		164	25
189		163	26
189		161	28
462		346	116

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
127		522	-395
44		196	-152
268		98	170
535		188	347
193		86	107
428		635	-207
117		178	-61
233		329	-96
214		210	4
71		197	-126
143		338	-195
100		60	40
201		111	90
804		462	342
299		218	81
322		628	-306
121		235	-114
119		247	-128
220		231	-11
477		596	-119
985		1,392	-407
542		741	-199
442		367	75
3		3	
230		153	77
591		553	38
117		121	-4
390		300	90
155		130	25
78		63	15

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
266		199	67
320		202	118
234		340	-106
354		279	75
328		94	234
1,101		1,180	-79
366		169	197
498		383	115
239		171	68
30		82	-52
191		363	-172
69		180	-111
112		265	-153
59		161	-102
20		56	-36
189		223	-34
587		470	117
205		166	39
648		875	-227
468		600	-132
711		486	225
195		291	-96
179		190	-11
130		120	10
228		275	-47
228		331	-103
239		295	-56
618		479	139
210		162	48
137		108	29

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
136		108	28
220		162	58
73		68	5
378		195	183
279		252	27
387		285	102
222		205	17
148		121	27
74		60	14
286		238	48
215		190	25
73		63	10
559		166	393
176		158	18
117		127	-10
134		214	-80
67		101	-34
199		355	-156
170		287	-117
174		165	9
251		247	4
294		241	53
129		110	19
489		393	96
179		145	34
281		272	9
623		632	-9
171		180	-9
333		383	-50
146		164	-18

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
124		125	-1
250		349	-99
169		165	4
668		814	-146
280		251	29
351		303	48
281		130	151
97		49	48
140		164	-24
214		248	-34
141		165	-24
357		429	-72
707		656	51
361		353	8
173		142	31
446		509	-63
174		165	9
575		500	75
575		525	50
370		302	68
111		126	-15
137		126	11
326		425	-99
187		140	47
267		278	-11
350		371	-21
240		307	-67
186		245	-59
151		231	-80
224		98	126

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
594		166	428
161		91	70
768		874	-106
238		251	-13
280		292	-12
694		451	243
131		122	9
131		123	8
172		120	52
326		240	86
160		120	40
296		256	40
176		186	-10
275		160	115
186		277	-91
155		176	-21
1,088		332	756
162		180	-18
85		88	-3
170		173	-3
652		716	-64
235		229	6
358		343	15
182		171	11
257		245	12
452		391	61
236		213	23
157		114	43
147		80	67
529		166	363

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
513		166	347
318		361	-43
159		152	7
80		96	-16
154		193	-39
165		179	-14
307		286	21
261		245	16
480		373	107
360		277	83
254		215	39
393		403	-10
1			1
1			1
9			9
12			12
18,841		34,994	-16,153
7,268		9,981	-2,713
38,477		24,159	14,318
35,807		27,060	8,747
			123

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			452
			-1
			-421
			-45
			29
			-8
			-138
			-175
			-59
			74
			-433
			149
			364
			240
			825
			-329
			-255
			-101
			-55
			-66
			-124
			-416
			-119
			-103
			-82
			15
			-9
			130
			15
			-28

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-53
			-79
			-254
			-141
			-86
			-17
			-13
			-2
			8
			18
			-54
			-68
			2
			-114
			-28
			-45
			-24
			-14
			-10
			-11
			-15
			3
			1
			1
			-71
			-10
			-5
			-6
			145
			28

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			10
			-49
			-10
			-43
			-26
			36
			-26
			6
			-6
			19
			71
			-108
			-137
			-11
			19
			-115
			109
			82
			258
			-38
			-13
			24
			54
			-42
			-45
			-58
			-48
			-11
			-51
			-3

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-13
			-70
			-97
			-296
			-210
			-69
			4
			-114
			-109
			-44
			-89
			-129
			58
			18
			20
			8
			13
			12
			1
			-37
			-30
			-42
			-7
			43
			-51
			-40
			-38
			6
			-6
			-13

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-24
			-16
			-36
			-4
			-64
			-61
			-195
			58
			26
			5
			3
			-26
			-30
			53
			-51
			68
			5
			-12
			-12
			-1
			-10
			-15
			-41
			-45
			-58
			-30
			-61
			-47
			-31
			-40

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-11
			-8
			-4
			-15
			-15
			39
			-20
			-33
			-64
			-21
			-4
			-53
			8
			-14
			-30
			-34
			12,872
			-5
			147
			240
			-69
			-56
			-77
			-218

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-220
			112
			37
			15
			406
			-66
			90
			89
			49
			-723
			11
			-167
			74
			24
			16
			52
			58
			-25
			-128
			-891
			1,712
			1,981
			415
			455
			1,521
			1,143
			-869
			-211
			-199
			369

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-408
			-399
			655
			660
			335
			925
			2,066
			-62
			-318
			30
			-102
			83
			100
			31
			10
			48
			50
			27
			21
			59
			-57
			-29
			-5
			277
			95
			38
			25
			26
			28
			116

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-395
			-152
			170
			347
			107
			-207
			-61
			-96
			4
			-126
			-195
			40
			90
			342
			81
			-306
			-114
			-128
			-11
			-119
			-407
			-199
			75
			77
			38
			-4
			90
			25
			15

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			67
			118
			-106
			75
			234
			-79
			197
			115
			68
			-52
			-172
			-111
			-153
			-102
			-36
			-34
			117
			39
			-227
			-132
			225
			-96
			-11
			10
			-47
			-103
			-56
			139
			48
			29

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			28
			58
			5
			183
			27
			102
			17
			27
			14
			48
			25
			10
			393
			18
			-10
			-80
			-34
			-156
			-117
			9
			4
			53
			19
			96
			34
			9
			-9
			-9
			-50
			-18

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-1
			-99
			4
			-146
			29
			48
			151
			48
			-24
			-34
			-24
			-72
			51
			8
			31
			-63
			9
			75
			50
			68
			-15
			11
			-99
			47
			-11
			-21
			-67
			-59
			-80
			126


Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			428
			70
			-106
			-13
			-12
			243
			9
			8
			52
			86
			40
			40
			-10
			115
			-91
			-21
			756
			-18
			-3
			-3
			-64
			6
			15
			11
			12
			61
			23
			43
			67
			363

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			347
			-43
			7
			-16
			-39
			-14
			21
			16
			107
			83
			39
			-10
			1
			1
			9
			12
			-16,153
			-2,713
			14,318
			8,747

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
BLESSED TERESA OF CALCUTTA PARISH PO BOX 705 WOODINVILLE,WA 98072	NONE	PUBLIC	HUMAN SERVICES	105,000
FIRST BOOK 1319 F STREET NW SUITE 1000 WASHINGTON,DC 20004	NONE	PUBLIC	EDUCATION	2,000
POINTE DU HOC FOUNDATION HQ 2/75 RANGER REGIMENT JOINT BASE LEWIS,WA 98433	NONE	PUBLIC	HUMAN SERVICES	5,000
SEATTLE UNIVERSITY PO BOX 222000 SEATTLE,WA 981121090	NONE	PUBLIC	EDUCATION	10,000
OREGON PROVINCE SOCIETY OF JESUS PO BOX 86010 PORTLAND,OR 97286	NONE	PUBLIC	HUMAN SERVICES	5,000
FROM BOARDWALK PIPELINE PARTNERS LP K-1 9 GREENWAY PLAZA SUITE 2800 HOUSTON,TX 77046	NONE	PUBLIC	PER K-1	3
FROM BUCKEYE PARTNERS LP K-1 5 TEK PARK 9999 HAMILTON BLVD BREINIGSVILLE,PA 18031	NONE	PUBLIC	PER K-1	2
FROM ENBRIDGE ENERGY PARTNERS LP K-1 1100 LOUISIANA SUITE 3300 HOUSTON,TX 77002	NONE	PUBLIC	PER K-1	4
FROM ENERGY TRANSFER EQUITY LP K-1 3738 OAK LAWN AVE DALLAS,TX 75219	NONE	PUBLIC	PER K-1	1
FROM ENERGY TRANSFER PARTNERS LP K-1 3738 OAK LAWN DALLAS,TX 75219	NONE	PUBLIC	PER K-1	3
Total  3a				127,013

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Depreciation Schedule

Name: KOEPLIN FAMILY FOUNDATION

EIN: 41-1268766

**TY 2012 Investments Corporate
Bonds Schedule**

Name: KOEPLIN FAMILY FOUNDATION
EIN: 41-1268766

Name of Bond	End of Year Book Value	End of Year Fair Market Value
BONDS	463,565	463,565

**TY 2012 Investments Corporate
Stock Schedule**

Name: KOEPLIN FAMILY FOUNDATION

EIN: 41-1268766

Name of Stock	End of Year Book Value	End of Year Fair Market Value
PUBLIC SECURITIES & PTP'S	1,135,015	1,135,015

TY 2012 Land, Etc. Schedule**Name:** KOEPLIN FAMILY FOUNDATION**EIN:** 41-1268766

TY 2012 Other Assets Schedule

Name: KOEPLIN FAMILY FOUNDATION

EIN: 41-1268766

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ACCRUED INTEREST RECEIVABLE	10,263	7,772	7,772
DIVIDENDS RECEIVABLE	304	479	479
PREPAID TAXES	1,313	598	598

TY 2012 Other Expenses Schedule

Name: KOEPLIN FAMILY FOUNDATION

EIN: 41-1268766

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LICENSES EXPENSE	35			35

TY 2012 Other Income Schedule

Name: KOEPLIN FAMILY FOUNDATION

EIN: 41-1268766

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
INCOME FROM PASS-THRU INVESTMENTS	-35,938	172	

TY 2012 Other Increases Schedule

Name: KOEPLIN FAMILY FOUNDATION

EIN: 41-1268766

Description	Amount
UNREALIZED GAIN	116,466

TY 2012 Other Professional Fees Schedule**Name:** KOEPLIN FAMILY FOUNDATION**EIN:** 41-1268766

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MANAGEMENT FEES FOUNDATION	12,000	2,400		9,600
MANAGMENT GROUP				
BROKER FEES MORGAN STANLEY	8,038	8,038		

TY 2012 Taxes Schedule

Name: KOEPLIN FAMILY FOUNDATION

EIN: 41-1268766

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAX EXPENSE	802			
FOREIGN TAXES	613	613		