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Form 990-PF

## Return of Private Foundation

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

2012

Open to Public  
Inspection

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 01-01-2012 , and ending 12-31-2012

Name of foundation Goosefoot Community Fund		A Employer identification number 91-1960139			
Number and street (or P O box number if mail is not delivered to street address) PO Box 114		B Telephone number (see instructions) (360) 321-4535			
City or town, state, and ZIP code Langley, WA 98260		C If exemption application is pending, check here <input checked="" type="checkbox"/> <input type="checkbox"/>			
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input checked="" type="checkbox"/> <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input checked="" type="checkbox"/> <input type="checkbox"/>			
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input checked="" type="checkbox"/> <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input checked="" type="checkbox"/> <input type="checkbox"/>			
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 6,949,082		J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)			
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	109,786			
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	629	629	629	
	4 Dividends and interest from securities. . . . .				
	5a Gross rents . . . . .				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a _____				
	7 Capital gain net income (from Part IV, line 2) . . . . .				
	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) . . . . .	682,765		682,765		
12 Total. Add lines 1 through 11 . . . . .	793,180	629	683,394		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	62,353		62,353	19,953
	14 Other employee salaries and wages . . . . .	29,486		29,486	9,436
	15 Pension plans, employee benefits . . . . .	944		944	302
	16a Legal fees (attach schedule) . . . . .				
	b Accounting fees (attach schedule) . . . . .	14,335		14,335	
	c Other professional fees (attach schedule) . . . . .	152		152	49
	17 Interest . . . . .	405,557		405,557	
	18 Taxes (attach schedule) (see instructions)	49,607		49,607	4,157
	19 Depreciation (attach schedule) and depletion . . . . .	231,680		231,680	
	20 Occupancy . . . . .				
	21 Travel, conferences, and meetings . . . . .				
	22 Printing and publications . . . . .	1,577		1,577	
	23 Other expenses (attach schedule) . . . . .	232,719		-112,297	348,899
	24 Total operating and administrative expenses.				
Add lines 13 through 23 . . . . .	1,028,410	0	683,394	382,796	
25 Contributions, gifts, grants paid. . . . .	0			0	
26 Total expenses and disbursements. Add lines 24 and 25	1,028,410	0	683,394	382,796	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-235,230				
b Net investment income (if negative, enter -0-)		629			
c Adjusted net income (if negative, enter -0-)					

<b>Part III Balance Sheets</b>		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions )		
		End of year		
	(a) Book Value	(b) Book Value	(c) Fair Market Value	
<b>Assets</b>				
1	Cash—non-interest-bearing . . . . .	92,378	105,648	105,648
2	Savings and temporary cash investments . . . . .	227,264	227,894	227,894
3	Accounts receivable ► <u>11,461</u>	7,236	11,461	11,461
4	Less allowance for doubtful accounts ► _____			
5	Pledges receivable ► _____			
6	Less allowance for doubtful accounts ► _____			
7	Grants receivable . . . . .			
8	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions) . . . . .			
9	Other notes and loans receivable (attach schedule) ► <u>131,979</u>	123,468	131,979	131,979
10	Less allowance for doubtful accounts ► _____			
10a	Investments—U S and state government obligations (attach schedule)			
b	Investments—corporate stock (attach schedule) . . . . .			
c	Investments—corporate bonds (attach schedule) . . . . .			
11	Investments—land, buildings, and equipment basis ► _____			
12	Less accumulated depreciation (attach schedule) ► _____			
13	Investments—mortgage loans . . . . .	810,046	825,098	825,098
14	Investments—other (attach schedule) . . . . .			
15	Land, buildings, and equipment basis ► <u>14,785,703</u>	13,089,297	12,862,612	5,598,959
16	Less accumulated depreciation (attach schedule) ► <u>1,923,091</u>			
17	Other assets (describe ► _____)	103,205	47,490	47,490
18	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I) . . . . .	14,453,447	14,212,735	6,949,082
<b>Liabilities</b>				
19	Accounts payable and accrued expenses . . . . .	47,919	42,437	
20	Grants payable . . . . .			
21	Deferred revenue . . . . .			
22	Loans from officers, directors, trustees, and other disqualified persons . . . . .			
23	Mortgages and other notes payable (attach schedule) . . . . .	8,000,000	8,000,000	
24	Other liabilities (describe ► _____)	9,650	9,650	
25	<b>Total liabilities</b> (add lines 17 through 22) . . . . .	8,057,569	8,052,087	
<b>Net Assets or Fund Balances</b>				
26	<b>Foundations that follow SFAS 117, check here ► <input checked="" type="checkbox"/></b>			
27	<b>and complete lines 24 through 26 and lines 30 and 31.</b>			
28	Unrestricted . . . . .	6,395,878	6,160,648	
29	Temporarily restricted . . . . .			
30	Permanently restricted . . . . .			
31	<b>Foundations that do not follow SFAS 117, check here ► <input type="checkbox"/></b>			
32	<b>and complete lines 27 through 31.</b>			
33	Capital stock, trust principal, or current funds . . . . .			
34	Paid-in or capital surplus, or land, bldg , and equipment fund . . . . .			
35	Retained earnings, accumulated income, endowment, or other funds . . . . .			
36	<b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	6,395,878	6,160,648	
37	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	14,453,447	14,212,735	

**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	6,395,878
2	Enter amount from Part I, line 27a . . . . .	2	-235,230
3	Other increases not included in line 2 (itemize) ► _____	3	
4	Add lines 1, 2, and 3 . . . . .	4	6,160,648
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	6,160,648

**Part IV Capital Gains and Losses for Tax on Investment Income**

**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			
2010			
2009			
2008			
2007			
<b>2</b> <b>Total</b> of line 1, column (d). . . . .			<b>2</b>
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 . . . . .			<b>3</b>
4    Enter the net value of noncharitable-use assets for 2012 from Part X, line 5. . . . .			<b>4</b>
5    Multiply line 4 by line 3. . . . .			<b>5</b>
6    Enter 1% of net investment income (1% of Part I, line 27b). . . . .			<b>6</b>
7    Add lines 5 and 6. . . . .			<b>7</b>
8    Enter qualifying distributions from Part XII, line 4. . . . .			<b>8</b>

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 <input type="checkbox"/> and enter "N/A" on line 1	1	13
Date of ruling or determination letter _____ <b>(attach copy of letter if necessary—see instructions)</b>			
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 . . . . .	2	13
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-)	3	13
3	Add lines 1 and 2. . . . .		
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	13
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0- . . . . .		
6	Credits/Payments	6a 6b 6c 6d	13
a	2012 estimated tax payments and 2011 overpayment credited to 2012		
b	Exempt foreign organizations—tax withheld at source . . . . .		
c	Tax paid with application for extension of time to file (Form 8868)		
d	Backup withholding erroneously withheld . . . . .		
7	Total credits and payments Add lines 6a through 6d. . . . .	7	13
8	Enter any <b>penalty</b> for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . . <input type="checkbox"/>	9	13
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . . <input type="checkbox"/>		
11	Enter the amount of line 10 to be <b>Credited to 2013 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input type="checkbox"/>	11	

**Part VII-A Statements Regarding Activities**

		<b>Yes</b>	<b>No</b>
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)? . . . . .		
<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>			
c	Did the foundation file <b>Form 1120-POL</b> for this year? . . . . .	1c	No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year <b>(1)</b> On the foundation <input type="checkbox"/> \$ _____ <b>(2)</b> On foundation managers <input type="checkbox"/> \$ _____		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____	2	No
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>		
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>	3	No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .		
b	If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . . . .	4b	No
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>		
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? <i>If "Yes," complete Part II, col (c), and Part XV</i>		
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> WA	8b	Yes
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? <i>If "No," attach explanation.</i>		
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>	9	Yes
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		
		10	No

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

11		No
12		No
13	Yes	

Website address ► [www.goosefoot.org](http://www.goosefoot.org)

14 The books are in care of ► Debbie Torget Telephone no ► (360) 321-4535  
 Located at ► PO Box 114 Langley WA ZIP +4 ► 98260

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

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

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ► <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		
1b If any answer is "Yes" to 1a(1)–(6), did <b>any</b> 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)? ► <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here.	1b	No
1c 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? ► <input type="checkbox"/>	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? ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20____, 20____, 20____, 20____	2a	
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 <b>all</b> years listed, answer "No" and attach statement—see instructions) ► <input type="checkbox"/>	2b	No
c If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____	2c	
3a 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	3a	
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.) ► <input type="checkbox"/>	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? ► <input type="checkbox"/>	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? ► <input type="checkbox"/>	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 <b>(1)</b> Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? . . . . . <b>(2)</b> Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? . . . . . <b>(3)</b> Provide a grant to an individual for travel, study, or other similar purposes? . . . . . <b>(4)</b> 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). . . . . <b>(5)</b> Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	If any answer is "Yes" to 5a(1)–(5), did <b>any</b> 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)? . . . . . Organizations relying on a current notice regarding disaster assistance check here. . . . . <input type="checkbox"/>		5b No
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? . . . . . <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . . <i>If "Yes" to 6b, file Form 8870.</i>		6b No
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? . . . . .		7b No

## **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**

## 1 List all

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

<b>(a)</b> Name and address	<b>(b)</b> Title, and average hours per week devoted to position	<b>(c)</b> Compensation <b>(If not paid, enter -0-)</b>	<b>(d)</b> Contributions to employee benefit plans and deferred compensation	<b>(e)</b> 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."**

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

**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.

<p><b>1</b> Preservation and protection of historic building, rural character and natural environment of Island County through economic development and related efforts to combat community deterioration Obtained new markets tax credit financing to be used for economic development and to combat community deterioration Held 14 related activity community events at Bayview cash store</p>	
<p><b>2</b></p> <hr/> <hr/>	
<p><b>3</b></p> <hr/> <hr/>	
<p><b>4</b></p> <hr/> <hr/>	

**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

1	
2	
3	
All other program-related investments See page 24 of the instructions	

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

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

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

1 Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes	1a	382,796
a Expenses, contributions, gifts, etc —total from Part I, column (d), line 26. . . . .	1b	
b Program-related investments—total from Part IX-B. . . . .	2	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. . . . .	3a	
3 Amounts set aside for specific charitable projects that satisfy the	3b	
a Suitability test (prior IRS approval required). . . . .	4	382,796
b Cash distribution test (attach the required schedule). . . . .	5	
<b>4 Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	6	382,796
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). . . . .		
<b>6 Adjusted qualifying distributions.</b> Subtract line 5 from line 4. . . . .		

**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				
<b>2</b> Undistributed income, if any, as of the end of 2012				
<b>a</b> Enter amount for 2011 only. . . . .				
<b>b</b> Total for prior years 20____, 20____, 20____				
<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 Total</b> of lines 3a through e. . . . .				
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4 ► \$ _____				
<b>a</b> Applied to 2011, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .				
<b>d</b> Applied to 2012 distributable amount. . . . .				
<b>e</b> Remaining amount distributed out of corpus				
<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).)				
<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				
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b. . . . .				
<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. . . . .				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions . . . . .				
<b>e</b> Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .				
<b>f</b> Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013. . . . .				
<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). . . . .				
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . . . .				
<b>9</b> <b>Excess distributions carryover to 2013.</b> Subtract lines 7 and 8 from line 6a . . . . .				
<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. . . . .				

**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. . . . .				2001-09-17
b	Check box to indicate whether the organization is a private operating foundation described in section <input checked="" type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)				
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) )

Nancy Nordhoff

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	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)				
<b>a Paid during the year</b>				
<b>Total</b>				► 3a
<b>b Approved for future payment</b>				
<b>Total</b>				► 3b

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

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



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

<b>(a) Name and address</b>	<b>(b) Title, and average hours per week devoted to position</b>	<b>(c) Compensation (If not paid, enter -0-)</b>	<b>(d) Contributions to employee benefit plans and deferred compensation</b>	<b>(e) Expense account, other allowances</b>
Board Member PO Box 114 Langley, WA 98260	Board Member 2 00	0		
Debbie Torget PO Box 114 Langley, WA 98260	Executive Dir 40 00	62,353		
Kevin Engstrom PO Box 114 Langley, WA 98260	Board Member 0 00	0		
Deana Duncan PO Box 114 Langley, WA 98260	Board Member 2 00	0		
Nancy Nordhoff PO Box 114 Langley, WA 98260	Board Member 2 00	0		
Marsha Morgan PO Box 114 Langley, WA 98260	Vice President 2 00	0		
Judy Feldman PO Box 114 Langley, WA 98260	Board Member 2 00	0		
Mariam Coates PO Box 114 Langley, WA 98260	Board Member 2 00	0		
Deborah Admiral PO Box 114 Langley, WA 98260	Board Member 2 00	0		
Bob Gentz PO Box 114 Langley, WA 98260	Sec-Treas 2 00	0		
Candace Jordan PO Box 114 Langley, WA 98260	President 2 00	0		
Gordy Edberg PO Box 114 Langley, WA 98260	Board Member 2 00	0		

2012

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

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

**Name of the organization**  
Goosefoot Community Fund**Employer identification number**

91-1960139

**Organization type** (check one)**Filers of:****Section:**

Form 990 or 990-EZ

501(c)( ) (enter number) organization  
 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation  
 527 political organization

Form 990-PF

501(c)(3) exempt private foundation  
 4947(a)(1) nonexempt charitable trust treated as a private foundation  
 501(c)(3) taxable private foundation

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

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

**Special Rules**

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

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

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

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

<b>Name of organization</b> Goosefoot Community Fund	<b>Employer identification number</b> 91-1960139
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**Additional Data**

**Software ID:** 12000229  
**Software Version:** 2012v2.0  
**EIN:** 91-1960139  
**Name:** Goosefoot Community Fund

Form 990 Schedule B, Part I - Contributors (see Instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
8	Bob and Linda Helsell PO Box 114  Langley, WA 98260	\$ 5,000	<b>Person</b> <input checked="" type="checkbox"/> <b>Payroll</b> <input type="checkbox"/> <b>Noncash</b> <input type="checkbox"/>  (Complete Part II if there is a noncash contribution )
7	Karl and Erika Miller PO Box 114  Langley, WA 98260	\$ 5,000	<b>Person</b> <input checked="" type="checkbox"/> <b>Payroll</b> <input type="checkbox"/> <b>Noncash</b> <input type="checkbox"/>  (Complete Part II if there is a noncash contribution )
6	William Lewis PO Box 114  Langley, WA 98260	\$ 5,000	<b>Person</b> <input checked="" type="checkbox"/> <b>Payroll</b> <input type="checkbox"/> <b>Noncash</b> <input type="checkbox"/>  (Complete Part II if there is a noncash contribution )
5	Goldman Sachs Philanthropy Fund PO Box 114  Langley, WA 98260	\$ 5,000	<b>Person</b> <input checked="" type="checkbox"/> <b>Payroll</b> <input type="checkbox"/> <b>Noncash</b> <input type="checkbox"/>  (Complete Part II if there is a noncash contribution )
4	Marcia and Klaus Zech PO Box 114  Langley, WA 98260	\$ 5,000	<b>Person</b> <input checked="" type="checkbox"/> <b>Payroll</b> <input type="checkbox"/> <b>Noncash</b> <input type="checkbox"/>  (Complete Part II if there is a noncash contribution )
3	Nancy John Zevenbergen PO Box 114  Langley, WA 98260	\$ 10,000	<b>Person</b> <input checked="" type="checkbox"/> <b>Payroll</b> <input type="checkbox"/> <b>Noncash</b> <input type="checkbox"/>  (Complete Part II if there is a noncash contribution )
2	John Merritt Atwood PO Box 114  Langley, WA 98260	\$ 5,000	<b>Person</b> <input checked="" type="checkbox"/> <b>Payroll</b> <input type="checkbox"/> <b>Noncash</b> <input type="checkbox"/>  (Complete Part II if there is a noncash contribution )

## Form 990 Schedule B, Part I - Contributors (see Instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	<p>Nancy Nordoff PO Box 114  Langley, WA 98260  _____</p>	\$ <u>10,000</u>	<p><b>Person</b> <input checked="" type="checkbox"/> <b>Payroll</b> <input type="checkbox"/> <b>Noncash</b> <input type="checkbox"/></p> <p>(Complete Part II if there is a noncash contribution )</p>

## TY 2012 Accounting Fees Schedule

**Name:** Goosefoot Community Fund

**EIN:** 91-1960139

**Software ID:** 12000229

**Software Version:** 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Accounting - review & tax work	7,914	0	7,914	0
Accounting	6,421	0	6,421	0

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

## TY 2012 Amortization Schedule

**Name:** Goosefoot Community Fund

**EIN:** 91-1960139

**Software ID:** 12000229

**Software Version:** 2012v2.0

Description of Amortized Expenses	Date Acquired, Completed, or Expended	Amount Amortized	Deduction for Prior Years	Amortization Method	Current Year Amortization	Net Investment Income	Adjusted Net Income	Total Amount of Amortization
Loan fees	2009-07-02	9,433	3,370	7	1,348			4,718
Loan fees	2005-11-01	380,569	283,986	7	45,306			329,292

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

## TY 2012 Depreciation Schedule

**Name:** Goosefoot Community Fund

**EIN:** 91-1960139

**Software ID:** 12000229

**Software Version:** 2012v2.0

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
Public Restrooms	2012-07-01	2,890		91	39 0000	37			
Cash Register	2012-04-13	565		91	5 0000	85			
Refurbished iMac	2012-07-03	1,541		91	5 0000	154			
Roof replacement	2010-07-07	120,829	4,737	91	39 0000	3,098			
Light fixtures for office	2009-03-31	1,049	570	91	5 0000	210			
Sharp copier, printer, sc	2009-07-01	7,356	3,678	91	5 0000	1,471			
Mac mini comp, moni, key	2009-03-01	912	516	91	5 0000	182			
Storage shed	2009-08-01	796	275	91	7 0000	114			
Bldg-Cash Store 2009	2009-07-01	10,072	645	91	39 0000	258			
Shopping center improveme	2009-12-01	1,082,010	57,800	91	39 0000	27,744			
Tenant improvements	2009-01-01	12,388	5,310	91	7 0000	1,770			
Bldg-Tenant Improvments	2006-03-01	2,500	373	91	39 0000	64			
Bldg-Bank Building	2005-07-01	241,621	39,751	91	39 0000	6,195			
Bldg-Shopping Center	2005-07-01	1,916,097	347,405	91	39 0000	49,131			
Bldg-Grimm Shed	1998-05-01	125,281	43,901	91	39 0000	3,212			
Bldg-Sears House Grimm	1998-08-01	582,365	200,342	91	39 0000	14,932			
Bldg-Composting Toilet Op	1998-08-01	288,208	99,149	91	39 0000	7,390			
Bldg-Kiosk Open Space	1998-06-01	16,566	5,771	91	39 0000	425			
Bldg-Cash Store Recycling	2007-04-01	8,305	1,012	91	39 0000	213			
Bldg-Cash Store Pavilion	1998-06-01	36,321	12,646	91	39 0000	931			
Bldg-Cash Store Art Store	1998-06-01	179,381	62,483	91	39 0000	4,600			
Bldg-Cash Store 2008	2008-01-01	2,979	304	91	39 0000	76			
Bldg-Cash Store 2007	2007-01-01	1,338	170	91	39 0000	34			
Bldg-Cash Store	2000-04-01	4,094,849	722,291	91	39 0000	104,996			
Website Design	2008-04-04	7,140	5,355	91	5 0000	1,428			
Partitions at Cash Store	2008-12-15	1,580	697	91	7 0000	226			
Grimm Shed Elec Fixtures	2007-01-13	1,873	1,339	91	7 0000	268			
Shredder	2005-09-02	218	217	91	7 0000	1			
HVAC system	2006-08-01	7,900	5,306	91	7 0000	1,129			
Flash Space Cabinetry	2006-06-27	1,040	893	91	7 0000	147			

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
Flash Space Sink	2006-06-19	2,291	1,963	91	7 0000	327			
Flash Space Cabinets	2006-06-12	1,733	1,487	91	7 0000	246			
Bayview Corner Signs	2006-05-10	936	803	91	7 0000	133			
Fixtures from Eventually	2006-05-03	540	462	91	7 0000	77			
Cash Store Signage	2006-01-03	2,825	2,423	91	7 0000	402			
Lawn Mower	2008-01-01	2,000	1,600	91	5 0000	400			
Pressure Washter	2007-05-04	746	745	91	5 0000	1			
Septic Pump	2006-06-09	1,018	871	91	7 0000	145			
Table Umbrella	2005-03-28	960	959	91	7 0000	1			
Gas Meter	2005-03-03	487	342	91	10 0000	49			
Gas Meter	2005-03-03	487	342	91	10 0000	49			
Hotwater Heater	2005-02-23	4,581	4,579	91	7 0000	2			
Electric Meter	2006-05-05	1,440	1,236	91	7 0000	204			

## TY 2012 Land, Etc. Schedule

**Name:** Goosefoot Community Fund

**EIN:** 91-1960139

**Software ID:** 12000229

**Software Version:** 2012v2.0

<b>Category / Item</b>	<b>Cost / Other Basis</b>	<b>Accumulated Depreciation</b>	<b>Book Value</b>	<b>End of Year Fair Market Value</b>
Miscellaneous	6,004	5,538	466	
Land	5,520,621		5,520,621	5,598,959
Improvements	136,903	15,341	121,562	
Buildings	9,024,231	1,814,388	7,209,843	
Machinery and Equipment	108,903	98,120	10,783	
Furniture and Fixtures	1,049	780	269	

## TY 2012 Mortgages and Notes Payable Schedule

**Name:** Goosefoot Community Fund

**EIN:** 91-1960139

**Software ID:** 12000229

**Software Version:** 2012v2.0

**Total Mortgage Amount:** 8000000

## TY 2012 Other Assets Schedule

**Name:** Goosefoot Community Fund

**EIN:** 91-1960139

**Software ID:** 12000229

**Software Version:** 2012v2.0

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
Net Intangible Assets	102,648	46,933	46,933
Development Costs	557	557	557

## TY 2012 Other Expenses Schedule

**Name:** Goosefoot Community Fund**EIN:** 91-1960139**Software ID:** 12000229**Software Version:** 2012v2.0

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Website	239		239	
Utilities	61,483		61,483	
Telephone	3,263		3,263	
Repairs and Maintenance	49,160		49,160	
Public Relations	4,531		4,531	
Property Insurance	25,096		25,096	
Professional development	1,094		1,094	
Postage	613		613	
Office supplies	1,608		1,608	
Miscellaneous	1,418		1,418	
Meals and meeting costs	189		189	
Licenses and Permit	780		780	
Less expenses in excess of revenue			-345,016	345,016
Insurance	3,187		3,187	
Fundraising - software	2,213		2,213	
Fundraising - printing & reproduction	634		634	
Fundraising -postage	258		258	
Fundraising - other expenses	22		22	
Fundraising - meetings and meals	350		350	
Fundraising - credit card costs	311		311	
Employee benefits-medical insurance	12,134		12,134	3,883
Dues and subscriptions	335		335	
DSL expenses	500		500	
Consulting	1,024		1,024	
Computer Maintenance	65		65	
Board Expense	296		296	
Bank Charges	357		357	
Auto expense	37		37	
Amortization	55,715		55,715	
Advertising	-60		-60	
Activities - events	5,867		5,867	

## TY 2012 Other Income Schedule

**Name:** Goosefoot Community Fund

**EIN:** 91-1960139

**Software ID:** 12000229

**Software Version:** 2012v2.0

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Tenant Rents	666,115		666,115
Misc income	1,598		1,598
Bayview Grocery Inc	15,052		15,052

## TY 2012 Other Liabilities Schedule

**Name:** Goosefoot Community Fund

**EIN:** 91-1960139

**Software ID:** 12000229

**Software Version:** 2012v2.0

Description	Beginning of Year - Book Value	End of Year - Book Value
Tenant Security Deposit	9,650	9,650

## TY 2012 Other Professional Fees Schedule

**Name:** Goosefoot Community Fund

**EIN:** 91-1960139

**Software ID:** 12000229

**Software Version:** 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Payroll processing fees	152	0	152	49

## TY 2012 Taxes Schedule

**Name:** Goosefoot Community Fund**EIN:** 91-1960139**Software ID:** 12000229**Software Version:** 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
State taxes	26		26	
Property taxes	36,565		36,565	
Payroll Tax	12,992		12,992	4,157
Federal income tax	24		24	