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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
GROUSEMONT FOUNDATION

A Employer identification number
91-1276047

Number and street (or P O box number if mail is not delivered to street address) 511 BOREN AVENUE NORTH NO 300 | Room/suite

B Telephone number (see instructions)
(206) 323-3686

City or town, state, and ZIP code
SEATTLE, WA 98109

C If exemption application is pending, check here ☐

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

D 1. Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization ☑ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 6,484,864

J Accounting method ☑ Cash ☐ Accrual ☐ Other (specify) _
(Part I, column (d) must be on cash basis.)

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (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)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	4	4		
	4	Dividends and interest from securities	188,198	188,198		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	79,978			
	b	Gross sales price for all assets on line 6a 1,459,266				
	7	Capital gain net income (from Part IV, line 2)		79,978		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	268,180	268,180		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0	0		0
	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)	44,814	40,377		4,437
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	833	83		0
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	85	0		85
	22	Printing and publications				
	23	Other expenses (attach schedule)	38,332	281		38,051
	24	**Total operating and administrative expenses.** Add lines 13 through 23	84,064	40,741		42,573
	25	Contributions, gifts, grants paid	347,200			347,200
	26	**Total expenses and disbursements.** Add lines 24 and 25	431,264	40,741		389,773
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-163,084			
	b	**Net investment income** (if negative, enter -0-)		227,439		
	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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets			
1 Cash—non-interest-bearing			
2 Savings and temporary cash investments	133,954	328,195	328,195
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)	893,368	698,225	763,254
b Investments—corporate stock (attach schedule)	2,835,512	2,606,428	3,287,889
c Investments—corporate bonds (attach schedule)	1,903,365	1,970,267	2,105,526
11 Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
12 Investments—mortgage loans			
13 Investments—other (attach schedule)			
14 Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
15 Other assets (describe ▶)			
16 **Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	5,766,199	5,603,115	6,484,864
Liabilities			
17 Accounts payable and accrued expenses			
18 Grants payable			
19 Deferred revenue			
20 Loans from officers, directors, trustees, and other disqualified persons			
21 Mortgages and other notes payable (attach schedule)			
22 Other liabilities (describe ▶)			
23 **Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances			
Foundations that follow SFAS 117, check here ▶ ☑ **and complete lines 24 through 26 and lines 30 and 31.**			
24 Unrestricted	5,766,199	5,603,115	
25 Temporarily restricted			
26 Permanently restricted			
Foundations that do not follow SFAS 117, check here ▶ ☐ **and complete lines 27 through 31.**			
27 Capital stock, trust principal, or current funds			
28 Paid-in or capital surplus, or land, bldg , and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds			
30 **Total net assets or fund balances** (see page 17 of the instructions)	5,766,199	5,603,115	
31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	5,766,199	5,603,115	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	5,766,199
2	Enter amount from Part I, line 27a	2	-163,084
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	5,603,115
5	Decreases not included in line 2 (itemize) ▶	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	5,603,115

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)
1 a	PUBLICLY TRADED SECURITIES			
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	1,459,266		1,379,288	79,978
b				
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
a				79,978
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	79,978
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	475,350	6,553,062	0 072539
2010	209,717	6,382,852	0 032856
2009	355,058	6,046,193	0 058724
2008	403,814	7,076,470	0 057064
2007	384,874	7,766,815	0 049554

2	**Total** of line 1, column (d).	2	0 270737
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 054147
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	6,378,280
5	Multiply line 4 by line 3.	5	345,365
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	2,274
7	Add lines 5 and 6.	7	347,639
8	Enter qualifying distributions from Part XII, line 4.	8	389,773

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ___________ **(attach copy of letter if necessary–see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b			1	2,274
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0
3	Add lines 1 and 2			3	2,274
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	2,274
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	4,361		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	4,361
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	2,087
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 2,087	**Refunded** ▶		11	0

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ 0 **(2)** On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		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		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *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 ▶NONE

14 The books are in care of ▶FOUNDATION SOURCE Telephone no ▶(800) 839-1754

Located at ▶501 SILVERSIDE ROAD SUITE 123 WILMINGTON DE ZIP+4 ▶198091377

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? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☑ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		No
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		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? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
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? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)*	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))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		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? ☐ Yes ☑ 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
See Additional Data Table				

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

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

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

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

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

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

Total number of others receiving over $50,000 for professional services. . . . . ▶	0

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

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	0
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions **3**	
Total. Add lines 1 through 3. . . . . ▶	0

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

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	6,117,405
b	Average of monthly cash balances		1b	358,006
c	Fair market value of all other assets (see instructions)		1c	0
d	**Total** (add lines 1a, b, and c)		1d	6,475,411
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0		
2	Acquisition indebtedness applicable to line 1 assets		2	0
3	Subtract line 2 from line 1d		3	6,475,411
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	97,131
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	6,378,280
6	**Minimum investment return.** Enter 5% of line 5		6	318,914

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	318,914
2a	Tax on investment income for 2012 from Part VI, line 5	2a 2,274		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	2,274
3	Distributable amount before adjustments Subtract line 2c from line 1		3	316,640
4	Recoveries of amounts treated as qualifying distributions		4	0
5	Add lines 3 and 4		5	316,640
6	Deduction from distributable amount (see instructions)		6	0
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	316,640

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	389,773
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	389,773
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	2,274
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	387,499

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				316,640
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			0	
b Total for prior years 20___, 20___, 20___		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008. 24,883				
c From 2009. 56,272				
d From 2010.				
e From 2011. 152,173				
f **Total** of lines 3a through e.	233,328			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 389,773				
a Applied to 2011, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2012 distributable amount.				316,640
e Remaining amount distributed out of corpus	73,133			
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).)				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	306,461			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount —see instructions		0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . .	0			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	306,461			
10 Analysis of line 9				
a Excess from 2008. . . . 24,883				
b Excess from 2009. . . . 56,272				
c Excess from 2010. . . .				
d Excess from 2011. . . . 152,173				
e Excess from 2012. . . . 73,133				

Part XIV Private 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)

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

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

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

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

Check here ▶☑ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				347,200
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (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			14	4	
4 Dividends and interest from securities. . . .			14	188,198	
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	79,978	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .		0		268,180	0

13 Total. Add line 12, columns (b), (d), and (e). **13** 268,180

(See worksheet in line 13 instructions to verify calculations)

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

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

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		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

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

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

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

******	2013-05-13	******
Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
JANE M SEARING	JANE M SEARING	2013-05-13		P00000565
Firm's name ▶	CLARK NUBER PS		Firm's EIN ▶ 91-1194016	
Firm's address ▶	10900 NE 4TH STREET SUITE 1700 BELLEVUE, WA 98004		Phone no (425) 454-4919	

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
SALLY S WRIGHT 511 BOREN AVENUE NORTH SUITE 300 SEATTLE, WA 98109	PRESIDENT/DIRECTOR 1 00	0	0	0
ERIN WRIGHT 511 BOREN AVENUE NORTH SUITE 300 SEATTLE, WA 98109	DIRECTOR/TREASURER 1 00	0	0	0
KORYNNE WRIGHT 511 BOREN AVENUE NORTH SUITE 300 SEATTLE, WA 98109	DIRECTOR/SECRETARY 1 00	0	0	0
LEE ROLFE 511 BOREN AVENUE NORTH SUITE 300 SEATTLE, WA 98109	DIRECTOR 1 00	0	0	0
KATE JANEWAY 511 BOREN AVENUE NORTH SUITE 300 SEATTLE, WA 98109	DIRECTOR 1 00	0	0	0

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
***a** Paid during the year*				
ACHIEVEMENT REWARDS FOR COLLEGE SCIENTISTS SEATTLE CHAPTER 4616 25TH AVE NE PMB 429 SEATTLE, WA 98105	N/A	509(A)(1)	FELLOWSHIP FUND, RAISE THE PADDLE FOR FUND-A-FELLOW	6,500
ACHIEVEMENT REWARDS FOR COLLEGE SCIENTISTS SEATTLE CHAPTER 4616 25TH AVE NE PMB 429 SEATTLE, WA 98105	N/A	509(A)(1)	GENERAL & UNRESTRICTED	1,000
AMERICAN FOUNDATION FOR SUICIDE PREVENTION 120 WALL ST 22ND FL NEW YORK, NY 10005	N/A	509(A)(1)	GENERAL & UNRESTRICTED	500
CAMP KOREY 28901 NE CARNATION FARM RD CARNATION, WA 98014	N/A	509(A)(1)	GENERAL & UNRESTRICTED	1,000
COACHELLA VALLEY RESCUE MISSION 47470 VAN BUREN ST INDIO, CA 92201	N/A	509(A)(1)	COURTYARD PAVER PROGRAM	500
CORPORATE COUNCIL FOR THE ARTS PO BOX 19780 SEATTLE, WA 98109	N/A	509(A)(1)	GENERAL & UNRESTRICTED	1,000
DESERT COMMUNITY FOUNDATION 75-105 MERLE ST PALM DESERT, CA 92211	N/A	509(A)(1)	THE RESERVE SCHOLARSHIP FUND	1,000
ENVIRONMENTAL SCIENCE CENTER 126 SW 148TH ST C100-170 BURIEN, WA 98166	N/A	509(A)(1)	ENGAGING SOUTH KING COUNTY STUDENTS AS WATER HEROES FOR PUGET SOUND PROGRAM	10,000
EPIPHANY PARISH 1805 38TH AVE SEATTLE, WA 98122	N/A	509(A)(1)	GENERAL & UNRESTRICTED	500
ISLANDWOOD 4450 BLAKELY AVE NE BAINBRIDGE ISLAND, WA 98110	N/A	509(A)(1)	SCHOOL OVERNIGHT PROGRAM	20,000
MAKE-A-WISH FOUNDATION OF ALASKA AND WASHINGTON 811 1ST AVE STE 520 SEATTLE, WA 98104	N/A	509(A)(1)	GENERAL & UNRESTRICTED	1,000
MONASTERY OF DISCALCED CARMELITES 1101 N RIVER RD DES PLAINES, IL 60016	N/A	509(A)(1)	GENERAL & UNRESTRICTED	1,000
MUSEUM OF FLIGHT FOUNDATION 9404 E MARGINAL WAY S TUKWILA, WA 98108	N/A	509(A)(1)	GENERAL & UNRESTRICTED	500
MUSEUM OF FLIGHT FOUNDATION 9404 E MARGINAL WAY S TUKWILA, WA 98108	N/A	509(A)(1)	ACQUISITION OF AMELIA'S ELECTRA FUND	500
NATURE BRIDGE 28 GEARY ST STE 650 SAN FRANCISCO, CA 94108	N/A	509(A)(2)	OLYMPIC PARK PROGRAMS	10,000

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
PACIFIC NORTHWEST BALLET ASSOCIATION 301 MERCER ST SEATTLE, WA 98109	N/A	509(A)(2)	GENERAL & UNRESTRICTED	5,000
PACIFIC SCIENCE CENTER FOUNDATION 200 2ND AVE N SEATTLE, WA 98109	N/A	509(A)(1)	GENERAL & UNRESTRICTED	1,200
PALM SPRINGS ART MUSEUM PO BOX 2310 PALM SPRINGS, CA 92263	N/A	509(A)(1)	WESTERN ART COUNCIL DIVISION	1,000
SEATTLE AQUARIUM SOCIETY 1415 WESTERN AVE STE 505 SEATTLE, WA 98101	N/A	509(A)(1)	GENERAL & UNRESTRICTED	500
SEATTLE ART MUSEUM 1300 1ST AVE SEATTLE, WA 98101	N/A	509(A)(1)	GENERAL & UNRESTRICTED	4,500
SEATTLE ARTISTS 7904 35TH AVE SW SEATTLE, WA 98126	N/A	509(A)(1)	TOTAL EXPERIENCE GOSPEL CHOIR PROGRAM	1,000
SEATTLE CENTER FOUNDATION 305 HARRISON ST NO 317 SEATTLE, WA 98109	N/A	509(A)(1)	NEXT FIFTH SEATTLE CENTER FOUNDATION COMPETITION PROGRAM	150,000
SEATTLE CHILDRENS HOSPITAL PO BOX 5371 MSC RC-507 SEATTLE, WA 98145	N/A	509(A)(2)	GENERAL & UNRESTRICTED	100
SEATTLE REPERTORY THEATRE PO BOX 900923 SEATTLE, WA 98109	N/A	509(A)(1)	GENERAL & UNRESTRICTED	1,500
SEATTLE SYMPHONY ORCHESTRA INC PO BOX 21906 SEATTLE, WA 98111	N/A	509(A)(1)	FRIENDS IN THE DESERT PROGRAM	1,000
SEATTLE UNIVERSITY 901 12TH AVE SEATTLE, WA 98122	N/A	509(A)(1)	CHARITABLE EVENT	1,000
ST MARGARETS EPISCOPAL CHURCH PALM DESERT 47 535 HWY 74 PALM DESERT, CA 92260	N/A	509(A)(1)	GENERAL & UNRESTRICTED	500
ST MARKS PARISH 1245 10TH AVE E SEATTLE, WA 98102	N/A	509(A)(1)	2012 ANNUAL PLEDGE FUND	500
ST THOMAS SCHOOL 8300 NE 12TH ST MEDINA, WA 98039	N/A	509(A)(1)	FINANCIAL AID FUND	100
SWEDISH MEDICAL CENTER FOUNDATION 747 BROADWAY SEATTLE, WA 98122	N/A	509(A)(1)	THE MARTHA E HARRIS FUND	800

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
THE BARBARA SINATRA CHILDRENS CENTER AT EISENHOWER 39000 BOB HOPE DR RANCHO MIRAGE, CA 92270	N/A	509(A)(1)	AUNT'S CLUB DIVISION	1,000
THE LIVING DESERT 47900 PORTOLA AVE PALM DESERT, CA 92260	N/A	509(A)(2)	WILD LIGHTS PROGRAM, STEVE CHASE ADMINISTRATION BUILDING FUND & CHARITABLE EVENTS	17,000
THE YOUNG MENS CHRISTIAN ASSOCIATION OF GREATER SEATTLE 909 4TH AVE SEATTLE, WA 98104	N/A	509(A)(2)	Y U LEARN PROGRAM	10,000
WASHINGTON GREEN SCHOOLS 4649 SUNNYSIDE AVE N STE 303 SEATTLE, WA 98103	N/A	509(A)(1)	GENERAL & UNRESTRICTED	500
YWCA OF SEATTLE-KING COUNTY-SNOHOMISH COUNTY 1118 5TH AVE SEATTLE, WA 98101	N/A	509(A)(2)	WOMEN EMPOWERED CAMPAIGN	95,000
Total . . . . ▶ **3a**				347,200

TY 2012 Investments Corporate Bonds Schedule

Name: GROUSEMONT FOUNDATION

EIN: 91-1276047

Name of Bond	End of Year Book Value	End of Year Fair Market Value
35000 SHS ALLERGAN INC SR NT 5.7500% 04/01/2016	41,142	40,274
50000 SHS APACHE CORP NT 6.0% 09/15/2013	53,847	51,900
25000 SHS ARCHER DANIELS NOTES 05.450% 03/15/2018	28,826	29,927
50000 SHS BECTON DICKINSON & CO - 3.250% - 11/12/2020	47,379	53,671
50000 SHS BELLSOUTH CORP NT - 5.200% - 09/15/2014	49,493	53,706
50000 SHS BERKSHIRE HATHAWAY INC DEL 1.90% 01/31/2017	52,085	51,686
25000 SHS BLACKROCK INC NOTE 3.500% 12/10/2014	26,810	26,403
75000 SHS CATERPILLAR FINL SVCS MTNS BE 5.45000% 04/15/2018 FR	75,086	89,588
25000 SHS CHEVRON CORP NOTES 04.95000% 03/03/2019	28,943	29,824
50000 SHS CISCO SYSTEMS INC - 5.000% - 02/22/2016	51,509	57,152
25000 SHS COCA-COLA CO NOTES 04.87500% 03/15/2019	26,224	29,820
75000 SHS CONOCOPHILLIPS BONDS 05.20000% 05/15/2018	74,054	88,763
50000 SHS COSTCO WHOLESALE CORP 5.500% 03/15/2017	50,888	58,946
25000 SHS DEERE & CO NT - 04.375% - 10/16/2019	27,821	28,945
50000 SHS DISNEY WALT CO - 1.1250% - 02/15/2017	49,727	50,038
50000 SHS DU PONT E I DE NEMOURS & CO 5.750% DUE 3/15/19	56,636	60,894
75000 SHS ECOLAB INC NOTES 04.87500% 02/15/2015	74,647	80,987
50000 SHS EMERSON ELEC CO NT 4.87500% 10/15/2019	54,840	59,860
50000 SHS GE CO NT - 5.000% - 02/01/2013	51,650	50,191
75000 SHS GOLDMAN SACHS GROUP INC 5.75000% 10/01/2016SR NT	75,626	85,051
45000 SHS HONEYWELL INTL - 5.000% - 02/15/2019	50,568	53,517
50000 SHS INTEL CORP NOTE - 3.300% - 10/01/2021	52,718	53,018
25000 SHS JOHNSON CTLS INC NT 4.875% 09/15/2013	24,788	25,731
25000 SHS KIMBERLY CLARK CORP DEB - 6.250% - 07/15/2018	29,352	31,349
25000 SHS MCDONALD S CORP BONDS 5.300% 03/15/2017	28,819	29,336
20000 SHS MEDTRONIC INC SR NT 5.600% 03/15/2019	23,915	24,248
40000 SHS MERCK & CO NOTE - 3.875% - 01/15/2021	45,433	44,890
75000 SHS METLIFE INC NT- 5.000% - 06/15/2015	71,153	82,568
25000 SHS MICROSOFT CORP NT 4.20000% 06/01/2019	27,305	28,820
25000 SHS MONSANTO CO NOTES - 5.125% - 04/15/2018	28,661	29,704

Name of Bond	End of Year Book Value	End of Year Fair Market Value
50000 SHS OCCIDENTAL PETROLEUMCOR NOTE - 4.100% - 02/01/2021	49,605	57,170
25000 SHS ORACLE CORP - 5.250% - 01/15/2016	27,780	28,290
50000 SHS PACCAR INC NOTES 06.87500% 02/15/2014	55,644	53,427
50000 SHS PEPSICO INC SR NT - 4.650% - 02/15/2013	50,548	50,243
50000 SHS PRAXAIR INC NT 5.25000% 11/15/2014	51,857	54,347
40000 SHS STRYKER CORP - 4.375% - 01/15/2020	41,326	45,096
75000 SHS SYSCO CORPORATION NOTE 05.25000% 02/12/2018	74,820	89,407
50000 SHS THERMO FISHER SCIENTIFIC INC NOTE 2.25% 8/15/2016	52,296	51,770
20000 SHS UNITED PARCEL SRVC NT - 5.500% - 01/15/2018	23,256	24,030
25000 SHS UNITED TECHNOLGY 4.875% NT, 05/01/15	25,007	27,454
50000 SHS VERIZON COMM INC NT 5.500% 04/01/2017 MAKE WHOLE	59,926	58,928
50000 SHS WAL MART STORES INC NT 3.625% 07/08/2020	49,007	55,235
25000 SHS WALGREEN CO NOTES 05.25000% 01/15/2019 MAKE WHOLE	29,250	29,322

TY 2012 Investments Corporate Stock Schedule

Name: GROUSEMONT FOUNDATION

EIN: 91-1276047

Name of Stock	End of Year Book Value	End of Year Fair Market Value
645 SHS ACCENTURE PLC	36,435	42,892
385 SHS ALBEMARLE CP	16,104	23,916
437 SHS ALLERGAN INC	40,687	40,086
122 SHS AMAZON COM	9,747	30,606
660 SHS AMERICAN TOWER REIT INC	24,229	50,998
198 SHS ANHEUSER BUSCH INBEV SPONSORED ADR	12,292	17,307
274 SHS APACHE CORPORATION	0	0
190 SHS APPLE INC.	9,499	101,112
776 SHS AT&T CORP COM	26,371	26,159
385 SHS BAKER HUGHES INTL	20,476	15,726
640 SHS BECTON DICKINSON & CO	0	0
505 SHS BERKSHIRE HATHAWAY INC. CLASS B	41,508	45,299
217 SHS BLACKROCK INC	36,806	44,856
550 SHS BOEING CO	47,540	41,448
1500 SHS CARMAX INC	0	0
402 SHS CATERPILLAR INC.	35,988	36,022
594 SHS CENTURY TEL INC	0	0
570 SHS CENTURY LINK INC	22,043	22,297
501 SHS CERNER CORPORATION	39,471	38,833
2225 SHS CHARLES SCHWAB CORP NEW	0	0
325 SHS CHEVRONTEXACO CORP	0	0
285 SHS CHEVRON CORP	22,428	30,820
1151 SHS CISCO SYSTEMS INC	19,666	22,616
700 SHS COGNIZANT TECHNOLOGY SOLUTIONS CORPORATION - CLASS	18,885	51,716
410 SHS CONOCOPHILLIPS	0	0
660 SHS COSTCO WHOLESALE CORP NEW	22,487	65,162
359 SHS COVIDIEN LTD	17,698	20,729
295 SHS DEERE CO	18,445	25,494
1205 SHS DISCOVER FINL SVCS COM	31,066	46,453
900 SHS EBAY INC.	32,127	45,900

Name of Stock	End of Year Book Value	End of Year Fair Market Value
680 SHS ECOLAB INC	12,162	48,892
1639 SHS EMC CORP-MASS	38,980	41,467
514 SHS EMERSON ELECTRIC CO.	0	0
300 SHS EOG RESOURCES INC	31,513	36,237
510 SHS EXXON MOBIL CORP	39,548	44,141
375 SHS FEDEX CORPORATION COMMON STOCK	34,390	34,395
945 SHS FIDELITY NATIONAL INFORMATION SERVICES INC	24,574	32,895
435 SHS FIRST ENERGY CORP	31,621	18,166
1004 SHS FRESENIUS MED CAR AG	27,062	34,437
2410 SHS GENERAL ELECTRIC CO	31,859	50,586
975 SHS GENERAL MILLS INC	28,746	39,410
80 SHS GOOGLE INC CL A	22,484	56,590
305 SHS HESS CORP	23,619	16,153
520 SHS HOME DEPOT INC.	17,076	32,162
450 SHS HONEYWELL INTERNATIONAL INC.	25,580	28,562
1024 SHS INTEL CORP	21,090	21,115
2035 SHS ISHARES MSCI PACIFIC EX-JAPAN	90,346	95,930
3905 SHS ISHARES TRUST MSCI EAFE INDEX FUND	267,870	222,038
715 SHS JOHNSON & JOHNSON	43,942	50,122
855 SHS JOHNSON CONTROLS INC.	0	0
830 SHS JP MORGAN CHASE & CO	36,710	36,494
860 SHS JUNIPER NETWORKS	0	0
394 SHS KOHLS CORP	0	0
348 SHS KRAFT FOODS INC	9,502	15,824
330 SHS LINKEDIN CORPORATION CLASS A	31,328	37,891
380 SHS LULULEMON ATHLETICA INC	24,770	28,967
800 SHS MARATHON OIL CORP COM	23,119	24,528
400 SHS MARATHON PETROLEUM CORP	0	0
920 SHS MARRIOTT INTERNATIONAL INC. CL A	31,019	34,288
740 SHS MARSH AND MCLENNAN COMPANIES INC	18,108	25,508

Name of Stock	End of Year Book Value	End of Year Fair Market Value
235 SHS MCDONALD'S CORP	10,946	20,729
810 SHS METLIFE INC.	36,922	26,681
1635 SHS MICROSOFT CORPORATION	34,017	43,670
875 SHS MONDELEZ INTERNATIONAL INC	16,594	22,272
345 SHS NATL OILWELL VARCO	24,884	23,581
420 SHS NEXTERA ENERGY, INC	24,386	29,060
760 SHS NOVARTIS AG ADR	0	0
235 SHS OCCIDENTAL PETE CORP	19,162	18,003
1145 SHS ORACLE CORP	26,652	38,151
585 SHS PACCAR INC	26,674	26,448
655 SHS PEPSICO INC	27,609	44,822
1675 SHS PFIZER INC.	32,270	42,008
600 SHS POTASH CORPORATION OF SASKATCHEWAN INC	34,574	24,414
422 SHS PRAXAIR INC.	11,856	46,188
62 SHS PRICELINE.COM INCORPORATED	30,219	38,464
455 SHS PWRSH EMERGING INFRA	0	0
1040 SHS QUALCOMM INC	37,255	64,334
360 SHS RIO TINTO PLC SPONSORED ADR	24,913	20,912
467 SHS ROPER INDUSTRIES NEW COMMON	34,175	52,061
615 SHS SCHLUMBERGER LTD	25,222	42,619
485 SHS SPDR S&P EMERGING ASIA PACIFIC ETF	40,198	37,583
250 SHS SPDR S&P EMERGING LATIN AMERICA ETF	22,311	18,575
638 SHS STARBUCKS CORP	31,622	34,216
385 SHS STERICYCLE INC	14,531	35,913
760 SHS TEVA PHARMECEUTICAL SP ADR	39,815	28,378
675 SHS THERMO FISHER SCIENTIFIC INC	20,103	35,717
836 SHS TIME WARNER INC.	27,819	35,203
280 SHS UNION PACIFIC	26,391	35,202
630 SHS UNITED TECHNOLOGIES CORP	38,497	51,666
1008 SHS US BANCORP DEL NEW	25,362	32,196

Name of Stock	End of Year Book Value	End of Year Fair Market Value
179 V F CORP	23,656	27,024
1185 SHS VANGUARD EMERGING MARKETS STOCK INDEX VIPERS	44,370	52,768
485 SHS VANGUARD FTSE ALL-WLD EX-US SMCP IDX	39,870	44,082
1100 SHS VERIFONE SYSTEMS INC	0	0
5685 SHS VERIZON COMMUNICATIONS	15,597	25,313
321 SHS VISA INC	39,078	48,657
255 SHS WATSON PHARMACEUTICALS INC.	16,250	21,930
1865 SHS WEATHERFORD INTL NEW	0	0
1110 SHS WELLS FARGO & CO.	31,587	37,940
665 SHS WISCONSIN ENERGY CP	18,857	24,505
653 SHS YUM BRANDS INC	23,168	43,359

TY 2012 Investments Government Obligations Schedule

Name:	GROUSEMONT FOUNDATION
EIN:	91-1276047
US Government Securities - End of Year Book Value:	698,225
US Government Securities - End of Year Fair Market Value:	763,254
State & Local Government Securities - End of Year Book Value:	0
State & Local Government Securities - End of Year Fair Market Value:	0

TY 2012 Other Expenses Schedule

Name: GROUSEMONT FOUNDATION

EIN: 91-1276047

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LICENSES AND FEES	35	0		35
FOUNDATION DUES AND MEMBERSHIP	3,205	0		3,205
BANK CHARGES	281	281		0
ADMINISTRATIVE FEES	34,539	0		34,539
WEBSITE DESIGN/MAINTENANCE	240	0		240
MISCELLANEOUS FEES	32	0		32

TY 2012 Other Professional Fees Schedule

Name: GROUSEMONT FOUNDATION

EIN: 91-1276047

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CONSULTING FEES	4,437	0		4,437
INVESTMENT MANAGEMENT FEES	40,377	40,377		0

TY 2012 Taxes Schedule

Name: GROUSEMONT FOUNDATION

EIN: 91-1276047

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX	83	83		0
EXCISE TAXES	750	0		0