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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2012

Open to Public Inspection

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

Name of foundation
TEW FOUNDATION

% FOUNDATION MGMT GROUP LLC

Number and street (or P O box number if mail is not delivered to street address)
1000 SECOND AVENUE 34TH FLOOR
Suite

Room/suite

City or town, state, and ZIP code
SEATTLE, WA 981041022

A Employer identification number
91-1817398

B Telephone number (see instructions)
(206) 667-0300

C If exemption application is pending, check here ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 8,498,877

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

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	0			
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	201,339	201,339		
	5a	Gross rents	28,246	28,246		
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	391,464			
	b	Gross sales price for all assets on line 6a 1,826,772				
	7	Capital gain net income (from Part IV, line 2)		391,464		
	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)	5	5		
	12	**Total.** Add lines 1 through 11	621,054	621,054		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)	26,400	6,600		19,800
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	7,820	2,251		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	57,353	55,279		1,980
	24	**Total operating and administrative expenses.** Add lines 13 through 23	91,573	64,130		21,780
	25	Contributions, gifts, grants paid	459,000			459,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	550,573	64,130		480,780
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	70,481			
	b	**Net investment income** (if negative, enter -0-)		556,924		
	c	**Adjusted net income** (if negative, enter -0-)				

Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets 1	Cash—non-interest-bearing	15,710	19,616	19,616
2	Savings and temporary cash investments	139,443	132,158	132,158
3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments—U S and state government obligations (attach schedule)	589,083	374,143	374,143
b	Investments—corporate stock (attach schedule)	6,219,544	6,387,061	6,387,061
c	Investments—corporate bonds (attach schedule)	787,218	1,327,506	1,327,506
11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)	241,325	238,451	238,451
14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)	14,308	19,942	19,942
16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	8,006,631	8,498,877	8,498,877
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 ▶)	3,832	5,569	
23	**Total liabilities** (add lines 17 through 22)	3,832	5,569	
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	8,002,799	8,493,308	
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds			
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see page 17 of the instructions)	8,002,799	8,493,308	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	8,006,631	8,498,877	

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	8,002,799
2	Enter amount from Part I, line 27a	2	70,481
3	Other increases not included in line 2 (itemize) ▶	3	420,028
4	Add lines 1, 2, and 3	4	8,493,308
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	8,493,308

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

2	Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7	2	391,464
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	442,668	8,336,775	0 053098
2010	408,748	8,021,827	0 050954
2009	316,500	7,124,327	0 044425
2008	449,912	8,618,725	0 052202
2007	450,534	9,917,288	0 045429

2	**Total** of line 1, column (d).	2	0 246108
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 049222
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	8,347,667
5	Multiply line 4 by line 3.	5	410,889
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	5,569
7	Add lines 5 and 6.	7	416,458
8	Enter qualifying distributions from Part XII, line 4.	8	480,780

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ____________ **(attach copy of letter if necessary–see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b			1	5,569
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	5,569
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	5,569
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	3,832		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	5,000		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	8,832
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	3,263
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶	3,263	**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		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(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?	2		No
	If "Yes," attach a detailed description of the activities.			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		No
	If "Yes," attach the statement required by General Instruction T.			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶WA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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

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

Website address ▶N/A

14 The books are in care of ▶FOUNDATION MGMT GROUP LLC Telephone no ▶(206) 667-0300

Located at ▶1000 SECOND AVENUE 34TH FLOOR SEATTLE WA ZIP +4 ▶981041022

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here . . . ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year . . . ▶ | 15 | |

16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No

See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

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

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☑ Yes ☐ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**		**No**
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☑ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		**No**
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
See Additional Data Table				

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

(a) Name and address of each employee paid more than $50,000	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances

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

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

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

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

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

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	8,216,274
b	Average of monthly cash balances	1b	178,044
c	Fair market value of all other assets (see instructions)	1c	80,471
d	**Total** (add lines 1a, b, and c)	1d	8,474,789
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	8,474,789
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	127,122
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	8,347,667
6	**Minimum investment return.** Enter 5% of line 5	6	417,383

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	417,383
2a	Tax on investment income for 2012 from Part VI, line 5	2a	5,569		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	5,569
3	Distributable amount before adjustments Subtract line 2c from line 1			3	411,814
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	411,814
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	411,814

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	480,780
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	480,780
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	5,569
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	475,211

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					411,814
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only.				0	
b Total for prior years 2010 , 2009 , 2008					
3 Excess distributions carryover, if any, to 2012					
a From 2007.					
b From 2008.					
c From 2009.					
d From 2010.	0				
e From 2011.	1,436				
f **Total** of lines 3a through e.		1,436			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 480,780					
a Applied to 2011, but not more than line 2a				0	
b Applied to undistributed income of prior years (Election required—see instructions).					
c Treated as distributions out of corpus (Election required—see instructions).					
d Applied to 2012 distributable amount.					411,814
e Remaining amount distributed out of corpus		68,966			
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		70,402			
b Prior years' undistributed income Subtract line 4b from line 2b					
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.					
d Subtract line 6c from line 6b Taxable amount —see instructions					
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013					0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . .					
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		70,402			
10 Analysis of line 9					
a Excess from 2008. . . .					
b Excess from 2009. . . .					
c Excess from 2010. . . .	0				
d Excess from 2011. . . .	1,436				
e Excess from 2012. . . .	68,966				

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

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

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

	Tax year	Prior 3 years			
	(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 organization had $5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

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

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

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Additional Data Table				
Total . . . . ▶ **3a**				459,000
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	201,339	
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			16	28,246	
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	391,464	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a ENDOWMENT TEI FUND, L P K-1 - OTHER INCOME			18	5	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .				621,054	

13 **Total.** Add line 12, columns (b), (d), and (e). 13 621,054

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

****** | 2013-11-15 | ******

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
LEONARD KAIDEN	LEONARD KAIDEN			
Firm's name ▶	BADER MARTIN PS		Firm's EIN ▶	
Firm's address ▶	1000 SECOND AVENUE 34TH FLOOR SEATTLE, WA 981041022		Phone no (206) 621-1900	

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
250 SHS SPDR S&P 500 ETF TRUST	P	2011-08-11	2012-02-29
2 07 SHS COMPANHIA DE BEBIDAS-PRF	P	2012-01-11	2012-06-21
45 SHS EATON CORP PLC	P	2012-11-30	2012-12-17
200 SHS ACCENTURE PLC	P	2005-11-16	2012-01-17
125 SHS AMEX ENERGY SELECT SPDR	P	2010-11-09	2012-01-17
392 12 SHS EXXON MOBIL CORPORATION	P	1988-07-08	2012-01-17
7 88 SHS EXXON MOBIL CORPORATION	P	1987-08-18	2012-01-17
500 SHS ISHARES INC MSCI PACIFIC EX-JAPAN	P	2004-04-23	2012-01-17
200 SHS ISHARES MSCI EAFE	P	2008-01-09	2012-01-17
1,100 SHS ISHARES MSCI EAFE	P	2005-11-16	2012-01-17
750 SHS BERKSHIRE HATHAWAY INC	P	2009-01-09	2012-02-29
275 SHS CHEVRON CORP	P	2009-10-02	2012-02-29
400 SHS DANAHER CORP	P	1996-05-17	2012-02-29
100,000 FNMA 5%, 2/16/12	P	2007-04-04	2012-02-16
1,200 SHS MEDCO HEALTH SOLUTIONS INC	P	2010-08-25	2012-02-24
400 SHS ACCENTURE PLC	P	2005-11-16	2012-04-04
50 SHS APPLE INC	P	2007-06-19	2012-04-04
275 SHS SPDR S&P MIDCAP 400 ETF TRUST	P	2003-07-29	2012-04-04
200 SHS VISA INC-CLASS A	P	2009-04-02	2012-04-04
100,000 FHLB 5 75%, 5/15/12	P	2007-06-19	2012-05-05
75,000 NOKIA CORP	P	2009-08-19	2012-08-18
75,000 BB&T CPR[PRATOPM 3 85%, 7/27/12	P	2009-08-18	2012-07-27
36,000 CONOCOPHILLIPS 4 75%, 2/1/14	P	2009-02-04	2012-08-17
1,400 SHS AMEX FINANCIAL SELECT SPDR	P	2008-06-06	2012-09-13
100 SHS SPDR S&P 500 ETF TRUST	P	2011-08-11	2012-09-13
400 SHS EXXON MOBIL CORPORATION	P	2008-07-08	2012-09-13
125 SHS SPDR S&P 400 MIDCAP 400 ETF TRUST	P	2003-07-29	2012-09-13
600 SHS AMEX FINANCIAL SELECT SPDR	P	2008-01-23	2012-09-13
375 SHS JOHNSON & JOHNSON	P	1985-03-14	2012-09-13
1,000 SHS ISHARES INC MSCI PACIFIC EX-JA	P	2004-04-23	2012-10-16

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
1,400 SHS ISHARES TR MSCI EMERGING MKT	P	2006-02-01	2012-10-16
500 SHS ISHARES TR SMALLCAP 600 INDEX	P	2009-01-09	2012-10-16
15 SHS AMEX FINANCIAL SELECT SPDR	P	2008-07-09	2012-10-25
2,550 SHS AMEX FINANCIAL SELECT SPDR	P	2008-06-13	2012-10-25
2,160 SHS AMEX FINANCIAL SELECT SPDR	P	2008-06-06	2012-10-25
300 SHS CARNIVAL CORP	P	2003-06-04	2012-10-25
1,500 SHS CARNIVAL CORP	P	2002-10-04	2012-10-25
354 SHS VERIZON COMMUNICATIONS	P	1985-12-01	2012-10-25
100 SHS VISA INC-CLASS A SHRS	P	2009-04-02	2012-10-25
500 SHS CHEVRON CORP	P	2009-10-02	2012-10-25
200 SHS CELGENE CORP	P	2009-01-09	2012-10-25
875 SHS THERMO FISHER SCIENTIFIC INC	P	2008-02-08	2012-10-25
500 SHS E M C CORP MASS	P	2001-08-28	2012-10-25
500 SHS E M C CORP MASS	P	2001-11-26	2012-10-25
3,000 SHS INTEL CORP	P	1994-12-14	2012-10-25
50 SHS TARGET CORP	P	1997-10-28	2012-10-25
200 SHS TARGET CORP	P	1997-12-23	2012-10-25
50 SHS TARGET CORP	P	1999-01-17	2012-10-25
600 SHS POTASH CORP SASK	P	2011-01-04	2012-10-25
100 SHS POTASH CORP SASK	P	2011-03-29	2012-10-25
200 SHS CARNIVAL CORP	P	2011-03-29	2012-10-25
350 SHS NETAPP INC	P	2011-01-04	2012-10-25
160 SHS COGNIZANT TECH SOLUTIONS CORP	P	2011-05-03	2012-10-25
339 27 SHS HUSSMAN STRATEGIC GROWTH FD	P	2009-10-02	2012-11-27
2,626 28 SHS HUSSMAN STRATEGIC GROWTH FD	P	2009-11-03	2012-11-27
1,991 15 SHS HUSSMAN STRATEGIC GROWTH FD	P	2009-12-03	2012-11-27
1,340 37 SHS HUSSMAN STRATEGIC GROWTH FD	P	2010-10-08	2012-11-27
638 95 SHS HUSSMAN STRATEGIC GROWTH FD	P	2010-11-18	2012-11-27
500 SHS PROCTER & GAMBLE CO	P	2008-01-17	2012-11-27
415 SHS COOPER INDUSTRIES PLC NEW	P	2010-10-25	2012-11-30

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
1,035 SHS COOPER INDUSTRIES PLC NEW	P	2010-09-27	2012-11-30
KING PHARMACEUTICAL CLASS ACTION SETTLEMENT	P	2011-01-01	2012-12-31
CAPITAL GAIN DIVIDENDS	P		

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
34,229		28,822	5,407
13			13
23		23	
10,660		5,450	5,210
8,776		7,792	984
33,208		3,305	29,903
667		76	591
20,175		12,503	7,672
9,956		15,292	-5,336
54,757		62,271	-7,514
59,676		47,715	11,961
29,851		18,813	11,038
21,338		2,029	19,309
100,000		100,671	-671
76,344		54,408	21,936
25,851		10,900	14,951
30,004		6,197	23,807
49,928		25,014	24,914
23,675		11,238	12,437
100,000		102,025	-2,025
61,064		78,593	-17,529
75,000		76,846	-1,846
38,097		36,521	1,576
22,498		33,166	-10,668
14,650		11,529	3,121
36,459		3,371	33,088
23,123		11,370	11,753
9,642		15,924	-6,282
25,856		931	24,925
45,559		25,007	20,552

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
58,771		47,035	11,736
38,234		21,202	17,032
237		297	-60
40,340		57,990	-17,650
34,170		51,170	-17,000
11,588		9,448	2,140
57,940		35,700	22,240
15,608		1,096	14,512
13,712		5,619	8,093
55,219		34,205	21,014
14,868		10,164	4,704
53,750		48,431	5,319
12,065		8,510	3,555
12,065		8,460	3,605
64,859		11,367	53,492
3,154		711	2,443
12,616		3,132	9,484
3,154		1,431	1,723
24,221		31,224	-7,003
4,037		5,708	-1,671
7,725		7,608	117
9,852		19,988	-10,136
10,867		12,030	-1,163
3,759		4,414	-655
29,099		33,984	-4,885
22,062		25,527	-3,465
14,851		17,586	-2,735
7,080		8,223	-1,143
34,694		34,289	405
32,937		22,232	10,705

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
82,146		50,104	32,042
13			13
			1,379

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			5,407
			13
			5,210
			984
			29,903
			591
			7,672
			-5,336
			-7,514
			11,961
			11,038
			19,309
			-671
			21,936
			14,951
			23,807
			24,914
			12,437
			-2,025
			-17,529
			-1,846
			1,576
			-10,668
			3,121
			33,088
			11,753
			-6,282
			24,925
			20,552

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			11,736
			17,032
			-60
			-17,650
			-17,000
			2,140
			22,240
			14,512
			8,093
			21,014
			4,704
			5,319
			3,555
			3,605
			53,492
			2,443
			9,484
			1,723
			-7,003
			-1,671
			117
			-10,136
			-1,163
			-655
			-4,885
			-3,465
			-2,735
			-1,143
			405
			10,705

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			32,042
			13

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

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
ANN P WYCKOFF 1000 SECOND AVENUE 34TH FLOOR SEATTLE, WA 981041022	Director 2 0	0		
PAUL L WYCKOFF 1000 SECOND AVENUE 34TH FLOOR SEATTLE, WA 981041022	treasurer/DIRECTOR 2 0	0		
MARTHA WYCKOFF 1000 SECOND AVENUE 34TH FLOOR SEATTLE, WA 981041022	director 2 0	0		
SHEILA WYCKOFF-DICKEY 1000 SECOND AVENUE 34TH FLOOR SEATTLE, WA 981041022	president/DIRECTOR 2 0	0		
SUSAN WYCKOFF POHL 1000 SECOND AVENUE 34TH FLOOR SEATTLE, WA 981041022	vice president/DIRECTOR 2 0	0		
THEILINE WYCKOFF 1000 SECOND AVENUE 34TH FLOOR SEATTLE, WA 981041022	director 2 0	0		
ALISON WYCKOFF MILLIMAN 1000 SECOND AVENUE 34TH FLOOR SEATTLE, WA 981041022	director 2 0	0		
DANIEL ASHER 1000 SECOND AVENUE 34TH FLOOR SEATTLE, WA 981041022	SECRETARY 2 0	0		

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
RYAN HILL RESEARCH FOUNDATION 7023 - 174th ST SE EDMONDS, WA 98026	NONE	PUBLIC	TO SUPPORT FELLOWSHIP PROGRAM IN CLINICAL RESEARCH	10,000
NATIONAL PARKS CONSERVATION ASSOCIATION 1200 - 5TH AVENUE SUITE 1925 SEATTLE, WA 98101	NONE	PUBLIC	TO PROVIDE SUPPORT TO EXEMPT ORGANIZATION	10,000
ACT THEATRE 700 UNION STREET SEATTLE, WA 98101	NONE	PUBLIC	TO PROVIDE SUPPORT TO EXEMPT ORGANIZATION	10,000
BURKE MUSEUM UNIVERSITY OF WASHINGTON - PO BOX 3 SEATTLE, WA 98195	NONE	PUBLIC	TO PROVIDE SUPPORT TO EXEMPT ORGANIZATION	10,000
SEATTLE CHILDREN'S HOME 2142 - 10TH AVENUE WEST SEATTLE, WA 98119	NONE	PUBLIC	TO PROVIDE SUPPORT TO EXEMPT ORGANIZATION	10,000
RAINIER SCHOLARS 2100 - 24TH STREET SUITE 360 SEATTLE, WA 98144	NONE	PUBLIC	TO PROVIDE SUPPORT TO EXEMPT ORGANIZATION	5,000
PEOPLE FOR PUGET SOUND 911 WESTERN AVENUE SUITE 580 SEATTLE, WA 98104	NONE	PUBLIC	TO PROVIDE SUPPORT TO EXEMPT ORGANIZATION	2,500
TUFTS UNIVERSITY - SCHOOL OF ENGINEERING 200 COLLEGE AVENUE MEDFORD, MA 02155	NONE	PUBLIC	FOR SCHOLARSHIPS AND OTHER SUPPORT	35,000
SEATTLE AQUARIUM SOCIETY 1415 WESTERN AVENUE SUITE 500 SEATTLE, WA 98101	NONE	PUBLIC	TO PROVIDE SUPPORT TO EXEMPT ORGANIZATION	7,500
RECOVERY CAFE 2022 BOREN AVENUE SEATTLE, WA 98121	NONE	PUBLIC	TO SUPPORT THE COMPREHENSIVE CAPITAL CAMPAIGN	5,000
SEATTLE UNIVERSITY PO BOX 222000 SEATTLE, WA 981121090	NONE	PUBLIC	TO PROVIDE SUPPORT TO EXEMPT ORGANIZATION	10,000
BULLITT FOUNDATION 1212 MINOR AVENUE SEATTLE, WA 981012825	NONE	PRIVATE	TO PROVIDE SUPPORT TO EXEMPT ORGANIZATION	5,000
CHIEF SEATTLE CLUB 410 - 2ND AVE EXTENSION SOUTH SEATTLE, WA 98104	NONE	PUBLIC	TO SUPPORT NATIVE CULTURAL PROGRAM AND GENERAL OPERATIONS	25,000
NATIONAL MULTIPLE SCLEROSIS SOCIETY 192 NICKERSON ST SUITE 100 SEATTLE, WA 98109	NONE	PUBLIC	TO SUPPORT A FOLLOW-UP TO THE 2011 CLIENT NEEDS ASSESSMENT SURVEY	10,000
NAVOS MENTAL HEALTH SOLUTIONS 2600 SW HOLDEN STREET SEATTLE, WA 98126	NONE	PUBLIC	TO SUPPORT THE PHONE & SECUIRTY SYSTEMS AT THE WELLNESS CENTER IN BURIEN	15,000

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SOULUMNIATION 5201 - 11TH AVE NW SEATTLE, WA 98107	NONE	PUBLIC	TO SUPPORT NEW OFFICE TECHNOLOGY AND BUILDING IMPROVEMENTS	10,000
WOODLAND PARK ZOO 601 N 59TH STREET SEATTLE, WA 98103	NONE	PUBLIC	TO SUPPORT THE ASIAN TROPICAL FOREST INITIATIVE	20,000
BAINBRIDGE ISLAND LAND TRUST PO BOX 10144 BAINBRIDGE ISLAND, WA 98110	NONE	PUBLIC	TO SUPPORT HILLTOP LAND ACQUISITION PROJECT	25,000
THE ARC OF KING COUNTY 233 SIXTH AVENUE N SEATTLE, WA 98109	NONE	PUBLIC	TO SUPPORT THE ADVOCACY FOR CHANGE TOGETHER PROGRAM	50,000
CLIMATE SOLUTIONS 1402 THIRD AVEUNE SUITE 1305 SEATTLE, WA 98109	NONE	PUBLIC	TO PROVIDE SUPPORT TO EXEMPT ORGANIZATION	5,000
GREENBANK FARM MANAGEMENT GROUP 765 WONN ROAD SUITE A201 GREENBANK, WA 98253	NONE	PUBLIC	TO SUPPORT THE GROWING COMMUNITY PROGRAM	70,000
HABITAT FOR HUMANITY SEATTLE - KING COUNTY 560 NACHES AVE SW SUITE 110 RENTON, WA 98057	NONE	PUBLIC	TO SUPPORT THE 2012-2013 INTERFAITH BUILD PROJECT	5,000
HAMLIN ROBINSON SCHOOL 1700 EAST UNION ST SEATTLE, WA 98122	NONE	PUBLIC	TO PROVIDE FINANCIAL AID FOR STUDENTS OF COLOR	5,000
MIDDLEBURY COLLEGE 152 MAPLE STREET MARBLE WORKS SUI MIDDLEBURY, VT 05753	NONE	PUBLIC	TO SUPPORT CONSTRUCTION OF NEW FIELD HOUSE	25,000
OCEANGATE FOUNDATION 4701 SW ADMIRAL WAY 90 SEATTLE, WA 98116	NONE	PUBLIC	TO SUPPORT OCEANOGRAPHY EDUCATION IN THE GREATER PUGET SOUND AREA	5,000
PATH WITH ART 117 E LOUISA STREET 236 SEATTLE, WA 98102	NONE	PUBLIC	TO SUPPORT THE CAPACITY BUILDING PROJECT	15,000
SEATTLE ACADEMY OF ARTS & SCIENCES 1201 E UNION ST SEATTLE, WA 98122	NONE	PUBLIC	TO SUPPORT THE LEARNING SUPPORT PROGRAM	4,000
TREEHOUSE 2100 - 24TH AVE S SUITE 200 SEATTLE, WA 98144	NONE	PUBLIC	TO SUPPORT THE SUPERHERO CHALLENGE POOL	5,000
UNIVERSTIY OF WASHINGTON - SCHOOL OF ART EAGLESON HALL BOX 354882 SEATTLE, WA 98195	NONE	PUBLIC	TO SUPPORT MILLIMAN FUND IN ART HISTORY	10,000
UNIVERSITY OF WASHINGTON - DEPT OF ECONOMICS EAGLESON HALL BOX 354882 SEATTLE, WA 98195	NONE	PUBLIC	TO SUPPORT THE MILLIMAN ENDOWED FUND IN ECONOMICS	10,000

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
WATER 1ST INTERNATIONAL 1904 - 3RD AVE SUITE 1012 SEATTLE, WA 98104	NONE	PUBLIC	TO PROVIDE SUPPORT TO EXEMPT ORGANIZATION	5,000
YMCA OF GREATER SEATTLE 909 FOURTH AVENUE SEATTLE, WA 98104	NONE	PUBLIC	TO SUPPORT THE PARTNERS WITH YOUTH PROGRAM	5,000
OPPORTUNITY INTERNATIONAL 2122 YORK ROAD SUITE 150 OAK BROOK, IL 60523	NONE	PUBLIC	TO SUPPORT THE BETSY WYCKOFF CENTER AT CORAZON CONTENTO IN NICARAGUA	15,000
Total . . . . ▶ **3a**				459,000

TY 2012 Depreciation Schedule

Name: TEW FOUNDATION

EIN: 91-1817398

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

TY 2012 Expenditure Responsibility Statement

Name: TEW FOUNDATION

EIN: 91-1817398

Grantee's Name	Grantee's Address	Grant Date	Grant Amount	Grant Purpose	Amount Expended By Grantee	Any Diversion By Grantee?	Dates of Reports By Grantee	Date of Verification	Results of Verification
BULLITT FOUNDATION	1212 MINOR AVENUE SEATTLE, WA 98101	2012-04-02	5,000	TO PROVIDE SUPPORT TO EXEMPT ORGANIZATION	5,000	NO	SEPTEMBER 30, 2012	2012-09-30	In April of 2012, the Bullitt Foundation received a grant from the T E W Foundation for funding towards the Center for Energy and Urban Ecology which will be located on the bottom floor of the Bullitt Center building The Center for Energy & Urban Ecology (Private fundraising goal $1 0 million) Created in partnership with the Cascadia Green Building Council, the International Living Futures Institute, and the University of Washington's Integrated Design Lab, the Center for Energy & Urban Ecology is being developed in partnership with the Cascadia Green Building Council, the International Living Futures Institute, and the University of Washington It will be staffed by the UW as a learning laboratory for advanced design principles and practices around energy efficiency and sustainability in the built environment It will provide a place of learning for students, building owners, architects, engineers, and public policy leaders Philanthropic investments will be used to -Develop the fi

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TY 2012 Investments Corporate Bonds Schedule

Name: TEW FOUNDATION

EIN: 91-1817398

Name of Bond	End of Year Book Value	End of Year Fair Market Value
WELLS FARGO #3173	1,327,506	1,327,506

TY 2012 Investments Corporate Stock Schedule

Name: TEW FOUNDATION

EIN: 91-1817398

Name of Stock	End of Year Book Value	End of Year Fair Market Value
WELLS FARGO #3173	6,387,061	6,387,061

TY 2012 Investments Government Obligations Schedule

Name:	TEW FOUNDATION
EIN:	91-1817398
US Government Securities - End of Year Book Value:	374,143
US Government Securities - End of Year Fair Market Value:	374,143
State & Local Government Securities - End of Year Book Value:	
State & Local Government Securities - End of Year Fair Market Value:	

TY 2012 Investments - Other Schedule

Name: TEW FOUNDATION

EIN: 91-1817398

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
INVEST. IN AUBURN SHOPPING LP		64,361	64,361
ENDOWMENT TEI FUND, L.P.		174,090	174,090

TY 2012 Land, Etc. Schedule

Name: TEW FOUNDATION

EIN: 91-1817398

TY 2012 Other Assets Schedule

Name: TEW FOUNDATION

EIN: 91-1817398

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
OTHER RECEIVABLES	0	4,326	4,326
PREPAID FEDERAL EXCISE TAX	5,752	3,832	3,832
DIVIDEND RECEIVABLE	8,556	11,784	11,784

TY 2012 Other Expenses Schedule

Name: TEW FOUNDATION

EIN: 91-1817398

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BROKER AND COMMISSION FEES	53,379	53,379		
DUES AND SUBSCRIPTIONS	1,780			1,780
LICENSE FEES	105			105
INVESTMENT EXPENSES	1,900	1,900		
MEALS AND ENTERTAINMENT	189			95

TY 2012 Other Income Schedule

Name: TEW FOUNDATION

EIN: 91-1817398

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
ENDOWMENT TEI FUND, L P	5	5	

TY 2012 Other Increases Schedule

Name: TEW FOUNDATION

EIN: 91-1817398

Description	Amount
UNREALIZED GAIN ON SECURITIES	420,028

TY 2012 Other Liabilities Schedule

Name: TEW FOUNDATION

EIN: 91-1817398

Description	Beginning of Year - Book Value	End of Year - Book Value
FEDERAL EXCISE TAX PAYABLE	3,832	5,569

TY 2012 Other Professional Fees Schedule

Name: TEW FOUNDATION

EIN: 91-1817398

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MGMT FEE FOUNDATION MGMT GROUP	26,400	6,600		19,800

TY 2012 Taxes Schedule

Name: TEW FOUNDATION

EIN: 91-1817398

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX EXPENSE	2,251	2,251		
FEDERAL EXCISE TAX	5,569			