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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning

, 2012, and ending

, 20

Name of foundation **CRYSTAL SPRINGS FOUNDATION**
C/O FILAMENT, LLCA Employer identification number
91-2008832

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

Room/suite

B Telephone number (see instructions)
(206) 436-2300**701 PIKE STREET****2225**

City or town, state, and ZIP code

SEATTLE, WA 98101

G Check all that apply:

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

H 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, col (c), line
16) ▶ \$ **44,173,530.**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)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc. received (attach schedule) <i>if the foundation is not required to attach Sch B</i>				
2 Check ☐ attach Sch B				
3 Interest on savings and temporary cash investments	9.	9.		ATCH 1
4 Dividends and interest from securities	814,649.	814,649.		ATCH 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	3,033,109.			
b Gross sales price for all assets on line 6a	12,509,027.			
7 Capital gain net income (from Part IV, line 2)		3,033,109.		
8 Net short-term capital gain				
9 Income modifications				
10 a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule) ATCH 3	51,793.	50,916.		
12 Total. Add lines 1 through 11	3,899,560.	3,898,683.		
13 Compensation of officers, directors, trustees, etc.	25,000.	500.		24,500.
14 Other employee salaries and wages	174,973.			174,973.
15 Pension plans, employee benefits	73,363.	548.		72,815.
16a Legal fees (attach schedule) ATCH 4	605.			605.
b Accounting fees (attach schedule) ATCH 5	31,393.	15,696.		15,697.
c Other professional fees (attach schedule) *	80,000.	80,000.		
17 Interest. ATCH 7	909.	909.		
18 Taxes (attach schedule) (see instructions) ATCH 8	92,609.	18,906.		15,001.
19 Depreciation (attach schedule) and depletion	14,466.			
20 Occupancy				
21 Travel, conferences, and meetings	31,998.			31,998.
22 Printing and publications				
23 Other expenses (attach schedule) ATCH 9	268,976.	215,964.		21,885.
24 Total operating and administrative expenses. Add lines 13 through 23	794,292.	332,523.		357,474.
25 Contributions, gifts, grants paid	1,159,600.			1,159,600.
26 Total expenses and disbursements. Add lines 24 and 25	1,953,892.	332,523.	0	1,517,074.
27 Subtract line 26 from line 12.	1,945,668.			
a Excess of revenue over expenses and disbursements		3,566,160.		
b Net investment income (if negative, enter -0-)				
c Adjusted net income (if negative, enter -0-)				

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20

Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	113,103.	71,751.	71,751.
	2 Savings and temporary cash investments	4,120,795.	3,089,210.	3,089,210.
	3 Accounts receivable ▶ 7,519.		7,519.	7,519.
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ *		160,000.	ATCH 10
	Less allowance for doubtful accounts ▶		160,000.	160,000.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule)	11,800,891.	12,586,753.	17,003,805.
	b Investments - corporate stock (attach schedule) ATCH 11	3,132,730.	2,801,567.	2,877,521.
	c Investments - corporate bonds (attach schedule) ATCH 12			
	11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation (attach schedule) ▶				
12 Investments - mortgage loans	11,116,994.	12,892,639.	20,082,215.	
13 Investments - other (attach schedule) ATCH 13				
14 Land, buildings, and equipment basis ▶ 97,900.			ATCH 14	
Less accumulated depreciation (attach schedule) ▶ 75,868.	36,498.	22,032.	22,032.	
15 Other assets (describe ▶ ATCH 15)	150,000.	781,431.	859,477.	
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	30,471,011.	32,412,902.	44,173,530.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶ ATCH 16)	6,582.	2,805.	
23 Total liabilities (add lines 17 through 22)	6,582.	2,805.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27 Capital stock, trust principal, or current funds	30,464,429.	32,410,097.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	30,464,429.	32,410,097.	
	30 Total net assets or fund balances (see instructions)	30,471,011.	32,412,902.	
31 Total liabilities and net assets/fund balances (see instructions)				

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	30,464,429.
2 Enter amount from Part I, line 27a	2	1,945,668.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	32,410,097.
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	32,410,097.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	3,033,109.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3	0	

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	1,987,559.	42,087,958.	0.047224
2010	1,586,500.	40,169,766.	0.039495
2009	1,866,279.	36,273,628.	0.051450
2008	2,538,986.	45,599,959.	0.055680
2007	2,401,000.	51,810,753.	0.046342
2 Total of line 1, column (d)			2 0.240191
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 0.048038
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 41,783,853.
5 Multiply line 4 by line 3			5 2,007,213.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 35,662.
7 Add lines 5 and 6			7 2,042,875.
8 Enter qualifying distributions from Part XII, line 4 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			8 2,427,074.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary - see instructions)		1	35,662.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		2	
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b).		3	35,662.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0
3 Add lines 1 and 2		5	35,662.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		6a	105,705.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		6b	
6 Credits/Payments		6c	
a 2012 estimated tax payments and 2011 overpayment credited to 2012		6d	
b Exempt foreign organizations - tax withheld at source		7	105,705.
c Tax paid with application for extension of time to file (Form 8868)		8	
d Backup withholding erroneously withheld		9	
7 Total credits and payments. Add lines 6a through 6d		10	70,043.
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		11	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be Credited to 2013 estimated tax ☐ 70,043. Refunded ☐			

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL 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 ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a 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 Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		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? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ WA, _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		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?	13	X	
Website address N/A				
14	The books are in care of PNW TAX ADVISORS LLC Telephone no. 503-241-4884			
	Located at 121 SW MORRISON, SUITE 1000 PORTLAND, OR ZIP+4 97204			
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	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
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☒ Yes ☐ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	X
Organizations relying on a current notice regarding disaster assistance check here		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ Yes ☒ No	
If "Yes," list the years _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (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**5b**Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

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

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****b** 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
ATCH 17		25,000.	27,406.	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
ATCH 18		135,870.	36,538.	0

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATCH 19		80,000.
Total number of others receiving over \$50,000 for professional services		►

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 WEBSITE PROJECT - DEVELOP WEBSITE FOCUSED ON EDUCATING THE GENERAL PUBLIC REGARDING GLOBAL POVERTY.	8,454.
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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2		Amount
1	SEE ATTACHMENT A	
		910,000.
2		
All other program-related investments See instructions		
3	NONE	
Total. Add lines 1 through 3		910,000.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:	
a	Average monthly fair market value of securities	1a 19,271,086.
b	Average of monthly cash balances	1b 3,790,990.
c	Fair market value of all other assets (see instructions)	1c 19,358,079.
d	Total (add lines 1a, b, and c)	1d 42,420,155.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e
2	Acquisition indebtedness applicable to line 1 assets	2
3	Subtract line 2 from line 1d	3 42,420,155.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4 636,302.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5 41,783,853.
6	Minimum investment return. Enter 5% of line 5	6 2,089,193.

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 2,089,193.
2a	Tax on investment income for 2012 from Part VI, line 5	2a 35,662.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b
c	Add lines 2a and 2b	2c 35,662.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3 2,053,531.
4	Recoveries of amounts treated as qualifying distributions	4
5	Add lines 3 and 4	5 2,053,531.
6	Deduction from distributable amount (see instructions)	6
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7 2,053,531.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes	
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a 1,517,074.
b	Program-related investments - total from Part IX-B	1b 910,000.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2
3	Amounts set aside for specific charitable projects that satisfy the	
a	Suitability test (prior IRS approval required)	3a
b	Cash distribution test (attach the required schedule)	3b
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4 2,427,074.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5 35,662.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6 2,391,412.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				2,053,531.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years 20 <u>10</u> , 20 <u>09</u> , 20 <u>08</u>				
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011 10,439.				
f Total of lines 3a through e	10,439.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>2,427,074.</u>				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2012 distributable amount				2,053,531.
e Remaining amount distributed out of corpus	373,543.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	383,982.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	383,982.			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011 10,439.				
e Excess from 2012 373,543.				

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

NOT APPLICABLE

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

- b** Check box to indicate whether the foundation is a private operating foundation described in section

4942(1)(3) or

4942(i)(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

Tax year

Prior 3 years

(e) Total

(a) 2012

(b) 2011

(c) 2010

(d) 2009

- 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(i)(3)(B)(i). . . .

- b** "Endowment" alternative test-
enter 2/3 of minimum invest-
ment 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 (i)(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))

ATTACHMENT 20

- 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.

N/A

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

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

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

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

- c Any submission deadlines**

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

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)					
a Paid during the year					
ATCH 21					
Total				3a	1,159,600.
b Approved for future payment					
Total				3b	

Enter gross amounts unless otherwise indicated.

(See worksheet in line 13 instructions to verify calculations)

Line No.

▼

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
10002538.		PUBLICLY TRADED SECURITIES 8,542,895.					VAR 1,459,643.	VAR
665,490.		FROM PASS-THROUGH ENTITIES					VAR 665,490.	VAR
19,210.		CAPITAL GAINS DISTRIBUTIONS					VAR 19,210.	VAR
133,428.		Q-BLK EQUITY EDGE PORTFOLIO 87,026.					VAR 46,402.	VAR
1,500,000.		Q-BLK STRATEGIC PARTNERS, INC. 717,797.					VAR 782,203.	VAR
149,445.		Q-BLK PRIV CAP 2002 (OFFSHORE) 97,221.					VAR 52,224.	VAR
31,810.		SPECIAL OPPORTUNITIES FD III 24,784.					VAR 7,026.	VAR
7,106.		Q-BLK FIN VEN II (OFFSHORE) 6,195.					VAR 911.	VAR
TOTAL GAIN(LOSS)							<u>3,033,109.</u>	

Crystal Springs Foundation

EIN: 91-2008832

Statement A Attached to and Made a Part of Form 990-PF

For Year Ending December 31, 2012

Date	Organization	Address	Relationship	Status	Tax ID #	Purpose	Grant Amount	Program-Related Investments
3/1/2012	Friends of the Children (King County)	PO Box 22801 Seattle, WA 98122-0801	N/A	Public Charity	91-2047030	To support efforts of long-term mentoring for vulnerable children	\$25,000 00	
3/9/2012	MYA (Unius Impact Partners)	254 Ritch Street, San Francisco, CA 94107	N/A		45-4022303	Program Related Investment-Provides programs to yield improvement for rural producers		\$250,000 00
4/3/2012	Forever Young Foundation	1424 S Stapley Drive Mesa, AZ 85104	N/A	Public Charity	87-0509354	To support efforts of serving children facing significant physical, emotional, and financial challenges	\$5,000 00	
4/4/2012	National MS Society (Walk MS - Matt Murray)	6364 South Highland Drive #101 Salt Lake City, UT 84121	N/A	Public Charity	13-5661935	To support the efforts of those living with MS through research, advocacy, professional education, and providing programs & services	\$500 00	
4/14/2012	Crohn's & Colitis Foundation - NW Chapter	9 Lake Bellevue Drive #203 Bellevue, WA 98005	N/A	Public Charity	13-6193105	To support the mission to cure Crohn's disease & ulcerative colitis and improve the quality of life for children and adults affected by these diseases	\$500 00	
3/30/2012	Boy Scouts of America	PO Box 440408 Seattle, WA 98114	N/A	Public Charity	221576300	To support the mission of Boy Scouts of America	\$500 00	
4/24/2012	Cause for Hope	10421 South Jordan Parkway #660 South Jordan, UT 84095	N/A	Public Charity	80-0001164	To support efforts to enable people to achieve self reliance and improve their lives in developing countries	\$80,000 00	
5/3/2012	Mama's Hands	PO Box 40464 Bellevue, WA 98015	N/A	Public Charity	91-1535909	To support mission to reawaken the hope individuals need to regain their self respect and their desire for a productive life	\$10,000 00	
5/3/2012	Work Force Development Center	11215 47th Ave W Mukiteo, WA 98275	N/A	Public Charity	91-1518808	To support efforts to empower at-risk and disadvantaged youth to complete high school and become self-sufficient, contributing members of society by teaching essential life skills, work ethics, and vocational skills	\$500 00	
5/4/2012	Social Venture Partners	1601 2nd Ave #615 Seattle, WA 98101	N/A	Public Charity	91-1894424	To support efforts to help individuals realize greater impact with their giving, strengthening non-profits, and enriching the social sector	\$1,000 00	
5/11/2012	Tides Foundation	PO Box 29903 San Francisco, CA 94129	N/A	Public Charity	51-0198509	To support efforts to award laptop computers to deserving high school students from challenging backgrounds who want to have successful lives and contribute to their communities	\$500 00	
5/11/2012	Cause for Hope	10421 South Jordan Parkway #660 South Jordan, UT 84095	N/A	Public Charity	80-0001164	To support efforts to enable people to achieve self reliance and improve their lives in developing countries	\$2,000 00	
7/5/2012	Vitana MCE	318 1st Avenue S #310 Seattle, WA 98104	N/A	Public Charity	28-1153264	Program Related Investment-Loan to a charitable organization to support efforts to provide access to education and break the cycle of poverty		\$100,000 00
7/9/2012	BYU Scramble for Scholarships	BYU 224 Hinkley Center Provo, UT 84602	N/A	Public Charity	87-0217280	To support efforts of scholarships for LDS students	\$5,000 00	
9/3/2012	Khmer Rescue Mission of WA	32749 6th Avenue SW Federal Way, WA 98023	N/A	Public Charity	30-0214079	To assist the poor people of Cambodia by building a hospital and providing medical support to families there	\$10,000 00	
9/5/2012	Cause for Hope	10421 South Jordan Parkway #660 South Jordan, UT 84095	N/A	Public Charity	80-0001164	To support efforts to enable people to achieve self reliance and improve their lives in developing countries	\$3,000 00	
9/10/2012	Influencer Institute	282 W River Bend Lane #300 Provo, UT 84604	N/A	Public Charity	45-3993208	To support the mission of the Influencer Institute	\$65,000 00	
10/15/2012	Friends of the Children (King County)	PO Box 22801 Seattle, WA 98122-0801	N/A	Public Charity	91-2047030	To support efforts of long-term mentoring for vulnerable children	\$75,000 00	
10/15/2012	Unius Labs	220 2nd Avenue S #201 Seattle, WA 98104	N/A	Public Charity	87-0621367	To support focus on market-based solutions that provided opportunities for people in poverty to increase their income and improve their well being	\$50,000 00	
10/29/2012	Friends of the Children (King County)	PO Box 22801 Seattle, WA 98122-0801	N/A	Public Charity	91-2047030	To support efforts of long-term mentoring for vulnerable children	\$15,000 00	
11/26/2012	Mobivi (Unius Impact Partners)	254 Ritch Street, San Francisco, CA 94107	N/A		45-4022303	Program Related Investment-Provides technology to create income-generating opportunities for small shopkeepers in Vietnam		\$250,000 00
11/26/2012	LDS Church - Fast Offering Fund	50 E North Temple St Salt Lake City, UT 84150	N/A	Public Charity	87-0234341	To support efforts of Fast Offering Fund	\$100,000 00	
11/26/2012	LDS Church - General Missionary Fund	50 E North Temple St Salt Lake City, UT 84150	N/A	Public Charity	87-0234341	To support efforts of General Missionary Fund	\$100,000 00	
11/26/2012	LDS Philanthropies - BYU Hawaii (Work)	15 E South Temple St Salt Lake City, UT 84150	N/A	Public Charity	87-0234341	To support the efforts of BYU Hawaii WORK	\$50,000 00	
11/26/2012	LDS Church - Humanitarian Services	50 E North Temple St Salt Lake City, UT 84150	N/A	Public Charity	87-0234341	To support efforts of Emergency Response Fund	\$100,000 00	
11/26/2012	Klamath Animal Shelter/Humane Society	PO Box 482 Klamath Falls, OR 97601	N/A	Public Charity	23-7131015	To support efforts to help stray, abandoned and/or abused animals in Klamath County	\$100 00	
11/29/2012	One Life at a Time	PO Box 1154 Centerville, UT 84014	N/A	Public Charity	20-0299892	To support efforts of helping young people in third world countries develop skills for success, helping them step out of poverty and develop skills for the workplace and life	\$11,000 00	
12/6/2012	UIM (Unius Investment Management)	220 2nd Ave South, Suite 201 Seattle, WA 98104	N/A	Public Charity	20-2049475	To support the mission of UIM	\$50,000 00	

ATTACHMENT A

Crystal Springs Foundation

EIN: 91-2008832

Statement A Attached to and Made a Part of Form 990-PF

For Year Ending December 31, 2012

Date	Organization	Address	Relationship	Status	Tax ID #	Purpose	Grant Amount	Program-Related Investments
12/7/2012	Influencer Institute	282 W River Bend Lane #300 Provo, UT 84604	N/A	Public Charity	45-3993208	To support the mission of the Influencer Institute	\$15,000.00	
12/7/2012	Engage Now Africa	26 Patriot Place #301 Foxboro, MA 02035	N/A	Public Charity	45-4100494	To support effort to break the cycle of poverty and replace it with the cycle of self-reliance by developing long lasting sustainable change	\$125,000.00	
12/7/2012	Friends of the Children (King County)	PO Box 22801 Seattle, WA 98122-0801	N/A	Public Charity	81-2047030	To support efforts of long-term mentoring for vulnerable children	\$50,000.00	
12/7/2012	Stanford University (Graduate School of Business)	PO Box 20486 Stanford, CA 94309	N/A	Public Charity	94-1156365	To support efforts to provide education and prepare future business leaders	\$10,000.00	
12/7/2012	LDS Philanthropies -BYU Hawaii (iWork)	15 E South Temple St. Salt Lake City, UT 84150	N/A	Public Charity	87-0234341	To support the efforts of BYU Hawaii iWORK	\$50,000.00	
12/7/2012	American Foundation for Children with AIDS	6221 Blue Grass Avenue Harnsburg, PA 17112	N/A	Public Charity	30-0247823	To support efforts to help HIV+ children, their guardians and HIV+ pregnant women in sub-Saharan Africa	\$100,000.00	
12/19/2012	California Family Foundation	3201 Ash Street Palo Alto, CA 94303	N/A	Public Charity	77-0053005	To support education and housing for low income families	\$50,000.00	
12/21/2012	Unitus Seed Fund - Limited Partnership	220 2nd Ave South, Suite 201 Seattle, WA 98104	N/A		46-1356823	Program-Related Investment-Investment fund based in Bangalore and Seattle that provides opportunities for self-reliance, education, and obtaining basic necessities to those living at the base of the economic pyramid		\$150,000.00
12/21/2012	Unitus Seed Fund - General Partnership	220 2nd Ave South, Suite 201 Seattle, WA 98104	N/A		46-1356823	Program-Related Investment-Investment fund based in Bangalore and Seattle that provides opportunities for self-reliance, education, and obtaining basic necessities to those living at the base of the economic pyramid		\$100,000.00
12/31/2012	Unitus Seed Fund	220 2nd Ave South, Suite 201 Seattle, WA 98104	N/A		OPEN	Program-Related Investment-Line of Credit to support the goals of Unitus Seed Fund		\$80,000.00
2012 Grant Total							\$1,159,600.00	\$910,000.00

ATTACHMENT 1FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
BANK OF AMERICA	9.	9.
TOTAL	<u>9.</u>	<u>9.</u>

ATTACHMENT 2FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
OTHER INTEREST	1,270.	1,270.
INTEREST FROM PASS-THROUGH ENTITIES	42,414.	42,414.
DIVIDENDS FROM PASS-THROUGH ENTITIES	161,429.	161,429.
CHARLES SCHWAB - DIVIDEND	609,536.	609,536.
TOTAL	<u>814,649.</u>	<u>814,649.</u>

ATTACHMENT 3FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PASS-THROUGH ORDINARY INCOME-NON UBTI	-12,926.	-12,926.
PASS-THROUGH ORDINARY INCOME-UBTI	876.	
MISCELLANEOUS NONTAXABLE	1.	
PASS-THROUGH OTHER INCOME	63,842.	63,842.
TOTALS	<u>51,793.</u>	<u>50,916.</u>

ATTACHMENT 4

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
LEGAL FEES	605.			605.
TOTALS	<u>605.</u>			<u>605.</u>

ATTACHMENT 5FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
TAX PREP AND ACCOUNTING FEES	31,393.	15,696.		15,697.
TOTALS	<u>31,393.</u>	<u>15,696.</u>		<u>15,697.</u>

ATTACHMENT 6FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INVESTMENT MANAGEMENT FEES	80,000.	80,000.
TOTALS	<u>80,000.</u>	<u>80,000.</u>

ATTACHMENT 7

FORM 990PF, PART I - INTEREST EXPENSE

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PASS-THROUGH INVESTMENT INT	909.	909.
TOTALS	909.	909.

ATTACHMENT 8

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
FOREIGN TAXES	18,868.	18,868.	
PAYROLL TAXES	15,039.	38.	15,001.
FEDERAL EXCISE TAX	58,702.		
TOTALS	<u>92,609.</u>	<u>18,906.</u>	<u>15,001.</u>

ATTACHMENT 9FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
BANK FEES	233.	233.	543.
PASS-THROUGH CHARITABLE CONT	543.		
INVESTMENT MANAGEMENT FEES	33,927.	33,927.	
DUES & SUBSCRIPTIONS	582.		582.
PAYROLL ADMINISTRATION FEES	2,060.	680.	1,380.
INSURANCE	5,934.	119.	5,815.
LICENSES AND PERMITS	35.		35.
OFFICE SUPPLIES	2,106.	42.	2,064.
PASS-THROUGH PORTFOLIO DEDUCT	175,257.	175,257.	
POSTAGE & DELIVERY	427.	8.	419.
SHREDDING SERVICE	450.	9.	441.
MARKETING	50.		50.
MEALS & ENTERTAINMENT	1,100.		550.
PASS-THROUGH NONDEDUCT EXP	1,547.		
MISCELLANEOUS	515.		515.
WEBSITE DEVELOPMENT PROJECT	8,454.		8,454.
UTILITIES	1,058.	21.	1,037.
PASS-THROUGH OTHER DEDUCTIONS	5,668.	5,668.	
PASS-THROUGH OTHER DED-UBTI	29,030.		
TOTALS	268,976.	215,964.	21,885.

ATTACHMENT 10FORM 990PF, PART II - OTHER NOTES AND LOANS RECEIVABLE

BORROWER: VITTANA FOUNDATION
ORIGINAL AMOUNT: 100,000.

ENDING BALANCE DUE 100,000.

ENDING FAIR MARKET VALUE 100,000.

BORROWER: UNITUS SEED FUND
ORIGINAL AMOUNT: 5,000.

ENDING BALANCE DUE 60,000.

ENDING FAIR MARKET VALUE 60,000.

TOTAL ENDING BOOK - OTHER NOTES AND LOANS RECEIVABLE 160,000.

TOTAL ENDING FMV - OTHER NOTES AND LOANS RECEIVABLE 160,000.

ATTACHMENT 11FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SCHWAB-VANGUARD FTSE ALL WORLD	7,597,538.	8,887,532.
SCHWAB-EFA LARGE CAP INT'L	4,989,215.	8,116,273.
SCHWAB-VANGUARD TOTAL STK MKT		
TOTALS	<u>12,586,753.</u>	<u>17,003,805.</u>

ATTACHMENT 12FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SCHWAB-PIMCO TOTAL RETURN FUND	1,401,511.	1,473,464.
SCHWAB-VANGUARD TOTAL BOND MKT	1,400,056.	1,404,057.
TOTALS	<u>2,801,567.</u>	<u>2,877,521.</u>

FORM 990PF, PART II - OTHER INVESTMENTSATTACHMENT 13

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
BAIN CAPITAL (SQ) VIII, LP	1,496.	1,274.
BAIN CAPITAL (TRU) VIII, LP	36,781.	40,657.
BAIN CAPITAL (TRU) VIII-E LP	21,221.	26,635.
BAIN CAPITAL AIV (LOEWS) II LP	385.	384.
BAIN CAPITAL FUND VII-E, LP	48,181.	56,714.
BAIN CAPITAL FUND VIII, LP	196,336.	290,794.
BAIN CAPITAL FUND VIII-E, LP	167,514.	177,459.
GENERAL RESONANCE	7,505.	1,500,000.
HUNTSMAN GAY CAPITAL PARTNERS	516,441.	630,085.
LEGACY VENTURE II, LLC	651,691.	845,615.
LEGACY VENTURE IV, LLC	341,719.	446,893.
MADRONA VENTURE CAPITAL FUND I	58,245.	41,413.
Q-BLK EQUITY EDGE PORT, LTD	61,967.	89,970.
Q-BLK FINANCIAL VENTURES	6,372.	10,561.
Q-BLK FINANCIAL VENTURES II	70,345.	78,665.
Q-BLK PRIVATE CAPITAL 2002	328,706.	518,611.
Q-BLK STRATEGIC PTRS, INC.	4,236,829.	9,021,991.
SPECIAL OPP FUND III	338,608.	481,906.
SPECIAL OPP FUND IV	345,177.	376,194.
UNITUS EQUITY FUND LP	205,329.	204,271.
UNITUS ELEVAR EQUITY FD II LP	234,884.	241,371.
CLARION LION PROPERTIES FUND	1,807,387.	2,095,838.
INVESCO CORE REAL ESTATE FUND	1,656,549.	1,270,719.
SPECIAL OPPORTUNITIES FD ASIA	85,000.	76,301.
BRANDYWINE GLOBAL	1,467,971.	1,557,894.
TOTALS	12,892,639.	20,082,215.

LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENTATTACHMENT 14

ASSET DESCRIPTION	METHOD/ CLASS	FIXED ASSET DETAIL				ACCUMULATED DEPRECIATION DETAIL			
		BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE
OFFICE FURNITURE	M7	76,582.			76,582.	49,236.	10,936.		60,172.
OFFICE FURNITURE	M7	7,456.			7,456.	4,792.	1,065.		5,857.
FLOORING	M7	5,369.			5,369.	3,451.	767.		4,218.
COMPUTER	SL	2,314.			2,314.	1,813.	463.		2,276.
COMPUTER	SL	2,181.			2,181.	1,381.	436.		1,817.
COMPUTER	SL	1,547.			1,547.	361.	309.		670.
COMPUTER	SL	2,451.			2,451.	368.	490.		858.
TOTALS		<u>97,900.</u>			<u>97,900.</u>	<u>61,402.</u>			<u>75,868.</u>

FORM 990PF, PART II - OTHER ASSETS

ATTACHMENT 15

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
PRI-UIP RUMA LLC	148,536.	150,000.
PRI-UIP MOBIVI LLC	249,970.	250,000.
PRI-UIP MYA LLP	246,784.	250,000.
PRI-UNITUS SEED FUND	111,141.	109,477.
PRI-UNITUS SEED FUND GP	25,000.	100,000.
TOTALS	<u>781,431.</u>	<u>859,477.</u>

ATTACHMENT 16FORM 990PF, PART II - OTHER LIABILITIES

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>
DEPOSIT FROM OFFICER	2,805.
TOTALS	<u>2,805.</u>

CRYSTAL SPRINGS FOUNDATION

91-2008832

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 17

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
MICHAEL R. MURRAY 701 PIKE STREET, SUITE 2225 SEATTLE, WA 98101	DIRECTOR, PRESIDENT/TREASURER 40.00	25,000.	27,406.	0
JOYCE B. MURRAY 701 PIKE STREET, SUITE 2225 SEATTLE, WA 98101	DIRECTOR, VP/SECRETARY 1.00	0	0	0
GRAND TOTALS		<u>25,000.</u>	<u>27,406.</u>	<u>0</u>

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEESATTACHMENT 18

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS EXPENSE ACCT TO EMPLOYEE AND OTHER BENEFIT PLANS ALLOWANCES</u>
CHERYL MACKAY 3317 145TH PL SE MILL CREEK, WA 98012	40.00	135,870.	36,538. 0
TOTAL COMPENSATION		<u>135,870.</u>	<u>36,538. 0</u>

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 19NAME AND ADDRESSTYPE OF SERVICECOMPENSATION

FILAMENT LLC
701 PIKE STREET, SUITE 2225
SEATTLE, WA 98101

INVESTMENT MGMT

80,000.

TOTAL COMPENSATION

80,000.

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

MICHAEL R. MURRAY
JOYCE B. MURRAY

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

ATTACHMENT 21

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

RECIPIENT NAME AND ADDRESS

SEE ATTACHMENT A

N/A

PUBLIC CHARITIES

SEE ATTACHMENT A

1,159,600.

TOTAL CONTRIBUTIONS PAID

1,159,600.

CRYSTAL SPRINGS FOUNDATION

91-2008832

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUEATTACHMENT 22

DESCRIPTION	BUSINESS CODE	EXCLUSION		RELATED OR EXEMPT FUNCTION INCOME
		AMOUNT	CODE	
PASS-THROUGH ORDINARY INCOME	900099	876.	14	-12,926.
PASS-THROUGH OTHER INCOME			14	63,843.
TOTALS		<u>876.</u>		<u>50,917.</u>

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

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

OMB No 1545-0092

2012

Name of estate or trust **CRYSTAL SPRINGS FOUNDATION**
C/O FILAMENT, LLC

Employer identification number
91-2008832

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

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

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

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	3,033,109.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back	5	3,033,109.

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

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

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

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

Schedule D (Form 1041) 2012

Part III Summary of Parts I and II**Caution: Read the instructions before completing this part.**

	(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13 Net short-term gain or (loss)	13		3,033,109.
14 Net long-term gain or (loss):			
a Total for year	14a		
b Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b		
c 28% rate gain	14c		
15 Total net gain or (loss). Combine lines 13 and 14	15		3,033,109.

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

Part IV Capital Loss Limitation

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

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

Part V Tax Computation Using Maximum Capital Gains Rates

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

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

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

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

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

Schedule D (Form 1041) 2012

DEPRECIATION

Listed Property

AMORTIZATION

Assets Retired

Form **8868**

(Rev. January 2013)

Department of the Treasury
Internal Revenue Service**Application for Extension of Time To File an
Exempt Organization Return**

OMB No 1545-1709

► **File a separate application for each return.**If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Enter filer's identifying number, see instructions

**Type or
print**File by the
due date for
filing your
return. See
instructions

Name of exempt organization or other filer, see instructions

CRYSTAL SPRINGS FOUNDATION
C/O FILAMENT, LLC

Employer identification number (EIN) or

91-2008832

Number, street, and room or suite no. If a P.O. box, see instructions

701 PIKE STREET, SUITE 2225

Social security number (SSN)

City, town or post office, state, and ZIP code. For a foreign address, see instructions

SEATTLE, WA 98101

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

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720- (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► PNW TAX ADVISORS

Telephone No ► 503 241-4884FAX No ► 503 241-3380

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

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach

a list with the names and EINs of all members the extension is for

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 2013, to file the exempt organization return for the organization named above. The extension is for the organization's return for
- ☒ calendar year 2012 or
- ☐ tax year beginning , 20 , and ending , 20

- 2 If the tax year entered in line 1 is for less than 12 months, check reason ☐ Initial return ☐ Final return
- ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	\$	80,705.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	\$	45,705.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$	35,000.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2013)

JSA

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PAGE 1

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

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

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

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

Type or print	Enter filer's identifying number, see instructions	
	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	CRYSTAL SPRINGS FOUNDATION C/O FILAMENT, LLC	91-2008832
	Number, street, and room or suite no. If a P.O. box, see instructions	Social security number (SSN)
File by the due date for filing your return. See instructions	701 PIKE STREET, SUITE 2225	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	SEATTLE, WA 98101	

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

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

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

- The books are in the care of ☒ PNW TAX ADVISORS

Telephone No ☒ 503 241-4884 FAX No ☒ 503 241-3380

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

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

- 1 I request an additional 3-month extension of time until 11/15, 2013
- 2 For calendar year 2012, or other tax year beginning , 20 , and ending , 20
- 6 If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period
- 7 State in detail why you need the extension THE TAXPAYER REQUIRES ADDITIONAL TIME TO WAIT FOR INFORMATION NECESSARY (SCHEDULE K-1S THAT ARE PRESENTLY NOT AVAILABLE) TO PREPARE A COMPLETE AND ACCURATE RETURN.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a \$	80,705.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b \$	80,705.
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c \$	0

Signature and Verification must be completed for Part II only.

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

Signature ☒ [Signature] Title ☒ CPA, Agent Date ☒ 8/5/13