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

2012

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

For calendar year 2012, or tax year beginning

, 2012, and ending

Ray Hickey Foundation  
16420 SE McGillivray, PMB 193 #103  
Vancouver, WA 98683-3461A Employer identification number  
91-1887342B Telephone number (see the instructions)  
360-604-4333G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity  
☐ Final return ☐ Amended return  
☒ Address change ☐ Name changeH Check type of organization: ☒ Section 501(c)(3) exempt private foundation  
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year  
(from Part II, column (c), line 16) ☐ \$ 19,986,100.  
J Accounting method. ☐ Cash ☒ Accrual  
☐ Other (specify) \_\_\_\_\_  
(Part I, column (d) must be on cash basis.)C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐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 (att sch)				
	2	Cl <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3	Interest on savings and temporary cash investments	20.	20.	20.	
	4	Dividends and interest from securities	227,954.	227,954.	227,954.	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain/(loss) from sale of assets not on line 10	-18,273.			
	b	Gross sales price for all assets on line 6a	90,188.			
	7	Capital gain net income (from Part IV, line 2)		0.		
	8	Net short-term capital gain			0.	
	9	Income modifications				
	10a	Gross sales less returns and allowances				
b	Less: Cost of goods sold					
c	Gross profit/(loss) (att sch)					
11	Other income (attach schedule)					
	See Statement 1	175,091.				
12	Total. Add lines 1 through 11	384,792.	227,974.	227,974.		
ADMINISTRATIVE AND OPERATING EXPENSES	13	Compensation of officers, directors, trustees, etc.	100,000.			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach sch)				
	c	Other prof fees (attach sch)				
	17	Interest				
	18	Taxes (attach schedule)(see instrs)				
	19	Depreciation (attach sch) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)				
		See Statement 2	244,268.	227,437.		
	24	Total operating and administrative expenses. Add lines 13 through 23	344,268.	227,437.		
25	Contributions, gifts, grants paid Part XV	577,500.			577,500.	
26	Total expenses and disbursements. Add lines 24 and 25	921,768.	227,437.	0.	577,500.	
27	Subtract line 26 from line 12:					
a	Excess of revenue over expenses and disbursements	-536,976.				
b	Net investment income (if negative, enter -0-)		537.			
c	Adjusted net income (if negative, enter -0-)			227,974.		

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Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
ASSETS	1 Cash — non-interest-bearing	60,599.	17,837.	17,837.
	2 Savings and temporary cash investments			
	3 Accounts receivable	560,152.		
	Less: allowance for doubtful accounts	64,568.	560,152.	560,152.
	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 sch)			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	13,233.	24,917.	33,233.
	10a Investments — U.S. and state government obligations (attach schedule)			
	b Investments — corporate stock (attach schedule)	13,723,060.	13,027,413.	19,374,878.
	c Investments — corporate bonds (attach schedule)			
	11 Investments — land, buildings, and equipment: basis			
LIABILITIES	Less: accumulated depreciation (attach schedule)			
	12 Investments — mortgage loans			
	13 Investments — other (attach schedule)			
	14 Land, buildings, and equipment: basis			
	Less: accumulated depreciation (attach schedule)			
	15 Other assets (describe)			
	16 Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)	13,861,460.	13,630,319.	19,986,100.
	17 Accounts payable and accrued expenses	666.		
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)			
	23 Total liabilities (add lines 17 through 22)	666.	0.	
NET FUND ASSETS OR BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/>			
	24 Unrestricted	13,860,794.	13,630,319.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	13,860,794.	13,630,319.	
	31 Total liabilities and net assets/fund balances (see instructions)	13,861,460.	13,630,319.	

## 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	13,860,794.
2 Enter amount from Part I, line 27a	2	-536,976.
3 Other increases not included in line 2 (itemize) <u>See Statement 3</u>	3	348,525.
4 Add lines 1, 2, and 3	4	13,672,343.
5 Decreases not included in line 2 (itemize) <u>See Statement 4</u>	5	42,024.
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	13,630,319.

**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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a See Statement 5				
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 (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss).	<div style="border: 1px solid black; padding: 2px;">           If gain, also enter in Part I, line 7            If (loss), enter -0- in Part I, line 7         </div>		2	-18,273.
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	<div style="border: 1px solid black; padding: 2px;">           If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8         </div>		3	-11,901.

**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 (column (b) divided by column (c))
2011	573,570.	12,972,150.	0.044215
2010	428,276.	9,170,416.	0.046702
2009	467,250.	9,089,282.	0.051407
2008	569,506.	10,530,832.	0.054080
2007	457,008.	11,035,843.	0.041411

2 Total of line 1, column (d)	2	0.237815
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	0.047563
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	13,637,124.
5 Multiply line 4 by line 3	5	648,623.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5.
7 Add lines 5 and 6	7	648,628.
8 Enter qualifying distributions from Part XII, line 4	8	577,500.

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)**

1 a Exempt operating foundations described in section 4940(d)(2), check here. <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary – see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	11.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	11.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 <b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-		5	11.
6 Credits/Payments:			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a 31,940.		
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	31,940.	
8 Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 <b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.	
10 <b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	31,929.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax 31,929. Refunded	11	0.	

**Part VII-A Statements Regarding Activities**

	Yes	No
1 a 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>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</i>		X
c Did the foundation file <b>Form 1120-POL</b> for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ 0. (2) On foundation managers \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities.</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on <b>Form 990-T</b> for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		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?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) N/A		
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 <i>General Instruction G</i> ? <i>If 'No,' attach explanation</i>	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)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions).	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>James H. Weisgerber</u> Telephone no <u>360-604-4333</u> Located at <u>16420 SE McGillivray, Ste 103 Vanc Wa</u> ZIP + 4 <u>98683-3461</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <u>N/A</u> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>			
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	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country			X

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

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

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

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (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)? ☐ Yes ☒ 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). N/A

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

6b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ 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

7b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

**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
Linda Hickey 16420 SE McGillivray, Ste 103 Vancouver, WA 98683-3461	Exec Dir/Tr 40.00	100,000.	0.	0.
Cindy Nesbitt 16420 SE McGillivray, Ste 100 Vancouver, WA 98683-3461	Trustee 5.00	0.	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 ☐ 0

**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Arnerich & Massena 2045 NE MLK Blvd Portland, Or 97212	Investment Advisor	53,566.
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 N/A	
2	
All other program-related investments See instructions.	
3	
Total. Add lines 1 through 3	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1 a	13,630,024.
b	Average of monthly cash balances	1 b	121,937.
c	Fair market value of all other assets (see instructions)	1 c	92,835.
d	<b>Total</b> (add lines 1a, b, and c)	1 d	13,844,796.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	13,844,796.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	207,672.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	13,637,124.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	681,856.

**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	681,856.
2a	Tax on investment income for 2012 from Part VI, line 5	2 a	11.
b	Income tax for 2012 (This does not include the tax from Part VI)	2 b	
c	Add lines 2a and 2b	2 c	11.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	681,845.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	681,845.
6	Deduction from distributable amount (see instructions)	6	
7	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	681,845.

**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	1 a	577,500.
b	Program-related investments — total from Part IX-B	1 b	
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)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	577,500.
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	
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	577,500.

**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
<b>1</b> Distributable amount for 2012 from Part XI, line 7				681,845.
<b>2</b> Undistributed income, if any, as of the end of 2012:				
<b>a</b> Enter amount for 2011 only			31,303.	
<b>b</b> Total for prior years: 20 __, 20 __, 20 __		0.		
<b>3</b> Excess distributions carryover, if any, to 2012:				
<b>a</b> From 2007				
<b>b</b> From 2008				
<b>c</b> From 2009				
<b>d</b> From 2010				
<b>e</b> From 2011				
<b>f</b> Total of lines 3a through e	0.			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4: ► \$ 577,500.				
<b>a</b> Applied to 2011, but not more than line 2a			31,303.	
<b>b</b> Applied to undistributed income of prior years (Election required – see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required – see instructions)	0.			
<b>d</b> Applied to 2012 distributable amount				546,197.
<b>e</b> Remaining amount distributed out of corpus	0.			
<b>5</b> Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a) )	0.			0.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e. Subtract line 5	0.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b.		0.		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0.		
<b>d</b> Subtract line 6c from line 6b. Taxable amount – see instructions		0.		
<b>e</b> Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount – see instructions			0.	
<b>f</b> Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				135,648.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	0.			
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2008				
<b>b</b> Excess from 2009				
<b>c</b> Excess from 2010				
<b>d</b> Excess from 2011				
<b>e</b> Excess from 2012				

BAA

Form 990-PF (2012)

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

N/A

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

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

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

**Part XV Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year — see instructions.)**1 Information Regarding Foundation Managers:**

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

None

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

None

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

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

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

See Statement 6

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

See Statement for Line 2a

- c Any submission deadlines:

See Statement for Line 2a

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

See Statement for Line 2a

**Part XV** Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i> See Statement 7				
<b>Total</b>			<b>3 a</b>	577,500.
<i>b Approved for future payment</i>				
<b>Total</b>			<b>3 b</b>	





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**Statement 1**  
**Form 990-PF, Part I, Line 11**  
**Other Income**

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Other Investment Income	\$ 175,091.		
Total	\$ 175,091.	\$ 0.	\$ 0.

**Statement 2**  
**Form 990-PF, Part I, Line 23**  
**Other Expenses**

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
3 X 5 Line 13K	\$ 13,699.	\$ 13,699.		
A & M Investment Exp	53,566.	53,566.		
Accumetrics K-1 Line 13K	72.	72.		
Aether Line 13H	73.	73.		
Aether Line 13J	10.	10.		
Aether Line 13K	3,373.	3,373.		
Asia Alternatives II Line 13K	260.	260.		
Bank Fees-Investment Wires	144.	144.		
BPEA K-1 Line 13A	1.	1.		
BPEA K-1 Line 13K	11,525.	11,525.		
BPEA Line 13L	692.	692.		
Common Sense II K-1 Line 13K	34,219.	34,219.		
Common Sense II-K-1 Line 13H	42,218.	42,218.		
Common Sense SO-K-1- Line 13H	10,318.	10,318.		
Common Sense SO-K-1- Line 13K	16,467.	16,467.		
Dept of Revenue Fee	25.			
Federal Taxes	8,316.			
Ithaca Fees- Investments	2,176.	2,176.		
Morrison II Line 13K	4,632.	4,632.		
Morrison IV Line 13H..	452.	452.		
Morrison IV Line 13K	14,303.	14,303.		
Morrison Street III Line 13H	100.	100.		
Morrison Street Line II 13K	5,542.	5,542.		
Payroll Taxes	8,425.			
Sightline Health Care Line 13K	6,613.	6,613.		
Tax Software Process Fee	65.			
Technology Ptr K-1 Line 13H	19.	19.		
Technology Ptr K-1 Line 13K	6,889.	6,889.		
US Water & Lane Line 13K	74.	74.		
Total	\$ 244,268.	\$ 227,437.	\$ 0.	\$ 0.

2012

## Federal Statements

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**Statement 3**  
**Form 990-PF, Part III, Line 3**  
**Other Increases**

Net Unrealized Gains or Losses on Investments . . . . . Total \$ 348,525.  
 \$ 348,525.

**Statement 4**  
**Form 990-PF, Part III, Line 5**  
**Other Decreases**

Net K-1 Income not on Books . . . . . \$ 42,023.  
 Rounding . . . . . 1.  
 Total \$ 42,024.

**Statement 5**  
**Form 990-PF, Part IV, Line 1**  
**Capital Gains and Losses for Tax on Investment Income**

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
1	250 Illumina, Inc	Purchased	6/22/2011	6/06/2012
2	245 New Oriental Ed ADR	Purchased	12/06/2011	3/02/2012
3	28 Open Table Inc	Purchased	10/31/2012	11/16/2012
4	225 Oracle Corp	Purchased	6/22/2011	4/26/2012
5	25 Polypore Inter	Purchased	7/21/2011	7/10/2012
6	225 Potash Corp	Purchased	6/22/2011	6/14/2012
7	50 Schlumberger	Purchased	6/22/2011	3/02/2012
8	50 Verifone Systems	Purchased	10/31/2012	11/01/2012
9	22 Amazon Com	Purchased	6/22/2011	10/18/2012
10	9 Apple, Inc	Purchased	6/22/2011	9/18/2012
11	5 Cummins, Inc	Purchased	6/22/2011	10/19/2012
12	5 Mercabolibre, Inc	Purchased	6/22/2011	10/19/2012
13	90 Open Table Inc	Purchased	6/22/2011	11/16/2012
14	60 Polypore Inter	Purchased	7/01/2011	7/10/2012
15	20 Precision Castparts	Purchased	6/22/2011	8/31/2012
16	60 Salesforce Com	Purchased	6/22/2011	10/18/2012
17	53 Schlumberger	Purchased	6/22/2011	10/18/2012
18	150 Verifone Systems	Purchased	6/22/2011	11/01/2012
19	100 Wynn Resorts	Purchased	6/22/2011	7/16/2012
20	zzz Wash Sale Disallowed	Purchased	6/30/2012	6/30/2012

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i) - (j)	(l) Gain (Loss)
1	11,498.		18,755.	-7,257.				\$ -7,257.
2	6,642.		6,226.	416.				416.
3	1,198.		1,318.	-120.				-120.
4	6,519.		7,276.	-757.				-757.
5	945.		1,729.	-784.				-784.
6	8,586.		12,024.	-3,438.				-3,438.
7	3,852.		4,221.	-369.				-369.
8	1,570.		1,498.	72.				72.
9	5,400.		4,246.	1,154.				1,154.
10	6,268.		2,936.	3,332.				3,332.
11	435.		490.	-55.				-55.

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**Statement 5 (continued)**  
**Form 990-PF, Part IV, Line 1**  
**Capital Gains and Losses for Tax on Investment Income**

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i) - (j)	(l) Gain (Loss)
12	411.		392.	19.				\$ 19.
13	3,851.		7,032.	-3,181.				-3,181.
14	2,269.		4,175.	-1,906.				-1,906.
15	3,198.		3,181.	17.				17.
16	8,945.		8,629.	316.				316.
17	3,863.		4,474.	-611.				-611.
18	4,709.		6,279.	-1,570.				-1,570.
19	9,693.		13,580.	-3,887.				-3,887.
20	336.		0.	336.				336.
Total								\$ -18,273.

**Statement 6**  
**Form 990-PF, Part XV, Line 2a-d**  
**Application Submission Information**

Name of Grant Program:

Name: Linda Rae Hickey

Care Of:

Street Address:

16420 SE McGillivray, Ste 103--PMB193

City, State, Zip Code:

Vancouver, Wa 98683-3461

Telephone:

E-Mail Address:

Form and Content:

Requests should be written, detailing purpose of and amount (detail budget) of request. Proof of IRS status as a qualifying non-profit organizations must be included. Requests reviewed following the end of each calendar quarter. Priority is given to requests from the Vancouver, Washington/Portland, Oregon region that provide a positive impact to youth. Grants are given in areas of healthcare, social services, education, environmental conservation, and recreation.

Submission Deadlines:  
 Restrictions on Awards:

**Statement 7**  
**Form 990-PF, Part XV, Line 3a**  
**Recipient Paid During the Year**

Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
Self Enhancement, Inc. 3920 N. Kerby Avenue Portland, Or 97227	None	N/A	Structured Education for at Risk Youths.	\$ 10,000.

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**Statement 7 (continued)**  
**Form 990-PF, Part XV, Line 3a**  
**Recipient Paid During the Year**

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Cascade Aids Project 620 SW Fifth Ave Portland, Or 97204	None	N/A	Camp Starlight for youth impacted by HIV/ Aids	\$ 10,000.
Classic Wines Auction PO Box 4285 Portland, Or 97208	None	N/A	Children & Family Services Programs.	25,000.
New Avenues for Youth 1220 SW Columbia Street Portland, Or 97201	None	N/A	Training & Support for Homeless & at Risk Youths.	5,000.
Our House 2727 SE Alder Street Portland, Or 97214	None	N/A	Support for Services for Individuals Living with HIV/AIDS;	7,500.
Boys & Girls Club 9330 SE Harold Street Portland, Or 97266	None	N/A	After School Programs for Youths	25,000.
Depaul Industries 4950 NE MLK Jr Blvd Portland, Or 97211	None	N/A	Training for Jobs Prep for Disabled Individuals	10,000.
America Cancer Society 330 SW Curry Portland, Or 97239	None	N/A	Support for Camp UKANDU for Children Recovering from Cancer	15,000.
Portland Art Museum 1219 SW Park Ave Portland, Or 97205	None	Public	Education in the Arts Programs for Children/Support for School Tours	25,000.
Oregon State University Foundation 850 SW 35th Street Corvallis, Or 97333	None	Public	Construction of Physical Educational Facilities	150,000.
Kings Way Christian School 3300 NE 78th Street Vancouver, Wa 98665	None	N/A	Tuition Assistance for Children of Low Income Families	5,000.

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**Statement 7 (continued)**  
**Form 990-PF, Part XV, Line 3a**  
**Recipient Paid During the Year**

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Friends of Ridgefield Ntl Wdlf Rgfg 320 Pioneer Street Ridgefield , Wa 98642	None	N/A	Providing Access to Public Lands for Individuals	\$ 25,000.
Sunshine Physically Challenged Fdtn 211E 11th Street Vancouver, Wa 98660.	None	N/A	Scholarships for Summer Camp for Physically Challenged Youths	10,000.
Victory Academy 27960 SW Canyon Creek Rd Willsonville, Or 97070	None	N/A	Services for Children Suffering from Autism Spectrum Disorder	15,000.
Clark County Family YMCA 11324 NE 51st Circle Vancouver, Wa 98682	None	N/A	Support for Low Income Individuals & Families Participating in Y Programs/Program Scholarships	25,000.
Legacy Salmon Creek Hospital Fdtn 2211 NE 139th St Vancouver, Wa 98686	None	Public	Support for Child Abuse Assessment Team	25,000.
Playworks Portland 1125 SE Madison Street Portland, Or 97214	None	N/A	Support for School Based "Coaches" for Physical Activities Before, During and After School for Children at Risk	10,000.
Partners in Careers 3210 NE 52nd Street Vancouver, Wa 98663	None	N/A	Provide Job Training and Skills Necessary to Help Individuals Become Economically Independent	25,000.

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**Statement 7 (continued)**  
**Form 990-PF, Part XV, Line 3a**  
**Recipient Paid During the Year**

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Friends of the Children 44 NE Morris Street Portland, Or 97212	None	N/A	Support for Mentoring Youths From Grade through High School	\$ 25,000.
Lift Urban Portland 2701 NW Vaughn St, Ste 102 Portland, Or 97210	None	N/A	Nutritional Assistance for Low Income Families & Individuals	10,000.
Confluence Project 1701 Broadway, Ste 144 Vancouver, Wa 98663	None	N/A	Provide Artful Monuments for Historical Sites on the Columbia River	25,000.
NW Association for Blind Athletes 500 W. 8th Street, Ste 50 Vancouver, Wa 98660	None	N/A	Sport & Recreational Activities for the Blind & Visually Impaired	10,000.
CASA 1401 NE 68th Avenue Portland, Or 9721	None	N/A	Advocacy and Support for Children Suffering from Abuse or Neglect	10,000.
Make It Better Foundation One Center Ct, Ste 200 Portland, Or 97227	None	Public	Educational/Recr eational Activities for at Risk & Disadvantaged Youths	25,000.
New Avenues for Youth 1220 SW Columbia Street Portland, Or 97201	None	N/A	Assistance for Homeless and At Risk Youths	25,000.
Innovative Services NW 9414 NW Fourth Plain Vancouver, Wa 98662	None	N/A	Pediatric Therapy for Children with Developmental Issues	25,000.
Total				\$ <u>577,500.</u>

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**Other Income Producing Activities**  
**Interest on savings & cash investments**

Bank of America	\$	20.
Total	\$	<u>20.</u>

Common Sense Spe Op-K-1-Line 5	\$	655.
Common Sense Spe Op-K-1-Line 6		1,919.
Common Sense II-K-1 Line 5		1,335.
Common Sense II-K-1 Line 6		5,142.
Morrison Steet II K-1 Line 5		536.
BPEA Line 5		585.
BPEA Line 6		4,771.
Tech Ptrs		19.
New Boston		253.
Morrison III Line 5		3,241.
Morrison III Line 6		8,978.
Gerding Edlen Green Cities		55.
3 X 5		299.
Morrison IV		11,132.
Aether Line 5		2.
Aether Line 6		25.
Schwab/Ithaka		6,175.
Schwab Investments-		141,955.
LPL 1099		40,877.
Total	\$	<u>227,954.</u>

**Other Income Producing Activities**  
**RRE income (loss)-debt-not-financed [O]**

Morrison St II	\$	-703.
New Boston		-22,949.
Gerding Edlen		-6,995.
US Water		-23.
Total	\$	<u>-30,670.</u>

**Other Income Producing Activities**  
**Other investment income [O]**

Common Sense Sp Op Line 8	\$	31,770.
Common Sense Special Op-Line 9a		13,119.
Common Sense Special Op Line11A		-23,718.
Common Sense Special Op -Line 11C		90.
Common Sense II-Line 1		38.
Common Sense II-Line 7		6.
Common Sense II-Line 8		21,327.
Common Sense II-Line 9a		28,833.
C S II Line 9b		289.
CS II Line 9c		2.
CS II Line 10.		188.
CS II Line 11A		-5,501.
CS II Line 11C		-6,273.
CS II Line 11F		-8,423.

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**Other Income Producing Activities (continued)**  
**Other investment income [O]**

Morrison II Line 1	\$	271.
Morrison II Line 9c		438.
Morrison II Line 10		1,204.
BPEA Line 1		-196.
BPEA Line 8		1,276.
BPEA Line 9a		2,828.
BPEA Line 11A		97.
Tech Ptrns 8		-263.
Tech Ptrns 9a		-17,375.
New Boston Line 10		1,991.
New Boston Line 11		-318.
Morrison III-9a		919.
Gerding Edlen Line 9a		1,294.
Gerding Edlen Line 10		22,881.
Rimrock-Line 1		61,230.
Rimrock-Line 11F		25,732.
Aether Line 1		265.
Asia Alternatives-Letter L/T Gain		20,606.
US Bank Misc Settlements on Securities		464.
Total	\$	<u>175,091.</u>

**Undistributed Income (990-PF)**  
**Average monthly fair market value of securities [O]**

Schwab	\$	4,939,829.
Schwab-Ithaca		550,758.
LPL		1,227,954.
Arnerich		6,911,483.
Total	\$	<u>13,630,024.</u>

**Balance Sheet**  
**Cash-non-interest-bearing**

Bank of America-Checking Act	\$	17,830.
Bank of America-Saving Act		7.
Total	\$	<u>17,837.</u>

**Balance Sheet**  
**Prepaid expenses and deferred charges**

Fed Tx Deposit-990PF	\$	21,929.
Fed Tx Dpst-		2,988.
Total	\$	<u>24,917.</u>

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**Balance Sheet**  
**Corporate stock (Form 990-PF)[O]**

Mutual Funds-LPL	\$	1,233,532.
A & M Securities		6,574,755.
Schwab Accounts		4,181,321.
Schwab/Ithaka Account		1,037,805.
Total	\$	<u>13,027,413.</u>

**Balance Sheet**  
**Unrestricted**

Prior Year Balance	\$	13,860,794.
Current Year Net Resources/ (Exp)		-230,475.
Total	\$	<u>13,630,319.</u>

**FMV of Assets (990-PF)**  
**Cash, non-interest bearing**

Bank of America-Checking Act	\$	17,830.
Bank of America-Savings Act		7.
Total	\$	<u>17,837.</u>

**FMV of Assets (990-PF)**  
**Prepaid expenses and deferred charges**

Prepaid Taxes-990PF	\$	21,940.
Prepaid Taxes-		11,293.
Total	\$	<u>33,233.</u>

**FMV of Assets (990-PF)**  
**Corporate stock [O]**

Investments Managed @ Arnerich	\$	6,473,385.
Investments Managed by LPL		1,278,812.
Schwabe		4,462,825.
Schwabe-Ithaka		7,159,856.
Total	\$	<u>19,374,878.</u>

**Reconciliations (990)**  
**Net unrealized gains or losses on investments**

Book Gain/Asset Increased Values	\$	348,525.
Total	\$	<u>348,525.</u>