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EXTENDED TO 11/15/13

Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

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

OMB No 1545-0052

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation

FOUNDATION FOR THE FUTURE

Number and street (or P O box number if mail is not delivered to street address)

16150 NE 85TH STREET

Room/suite

119

City or town, state, and ZIP code

REDMOND, WA 98052

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☒ Address change☐ Name change

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year

(from Part II, col (c), line 16)

▶ \$ **7,673,106.**J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify)

(Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)

(a) Revenue and
expenses per books(b) Net investment
income(c) Adjusted net
income(d) Disbursements
for charitable purposes
(cash basis only)

Revenue	1	Contributions, gifts, grants, etc., received				N/A	
	2	Check <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	153,653.	153,653.			STATEMENT 1
	5a	Gross rents	65,614.	65,614.			STATEMENT 2
	b	Net rental income or (loss)	65,614.				
	6a	Net gain or (loss) from sale of assets not on line 10	1,769,843.				
	b	Gross sales price for all assets on line 6a	4,490,667.				
	7	Capital gain net income (from Part IV, line 2)		1,769,843.			
	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)					
	11	Other income	59,460.	59,460.			STATEMENT 3
	12	Total Add lines 1 through 11	2,048,570.	2,048,570.			
	13	Compensation of officers, directors, trustees, etc	1,382,861.	69,143.			1,313,718.
	14	Other employee salaries and wages	323,389.	16,169.			307,220.
	15	Pension plans, employee benefits	142,223.	7,112.			135,111.
	16a	Legal fees STMT 4	58,300.	3,018.			55,282.
	b	Accounting fees STMT 5	55,292.	2,764.			52,528.
	c	Other professional fees STMT 6	144,571.	114,608.			29,963.
	17	Interest	3,743.	3,743.			0.
	18	Taxes STMT 7	7,396.	2,584.			4,812.
	19	Depreciation and depletion	26,248.	1,312.			
	20	Occupancy	57,258.	2,863.			54,395.
	21	Travel, conferences, and meetings	19,471.	973.			18,498.
	22	Printing and publications	2,388.	119.			2,269.
	23	Other expenses STMT 8	85,071.	1,202.			83,870.
	24	Total operating and administrative expenses. Add lines 13 through 23	2,308,211.	225,610.			2,057,666.
	25	Contributions, gifts, grants paid	1,385,408.				1,385,408.
	26	Total expenses and disbursements. Add lines 24 and 25	3,693,619.	225,610.			3,443,074.
	27	Subtract line 26 from line 12:					
	a	Excess of revenue over expenses and disbursements	-1,645,049.				
	b	Net investment income (if negative, enter -0-)		1,822,960.			
	c	Adjusted net income (if negative, enter -0-)				N/A	

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Form **990-PF** (2012)

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only			
		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash - non-interest-bearing	88,851.	87,679.	87,679.	
	2 Savings and temporary cash investments				
	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	11,040.			
	7 Other notes and loans receivable ▶				
	Less: allowance for doubtful accounts ▶				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments - U.S. and state government obligations				
	b Investments - corporate stock STMT 10	6,116,882.	4,304,842.	4,304,842.	
	c Investments - corporate bonds				
Liabilities	11 Investments - land, buildings, and equipment basis ▶				
	Less: accumulated depreciation ▶				
	12 Investments - mortgage loans				
	13 Investments - other STMT 11	3,280,032.	3,156,232.	3,156,232.	
	14 Land, buildings, and equipment basis ▶ 132,393.				
	Less: accumulated depreciation STMT 12 ▶ 12,499.	1,215,542.	119,894.	119,894.	
	15 Other assets (describe ▶ LEASE DEPOSIT)	0.	4,459.	4,459.	
	16 Total assets (to be completed by all filers)	10,712,347.	7,673,106.	7,673,106.	
	Net Assets or Fund Balances	17 Accounts payable and accrued expenses		396.	
		18 Grants payable			
19 Deferred revenue					
20 Loans from officers, directors, trustees, and other disqualified persons		1,500,000.			
21 Mortgages and other notes payable					
22 Other liabilities (describe ▶)					
23 Total liabilities (add lines 17 through 22)	1,500,000.	396.			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>				
	27 Capital stock, trust principal, or current funds	0.	0.		
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
	29 Retained earnings, accumulated income, endowment, or other funds	9,212,347.	7,672,710.		
30 Total net assets or fund balances	9,212,347.	7,672,710.			
31 Total liabilities and net assets/fund balances	10,712,347.	7,673,106.			

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)	9,212,347.
2 Enter amount from Part I, line 27a	-1,645,049.
3 Other increases not included in line 2 (itemize) ▶ CHANGE IN UNREALIZED APPRECIATION	105,412.
4 Add lines 1, 2, and 3	7,672,710.
5 Decreases not included in line 2 (itemize) ▶	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	7,672,710.

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Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 4,490,667.		3,134,385.	1,769,843.

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			1,769,843.

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	1,769,843.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	{ }	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	1,683,057.	7,595,538.	.221585
2010	13,133,001.	16,724,998.	.785232
2009	999,327.	16,843,283.	.059331
2008	1,370,495.	20,311,661.	.067473
2007	1,298,602.	23,339,609.	.055639

2 Total of line 1, column (d)	2	1.189260
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	.237852
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	7,989,637.
5 Multiply line 4 by line 3	5	1,900,351.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	18,230.
7 Add lines 5 and 6	7	1,918,581.
8 Enter qualifying distributions from Part XII, line 4	8	3,443,074.

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.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <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	18,230.
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	18,230.
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	18,230.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	7,735.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	15,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	22,735.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	184.	
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	4,321.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input checked="" type="checkbox"/> 4,321. Refunded <input type="checkbox"/>	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?		<input checked="" type="checkbox"/>
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		<input checked="" type="checkbox"/>
c Did the foundation file Form 1120-POL for this year?		<input checked="" type="checkbox"/>
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 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		<input checked="" type="checkbox"/>
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	<input checked="" type="checkbox"/>	
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	<input checked="" type="checkbox"/>	
b If "Yes," has it filed a tax return on Form 990-T for this year?	<input checked="" type="checkbox"/>	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		<input checked="" type="checkbox"/>
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?	<input checked="" type="checkbox"/>	
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	<input checked="" type="checkbox"/>	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> 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	<input checked="" type="checkbox"/>	
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		<input checked="" type="checkbox"/>
10 Did any persons become substantial contributors during the tax year? If "Yes" attach a schedule listing their names and addresses		<input checked="" type="checkbox"/>

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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		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► WWW.FUTUREFOUNDATION.ORG	13	X	
14	The books are in care of ► HELLAM VARON & CO Telephone no. ► 425-453-9192 Located at ► 1750 112TH AVE NE, SUITE E200, BELLEVUE, WA ZIP+4 ► 98004			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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?	X Yes	No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	X Yes	No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	X Yes	No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	X 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	X 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	X No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ►	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years ►	Yes	X 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.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	Yes	X No
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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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)?

☒ 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 ☒ X

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 ☒ X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 13		1382861.	4,971.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JEAN GILBERTSON - 16150 NE 85TH ST, #119, REDMOND, WA 98052	GRANT REVIEW 40.00	119,090.	0.	0.
KEVAN RAYNE - 16150 NE 85TH ST, #119, REDMOND, WA 98052	NETWORK ENGINEER 40.00	105,903.	0.	0.
KATHY CARR - 16150 NE 85TH ST, #119, REDMOND, WA 98052	OPERATIONS MGR 40.00	87,026.	0.	0.
ROBERT CITRON ESTATE - 16150 NE 85TH ST, #119, REDMOND, WA 98052	RETIRED TRUSTEE 0.00	58,751.	0.	0.

Total number of other employees paid over \$50,000

0

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
FLAG CAPITAL MGMT LLC - 1266 E. MAIN ST, 5TH FLOOR, STAMFORD, CT 06902	INVESTMENT MANAGEMENT	89,480.
HELLAM VARON & CO PS 1750 112TH AVE NE, E200, BELLEVUE, WA 98004	TAX AND ACCOUNTING	55,292.
K&L GATES 925 FOURTH AVE SUITE 2900, SEATTLE, WA 98104	LEGAL	52,755.

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 RESEARCH AND EDUCATION REGARDING A NEW SYSTEM OF NOTATION AND HANDWRITING.	98,643.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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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	7,008,105.
b Average of monthly cash balances	1b	1,380,038.
c Fair market value of all other assets	1c	167,000.
d Total (add lines 1a, b, and c)	1d	8,555,143.
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	443,836.
3 Subtract line 2 from line 1d	3	8,111,307.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	121,670.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,989,637.
6 Minimum investment return. Enter 5% of line 5	6	399,482.

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	399,482.
2a Tax on investment income for 2012 from Part VI, line 5	2a	18,230.
b Income tax for 2012. (This does not include the tax from Part VI.)	2b	19,313.
c Add lines 2a and 2b	2c	37,543.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	361,939.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	361,939.
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	361,939.

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	3,443,074.
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	3,443,074.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	18,230.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,424,844.

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.

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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				361,939.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	356,726.			
b From 2008	2,313,843.			
c From 2009	903,678.			
d From 2010	12,219,872.			
e From 2011	1,271,961.			
f Total of lines 3a through e	17,066,080.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$	3,443,074.			
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				361,939.
e Remaining amount distributed out of corpus	3,081,135.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	20,147,215.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	356,726.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	19,790,489.			
10 Analysis of line 9:				
a Excess from 2008	2,313,843.			
b Excess from 2009	903,678.			
c Excess from 2010	12,219,872.			
d Excess from 2011	1,271,961.			
e Excess from 2012	3,081,135.			

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

N/A

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

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

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

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

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

c Any submission deadlines:

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

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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				
ASHISH KOTHARI APT 5 SHREE DATTA KRUPA 908 DECCAN GYMKHANA PUNE, INDIA 411004	NONE	INDIVIDUAL	RESEARCH GRANT	7,500.
FORO NACIONAL INTERNACIONAL APARTADO POSTAL 18-1194 LIMA, PERU	NONE	FOREIGN ORGANIZATION	RESEARCH GRANT	20,600.
INSTITUTE FOR HUMANE STUDIES 3401 NORTH FAIRFAX DRIVE ROOM 440 ARLINGTON, VA 22201	NONE	PUBLIC CHARITY	OPERATING SUPPORT	10,000.
INSTITUTE FOR JUSTICE 901 N. GLEBE ROAD, SUITE 990 ARLINGTON, VA 22203	NONE	PUBLIC CHARITY	OPERATING SUPPORT	5,000.
KISTLER-RITSO FOUNDATION 11423 REDMOND-WOODINVILLE RD NE REDMOND, WA 98052	NONE	PRIVATE FOUNDATION	CAPITAL ENDOWMENT GRANT	1,000,000.
Total	SEE CONTINUATION SHEET(S)			1,385,408.
b Approved for future payment				
NONE				
Total				0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		Related or exempt function income
1 Program service revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments						
4 Dividends and interest from securities			14	153,653.		
5 Net rental income or (loss) from real estate:						
a Debt-financed property						
b Not debt-financed property			16	65,614.		
6 Net rental income or (loss) from personal property						
7 Other investment income			14	59,460.		
8 Gain or (loss) from sales of assets other than inventory			18	1,769,843.		
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.		2,048,570.		0.
13 Total. Add line 12, columns (b), (d), and (e)					13	2,048,570.

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

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

[illegible]

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


- | | | Yes | No |
|----------|--|-------|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[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
N/A		

and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Sign Here  11/14/13 **TRUSTEE**

Signature of officer or trustee Date Title

☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	CYNTHIA H. PETRIE		11/13/3		P00016713
	Firm's name ▶ HELLAM, VARON & CO. INC. P.S.			Firm's EIN ▶ 91-1223179	
	Firm's address ▶ 1750 112TH AVENUE NE, SUITE E200 BELLEVUE, WA 98004			Phone no. (425) 453-9192	

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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	GOLDMAN SACHS			
b	GOLDMAN SACHS - CAPITAL GAIN DIV			
c	SALE OF FOUNDATION BUILDING			
d	FLAG VENTURE PARTNERS II LP			
e	FLAG VENTURE PARTNERS III LP			
f	FLAG VENTURE PARTNERS VI LP			
g	GOLDMAN SACHS RE OPP FUND			
h				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	2,040,667.	1,892,589.	148,078.
b			393.
c	2,450,000.	1,241,796.	1,208,204.
d			257,640.
e			95,146.
f			48,089.
g			12,293.
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			148,078.
b			393.
c			1,208,204.
d			257,640.
e			95,146.
f			48,089.
g			12,293.
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	1,769,843.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

Form 990-PF, Part VII-B, Line 5c - Expenditure Responsibility Statement

Recipient's Name and Address	NO. 1	Grant Amount	Date of Grant	Amount Expended	Verification Date
NEWRITE FOUNDATION OF INDIA 239 R.K. MUTT ROAD MANDAVELI, CHENNAI, INDIA, 600 028		98,643.	07/11/12	98,643.	
Purpose of Grant RESEARCH AND EDUCATION REGARDING A NEW SYSTEM OF NOTATION AND HANDWRITING.					
Date of Reports by Grantee REPORTED WEEKLY IN 2012, LAST 2012 REPORT 12/31/12.		Diversions by Grantee NONE			
Results of Verification GRANTS WERE USED FOR THE PURPOSES INTENDED.					

Form 990-PF, Part VII-B, Line 5c - Expenditure Responsibility Statement

Recipient's Name and Address	NO. 2	Grant Amount	Date of Grant	Amount Expended	Verification Date
KISTLER-RITSO FOUNDATION 11423 REDMOND-WOODINVILLE RD NE REDMOND, WA 98052		1,000,000.	11/01/12	0.	
Purpose of Grant CAPITAL SUPPORT FOR THE MUSEUM OF OCCUPATIONS, TALLINN ESTONIA.					
Date of Reports by Grantee		Diversions by Grantee			
02/14/2013		NONE			
Results of Verification THE FUNDS WERE INVESTED IN 2012. EXPENDITURES WILL COMMENCE IN 2013.					

Form 990-PF, Part VII-B, Line 5c - Expenditure Responsibility Statement

Recipient's Name and Address	NO. 3	Grant Amount	Date of Grant	Amount Expended	Verification Date
ASHISH KOTHARI APT 5 SHREE DATTA KRUPA 908 DECCAN GYMKHANA PUNE, INDIA		7,500.	09/19/12	7,500.	
Purpose of Grant RESEARCH					
Date of Reports by Grantee		Diversions by Grantee			
05/28/2013		NONE			
Results of Verification GRANTS WERE USED FOR THE PURPOSES INTENDED.					

Form 990-PF, Part VII-B, Line 5c - Expenditure Responsibility Statement

Recipient's Name and Address	NO. 4	Grant Amount	Date of Grant	Amount Expended	Verification Date
FORO NACIONAL INTERNACIONAL APARTADO POSTAL 18-1194 LIMA, PERU		20,600.	01/10/12	20,600.	
Purpose of Grant RESEARCH GRANT					
Date of Reports by Grantee		Diversions by Grantee			
12/19/12		NONE			
Results of Verification GRANTS WERE USED FOR THE PURPOSES INTENDED.					

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
NATIONAL ASSOCIATION OF SCHOLARS NE AIRPORT PLACE STE 7-8 PRINCETON, NJ 08540	NONE	PUBLIC CHARITY	OPERATING SUPPORT	5,000.
NATIONAL LEGAL AND POLICY CENTER 107 PARK WASHINGTON COURT FALLS CHURCH, VA 22046	NONE	PUBLIC CHARITY	OPERATING SUPPORT	5,000.
NEWRITE FOUNDATION OF INDIA 239 R.K. MUTT ROAD MANDAVELI, CHENNAI, INDIA 600028	NONE	FOREIGN ORGANIZATION	EDUCATIONAL ACTIVITIES TEACHING NEWRITE PROGRAMS	98,643.
PEKING UNIVERSITY EDUCATION FOUNDATION (USA) 510 BROADWAY, SUITE 300 MILLBRAE, CA 94030	NONE	PUBLIC CHARITY	EDUCATIONAL ACTIVITIES TEACHING NEWRITE PROGRAMS	83,045.
THE ESTONIAN AMERICAN NATIONAL COUNCIL 9814 HILL ST KENSINGTON, MD 20895	NONE	PUBLIC CHARITY	SUBSIDY FOR EDITING "SONGS OF DEFIANCE," A DOCUMENTARY FILM	55,620.
THE FUND FOR AMERICAN STUDIES 1706 NEW HAMPSHIRE AVE NW WASHINGTON, DC 20009	NONE	PUBLIC CHARITY	OPERATING SUPPORT	10,000.
UNIVERSITY OF WASHINGTON DEPARTMENT OF ANESTHESIOLOGY BOX 356540 SEATTLE, WA 98195	NONE	PUBLIC CHARITY	RESEARCH GRANT	50,000.
WORLD FUTURE SOCIETY 7815 WOODMOUNT AVE BETHESDA, MD 20814	NONE	PUBLIC CHARITY	RESEARCH GRANT	25,000.
YOUNG AMERICA'S FOUNDATION 110 ELDEN STREET HERDON, VA 20170	NONE	PUBLIC CHARITY	OPERATING SUPPORT	10,000.
Total from continuation sheets				342,308.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
FLAG VENTURE PARTNERS II LP	64,159.	0.	64,159.
FLAG VENTURE PARTNERS III LP	27,231.	0.	27,231.
FLAG VENTURE PARTNERS VI LP	2,913.	0.	2,913.
GOLDMAN SACHS	58,509.	0.	58,509.
GOLDMAN SACHS RE OPP FUND	841.	0.	841.
TOTAL TO FM 990-PF, PART I, LN 4	153,653.	0.	153,653.

FORM 990-PF	RENTAL INCOME	STATEMENT	2
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KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
FOUNDATION BUILDING	1	65,614.
TOTAL TO FORM 990-PF, PART I, LINE 5A		65,614.

FORM 990-PF	OTHER INCOME	STATEMENT	3
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FLAG VENTURE PARTNERS VI LP	-247.	-247.	
GOLDMAN SACHS RE OPP FUND	-18,466.	-18,466.	
FLAG VENTURE PARTNERS II LP	10,950.	10,950.	
FLAG VENTURE PARTNERS III LP	4,185.	4,185.	
MISC OFFICE ASSET SALES	4,225.	4,225.	
REIMBURSEMENTS FROM STRAIN SYSTEMS	58,813.	58,813.	
TOTAL TO FORM 990-PF, PART I, LINE 11	59,460.	59,460.	

FORM 990-PF	LEGAL FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	58,300.	3,018.		55,282.
TO FM 990-PF, PG 1, LN 16A	58,300.	3,018.		55,282.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	55,292.	2,764.		52,528.
TO FORM 990-PF, PG 1, LN 16B	55,292.	2,764.		52,528.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	114,608.	114,608.		0.
IT AND DESIGN FEES	29,963.	0.		29,963.
TO FORM 990-PF, PG 1, LN 16C	144,571.	114,608.		29,963.

FORM 990-PF	TAXES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
REAL ESTATE TAXES	5,065.	253.		4,812.
FOREIGN TAXES	2,331.	2,331.		0.
TO FORM 990-PF, PG 1, LN 18	7,396.	2,584.		4,812.

FORM 990-PF	OTHER EXPENSES			STATEMENT	8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
COMPUTER EXPENSE	3,675.	184.		3,491.	
CONTRACT LABOR	53,415.	0.		53,415.	
BANK CHARGES	1,857.	94.		1,763.	
MEALS AND ENTERTAINMENT	1,480.	0.		1,480.	
DUES AND SUBSCRIPTIONS	298.	0.		298.	
OFFICE EXPENSE	6,340.	317.		6,024.	
POSTAGE	3,730.	186.		3,544.	
INTERNET SERVICES	8,419.	421.		7,998.	
INSURANCE	5,857.	0.		5,857.	
TO FORM 990-PF, PG 1, LN 23	85,071.	1,202.		83,870.	

FOOTNOTES

STATEMENT 9

THE FOUNDATION'S RESTATED TRUST AGREEMENT
DATED MAY 31, 2012 WILL BE MAILED SEPARATELY
TO THE ADDRESS PROVIDED IN THE INSTRUCTIONS.

FORM 990-PF	CORPORATE STOCK	STATEMENT	10
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
GOLDMAN SACHS	4,304,842.	4,304,842.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	4,304,842.	4,304,842.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	11
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
FLAG PRIVATE EQUITY FUNDS	FMV	3,150,232.	3,150,232.
ACCOR STOCK	FMV	6,000.	6,000.
TOTAL TO FORM 990-PF, PART II, LINE 13		3,156,232.	3,156,232.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT	12
DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
COMPUTER	1,688.	1,688.	0.
COMPUTER - LAPTOP	2,049.	1,459.	590.
COMPUTER	8,049.	4,186.	3,863.
COMPUTER	1,039.	540.	499.
FOUR RED CHAIRS	707.	707.	0.
MURAL	110,621.	0.	110,621.
MEDALION FOR OFFICE	4,979.	0.	4,979.
COMPUTER SOFTWARE	3,261.	3,019.	242.
TOTAL TO FM 990-PF, PART II, LN 14	132,393.	11,599.	120,794.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 13

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
WALTER KISTLER 16150 NE 85TH ST, #119 REDMOND, WA 98052	TRUSTEE 20.00	0.	0.	0.
SESH VELAMOOD 16150 NE 85TH ST, #119 REDMOND, WA 98052	TRUSTEE 40.00	644,868.	3,609.	0.
DONNA HINES 16150 NE 85TH ST, #119 REDMOND, WA 98052	TRUSTEE 40.00	731,993.	1,362.	0.
MILTON WOOD 16150 NE 85TH ST, #119 REDMOND, WA 98052	TRUSTEE 0.50	3,000.	0.	0.
SYLVIA THOMPSON 16150 NE 85TH ST, #119 REDMOND, WA 98052	TRUSTEE 5.00	3,000.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		1,382,861.	4,971.	0.

Asset Number	Description of property							
	Date placed in service	Method/IRC sec.	Life or rate	Line No.	Cost or other basis	Basis reduction	Accumulated depreciation/amortization	Current year deduction
1	(D) BUILDING							
	100196	SL	39.00	17	824,733.		321,611.	14,979.
2	(D) BLDG IMPROVEMENT							
	121896	SL	39.00	17	47,003.		18,128.	854.
3	(D) BLDG IMPROVEMENT							
	013197	SL	39.00	17	6,266.		2,404.	114.
4	(D) BLDG IMPROVEMENT							
	061997	SL	39.00	17	16,976.		6,329.	308.
5	(D) BLDG IMPROVEMENT							
	110497	SL	39.00	17	1,430.		518.	26.
6	(D) BLDG IMPROVEMENT							
	121797	SL	39.00	17	8,688.		3,129.	158.
7	(D) BLDG IMPROVEMENT							
	011598	SL	39.00	17	13,000.		4,652.	236.
8	(D) BLDG IMPROVEMENT							
	021598	SL	39.00	17	10,128.		3,603.	184.
9	(D) BLDG IMPROVEMENT							
	031598	SL	39.00	17	1,000.		354.	18.
10	(D) BLDG IMPROVEMENT							
	041598	SL	39.00	17	2,188.		769.	40.
11	(D) BLDG IMPROVEMENT							
	051598	SL	39.00	17	7,391.		2,584.	134.
12	(D) BLDG IMPROVEMENT							
	060898	SL	39.00	17	712.		246.	13.
13	(D) BLDG IMPROVEMENT							
	123198	SL	39.00	17	3,349.		1,120.	61.
14	(D) BLDG IMPROVEMENT							
	011599	SL	39.00	17	20,866.		6,933.	379.
15	(D) BLDG IMPROVEMENT							
	031599	SL	39.00	17	43,081.		14,131.	782.
16	(D) BLDG IMPROVEMENT							
	041599	SL	39.00	17	8,630.		2,811.	157.
17	(D) BLDG IMPROVEMENT							
	051599	SL	39.00	17	20,541.		7,089.	373.
18	(D) BLDG IMPROVEMENT							
	072099	SL	39.00	17	1,074.		344.	20.
19	(D) FULLY DEPRECIATED AT 12/31/10							
	123199	SL	7.00	17	14,729.		14,729.	0.
	(D) BUILDING							
	* 990-PF PG 1 TOTAL - COMPUTER SOFTWARE							
					1,051,785.	0.	411,484.	18,836.
20	(D) COMPUTER							
	020405	200DB	5.00	17	1,492.		1,492.	0.
21	(D) COMPUTER							
	022805	200DB	5.00	17	3,718.		3,718.	0.
22	(D) COMPUTER							
	053105	200DB	5.00	17	2,785.		2,785.	0.
23	(D) COMPUTER							
	063005	200DB	5.00	17	3,210.		3,210.	0.
24	(D) COMPUTER							
	100405	200DB	5.00	17	979.		979.	0.
25	(D) COMPUTER							
	110205	200DB	5.00	17	1,490.		1,490.	0.

Asset Number	Description of property							
	Date placed in service	Method/ IRC sec.	Life or rate	Line No.	Cost or other basis	Basis reduction	Accumulated depreciation/amortization	Current year deduction
26	(D) COMPUTER							
	110405	200DB	5.00	17	1,545.		1,545.	0.
27	(D) COMPUTER							
	020606	200DB	5.00	17	1,817.		1,817.	0.
28	COMPUTER							
	030606	200DB	5.00	17	1,688.		1,688.	0.
29	(D) COMPUTER							
	020507	200DB	5.00	17	3,303.		3,113.	95.
30	(D) COMPUTER EQUIP							
	060407	200DB	5.00	17	800.		754.	23.
31	(D) COMPUTER EQUIP							
	071907	200DB	5.00	17	700.		660.	20.
32	(D) COMPUTER SERVER							
	061610	200DB	5.00	17	5,906.		3,071.	567.
33	COMPUTER - LAPTOP							
	111810	200DB	5.00	17	2,049.		1,066.	393.
34	(D) FULLY DEPRECIATED AT 12/31/10							
	123199	200DB	5.00	17	96,732.		96,732.	0.
35	COMPUTER							
	022811	200DB	5.00	17	8,049.		1,610.	2,576.
36	COMPUTER							
	123111	200DB	5.00	17	1,039.		208.	332.
	(D) COMPUTER HARDWARE							
	* 990-PF PG 1 TOTAL - COMPUTER SOFTWARE				137,302.	0.	125,938.	4,006.
37	(D) AVIDEX EQ WIRING							
	032405	200DB	7.00	17	8,061.		7,616.	223.
38	(D) COPY MACHINE							
	070109	200DB	7.00	17	14,805.		8,331.	925.
39	(D) PHONE SYSTEM							
	051810	200DB	7.00	17	3,011.		1,167.	263.
40	(D) PHONE SYSTEM							
	062010	200DB	7.00	17	3,668.		1,422.	321.
41	(D) FULLY DEPRECIATED AT 12/31/10							
	123199	200DB	7.00	17	94,730.		94,730.	0.
	(D) EQUIPMENT							
	* 990-PF PG 1 TOTAL - COMPUTER SOFTWARE				124,275.	0.	113,266.	1,732.
42	(D) OFFICE PAVILLION							
	031504	200DB	7.00	17	2,351.		2,351.	0.
43	FOUR RED CHAIRS							
	033004	200DB	7.00	17	707.		707.	0.
44	(D) OFFICE FURNITURE							
	122805	200DB	7.00	17	1,178.		1,121.	29.
45	(D) VIDEO EQUIPMENT							
	072007	200DB	7.00	17	1,993.		1,549.	89.
46	(D) VIDEO EQUIPMENT							
	070108	200DB	7.00	17	1,633.		1,123.	73.
47	(D) VIDEO EQUIPMENT							
	070109	200DB	7.00	17	60.		34.	4.
48	MURAL							
	051598	NC	.000		110,621.			0.

Asset Number	Description of property							
	Date placed in service	Method/IRC sec.	Life or rate	Line No.	Cost or other basis	Basis reduction	Accumulated depreciation/amortization	Current year deduction
49	MEDALION FOR OFFICE							
	050800	NC	.000		4,979.			0.
50	(D) FULLY DEPRECIATED AT 12/31/10							
	123199	200DB	7.00	17	199,368.		199,368.	0.
	(D) FURNITURE							
	* 990-PF PG 1 TOTAL - COMPUTER SOFTWARE							
					322,890.	0.	206,253.	195.
51	(D) LAND							
	100196	L			430,569.			0.
	(D) LAND							
	* 990-PF PG 1 TOTAL - COMPUTER SOFTWARE							
					430,569.	0.	0.	0.
52	(D) LAND IMPROVEMENT							
	051297	SL	15.00	17	961.		929.	16.
53	(D) LAND IMPROVEMENT							
	061697	SL	15.00	17	606.		585.	11.
54	(D) LAND IMPROVEMENT							
	071497	SL	15.00	17	326.		316.	5.
55	(D) PARKING SIGNS							
	110597	SL	15.00	17	130.		126.	4.
	(D) LAND IMPROVEMENTS							
	* 990-PF PG 1 TOTAL - COMPUTER SOFTWARE							
					2,023.	0.	1,956.	36.
56	(D) BOOKS							
	010603	200DB	7.00	17	344.		344.	0.
57	(D) BOOKS							
	012103	200DB	7.00	17	20.		20.	0.
58	(D) BOOKS							
	030403	200DB	7.00	17	121.		121.	0.
59	(D) BOOKS							
	031703	200DB	7.00	17	33.		33.	0.
60	(D) BOOKS							
	031703	200DB	7.00	17	56.		56.	0.
61	(D) BOOKS							
	040403	200DB	7.00	17	154.		154.	0.
62	(D) BOOKS							
	050503	200DB	7.00	17	292.		292.	0.
63	(D) BOOKS							
	060403	200DB	7.00	17	115.		115.	0.
64	(D) BOOKS							
	070103	200DB	7.00	17	24.		24.	0.
65	(D) BOOKS							
	070403	200DB	7.00	17	650.		650.	0.
66	(D) BOOKS							
	080403	200DB	7.00	17	120.		120.	0.
67	(D) BOOKS							
	090403	200DB	7.00	17	53.		53.	0.
68	(D) BOOKS							
	090903	200DB	7.00	17	292.		292.	0.
69	(D) BOOKS							
	103103	200DB	7.00	17	62.		62.	0.

Asset Number	Description of property							
	Date placed in service	Method/ IRC sec.	Life or rate	Line No.	Cost or other basis	Basis reduction	Accumulated depreciation/amortization	Current year deduction
70	(D) BOOKS							
	110403	200DB	7.00	17	59.		59.	0.
71	(D) BOOKS							
	120403	200DB	7.00	17	83.		83.	0.
72	(D) BOOKS							
	121003	200DB	7.00	17	59.		59.	0.
73	(D) BOOKS							
	123103	200DB	7.00	17	52.		52.	0.
74	(D) VIDEO							
	010603	200DB	7.00	17	117.		117.	0.
75	(D) BOOKS							
	030404	200DB	7.00	17	389.		389.	0.
76	(D) BOOKS							
	040504	200DB	7.00	17	132.		132.	0.
77	(D) BOOKS							
	050404	200DB	7.00	17	39.		39.	0.
78	(D) BOOKS							
	060404	200DB	7.00	17	24.		24.	0.
79	(D) BOOKS							
	080404	200DB	7.00	17	73.		73.	0.
80	(D) BOOKS							
	082504	200DB	7.00	17	244.		244.	0.
81	(D) BOOKS							
	090604	200DB	7.00	17	107.		107.	0.
82	(D) BOOKS							
	100404	200DB	7.00	17	75.		75.	0.
83	(D) BOOKS							
	113004	200DB	7.00	17	92.		92.	0.
84	(D) BOOKS							
	122104	200DB	7.00	17	582.		582.	0.
85	(D) VIDEO & AUDIO TAPES							
	010504	200DB	7.00	17	37.		37.	0.
86	(D) VIDEO & AUDIO TAPES							
	020404	200DB	7.00	17	83.		83.	0.
87	(D) VIDEO & AUDIO TAPES							
	122104	200DB	7.00	17	37.		37.	0.
88	(D) BOOKS							
	063005	200DB	7.00	17	3,952.		3,674.	139.
89	(D) VIDEO & AUDIO TAPES							
	060105	200DB	7.00	17	434.		406.	14.
90	(D) BOOKS							
	070106	200DB	7.00	17	1,620.		1,388.	78.
91	(D) VIDEO & AUDIO TAPES							
	070106	200DB	7.00	17	477.		413.	22.
92	(D) BOOKS							
	070107	200DB	7.00	17	2,883.		2,240.	129.
93	(D) VIDEO TAPES							
	070107	200DB	7.00	17	958.		744.	43.
94	(D) BOOKS							
	070108	200DB	7.00	17	2,309.		1,588.	103.
95	(D) VIDEOS							
	070108	200DB	7.00	17	647.		445.	29.
96	(D) BOOKS							
	070109	200DB	7.00	17	2,277.		1,281.	142.

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

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

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

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

Enter filer's identifying number, see instructions	
Type or print Name of exempt organization or other filer, see instructions FOUNDATION FOR THE FUTURE C/O HELLAM VARON & CO	Employer identification number (EIN) or 91-1732102
File by the due date for filing your return. See instructions. Number, street, and room or suite no. If a P.O. box, see instructions C/O 1750 112TH AVE NE, E200	Social security number (SSN)
City, town or post office, state, and ZIP code. For a foreign address, see instructions BELLEVUE, WA 98004	

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

04

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

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

HELLAM VARON & CO

• The books are in the care of **1750 112TH AVE NE, SUITE E200 - BELLEVUE, WA 98004**
 Telephone No. **425-453-9192** FAX No **425-453-2755**

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

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

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

5 For calendar year **2012**, or other tax year beginning _____, and ending _____

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

7 State in detail why you need the extension

THE PREPARER IS WAITING FOR SCHEDULE K-1S TO PREPARE A COMPLETE AND ACCURATE RETURN.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a	\$	22,735.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	22,735.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c	\$	0.

Signature and Verification must be completed for Part II only.

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

Signature **▶**

Title **▶ ENROLLED AGENT**

Date **▶**

Form 8868 (Rev 1-2013)

Period Ended December 31, 2012

CASH, DEPOSITS & MONEY MARKET FUNDS

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity / Current Yield	Estimated Annual Income
CASH								
U.S. DOLLAR	3,113.82	1.0000	3,113.82		3,113.82			
DEPOSITS & MONEY MARKET FUNDS								
DEPOSITS								
GOLDMAN SACHS BANK DEPOSIT (BDA)™	732,049.09	1.0000	732,049.09	1.0000	732,049.09	0.00	0.1328	972.09
TOTAL CASH, DEPOSITS & MONEY MARKET FUNDS			735,162.91		735,162.91			972.09

FIXED INCOME

	Quantity / Current Face	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized / Economic Gain (Loss)	Yield to Maturity in Percentage	Estimated Annual Income
INVESTMENT GRADE FIXED INCOME								
GS CORE FIXED INCOME FUND								
GS CORE FIXED INCOME FUND INSTITUTIONAL SHARES	46,598.322	10.7000	498,602.05	10.7300	500,000.00	(1,397.95) 60,638.30		12,068.97
OTHER FIXED INCOME								
GS CREDIT STRATEGIES FUND								
GS CREDIT STRATEGIES FUND COMMON SHARES	9,310.635	10.6700	99,344.48	10.7743	100,316.04	(971.56) 228,817.61		4,469.10
GS LOCAL EMERGING MARKETS DEBT FUND								
GS LOCAL EMERGING MARKETS DEBT FUND INSTITUTIONAL SHARES	9,226.699	9.8600	90,975.25	9.5044	87,694.35	3,280.90 8,890.34		4,594.90
TOTAL OTHER FIXED INCOME			190,319.73		188,010.39	2,309.34		9,064.00
TOTAL FIXED INCOME			688,921.78		688,010.39	911.39		21,132.97

Period Ended December 31, 2012

ALTERNATIVE INVESTMENTS

			Market Value	Contributions To Date	Distributions To Date	Economic Gain (Loss)		
HEDGE FUNDS								
GS HEDGE FUND OPPORTUNITIES ¹²			922,824.79	1,600,000.00	1,000,000.00	322,824.79		
	Commitment	Total Contributions/ Distributions	Remaining Commitment ²⁴	Net Contributions/ (Distributions) Since Inception	Latest Cap Statement Value/ ²⁵ Statement Date	Net Contributions/ (Distributions) Since Last Cap Statement	Computed Market Value ²⁶	Economic Gain (Loss) ²⁷
REAL ESTATE								
GS REAL ESTATE OPPORTUNITIES FUND, LP	867,000.00	755,637.00	111,363.00	744,819.56	210,831.00	0.00	210,831.00	(533,988.56)
Closing Date: May 2007 ^{18,19}		10,817.44			Sep 30, 2012			
TOTAL ALTERNATIVE INVESTMENTS	867,000.00	2,355,637.00	111,363.00				1,133,655.79	(211,163.77)
		1,010,817.44						
			Market Value	Adjusted Cost / ⁴ Original Cost	Unrealized Gain (Loss)			Estimated Annual Income
			2,557,740.48	2,767,992.86	(210,252.38)			22,105.05

	Market Value as of Dec 31 12
CASH, DEPOSITS & MONEY MARKET FUNDS	
CASH	528.98
PUBLIC EQUITY	
US EQUITY	
S&P BANK INDEX FUND (SPDR)	25,118.37
S&P 500 INDEX FUND (SPDR)	405,338.35
RUSSELL 2000 INDEX FUND (ISHARES)	51,012.27
DOW JONES US REAL ESTATE INDEX FUND (ISHARES)	53,158.74
GS REAL ESTATE SECURITIES FUND	34,952.96
<i>Wilshire Real Estate Total Return Index in USD</i>	
US EQUITY STRUCTURED PRODUCTS	362,870.73
TOTAL US EQUITY	932,451.42
NON-US EQUITY	
MSCI EAFE INDEX FUND (ISHARES)	263,830.40
GS EMERGING MARKETS FUND*	50,032.09
<i>MSCI Emerging Markets Net Total Return Index in USD</i>	
MSCI EMERGING MARKETS INDEX FUND (ISHARES)	46,582.45
GS INTERNATIONAL REAL ESTATE SECURITIES FUND	6,619.68
<i>FTSE EPRA/NAREIT Developed ex US Real Estate Index</i>	
OTHER NON-US EQUITIES	83,902.00
NON-US EQUITY STRUCTURED PRODUCTS	96,235.56
TOTAL NON-US EQUITY	547,202.18
TOTAL PUBLIC EQUITY	1,479,653.60

OTHER INVESTMENTS

	Date Acquired or Sold Short	Holding Period	Quantity	Market Price	Market Value	Unit Cost	Cost Basis	Unrealized Gain (Loss)
MISCELLANEOUS								
OTHER STRUCTURED PRODUCTS								
ROYAL BANK OF CANADA LINKED TO MSCI EAFE CONTINGENT COUPON WITH BUFFER STRUCTURED NOTE DUE 05/09/2013 (MXEADI18)	Feb 22 12	313	250 00	1,067.6760	266,919.00	1,000.0000	250,000.00	16,919.00