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 , 2012, and ending , 20

Name of foundation GINGER AND BARRY ACKERLEY FOUNDATION	**A** Employer identification number 91-1800463
Number and street (or P O box number if mail is not delivered to street address) 4111 EAST MADISON STREET — Room/suite 210	**B** Telephone number (see instructions) (206) 624-2888
City or town, state, and ZIP code SEATTLE, WA 98112	**C** If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 15,646,268.

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

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (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)	499,445.			
2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	249,279.	249,279.		ATCH 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	489,113.			
b	Gross sales price for all assets on line 6a 3,707,251.				
7	Capital gain net income (from Part IV, line 2)		489,113.		
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) ATCH 2	732,026.	-54,705.		
12	**Total.** Add lines 1 through 11	1,969,863.	683,687.		
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc	115,000.	37,950.		77,050.
14	Other employee salaries and wages				
15	Pension plans, employee benefits	33,907.	11,189.		22,718.
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule) *	110,400.	49,600.		50,800.
17	Interest				
18	Taxes (attach schedule) (see instructions) ATCH 4	15,508.			
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) ATCH 5	57,959.	51,960.		2,494.
24	**Total operating and administrative expenses** Add lines 13 through 23	332,774.	150,699.		153,062.
25	Contributions, gifts, grants paid	900,054.			900,054.
26	**Total expenses and disbursements.** Add lines 24 and 25	1,232,828.	150,699.		1,053,116.
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	737,035.			
b	**Net investment income** (if negative, enter -0-)		532,988.		
c	**Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	461,225.	507,535.	507,535.
	3	Accounts receivable ▶ 2,219,866.			
		Less allowance for doubtful accounts ▶		2,219,866.	2,219,866.
	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 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 ATCH 6	1,120.	409.	409.
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) ATCH 7	2,287,363.	2,197,306.	2,197,306.
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH 8	12,159,525.	10,721,152.	10,721,152.
	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)	14,909,233.	15,646,268.	15,646,268.
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			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ X			
	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 instructions)	14,909,233.	15,646,268.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	14,909,233.	15,646,268.	

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	14,909,233.
2	Enter amount from Part I, line 27a	2	737,035.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	15,646,268.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	15,646,268.

Part IV Capital Gains and Losses for Tax on Investment Income

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				
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	489,114.
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	0

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	1,248,397.	15,211,598.	0.082069
2010	1,250,376.	13,168,602.	0.094951
2009	947,879.	12,365,306.	0.076656
2008	1,664,505.	15,833,487.	0.105126
2007	1,381,548.	16,159,891.	0.085492

2	**Total** of line 1, column (d)	2	0.444294
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	0.088859
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	14,884,222.
5	Multiply line 4 by line 3	5	1,322,597.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	5,330.
7	Add lines 5 and 6	7	1,327,927.
8	Enter qualifying distributions from Part XII, line 4	8	1,053,116.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter: ______________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	10,660.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	10,660.
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	10,660.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 6,021.		
b	Exempt foreign organizations - tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 6,000.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	12,021.
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	1,361.
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 1,361. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

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

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

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

Website address ▶ WWW.ACKERLEYFOUNDATION.ORG

14 The books are in care of ▶ MCCUTCHEN GROUP LLC Telephone no ▶ 206-816-6850

Located at ▶ 925 FOURTH AVENUE, SUITE 2288 SEATTLE, WA ZIP+4 ▶ 98104

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 |

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)*	3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

				Yes	No
5a	During the year did the foundation pay or incur any amount to				
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No			
	(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (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**		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?		**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
ATCH 9		115,000.	0	0

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

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

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

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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 (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
ATCH 10		102,400.
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes:		
a	Average monthly fair market value of securities	1a	6,914,483.
b	Average of monthly cash balances	1b	209,088.
c	Fair market value of all other assets (see instructions)	1c	7,987,314.
d	**Total** (add lines 1a, b, and c)	1d	15,110,885.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	15,110,885.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	226,663.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	14,884,222.
6	**Minimum investment return.** Enter 5% of line 5	6	744,211.

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	744,211.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	10,660.		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	10,660.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	733,551.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	733,551.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	733,551.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	1,053,116.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,053,116.
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	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,053,116.

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				733,551.
2	Undistributed income, if any, as of the end of 2012				
a	Enter amount for 2011 only				
b	Total for prior years 20 10 ,20 09 ,20 08				
3	Excess distributions carryover, if any, to 2012				
a	From 2007 ...... 579,585.				
b	From 2008 ...... 895,501.				
c	From 2009 ...... 333,210.				
d	From 2010 ...... 626,328.				
e	From 2011 ...... 489,074.				
f	Total of lines 3a through e	2,923,698.			
4	Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 1,053,116.				
a	Applied to 2011, but not more than line 2a				
b	Applied to undistributed income of prior years (Election required - see instructions)				
c	Treated as distributions out of corpus (Election required - see instructions)				
d	Applied to 2012 distributable amount				733,551.
e	Remaining amount distributed out of corpus	319,565.			
5	Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	3,243,263.			
b	Prior years' undistributed income Subtract line 4b from line 2b				
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b Taxable amount - see instructions				
e	Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f	Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	579,585.			
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	2,663,678.			
10	Analysis of line 9				
a	Excess from 2008 ... 895,501.				
b	Excess from 2009 ... 333,210.				
c	Excess from 2010 ... 626,328.				
d	Excess from 2011 ... 489,074.				
e	Excess from 2012 ... 319,565.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

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 foundation is a private operating foundation described in section [ ] 4942(j)(3) or [ ] 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
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 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))

GINGER A. ACKERLEY

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 ▶ [X] 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

NONE

c Any submission deadlines

NONE

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

NONE

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*				
ATCH 11				
Total . . . . . . ▶ **3a**				900,054.
b *Approved for future payment*				
Total . . . . . . ▶ **3b**				

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					
4 Dividends and interest from securities			14	249,279.	
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	900003	-444.	18	732,470.	
8 Gain or (loss) from sales of assets other than inventory			18	489,113.	
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)		-444.		1,470,862.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 1,470,418.

(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)
1	N/A

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

▶ [signature] 11·6·13 ▶ President

Signature of officer or trustee Date Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
KENNETH RAGSDALE	[signature]	10/31/13		P00295413
Firm's name ▶ PIONEER SQUARE ADVISORS, LLC			Firm's EIN ▶ 20-8379993	
Firm's address ▶ 1221 SECOND AVENUE, SUITE 320 SEATTLE, WA 98101			Phone no 206-838-4880	

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2012

Name of the organization
GINGER AND BARRY ACKERLEY FOUNDATION

Employer identification number
91-1800463

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor Complete Parts I and II

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not total to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of $5,000 or more during the year . . . . ▶ $ ______________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization GINGER AND BARRY ACKERLEY FOUNDATION

Employer identification number 91-1800463

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	GINGER ACKERLEY C/O MCCUTCHEN GROUP LLC 925 FOURTH AVENUE, SUITE 2288 SEATTLE, WA 98104	$ 498,445.	Person [X] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization GINGER AND BARRY ACKERLEY FOUNDATION

Employer identification number 91-1800463

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	SEE STATEMENT D-2	$ 498,445.	05/01/2012
		$	
		$	
		$	
		$	
		$	

G&B ACKERLEY FOUND.

Name of organization GINGER AND BARRY ACKERLEY FOUNDATION

Employer identification number 91-1800463

Part III ***Exclusively*** **religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year.** Complete columns **(a)** through **(e) and** the following line entry.

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **$1,000 or less** for the year. (Enter this information once. See instructions.) ▶ $

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		FROM SCHWAB - STCG - SEE STATEMENT D-1				P	VARIOUS	VARIOUS
414,675.		318,730.					95,945.	
		FROM SCHWAB - LTCG - SEE STATEMENT D-1				P	VARIOUS	VARIOUS
1,022,556.		899,407.					123,149.	
		AURORA REDEMPTION - LTCG				P	VARIOUS	VARIOUS
2,219,866.		2,000,000.					219,866.	
		FROM PARTNERSHIPS - STCG				P	VARIOUS	VARIOUS
5,571.							5,571.	
		FROM PARTNERSHIPS - LTCG				P	VARIOUS	VARIOUS
44,583.							44,583.	
TOTAL GAIN(LOSS)							489,114.	

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Schwab One® Account of
THE GINGER & BARRY ACKERLEY FOUNDATION

Report Period
January 1 - December 31, 2012

2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss)

Accounting Method: High Cost

Short-Term	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
ALLIANCE ONE INTL INC. AOI	1,482 0000	10/03/11	05/03/12	$4,914.14	$3,423 42	$1,490 72
Security Subtotal				**$4,914.14**	**$3,423.42**	**$1,490.72**
ALMOST FAMILY INC AFAM	89 0000	10/03/11	05/03/12	$2,196 42	$1,318.09	$878 33
Security Subtotal				**$2,196.42**	**$1,318.09**	**$878.33**
AOL INC. AOL	83.0000	12/05/11	05/03/12	$2,047 45	$1,200 18	$847 27
AOL INC AOL	100 0000	12/05/11	05/03/12	$2,466.80	$1,446.00	$1,020.80
AOL INC AOL	100 0000	12/05/11	05/03/12	$2,466 80	$1,446 00	$1,020 80
AOL INC: AOL	300.0000	12/05/11	05/03/12	$7,399 53	$4,338 00	$3,061 53
Security Subtotal				**$14,380.58**	**$8,430.18**	**$5,950.40**
APPLE INC AAPL	2 0000	08/01/11	05/03/12	$1,166 56	$793 50	$373 06
APPLE INC AAPL	13 0000	09/01/11	05/03/12	$7,582 64	$4,954.95	$2,627 69
Security Subtotal				**$8,749.20**	**$5,748.45**	**$3,000.75**

STATEMENT D-1

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report

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2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method. High Cost

Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
BLACKROCK CORE BD PORT CL BLACKROCK SHRS CCBBX	3,342 3770	multiple	12/05/12	$32,884 88	$32,762.26	$122 62
Security Subtotal				**$32,884.88**	**$32,762.26**	**$122.62**
COBALT INTL ENERGY INC· CIE	166 0000	09/01/11	05/03/12	$4,004.51	$1,577 00	$2,427.51
Security Subtotal				**$4,004.51**	**$1,577.00**	**$2,427.51**
CONTINENTAL RESOURCES: CLR	125.0000	10/03/11	05/03/12	$10,277.32	$5,678.75	$4,598 57
Security Subtotal				**$10,277.32**	**$5,678.75**	**$4,598.57**
DELTA AIR LINES INC NEW. DAL	100.0000	10/03/11	05/03/12	$1,098 12	$665.00	$433.12
DELTA AIR LINES INC NEW. DAL	200.0000	10/03/11	05/03/12	$2,196 23	$1,330 00	$866 23
DELTA AIR LINES INC NEW DAL	200 0000	10/03/11	05/03/12	$2,196.89	$1,330 00	$866.89
DELTA AIR LINES INC NEW DAL	368 0000	10/03/11	05/03/12	$4,040 80	$2,447 20	$1,593 60
Security Subtotal				**$9,532.04**	**$5,772.20**	**$3,759.84**
DICKS SPORTING GOODS INC DKS	44 0000	10/03/11	05/03/12	$2,224 88	$1,386 00	$838 88
Security Subtotal				**$2,224.88**	**$1,386.00**	**$838.88**

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STATEMENT D-1

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report

2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method. High Cost

Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
DOW CHEMICAL COMPANY DOW	559 0000	10/03/11	05/03/12	$18,528 75	$12,024 09	$6,504 66
Security Subtotal				**$18,528.75**	**$12,024.09**	**$6,504.66**
GAP INC: GPS	142 0000	10/03/11	05/03/12	$4,076 73	$2,262.06	$1,814 67
Security Subtotal				**$4,076.73**	**$2,262.06**	**$1,814.67**
GENTIVA HEALTH SERVICES· GTIV	100 0000	10/03/11	05/03/12	$771 75	$368 00	$403 75
GENTIVA HEALTH SERVICES GTIV	169 0000	10/03/11	05/03/12	$1,304 27	$621 92	$682 35
Security Subtotal				**$2,076.02**	**$989.92**	**$1,086.10**
GRACE W R & CO NEW GRA	45 0000	10/03/11	05/03/12	$2,690 54	$1,412.55	$1,277 99
Security Subtotal				**$2,690.54**	**$1,412.55**	**$1,277.99**
HOME DEPOT INC HD	5.0000	08/01/11	05/03/12	$263 33	$171 25	$92 08
HOME DEPOT INC. HD	6.0000	08/01/11	05/03/12	$315 99	$205 50	$110.49
HOME DEPOT INC· HD	75 0000	10/03/11	05/03/12	$3,949 82	$2,369 25	$1,580.57
HOME DEPOT INC HD	194 0000	10/03/11	05/03/12	$10,216 86	$6,128 46	$4,088 40

STATEMENT D-1

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report

2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method High Cost

Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
HOME DEPOT INC HD	200 0000	10/03/11	05/03/12	$10,532 85	$6,318 00	$4,214 85
Security Subtotal				**$25,278.85**	**$15,192.46**	**$10,086.39**
INTERPUBLIC GROUP OF COS IPG	7.0000	10/03/11	05/03/12	$82 94	$48 65	$34.29
INTERPUBLIC GROUP OF COS IPG	100 0000	10/03/11	05/03/12	$1,184 74	$695 00	$489 74
INTERPUBLIC GROUP OF COS IPG	100 0000	10/03/11	05/03/12	$1,184 75	$695.00	$489 75
Security Subtotal				**$2,452.43**	**$1,438.65**	**$1,013.78**
INVESCO LTD F IVZ	13 0000	10/03/11	05/03/12	$319 07	$193 05	$126 02
INVESCO LTD F IVZ	100 0000	10/03/11	05/03/12	$2,454.40	$1,485 00	$969 40
INVESCO LTD F IVZ	200 0000	10/03/11	05/03/12	$4,908.60	$2,970.00	$1,938.60
INVESCO LTD F IVZ	200 0000	10/03/11	05/03/12	$4,908.60	$2,970 00	$1,938 60
Security Subtotal				**$12,590.67**	**$7,618.05**	**$4,972.62**
ISHARES TR RUSSELL 3000 RUSSELL 3000 INDEX FUND. IWV	625 0000	04/25/11	04/10/12	$50,224 62	$49,951.45	$273.17
ISHARES TR RUSSELL 3000 RUSSELL 3000 INDEX FUND IWV	635 0000	05/24/11	04/10/12	$51,028 21	$50,322.54	$705 67

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STATEMENT D-1

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report

CG1C4020-000041 614805

2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: High Cost

Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
ISHARES TR RUSSELL 3000 RUSSELL 3000 INDEX FUND. IWV	128.2578	07/12/11	04/10/12	$10,306.72	$10,130 54	$176.18
ISHARES TR RUSSELL 3000 RUSSELL 3000 INDEX FUND IWV	122.0970	03/30/12	04/10/12	$9,811.64	$10,174 79	($363 15)
ISHARES TR RUSSELL 3000 RUSSELL 3000 INDEX FUND· IWV	26 1788	07/03/12	08/27/12	$2,184 66	$2,118.81	$65.85
ISHARES TR RUSSELL 3000 RUSSELL 3000 INDEX FUND· IWV	100 0000	07/03/12	08/27/12	$8,345 19	$8,093.62	$251 57
ISHARES TR RUSSELL 3000 RUSSELL 3000 INDEX FUND· IWV	174 9530	12/30/11	12/05/12	$14,693 67	$13,040 83	$1,652 84
ISHARES TR RUSSELL 3000 RUSSELL 3000 INDEX FUND: IWV	124 2436	10/01/12	12/05/12	$10,434 77	$10,632 65	($197.88)
Security Subtotal				**$157,029.48**	**$154,465.23**	**$2,564.25**
MARRIOTT VACATIONS· VAC	5 0000	09/01/11	05/03/12	$141.61	$80.93	$60 68
Security Subtotal				**$141.61**	**$80.93**	**$60.68**
MASCO CORP: MAS	9 0000	10/03/11	05/03/12	$129 68	$62 19	$67.49

STATEMENT D-1

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report

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Schwab One® Account of
THE GINGER & BARRY ACKERLEY FOUNDATION

Report Period
January 1 - December 31, 2012

2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method High Cost

Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
MASCO CORP MAS	200.0000	10/03/11	05/03/12	$2,881 38	$1,382 00	$1,499 38
Security Subtotal				**$3,011.06**	**$1,444.19**	**$1,566.87**
OMNOVA SOLUTIONS INC. OMN	415 0000	10/03/11	05/03/12	$3,054.51	$1,361 20	$1,693 31
Security Subtotal				**$3,054.51**	**$1,361.20**	**$1,693.31**
OWENS ILLINOIS INC NEW OI	98 0000	10/03/11	05/03/12	$2,231 28	$1,375 92	$855 36
Security Subtotal				**$2,231.28**	**$1,375.92**	**$855.36**
PIONEER NATURAL RES CO. PXD	114 0000	10/03/11	05/03/12	$12,877.32	$7,047 48	$5,829 84
Security Subtotal				**$12,877.32**	**$7,047.48**	**$5,829.84**
PLAINS EXPL & PRODTN CO· PXP	65 0000	10/03/11	05/03/12	$2,692 39	$1,385 15	$1,307 24
Security Subtotal				**$2,692.39**	**$1,385.15**	**$1,307.24**
RACKSPACE HOSTING INC RAX	44 0000	10/03/11	05/03/12	$2,610.31	$1,385 56	$1,224.75
Security Subtotal				**$2,610.31**	**$1,385.56**	**$1,224.75**
REGIONS FINANCIAL CP NEW RF	200.0000	10/03/11	05/03/12	$1,383 38	$604.00	$779.38
REGIONS FINANCIAL CP NEW RF	300 0000	10/03/11	05/03/12	$2,074 40	$906.00	$1,168.40

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STATEMENT D-1

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report

CG1C4020-000041 614807

2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method. High Cost

Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
REGIONS FINANCIAL CP NEW RF	300 0000	10/03/11	05/03/12	$2,074 13	$906 00	$1,168.13
REGIONS FINANCIAL CP NEW: RF	324.0000	10/03/11	05/03/12	$2,239 77	$978 48	$1,261.29
Security Subtotal				**$7,771.68**	**$3,394.48**	**$4,377.20**
RENTRAK CORP RENT	118 0000	10/03/11	05/03/12	$2,127 63	$1,365 26	$762 37
Security Subtotal				**$2,127.63**	**$1,365.26**	**$762.37**
ROSS STORES INC ROST	232.0000	09/01/11	05/03/12	$14,851.25	$8,673.32	$6,177 93
Security Subtotal				**$14,851.25**	**$8,673.32**	**$6,177.93**
STANDARD PAC CORP NEW· SPF	200.0000	08/01/11	05/03/12	$1,082 99	$568 00	$514.99
STANDARD PAC CORP NEW: SPF	398.0000	08/01/11	05/03/12	$2,155.13	$1,130 32	$1,024.81
Security Subtotal				**$3,238.12**	**$1,698.32**	**$1,539.80**
STARWOOD HTLS & RSTS NEW. HOT	206.0000	10/03/11	05/03/12	$12,381 67	$7,601.40	$4,780 27
Security Subtotal				**$12,381.67**	**$7,601.40**	**$4,780.27**
TEXTRON INCORPORATED· TXT	100.0000	10/03/11	05/03/12	$2,624 28	$1,672.00	$952 28
TEXTRON INCORPORATED: TXT	100 0000	10/03/11	05/03/12	$2,624 28	$1,672.00	$952 28

STATEMENT D-1

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report

CG1C4020-000041 614808

2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: High Cost

Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
TEXTRON INCORPORATED TXT	280.0000	10/03/11	05/03/12	$7,345.45	$4,681 60	$2,663 85
Security Subtotal				**$12,594.01**	**$8,025.60**	**$4,568.41**
TRIMBLE NAVIGATION LTD TRMB	49 0000	10/03/11	05/03/12	$2,635.52	$1,588 58	$1,046.94
Security Subtotal				**$2,635.52**	**$1,588.58**	**$1,046.94**
VALSPAR CORPORATION· VAL	48 0000	10/03/11	05/03/12	$2,461 07	$1,447 20	$1,013 87
Security Subtotal				**$2,461.07**	**$1,447.20**	**$1,013.87**
WILLIAMS COMPANIES WMB	100 0000	10/03/11	05/03/12	$3,350 74	$1,903 49	$1,447.25
WILLIAMS COMPANIES WMB	100 0000	10/03/11	05/03/12	$3,350 79	$1,903 49	$1,447 30
WILLIAMS COMPANIES WMB	192 0000	10/03/11	05/03/12	$6,433 42	$3,654.71	$2,778 71
Security Subtotal				**$13,134.95**	**$7,461.69**	**$5,673.26**
WILSHIRE BANCORP INC. WIBC	18.0000	08/01/11	05/03/12	$94.38	$59.76	$34 62
WILSHIRE BANCORP INC: WIBC	18 0000	08/01/11	05/03/12	$94.40	$59.76	$34 64
WILSHIRE BANCORP INC. WIBC	82 0000	08/01/11	05/03/12	$430 03	$272.24	$157 79
WILSHIRE BANCORP INC: WIBC	100 0000	08/01/11	05/03/12	$524 47	$332 00	$192.47

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STATEMENT D-1

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report

CG1C4020-000041 614809

2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method High Cost

Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
WILSHIRE BANCORP INC WIBC	100.0000	08/01/11	05/03/12	$524 40	$332.00	$192.40
WILSHIRE BANCORP INC. WIBC	200 0000	08/01/11	05/03/12	$1,048 73	$664.00	$384 73
Security Subtotal				**$2,716.41**	**$1,719.76**	**$996.65**
WYNDHAM WORLDWIDE CORP: WYN	5 0000	08/01/11	05/03/12	$256.46	$174.15	$82 31
Security Subtotal				**$256.46**	**$174.15**	**$82.31**
Total Short-Term				**$414,674.69**	**$318,729.55**	**$95,945.14**

Long-Term	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
ALEXION PHARMA INC ALXN	35 0000	03/21/11	05/03/12	$3,209 93	$1,662.85 [a]	$1,547.08
Security Subtotal				**$3,209.93**	**$1,662.85**	**$1,547.08**
AMYLIN PHARMACEUTICALS: AMLN	98 0000	03/21/11	05/03/12	$2,480.29	$1,033.16 [a]	$1,447.13
Security Subtotal				**$2,480.29**	**$1,033.16**	**$1,447.13**
APPLE INC AAPL	193 0000	03/21/11	05/03/12	$112,573 02	$65,137.50 [a]	$47,435 52
Security Subtotal				**$112,573.02**	**$65,137.50**	**$47,435.52**

STATEMENT D-1

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report

2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: High Cost

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
BIOGEN IDEC INC BIIB	57 0000	03/21/11	05/03/12	$7,617 48	$3,991 99 [a]	$3,625 49
Security Subtotal				**$7,617.48**	**$3,991.99**	**$3,625.49**
BLACKROCK CORE BD PORT CL BLACKROCK SHRS CCBBX	15,578 9200	12/23/03	06/27/12	$150,000 00	$150,648 16 [t]	($648.16)
BLACKROCK CORE BD PORT CL BLACKROCK SHRS. CCBBX	16,985 3670	12/23/03	12/05/12	$167,115 12	$164,248 50 [t]	$2,866 62
Security Subtotal				**$317,115.12**	**$314,896.66**	**$2,218.46**
BLYTH INC NEW BTH	50 0000	03/21/11	05/03/12	$4,080 96	$1,576 75 [a]	$2,504 21
Security Subtotal				**$4,080.96**	**$1,576.75**	**$2,504.21**
CHIPOTLE MEXICAN GRILL. CMG	8 0000	03/21/11	05/03/12	$3,344.57	$1,983 28 [a]	$1,361.29
Security Subtotal				**$3,344.57**	**$1,983.28**	**$1,361.29**
CUBIST PHARMACEUTICALS CBST	76 0000	03/21/11	05/03/12	$3,211 10	$1,883 66 [a]	$1,327.44
Security Subtotal				**$3,211.10**	**$1,883.66**	**$1,327.44**
EL PASO CORPORATION MERGER ELECTION TENTATIVE EX. EP	191.0000	03/21/11	05/03/12	$5,707 74	$3,393 11 [a]	$2,314 63
Security Subtotal				**$5,707.74**	**$3,393.11**	**$2,314.63**

STATEMENT D-1

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report

CG1C4020-000041 614811

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2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method. High Cost

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
ENCORE BANCSHARES INC EBTX	175.0000	03/21/11	05/03/12	$3,571 12	$2,155.12 [a]	$1,416 00
Security Subtotal				**$3,571.12**	**$2,155.12**	**$1,416.00**
EQUINIX INC NEW. EQIX	22 0000	03/21/11	05/03/12	$3,505 91	$1,888 15 [a]	$1,617 76
Security Subtotal				**$3,505.91**	**$1,888.15**	**$1,617.76**
EXPEDIA INC NEW EXPE	39 0000	03/21/11	05/03/12	$1,620 43	$834.21 [a]	$786.22
Security Subtotal				**$1,620.43**	**$834.21**	**$786.22**
FORTUNE BRANDS HM & SEC FBHS	28.0000	03/21/11	05/03/12	$648 51	$372 64 [a]	$275 87
Security Subtotal				**$648.51**	**$372.64**	**$275.87**
FOSSIL INC: FOSL	30 0000	03/21/11	05/03/12	$4,076 36	$2,424 30 [a]	$1,652 06
Security Subtotal				**$4,076.36**	**$2,424.30**	**$1,652.06**
HERBALIFE LTD F HLF	60 0000	03/21/11	05/03/12	$2,829 30	$2,369.55 [a]	$459 75
HERBALIFE LTD F HLF	100 0000	03/21/11	05/03/12	$4,715 30	$3,949 25 [a]	$766 05
Security Subtotal				**$7,544.60**	**$6,318.80**	**$1,225.80**
HOME DEPOT INC HD	95 0000	03/21/11	05/03/12	$5,003 19	$3,466.55 [a]	$1,536.64
Security Subtotal				**$5,003.19**	**$3,466.55**	**$1,536.64**

STATEMENT D-1

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report

2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method. High Cost

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
IAC/INTERACTIVE CORP NEW· IACI	38 0000	03/21/11	05/03/12	$1,931.67	$1,119.49 [a]	$812.18
Security Subtotal				**$1,931.67**	**$1,119.49**	**$812.18**
INTUITIVE SURGICAL NEW. ISRG	6 0000	03/21/11	05/03/12	$3,481.89	$1,937 44 [a]	$1,544 45
Security Subtotal				**$3,481.89**	**$1,937.44**	**$1,544.45**
ISHARES TR RUSSELL 3000 RUSSELL 3000 INDEX FUND IWV	45 1849	02/22/11	04/10/12	$3,631 02	$3,552 13	$78 89
ISHARES TR RUSSELL 3000 RUSSELL 3000 INDEX FUND IWV	200 0000	02/22/11	04/10/12	$16,071.88	$15,722 62	$349 26
ISHARES TR RUSSELL 3000 RUSSELL 3000 INDEX FUND. IWV	104.4603	03/31/11	04/10/12	$8,394 37	$8,288 85	$105 52
ISHARES TR RUSSELL 3000 RUSSELL 3000 INDEX FUND IWV	35.0000	02/22/11	08/27/12	$2,920 81	$2,751.35	$169 46
ISHARES TR RUSSELL 3000 RUSSELL 3000 INDEX FUND IWV	73 8212	02/22/11	08/27/12	$6,160.50	$5,803.31	$357.19
ISHARES TR RUSSELL 3000 RUSSELL 3000 INDEX FUND. IWV	126.1788	02/22/11	08/27/12	$10,529 83	$9,919 31	$610 52
ISHARES TR RUSSELL 3000 RUSSELL 3000 INDEX FUND· IWV	154 8151	02/22/11	08/27/12	$12,919 58	$12,170 49	$749 09

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Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report

CG1C4020-000041 614813

2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method. High Cost

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
ISHARES TR RUSSELL 3000 RUSSELL 3000 INDEX FUND IWV	45 0000	03/22/11	08/27/12	$3,755.33	$3,489 02	$266 31
ISHARES TR RUSSELL 3000 RUSSELL 3000 INDEX FUND IWV	60.9939	03/22/11	08/27/12	$5,090 06	$4,728.36	$361 70
ISHARES TR RUSSELL 3000 RUSSELL 3000 INDEX FUND IWV	100 0000	03/22/11	08/27/12	$8,345 22	$7,752 19	$593 03
ISHARES TR RUSSELL 3000 RUSSELL 3000 INDEX FUND IWV	439 0061	03/22/11	08/27/12	$36,635 80	$34,032.58	$2,603 22
ISHARES TR RUSSELL 3000 RUSSELL 3000 INDEX FUND. IWV	39 0061	06/23/11	08/27/12	$3,255 13	$2,996 56	$258 57
ISHARES TR RUSSELL 3000 RUSSELL 3000 INDEX FUND IWV	134 0371	12/31/09	12/05/12	$11,257.29	$8,847.75	$2,409.54
ISHARES TR RUSSELL 3000 RUSSELL 3000 INDEX FUND. IWV	91.3706	03/31/10	12/05/12	$7,673.88	$6,294.49	$1,379.39
ISHARES TR RUSSELL 3000 RUSSELL 3000 INDEX FUND IWV	112 5539	09/30/10	12/05/12	$9,452.99	$7,669 98	$1,783 01
ISHARES TR RUSSELL 3000 RUSSELL 3000 INDEX FUND IWV	123 0584	12/30/10	12/05/12	$10,335.23	$9,241.32	$1,093.91

STATEMENT D-1

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report

2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: High Cost

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
ISHARES TR RUSSELL 3000 RUSSELL 3000 INDEX FUND. IWV	875.0000	01/24/11	12/05/12	$73,488 06	$67,023.45	$6,464 61
ISHARES TR RUSSELL 3000 RUSSELL 3000 INDEX FUND IWV	200.0000	06/23/11	12/05/12	$16,797.27	$15,364 55	$1,432 72
ISHARES TR RUSSELL 3000 RUSSELL 3000 INDEX FUND IWV	200 0000	06/23/11	12/05/12	$16,797 27	$15,364.55	$1,432.72
ISHARES TR RUSSELL 3000 RUSSELL 3000 INDEX FUND IWV	210 9939	06/23/11	12/05/12	$17,720 61	$16,209 14	$1,511.47
ISHARES TR RUSSELL 3000 RUSSELL 3000 INDEX FUND: IWV	133 7895	09/30/11	12/05/12	$11,236 49	$8,990 32	$2,246.17
Security Subtotal				**$292,468.62**	**$266,212.32**	**$26,256.30**
LIMITED BRANDS INC LTD	60 0000	03/21/11	05/03/12	$3,077 98	$1,862 70 [a]	$1,215.28
Security Subtotal				**$3,077.98**	**$1,862.70**	**$1,215.28**
MACYS INC: M	73 0000	03/21/11	05/03/12	$3,002 23	$1,695 42 [a]	$1,306 81
Security Subtotal				**$3,002.23**	**$1,695.42**	**$1,306.81**
MASTERCARD INC MA	7.0000	03/21/11	05/03/12	$3,084.36	$1,719 65 [a]	$1,364.71
Security Subtotal				**$3,084.36**	**$1,719.65**	**$1,364.71**

STATEMENT D-1

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report

2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method. High Cost

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
MONSTER BEVERAGE CORP MNST	100 0000	03/21/11	05/03/12	$6,727.00	$2,779.75 [a]	$3,947.25
Security Subtotal				**$6,727.00**	**$2,779.75**	**$3,947.25**
O REILLY AUTOMOTIVE NEW· ORLY	31 0000	03/21/11	05/03/12	$3,284 42	$1,756 46 [a]	$1,527 96
Security Subtotal				**$3,284.42**	**$1,756.46**	**$1,527.96**
OXFORD INDUSTRIES INC OXM	100.0000	03/21/11	05/03/12	$4,590 75	$2,314 00 [a]	$2,276 75
Security Subtotal				**$4,590.75**	**$2,314.00**	**$2,276.75**
PRICELINE COM INC NEW: PCLN	5 0000	03/21/11	05/03/12	$3,733.52	$2,253.97 [a]	$1,479 55
Security Subtotal				**$3,733.52**	**$2,253.97**	**$1,479.55**
PROLOGIS INC NEW REIT PLD	148.0000	03/21/11	05/03/12	$5,334 32	$2,667 25 [a]	$2,667 07
Security Subtotal				**$5,334.32**	**$2,667.25**	**$2,667.07**
REGENERON PHARMS INC· REGN	80 0000	03/21/11	05/03/12	$10,782 81	$3,168 40 [a]	$7,614 41
Security Subtotal				**$10,782.81**	**$3,168.40**	**$7,614.41**
SANTARUS INC. SNTS	80 0000	03/21/11	05/03/12	$462.24	$264.00 [a]	$198 24
Security Subtotal				**$462.24**	**$264.00**	**$198.24**

STATEMENT D-1

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report

2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: High Cost

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
STARBUCKS CORP· SBUX	360 0000	03/21/11	05/03/12	$20,551.63	$12,727 80 [a]	$7,823 83
Security Subtotal				**$20,551.63**	**$12,727.80**	**$7,823.83**
T J X COS INC. TJX	300 0000	03/21/11	05/03/12	$12,715.56	$7,344.00 [a]	$5,371 56
Security Subtotal				**$12,715.56**	**$7,344.00**	**$5,371.56**
TRACTOR SUPPLY COMPANY TSCO	32 0000	03/21/11	05/03/12	$3,167.01	$1,748 80 [a]	$1,418 21
Security Subtotal				**$3,167.01**	**$1,748.80**	**$1,418.21**
TRIPADVISOR INC TRIP	39 0000	03/21/11	05/03/12	$1,613 80	$863 07 [a]	$750 73
Security Subtotal				**$1,613.80**	**$863.07**	**$750.73**
V F CORPORATION· VFC	27 0000	03/21/11	05/03/12	$4,157 90	$2,537 19 [a]	$1,620.71
Security Subtotal				**$4,157.90**	**$2,537.19**	**$1,620.71**
VANGUARD DEVELOPED MKTS INDEX FD INV SHRS· VDMIX	15,324 3110	multiple	12/06/12	$150,000 00	$169,550.70	($19,550.70)
Security Subtotal				**$150,000.00**	**$169,550.70**	**($19,550.70)**

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STATEMENT D-1

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report

CG1C4020-000041 614817

2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method. High Cost

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
WYNDHAM WORLDWIDE CORP WYN	60 0000	03/21/11	05/03/12	$3,077 47	$1,866 30 [a]	$1,211 17
Security Subtotal				**$3,077.47**	**$1,866.30**	**$1,211.17**
Total Long-Term				**$1,022,555.51**	**$899,407.44**	**$123,148.07**
Total Realized Gain or (Loss)				**$1,437,230.20**	**$1,218,136.99**	**$219,093.21**

Schwab has provided realized gain and loss information wherever possible for most investments Cost basis data may be incomplete or unavailable for some of your holdings See Terms and Conditions
Option Customers Realized gain/loss of underlying securities is adjusted to reflect the premiums of assigned or exercised options Please consult IRS publication 550, Investment Income and Expenses, for additional information on Options

Endnotes For Your Account

Symbol	Endnote Legend
a	Data for this holding has been edited or provided by the advisor
t	Data for this holding has been edited or provided by a third party

STATEMENT D-1

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report

The Ginger and Barry Ackerley Foundation

Tran Code	Ticker	Security Name	Delivery Date	Quantity	Gift Amount	Cost Basis Info. Unit Cost	Total Cost	Original Cost Date
h	AAPL	Apple Inc	05-01-12	193 0000	113,676 03	588 99	65,137 50	03-21-10
h	AAPL	Apple Inc	05-01-12	2 0000	1,177 99	588 99	793 50	08-01-11
h	AAPL	Apple Inc	05-01-12	13 0000	7,656 93	588 99	4,954 95	09-01-11
h	AFAM	Almost Family Inc.	05-01-12	89 0000	2,167 59	24 35	1,318 09	10-03-11
h	ALXN	Alexion Pharmaceuticals Inc	05-01-12	35 0000	3,193 57	91 24	1,662 85	03-21-10
h	AMLN	Amylin Pharmaceuticals Inc	05-01-12	98 0000	2,505 86	25 57	1,033 16	03-21-10
h	AOI	Alliance One International Inc	05-01-12	1,482 0000	8,999 32	6 07	3,423 42	10-03-11
h	AOL	AOL Inc	05-01-12	583 0000	14,744 07	25 29	8,430 18	12-05-11
h	BIIB	Biogen IDEC Inc	05-01-12	57 0000	7,540 81	132 29	3,991 99	03-21-10
h	BTH	Blyth, Inc	05-01-12	50 0000	4,290 00	85 80	1,576 75	03-21-10
h	CBST	Cubist Pharmaceuticals Inc	05-01-12	76 0000	3,225 44	42 44	1,883 66	03-21-10
h	CIE	Cobalt International Energy, Inc	05-01-12	166 0000	4,196 48	25 28	1,577 00	09-01-11
h	CLR	Continental Resources Inc	05-01-12	125 0000	11,276 87	90 21	5,678 75	10-03-11
h	CMG	Chipotle Mexican Grill, Inc	05-01-12	8 0000	3,354 96	419 37	1,983 28	03-21-10
h	DAL	Delta Air Lines Inc	05-01-12	868 0000	9,686 88	11 16	5,772 20	10-03-11
h	DKS	Dicks Sporting Goods Inc	05-01-12	44 0000	2,236 74	50 83	1,386 00	10-03-11
h	DOW	Dow Chem Co	05-01-12	559 0000	19,042 33	34 06	12,024 09	10-03-11
h	EBTX	Encore Bancshares Inc	05-01-12	175 0000	3,589 25	20 51	2,155 12	03-21-10
h	EP	EL Paso Corporation - DELISTED	05-01-12	191 0000	5,730 00	30 00	3,393 11	03-21-10
h	EQIX	Equinix Inc	05-01-12	22 0000	3,623 84	164 72	1,888 15	03-21-10
h	EXPE	Expedia Inc	05-01-12	39 0000	1,625 71	41 68	834 21	03-21-10
h	FBHS	Fortune Brands Home & Security, Inc	05-01-12	28 0000	649 04	23 18	372 64	03-21-10
h	FOSL	Fossil Inc	05-01-12	30 0000	3,995 40	133 18	2,424 30	03-21-10
h	GPS	Gap Inc The	05-01-12	142 0000	4,095 28	28 84	2,262 06	10-03-11
h	GRA	Grace W R & Co New	05-01-12	45 0000	2,715 97	60 35	1,412 55	10-03-11
h	GTIV	Gentiva Health Services Inc	05-01-12	269 0000	2,279 77	8 47	989 92	10-03-11
h	HD	Home Depot (The) Inc	05-01-12	95 0000	4,955 67	52 16	3,466 55	03-21-10
h	HD	Home Depot (The) Inc	05-01-12	11 0000	573 81	52 16	376 75	08-01-11
h	HD	Home Depot (The) Inc	05-01-12	469 0000	24,465 38	52 16	14,815 71	10-03-11
h	HLF	Herbalife, Ltd	05-01-12	160 0000	9,814 40	61 34	6,318 80	03-21-10
h	HOT	Starwood Hotel & Resorts Wrldwd	05-01-12	206 0000	12,293 05	59 67	7,601 40	10-03-11
h	IACI	IAC Interactivecorp	05-01-12	38 0000	1,852 50	48 75	1,119 49	03-21-10
h	IPG	Interpublic Group of Cos Inc	05-01-12	207 0000	2,479 86	11 98	1,438 65	10-03-11
h	ISRG	Intuitive Surgical Inc	05-01-12	6 0000	3,498 93	583 15	1,937 44	03-21-10

The Ginger and Barry Ackerley Foundation

Tran Code	Ticker	Security Name	Delivery Date	Quantity	Gift Amount	Cost Basis Info. Unit Cost	Total Cost	Original Cost Date
h	IVZ	Invesco Ltd	05-01-12	513 0000	12,858 34	25 06	7,618 05	10-03-11
h	LTD	Limited Brands Inc	05-01-12	60 0000	2,982 90	49 71	1,862 70	03-21-10
h	M	Macys Inc	05-01-12	73 0000	3,008 69	41 21	1,695 42	03-21-10
h	MA	Mastercard Inc Cl A	05-01-12	7 0000	3,222 27	460 32	1,719 65	03-21-10
h	MAS	Masco Corp	05-01-12	209 0000	2,915 55	13 95	1,444 19	10-03-11
h	MNST	Monster Beverage Corporation	05-01-12	100 0000	6,598 50	65 98	2,779 75	03-21-10
h	OI	Owens-Illinois Inc	05-01-12	98 0000	2,287 81	23 34	1,375 92	10-03-11
h	ORLY	O Reilly Automotive Inc	05-01-12	31 0000	3,274 53	105 63	1,756 46	03-21-10
h	OXM	Oxford Inds Inc	05-01-12	100 0000	4,748 50	47 48	2,314 00	03-21-10
h	PCLN	Priceline Inc	05-01-12	5 0000	3,792 22	758 44	2,253 97	03-21-10
h	PLD	Prologis Sh Ben Int	05-01-12	148 0000	5,262 14	35 55	2,667 25	03-21-10
h	PXD	Pioneer Natural Resources Co	05-01-12	114 0000	13,210 89	115 88	7,047 48	10-03-11
h	PXP	Plains Expl & Prodtn Co	05-01-12	65 0000	2,682 55	41 27	1,385 15	10-03-11
h	RAX	Rackspace Hosting Inc	05-01-12	44 0000	2,586 32	58 78	1,385 56	10-03-11
h	REGN	Regeneron Pharma Inc	05-01-12	80 0000	10,844 80	135 56	3,168 40	03-21-10
h	RENT	Rentrak Corporation	05-01-12	118 0000	2,280 35	19 32	1,365 26	10-03-11
h	RF	Regions Financial Corp	05-01-12	1,124 0000	7,682 54	6 83	3,394 48	10-03-11
h	ROST	Ross Stores Inc	05-01-12	232 0000	14,451 28	62 29	8,673 32	09-01-11
h	SBUX	Starbucks Corp	05-01-12	360 0000	20,817 00	57 82	12,727 80	03-21-10
h	SNTS	Santarus Inc	05-01-12	80 0000	496 00	6 20	264 00	03-21-10
h	SPF	Standard Pacific Corp	05-01-12	598 0000	3,073 72	5 14	1,698 32	08-01-11
h	TJX	T J X Cos Inc	05-01-12	300 0000	12,586 50	41 95	7,344 00	03-21-10
h	TRIP	TripAdvisor, Inc	05-01-12	39 0000	1,442 22	36 98	863 07	03-21-10
h	TRMB	Trimble Navigation LTD	05-01-12	49 0000	2,678 34	54 66	1,588 58	10-03-11
h	TSCO	Tractor Supply Co	05-01-12	32 0000	3,162 08	98 81	1,748 80	03-21-10
h	TXT	Textron Inc	05-01-12	480 0000	12,804 00	26 67	8,025 60	10-03-11
h	VAC	Marriot Vacations Worldwide Cor	05-01-12	5 0000	147 90	29 58	80 93	09-01-11
h	VAL	Valspar Corp	05-01-12	48 0000	2,457 12	51 19	1,447 20	10-03-11
h	VFC	V F Corporation	05-01-12	27 0000	4,119 52	152 57	2,537 19	03-21-10
h	WIBC	Wilshire Bancorp Inc	05-01-12	518 0000	2,766 12	5 34	1,719 76	08-01-11
h	WMB	Williams Companies Inc	05-01-12	392 0000	13,451 48	34 31	7,461 69	10-03-11
h	WYN	Wyndham Worldwide Corp	05-01-12	60 0000	3,059 70	50 99	1,866 30	03-21-10
h	WYN	Wyndham Worldwide Corp	05-01-12	5 0000	254 97	50 99	174 15	08-01-11
h	OMN	OMNOVA Solutions Inc	05-01-12	415 0000	3,228 70	7 78	1,361 20	10-03-11
		Gift Amount			**498,445.28**			

ATTACHMENT 1

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
Q-BLK REAL ASSETS K-1 - INTEREST	3,381.	3,381.
Q-BLK REAL ASSETS K-1 - DIVIDENDS	817.	817.
AETHER REAL ASSETS K-1 - INTEREST	2,324.	2,324.
METROPOLITAN REAL ESTATE K-1 - INTEREST	562.	562.
METROPOLITAN REAL ESTATE K-1 - DIVIDENDS	12,860.	12,860.
CHARLES SCHWAB	212,629.	212,629.
2011 OPPORTUNISTIC PORTFOLIO K-1 INT.	13,578.	13,578.
2011 OPPORTUNISTIC PORTFOLIO K-1 DIV.	3,126.	3,126.
AETHER REAL ASSETS K-1 - DIV.	2.	2.
TOTAL	249,279.	249,279.

ATTACHMENT 2

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
UNREALIZED GAIN	787,175.	
Q-BLK REAL ASSETS	-4,314.	-21,723.
AETHER REAL ASSETS	-39,925.	-19,866.
METROPOLITAN REAL ESTATE	-8,621.	-8,567.
2011 OPPORTUNISTIC PORTFOLIO	-2,289.	-4,549.
TOTALS	732,026.	-54,705.

ATTACHMENT 3

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
INVESTMENT/ACCOUNTING/TAX PREP	59,600.	49,600.	
MEDIA RELATIONS COSTS	50,800.		50,800.
TOTALS	110,400.	49,600.	50,800.

ATTACHMENT 4

FORM 990PF, PART I - TAXES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS
TAXES		15,508.
	TOTALS	15,508.

ATTACHMENT 5

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
ADMINISTRATIVE EXPENSES	3,722.	1,228.	2,494.
INVESTMENT FEES	50,732.	50,732.	
NONDEDUCTIBLE EXPENSE	354.		
INSURANCE	587.		
TELEPHONE	2,564.		
TOTALS	57,959.	51,960.	2,494.

ATTACHMENT 6

FORM 990PF, PART II - PREPAID EXPENSES AND DEFERRED CHARGES

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
PAYROLL - ACKERLEY MANAGEMENT	409.	409.
TOTALS	409.	409.

ATTACHMENT 7

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ISHARES RUSSELL 3000 INDEX	2,197,306.	2,197,306.
TOTALS	2,197,306.	2,197,306.

ATTACHMENT 8

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
BLACKROCK FUNDS - CORE BOND	2,173,467.	2,173,467.
VANGUARD DEVELOPED MARKETS	1,662,709.	1,662,709.
Q-BLK PRIVATE CAPITAL '02,LP	1,037,209.	1,037,209.
Q-BLK STRATEGIC PTNRS II, LP	2,269,000.	2,269,000.
Q-BLK REAL ASSETS, LP	1,010,887.	1,010,887.
FLAG INTERNATIONAL	388,215.	388,215.
FLAG PRIVATE EQUITY	217,117.	217,117.
FLAG VENTURE PARTNERS	166,217.	166,217.
AURORA OFFSHORE FUND LTD II		
AETHER REAL ASSETS I, LP	506,265.	506,265.
METROPOLITAN RE PARTNERS VII	299,236.	299,236.
VANGUARD MSCI EMERGING	608,786.	608,786.
2011 OPPORTUNISTIC PORTFOLIO	382,044.	382,044.
TOTALS	10,721,152.	10,721,152.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 9

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION		EXPENSE ACCT AND OTHER ALLOWANCES
GINGER ACKERLEY C/O MCCUTCHEN GROUP LLC 925 FOURTH AVENUE, SUITE 2288 SEATTLE, WA 98104	CO-CHAIR PERSON 1.00	0	0	0
KIMBERLY CLEWORTH 4111 EAST MADISON STREET 210 SEATTLE, WA 98112	PRESIDENT 20.00	115,000.	0	0
TED ACKERLEY 4111 EAST MADISON STREET, SUITE 350 SEATTLE, WA 98112	CO-VICE PRESIDENT 1.00	0	0	0
CHRIS ACKERLEY 4111 EAST MADISON STREET, SUITE 350 SEATTLE, WA 98112	CO-VICE PRESIDENT 1.00	0	0	0
	GRAND TOTALS	115,000.		0

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

ATTACHMENT 10

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
MCCUTCHEN GROUP LLC 925 FOURTH AVENUE, SUITE 2288 SEATTLE, WA 98104	INV. MANAGEMENT	51,600.
HANSEN BELYEA 225 TERRY AVENUE NORTH, SUITE 102 SEATTLE, WA 98109	MEDIA RELATIONS	50,800.
	TOTAL COMPENSATION	102,400.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 11

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CONTRIBUTION THROUGH Q-BLK REAL ASSETS K-1 N/A N/A	NONE NONE	GENERAL CHARITABLE	6.
SEATTLE AQUARIUM SOCIETY 1415 WESTERN AVE STE 505 SEATTLE, WA 98101	NONE NONE	GENERAL SUPPORT	104,000.
SEATTLE CHILDREN'S HOSPITAL 4800 SAND POINT WAY NE SEATTLE, WA 98105	NONE NONE	GENERAL SUPPORT	5,000.
EPIPHANY SCHOOL 3611 EAST DENNY WAY SEATTLE, WA 98122	NONE NONE	GENERAL SUPPORT	5,000.
UNIVERSITY OF WASHINGTON FOUNDATION 407 GERBERDING HALL SEATTLE, WA 98195	NONE NONE	GENERAL SUPPORT	4,000.
PEACEHEALTH PEACE ISLAND MEDICAL CENTER 14432 SE EASTGATE WAY, SUITE 300 BELLEVUE, WA 98007	NONE NONE	GENERAL SUPPORT	500,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
LAKESIDE SCHOOL 14050 1ST AVENUE NE SEATTLE, WA 98125-3099	NONE NONE	GENERAL SUPPORT	3,000.
PACIFIC SCIENCE CENTER 200 SECOND AVENUE NORTH SEATTLE, WA 98109	NONE NONE	GENERAL SUPPORT	251,500.
THE FILM SCHOOL 2828 BOYER AVENUE E. SEATTLE, WA 98102	NONE NONE	GENERAL SUPPORT	1,500.
UNIVERSITY OF WASHINGTON PO BOX 359505 SEATTLE, WA 98195-9505	NONE NONE	GENERAL SUPPORT	26,000.
CONTRIBUTION THROUGH AETHER REAL ASSETS I LP N/A N/A	NONE NONE	GENERAL CHARITABLE	36.
CONTRIBUTION THROUGH MCCUTCHEN GROUP INVESTMENT N/A N/A	NONE NONE	GENERAL CHARITABLE	12.
		TOTAL CONTRIBUTIONS PAID	900,054.

SCHEDULE D (Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.
▶ Information about Schedule D (Form 1041) and its separate instructions is at *www.irs.gov/form1041.*

OMB No 1545-0092

2012

Name of estate or trust	Employer identification number
GINGER AND BARRY ACKERLEY FOUNDATION	91-1800463

Note: *Form 5227 filers need to complete **only** Parts I and II.*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

	(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a						

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	101,516.
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4	Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet	4	( )
5	**Net short-term gain or (loss).** Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶	5	101,516.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

	(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a						

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	387,598.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9	Capital gain distributions	9	
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet	11	( )
12	**Net long-term gain or (loss).** Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ▶	12	387,598.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

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G&B ACKERLEY FOUND.

Part III Summary of Parts I and II

Caution: *Read the instructions* ***before*** *completing this part.*

			(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			101,516.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			387,598.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			489,114.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and* ***do not*** *complete Part IV If line 15, column (3), is a net loss, complete Part IV and the* ***Capital Loss Carryover Worksheet,*** *as necessary*

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of·
a The loss on line 15, column (3) **or** b $3,000 . . . 16 ( )

Note: *If the loss on line 15, column (3), is more than $3,000,* ***or*** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* ***Capital Loss Carryover Worksheet*** *in the instructions to figure your capital loss carryover*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero

Caution: *Skip this part and complete the* ***Schedule D Tax Worksheet*** *in the instructions if·*

- *Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col (2) or line 14c, col. (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)			17			
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18					
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19					
20	Add lines 18 and 19	20					
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶	21					
22	Subtract line 21 from line 20 If zero or less, enter -0-			22			
23	Subtract line 22 from line 17. If zero or less, enter -0-			23			
24	Enter the **smaller** of the amount on line 17 or $2,400			24			
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26; go to line 27 and check the "No" box ☐ **No.** Enter the amount from line 23			25			
26	Subtract line 25 from line 24			26			
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22			27			
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)			28			
29	Subtract line 28 from line 27			29			
30	Multiply line 29 by 15% (.15)					30	
31	Figure the tax on the amount on line 23 Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					31	
32	Add lines 30 and 31					32	
33	Figure the tax on the amount on line 17. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)					34	

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

▶ Information about Schedule D (Form 1041) and its separate instructions is at *www.irs.gov/form1041*.

OMB No 1545-0092

2012

Name of estate or trust: GINGER AND BARRY ACKERLEY FOUNDATION

Employer identification number: 91-1800463

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a FROM SCHWAB - STCG - SEE STATEMENT D-1	VARIOUS	VARIOUS	414,675.	318,730.	95,945.
FROM PARTNERSHIPS - STCG	VARIOUS	VARIOUS	5,571.		5,571.

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . 101,516.

G&B ACKERLEY FOUND.

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side	Employer identification number

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a FROM SCHWAB - LTCG - SEE STATEMENT D-1	VARIOUS	VARIOUS	1,022,556.	899,407.	123,149.
AURORA REDEMPTION - LTCG	VARIOUS	VARIOUS	2,219,866.	2,000,000.	219,866.
FROM PARTNERSHIPS - LTCG	VARIOUS	VARIOUS	44,583.		44,583.

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b	387,598.

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G&B ACKERLEY FOUND.

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

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

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

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

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions GINGER AND BARRY ACKERLEY FOUNDATION	Employer identification number (EIN) or 91-1800463
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 4111 EAST MADISON STREET, SUITE 210	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions SEATTLE, WA 98112	

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

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

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

- The books are in the care of ▶ MCCUTCHEN GROUP LLC
  Telephone No ▶ 206 816-6850 FAX No ▶ 206 816-6830
- 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 11/15, 20 13

5 For calendar year 2012, or other tax year beginning ______, 20 ___, and ending ______, 20 ___

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 ADDITIONAL TIME IS NEEDED TO PREPARE A CORRECT AND COMPLETE 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	$ 12,021.
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	$ 12,021.
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 ▶ [signature] Title ▶ CPA Date ▶ 8/1/13

JSA
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