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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

Department of the Treasury Internal Revenue Service

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: JOHN GRAHAM FOUNDATION. A Employer identification number: 91-6339306. B Telephone number: (206) 359-8555. G Check all that apply: Initial return, Final return, Address change. H Check type of organization: Section 501(c)(3) exempt private foundation. I Fair market value of all assets at end of year: \$ 1,819,298. J Accounting method: Cash.

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12), Operating and Administrative Expenses (13-26), and Summary (27-29).

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

Part II Balance Sheets		Beginning of year			End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			190		190
	2	Savings and temporary cash investments	104,264		299,343		299,343
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			0		0
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____					
	5	Grants receivable					
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)					
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____ 0					
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges					
	10a	Investments—U S and state government obligations (attach schedule)	122,293	<input checked="" type="checkbox"/>	122,293		135,583
	b	Investments—corporate stock (attach schedule)	434,600	<input checked="" type="checkbox"/>	335,589		467,271
	c	Investments—corporate bonds (attach schedule)	439,555	<input checked="" type="checkbox"/>	337,490		379,981
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
	12	Investments—mortgage loans					
	13	Investments—other (attach schedule)	401,235	<input checked="" type="checkbox"/>	480,464		536,930
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
15	Other assets (describe ▶ _____)						
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	1,501,947		1,575,369		1,819,298	
Liabilities	17	Accounts payable and accrued expenses					
	18	Grants payable					
	19	Deferred revenue					
	20	Loans from officers, directors, trustees, and other disqualified persons					
	21	Mortgages and other notes payable (attach schedule)					
	22	Other liabilities (describe ▶ _____)					
	23	Total liabilities (add lines 17 through 22)			0		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> 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 ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.						
	27	Capital stock, trust principal, or current funds	1,501,947		1,575,369		
	28	Paid-in or capital surplus, or land, bldg, and equipment fund					
29	Retained earnings, accumulated income, endowment, or other funds						
30	Total net assets or fund balances (see page 17 of the instructions)	1,501,947		1,575,369			
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,501,947		1,575,369			

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	1,501,947
2	Enter amount from Part I, line 27a	2	73,735
3	Other increases not included in line 2 (itemize) ▶ _____ <input checked="" type="checkbox"/>	3	9
4	Add lines 1, 2, and 3	4	1,575,691
5	Decreases not included in line 2 (itemize) ▶ _____ <input checked="" type="checkbox"/>	5	322
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,575,369

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a	See Additional Data Table			
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a	See Additional Data Table			
b				
c				
d				
e				
2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	44,965
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	200,918	1,688,728	0.118976
2010	200,415	1,657,645	0.120903
2009	250,279	1,582,406	0.158164
2008	280,278	1,944,554	0.144135
2007	205,165	2,178,069	0.094196
2	Total of line 1, column (d).		2 0.636374
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 0.127275
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.		4 1,664,746
5	Multiply line 4 by line 3.		5 211,881
6	Enter 1% of net investment income (1% of Part I, line 27b).		6 672
7	Add lines 5 and 6.		7 212,553
8	Enter qualifying distributions from Part XII, line 4.		8 216,251

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 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	672
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
3	Add lines 1 and 2.	3	672
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	672
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	800
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	0
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d.	7	800
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	0
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	128
11	Enter the amount of line 10 to be Credited to 2013 estimated tax ▶ 128 Refunded ▶	11	0

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?		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>		No
c Did the foundation file Form 1120-POL for this year?		No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ \$ _____ (2) On foundation managers ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		No
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>		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		No
b If "Yes," has it filed a tax return on Form 990-T for this year?		
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>		No
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?	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>	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ WA _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation .</i>	Yes	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No		
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No		
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ _____	13	Yes			
14	The books are in care of ▶ <u>THOMAS C GORES</u> Telephone no ▶ <u>(206) 359-8555</u> Located at ▶ <u>1201 THIRD AVENUE SEATTLE WA</u> ZIP+4 ▶ <u>98101</u>					
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶ <table border="1"><tr><td>15</td><td></td></tr></table>	15				
15						
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No		

See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶ _____

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		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 checked="" type="checkbox"/> Yes <input 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 any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? . . . Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	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?	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____		
2b	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	No
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
3b	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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>)	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	No
4b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	No

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

<p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(5) 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</p> <p>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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p> <p>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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," attach the statement required by Regulations section 53.4945–5(d).</p> <p>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</p> <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes" to 6b, file Form 8870.</p> <p>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</p> <p>b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	5b		
	6b		No
	7b		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
PERKINS COIE TRUST COMPANY 1201 THIRD AVE SUITE 4900 SEATTLE, WA 98101	AGENT 3	5,374		
THOMAS C GORES 1201 THIRD AVE SUITE 4900 SEATTLE, WA 98101	TRUSTEE 1	0		
J KEVIN CALLAGHAN 1201 THIRD AVE SUITE 4900 SEATTLE, WA 98101	TRUSTEE 1	0		
STANLEY D SAVAGE 1201 THIRD AVE SUITE 4900 SEATTLE, WA 98101	TRUSTEE 1	0		

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

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

Total number of other employees paid over \$50,000. 0

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services. **0**

Part IX-A Summary of Direct Charitable Activities

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

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

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

Total. Add lines 1 through 3.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	1,690,097
b	Average of monthly cash balances.	1b	0
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	1,690,097
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	1,690,097
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	25,351
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,664,746
6	Minimum investment return. Enter 5% of line 5.	6	83,237

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	83,237
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	672
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	672
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	82,565
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	82,565
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	82,565

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	216,251
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	216,251
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	672
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	215,579

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				82,565
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			0	
b Total for prior years 20__ , 20__ , 20__		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.	98,486			
b From 2008.	184,012			
c From 2009.	171,821			
d From 2010.	118,339			
e From 2011.	117,235			
f Total of lines 3a through e.	689,893			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>216,251</u>				
a Applied to 2011, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2012 distributable amount.				82,565
e Remaining amount distributed out of corpus	133,686			
5 Excess distributions carryover applied to 2012 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	823,579			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
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.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions).	98,486			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	725,093			
10 Analysis of line 9				
a Excess from 2008.	184,012			
b Excess from 2009.	171,821			
c Excess from 2010.	118,339			
d Excess from 2011.	117,235			
e Excess from 2012.	133,686			

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

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

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

Table with 5 columns: (a) 2012, (b) 2011, (c) 2010, (d) 2009, (e) Total. Rows include 2a (Adjusted net income), 2b (85% of line 2a), 2c (Qualifying distributions from Part XII), 2d (Amounts included in line 2c), 2e (Qualifying distributions made directly), 3 (Alternative tests: Assets, Endowment, Support).

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:
a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))
b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

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

a The name, address, and telephone number of the person to whom applications should be addressed
b The form in which applications should be submitted and information and materials they should include
c Any submission deadlines
d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

Part XV **Supplementary Information** (continued)

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

Recipient	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 <i>Paid during the year</i> See Additional Data Table				
Total				3a 215,000
b <i>Approved for future payment</i>				
Total				3b

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code... a Transfers from the reporting foundation to a noncharitable exempt organization of (1) Cash (2) Other assets b Other transactions (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule

Table with 4 columns: (a) Line No, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements

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

b If "Yes," complete the following schedule Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship

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

Paid Preparer Use Only Print/Type preparer's name Preparer's Signature Date Check if self-employed PTIN Firm's name Firm's EIN Firm's address Phone no

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
150 JUNIPER NETWORKS INC		2011-03-14	2012-01-06
2000 VANGUARD FTSE ALLWORLD EX-US		2011-12-14	2012-01-20
375 CHARLES SCHWAB CORP		2011-03-14	2012-01-27
91 KOHLS CORP COM		2010-08-02	2012-02-06
10 APPLE, INC		2005-09-08	2012-02-08
100 GENERAL ELECTRIC CO COM		2011-11-23	2012-02-08
105 ISHARES CORE S&P MIDCAP ETF		2011-01-12	2012-02-08
15 ISHARES CORE S&P MIDCAP ETF		2010-03-15	2012-02-08
40 CEF ISHARES S&P SMALLCAP 600 GROWTH INDEX FUND		2011-01-12	2012-02-08
10 CEF ISHARES S&P SMALLCAP 600 GROWTH INDEX FUND		2010-03-15	2012-02-08
50 JOHNSON & JOHNSON		2011-07-01	2012-02-08
90 ETF POWERSHARES		2011-01-12	2012-02-08
10 ETF POWERSHARES		2010-03-15	2012-02-08
273 CARMAX INC		2010-07-08	2012-02-16
117 BECTON DICKINSON & CO		2007-11-29	2012-02-17
10000 WALT DISNEY 6 375% DUE 3/1/2 012		2011-08-15	2012-03-01
172 JOHNSON CTLS INC COM		2010-09-02	2012-03-14
92 MARATHON PETROLEUM CORP		2011-07-07	2012-03-14
131 NOVARTIS A G SPONSORED ADR		2010-01-22	2012-03-14
24 PRAXAIR INC COM		2002-06-17	2012-03-14
25000 PRAXAIR 6 375% DUE 4/1/2012		2004-05-07	2012-04-01
207 EFT POWERSHARES EMERG MRKTS		2009-10-09	2012-04-09
75 CONOCOPHILLIPS COM		2011-03-22	2012-04-12
61 GREEN MOUNTAIN COFFEE ROASTE RS INC		2012-02-16	2012-05-23
40 ANHEUSER-BUSCH ADR		2010-10-12	2012-05-30
39 MCDONALD'S CORP		2007-02-08	2012-05-30
6 YUM! BRANDS INC		2009-08-05	2012-06-13
66 YUM! BRANDS INC		2009-05-19	2012-06-13
10000 GOLDMAN SACHS GP GS 3 25% DU E 6/15/2012		2010-01-22	2012-06-15
116 EMERSON ELEC CO COM		2005-09-20	2012-07-02

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
122 INTEL CORP COM		2010-12-14	2012-07-02
52 COVIDIEN PLC		2009-06-08	2012-07-02
200 VERIFONE SYSTEMS INC		2011-08-16	2012-09-25
375 WEATHERFORD INTERNATIONAL LT D		2011-01-04	2012-09-25
105 CENTURYTEL INC		2012-03-14	2012-10-11
21 CENTURYTEL INC		2011-12-05	2012-10-11
333 KRAFT FOODS GROUP		2009-05-19	2012-10-17
10000 IBM CORP 4 75% DUE 11/29/201 2		2011-04-26	2012-11-29
74 APACHE CORP		2011-10-06	2012-12-03
10000 ABBOTT LABS 5 875% DUE 5/15/ 2016		2010-08-18	2012-12-10
10000 BLACKROCK INC 2 25% DUE 12/ 10/12		2011-04-14	2012-12-10
50 AT&T INC		2012-05-30	2012-12-21
25 ALBEMARLE CORP		2006-08-31	2012-12-21
18 ALLERGAN, INC		2012-03-14	2012-12-21
10 AMAZON COM INC COM		2008-05-21	2012-12-21
29 AMERICAN TOWER REIT INC		2009-10-09	2012-12-21
13 ANHEUSER-BUSCH ADR		2010-10-12	2012-12-21
9 APPLE, INC		2005-09-08	2012-12-21
39 BERKSHIRE HATHAWAY CL B		2011-02-03	2012-12-21
11 BOEING CO		2008-03-18	2012-12-21
10 BOEING CO		2009-09-15	2012-12-21
38 CATERPILLAR INC DEL COM		2011-08-30	2012-12-21
45 CENTURYTEL INC		2011-12-05	2012-12-21
23 CERNER CORPORATION		2012-06-13	2012-12-21
21 CHEVRON CORPORATION		2006-07-03	2012-12-21
78 CISCO SYSTEMS INC		2012-07-02	2012-12-21
63 COGNIZANT TECHNOLOGY SOLUTIO NS		2006-01-03	2012-12-21
43 COSTCO WHSL CORP NEW COM		1998-01-06	2012-12-21
21 DEERE & CO		2009-09-15	2012-12-21
94 DISCOVER FINANCIAL SERVICES		2011-07-05	2012-12-21

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
70 EMC CORP		2012-09-25	2012-12-21
57 EBAY INC		2012-03-14	2012-12-21
44 ECOLAB INC COM		2002-04-08	2012-12-21
44 EXXON MOBIL CORP		2012-10-11	2012-12-21
64 FIDELITY NATIONAL INFO SERVI CES		2011-07-01	2012-12-21
7 FIDELITY NATIONAL INFO SERVI CES		2009-08-05	2012-12-21
43 FRESENIUS MEDICAL CARE - ADR		2010-07-08	2012-12-21
113 GENERAL ELECTRIC CO COM		2011-11-23	2012-12-21
11 GENERAL MILLS		2008-01-14	2012-12-21
50 GENERAL MILLS		2006-07-21	2012-12-21
3 GOOGLE INC		2005-06-03	2012-12-21
47 HOME DEPOT INC COM		2010-03-15	2012-12-21
27 HONEYWELL INTL INC COM		2011-03-22	2012-12-21
23 INTEL CORP COM		2010-12-14	2012-12-21
76 INTEL CORP COM		2009-08-05	2012-12-21
40 ISHARES MCSI PACIFIC EX-JAPA N		2005-09-20	2012-12-21
53 JPMORGAN CHASE & CO		2008-01-25	2012-12-21
25 KRAFT FOODS GROUP		2009-05-19	2012-12-21
9 LINKEDIN CORP		2012-12-03	2012-12-21
14 LULULEMON ATHLETICA INC		2012-02-17	2012-12-21
47 MARATHON OIL CORP COM		2007-02-08	2012-12-21
67 MARSH & MCLENNAN COS INC COM		2008-07-28	2012-12-21
68 MARRIOTT INTERNATIONAL INC C LASS A NEW		2011-03-28	2012-12-21
14 MCDONALD'S CORP		2007-02-08	2012-12-21
9 METLIFE INC		2007-07-12	2012-12-21
53 METLIFE INC		2009-08-05	2012-12-21
74 MONDELEZ INTERNATIONAL INC		2009-05-19	2012-12-21
35 NATIONAL OILWELL VARCO INC		2008-01-14	2012-12-21
34 NEXTERA ENERGY INC		2011-07-01	2012-12-21
16 OCCIDENTAL PETROLEUM CORP		2010-03-26	2012-12-21

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
43 ORACLE CORP COM		2008-09-24	2012-12-21
25 PACCAR INC		2010-09-14	2012-12-21
27 PEPSICO INC		2002-04-08	2012-12-21
115 PFIZER INC COM		2010-01-22	2012-12-21
45 POTASH CORPORATION SASKATCHE WAN INC		2011-03-28	2012-12-21
21 PRAXAIR INC COM		2002-06-17	2012-12-21
2 PRICELINE COM INC		2011-08-25	2012-12-21
44 QUALCOMM INC COM		2006-08-01	2012-12-21
20 RIO TINTO PLC SPONSORED ADR		2011-03-28	2012-12-21
46 ROPER INDUSTRIES INC		2011-11-23	2012-12-21
34 SCHLUMBERGER LTD		2005-08-26	2012-12-21
10000 SCHWAB CHARLES 4 95% 06/14		2011-07-15	2012-12-21
19 STARBUCKS CORP		2012-09-25	2012-12-21
31 STERICYCLE INC		2006-12-06	2012-12-21
45 TEVA PHARMACEUTICAL SP ADR		2009-08-05	2012-12-21
35 THERMO FISHER SCIENTIFIC INC		2009-05-19	2012-12-21
45 TIME WARNER INC NEW		2006-11-22	2012-12-21
5 TIME WARNER INC NEW		2009-08-05	2012-12-21
83 US BANCORP		2011-07-26	2012-12-21
25 UNION PACIFIC CORP		2011-02-03	2012-12-21
27 UNITED TECHNOLOGIES CORP COM		2006-08-14	2012-12-21
7 VF CORPORATION		2012-07-02	2012-12-21
53 VERIZON COMMUNICATIONS		2007-11-06	2012-12-21
9 VISA INC		2012-12-03	2012-12-21
14 WATSON PHARMACEUTICALS INC		2011-06-07	2012-12-21
89 WELLS FARGO & CO		2010-04-27	2012-12-21
42 WISCONSIN ENERGY		2010-09-02	2012-12-21
24 YUM! BRANDS INC		2009-05-19	2012-12-21
19 ACCENTURE PLC F		2011-05-17	2012-12-21
29 COVIDIEN PLC		2009-06-08	2012-12-21

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
10000 JP MORGAN 2 125% DUE 12/26/2 012		2010-08-26	2012-12-26

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
3,075		6,477	-3,402
83,738		79,920	3,818
4,337		6,914	-2,577
4,428		4,481	-53
4,747		500	4,247
1,915		1,484	431
10,193		9,697	496
1,456		1,168	288
3,254		2,962	292
813		608	205
3,253		3,356	-103
6,069		5,950	119
674		562	112
8,032		5,451	2,581
9,045		9,527	-482
10,000		10,313	-313
5,498		4,845	653
4,022		3,276	746
7,107		7,072	35
2,653		654	1,999
25,000		27,087	-2,087
8,712		8,785	-73
5,568		5,799	-231
1,541		4,118	-2,577
2,711		2,482	229
3,511		1,730	1,781
379		219	160
4,169		2,279	1,890
10,000		10,507	-507
5,304		3,936	1,368

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
3,240		2,618	622
2,802		2,561	241
6,060		7,422	-1,362
4,735		8,311	-3,576
4,111		4,121	-10
822		764	58
16		9	7
10,000		10,645	-645
5,738		6,276	-538
11,809		11,976	-167
10,000		10,218	-218
1,671		1,699	-28
1,533		689	844
1,648		1,682	-34
2,555		799	1,756
2,210		1,064	1,146
1,127		807	320
4,613		450	4,163
3,492		3,232	260
827		839	-12
752		522	230
3,315		3,426	-111
1,752		1,638	114
1,784		1,859	-75
2,273		1,323	950
1,539		1,332	207
4,613		1,590	3,023
4,226		965	3,261
1,791		947	844
3,576		2,542	1,034

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
1,774		1,938	-164
2,897		2,149	748
3,130		757	2,373
3,824		4,030	-206
2,225		1,983	242
243		171	72
1,461		1,159	302
2,337		1,677	660
448		313	135
2,035		1,312	723
2,129		843	1,286
2,861		1,532	1,329
1,713		1,534	179
472		494	-22
1,559		1,441	118
1,848		1,369	479
2,317		2,344	-27
1,134		660	474
1,014		975	39
1,048		912	136
1,443		1,307	136
2,333		1,793	540
2,519		2,297	222
1,242		621	621
296		583	-287
1,743		1,937	-194
1,877		1,205	672
2,369		2,524	-155
2,369		1,973	396
1,231		1,304	-73

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
1,438		868	570
1,102		1,140	-38
1,864		1,266	598
2,878		2,215	663
1,782		2,592	-810
2,270		572	1,698
1,221		974	247
2,726		1,516	1,210
1,121		1,384	-263
5,077		3,668	1,409
2,344		1,394	950
10,622		11,006	-384
1,002		979	23
2,836		1,134	1,702
1,693		2,357	-664
2,223		1,256	967
2,127		1,983	144
236		128	108
2,669		2,233	436
3,125		2,356	769
2,213		1,650	563
1,039		925	114
2,299		2,165	134
1,348		1,348	
1,257		892	365
3,046		2,918	128
1,558		1,190	368
1,509		829	680
1,279		1,073	206
1,643		1,428	215

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
10,000		10,315	-315

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-3,402
			3,818
			-2,577
			-53
			4,247
			431
			496
			288
			292
			205
			-103
			119
			112
			2,581
			-482
			-313
			653
			746
			35
			1,999
			-2,087
			-73
			-231
			-2,577
			229
			1,781
			160
			1,890
			-507
			1,368

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			622
			241
			-1,362
			-3,576
			-10
			58
			7
			-645
			-538
			-167
			-218
			-28
			844
			-34
			1,756
			1,146
			320
			4,163
			260
			-12
			230
			-111
			114
			-75
			950
			207
			3,023
			3,261
			844
			1,034

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-164
			748
			2,373
			-206
			242
			72
			302
			660
			135
			723
			1,286
			1,329
			179
			-22
			118
			479
			-27
			474
			39
			136
			136
			540
			222
			621
			-287
			-194
			672
			-155
			396
			-73

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			570
			-38
			598
			663
			-810
			1,698
			247
			1,210
			-263
			1,409
			950
			-384
			23
			1,702
			-664
			967
			144
			108
			436
			769
			563
			114
			134
			365
			128
			368
			680
			206
			215

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-315

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
PACIFIC NORTHWEST BALLET 301 MERCER STREET SEATTLE, WA 98109	NONE	501(C)(3)	GENERAL SUPPORT	50,000
SEATTLE SYMPHONY ORCHESTRA PO BOX 21906 SEATTLE, WA 981113906	NONE	501(C)(3)	GENERAL SUPPORT	50,000
SEATTLE OPERA ASSOCIATION PO BOX 9248 SEATTLE, WA 981090248	NONE	501(C)(3)	GENERAL SUPPORT	50,000
SEATTLE REPERTORY THEATRE 155 MERCER STREET SEATTLE, WA 981084639	NONE	501(C)(3)	GENERAL SUPPORT	25,000
SEATTLE MUSIC PARTNERS 4533 SUNNYSIDE AVENUE NORTH SEATTLE, WA 98103	NONE	501(C)(3)	GENERAL SUPPORT	15,000
ACT THEATRE 700 UNION STREET SEATTLE, WA 98101	NONE	501(C)(3)	GENERAL SUPPORT	25,000
Total			3a	215,000

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Schedule of Contributors

OMB No 1545-0047

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

2012

Department of the Treasury
Internal Revenue Service

Name of the organization

JOHN GRAHAM FOUNDATION

Employer identification number

91-6339306

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

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

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

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

Name of organization
JOHN GRAHAM FOUNDATION

Employer identification number
91-6339306

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	JOHN GRAHAM TRUST 1201 THIRD AVE SUITE 4800 SEATTLE, WA 98101	\$ 223,897	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
—	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
—	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
—	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
—	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
—	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization
JOHN GRAHAM FOUNDATION

Employer identification number
91-6339306

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____

Name of organization
JOHN GRAHAM FOUNDATION

Employer identification number
91-6339306

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry
For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once. See instructions.) \$
Use duplicate copies of Part III if additional space is needed

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

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____ _____ _____	_____ _____ _____

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

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____ _____ _____	_____ _____ _____

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

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____ _____ _____	_____ _____ _____

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

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____ _____ _____	_____ _____ _____

TY 2012 Accounting Fees Schedule

Name: JOHN GRAHAM FOUNDATION

EIN: 91-6339306

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREPARATION FEE & REVIEW	1,341	1,207		134

**TY 2012 Investments Corporate
Bonds Schedule****Name:** JOHN GRAHAM FOUNDATION**EIN:** 91-6339306

Name of Bond	End of Year Book Value	End of Year Fair Market Value
EMERSON ELEC 4.875% 10/15/19	11,387	11,972
GE 5.625% 09/15/17	24,635	29,493
HP NOTE 6.125% 03/01/14	20,250	21,024
HONEYWELL INTL 5.3% 03/01/18	24,527	29,884
SYSCO CORP 2/18 5.25%	23,180	29,802
DEERE JOHN 5.35% 04/03/18	24,828	29,833
CISCO SYS 5.5% 02/22/16	18,966	22,861
COSTCO NOTE 5.5% 03/15/17	20,390	23,578
UNITED TECH 4.875% 05/01/15	20,059	21,963
CATERPILLAR 5.45% 04/15/15	19,641	23,890
BOEING CO 5% 03/15/14	11,235	10,531
COCA COLA 5.35% 11/15/17	11,802	11,974
PFIZER 6.2% 03/15/19	11,225	12,640
APACHE CORP 5.25% 04/15/13	10,773	10,131
BECTON DICKINSON 5% 05/15/19	10,766	11,853
CONOCOPHILLIPS 5.2% 05/15/18	11,011	11,835
MCDONALD 5% 02/01/19	10,931	11,649
OCCIDENTAL PETRO 4.1% 02/01/21	9,980	11,434
ORACLE 5.75% 04/15/18	11,351	12,170
PEPSI 4.65%	10,629	10,055
WALMART 3.625% 07/08/20	9,666	11,117
JOHNSON CONTROLS 4.875% 9/15	10,258	10,292

**TY 2012 Investments Corporate
Stock Schedule****Name:** JOHN GRAHAM FOUNDATION**EIN:** 91-6339306

Name of Stock	End of Year Book Value	End of Year Fair Market Value
COSTCO WHOLESALE	2,401	10,564
ECOLAB INC	1,909	7,981
MICROSOFT CORP	6,219	7,986
PEPSICO INC	5,019	7,322
CHEVRON CORPORATION	3,592	6,164
EXXON MOBIL	6,242	7,963
GOOGLE INC	3,654	9,196
JP MORGAN CHASE & CO	6,720	6,727
JOHNSON & JOHNSON	8,491	9,884
ALBERMARLE CORP	1,845	4,162
COGNIZANT TECHNOLOGY	2,851	8,349
GENERAL MILLS	4,722	7,276
QUALCOMM INC	5,859	10,516
STERICYCLE INC	2,048	5,224
TIME WARNER INC	3,716	6,935
UNITED TECHNOLOGIES	6,233	8,365
BOEING CO	4,178	6,029
DEERE & CO.	2,300	4,407
FIRSTENERGY CORP	7,868	4,802
MARATHON OIL CORP	3,837	4,231
MCDONALDS CORP	2,041	4,058
METLIFE INC	5,190	4,677
VERIZON COMMUNICATIONS	4,267	4,976
AMAZON.COM	1,358	4,265
APPLE INC	1,550	16,497
MARSH & MCLENNAN COS	3,960	5,102
NATIONAL OILWELL VARCO INC	5,048	4,785
ORACLE CORP	3,329	5,498
AMERICAN TOWER CORP	3,927	8,268
FIDELITY NATIONAL INFO	4,591	6,544

Name of Stock	End of Year Book Value	End of Year Fair Market Value
GENERAL ELECTRIC CO	5,890	9,949
INTEL CORP	3,204	3,485
KRAFT FOODS INC	1,532	2,637
THERMO FISHER SCIENTIFIC	3,696	6,569
YUM BRANDS INC	3,798	7,304
BAKER HUGHES INC	4,732	3,635
BLACKROCK, INC	6,274	7,648
EMC CORP	6,017	6,704
HOME DEPOT INC	3,358	6,371
OCCIDENTAL PETROLEUM	3,831	3,601
PACCAR INC	4,330	4,295
PFIZER INC	6,337	8,251
WELLS FARGO & CO	7,247	7,554
WISCONSIN ENERGY	3,458	4,496
ACCENTURE PLC	5,986	7,049
BERKSHIRE HATHAWAY CL B	7,633	8,342
CATERPILLAR INC DEL	5,834	5,914
CENTURYTEL INC	3,858	4,147
DISCOVER FINANCIAL SERVICES	5,665	8,905
EBAY INC	6,155	9,078
HESS CORPORATION	5,418	3,707
HONEYWELL INTL INC	4,148	4,633
MARRIOTT INTERNATIONAL INC	4,526	4,994
NEXTERA ENERGY INC	4,817	5,743
POTASH CORPORATION	5,012	3,540
PRICELINE.COM INC	4,385	5,584
ROPER INDUSTRIES INC	5,270	8,361
US BANCORP	4,921	6,324
UNION PACIFIC CORP	5,088	6,789
WATSON PHARMACEUTICALS	4,204	5,676

Name of Stock	End of Year Book Value	End of Year Fair Market Value
AT&T	4,586	4,551
ALLERGAN INC	6,130	6,054
CERNER CORPORATION	6,400	6,356
CISCO SYSTEMS INC	3,928	4,519
EOG RESOURCES INC	5,565	6,402
FEDEX CORP	6,671	6,696
LINKEDIN CORP	5,260	6,430
LULULEMON ATHLETICA	3,584	4,193
MONDELEZ INTERNATIONAL INC	2,866	4,480
PRAXAIR INC	1,853	7,443
STARBUCKS CORP	5,940	6,489
VF CORPORATION	4,756	5,435
VISA INC	6,461	8,185

**TY 2012 Investments Government
Obligations Schedule**

Name: JOHN GRAHAM FOUNDATION

EIN: 91-6339306

**US Government Securities - End of
Year Book Value:** 122,293

**US Government Securities - End of
Year Fair Market Value:** 135,583

**State & Local Government
Securities - End of Year Book
Value:**

**State & Local Government
Securities - End of Year Fair
Market Value:**

TY 2012 Investments - Other Schedule**Name:** JOHN GRAHAM FOUNDATION**EIN:** 91-6339306

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
BARCLAYS IPATH DOW JONES	AT COST	27,084	26,769
ISHARES MSCI PACIFIC	AT COST	26,230	41,106
ISHARES MSCI EAFE INDEX	AT COST	82,870	92,227
ETF POWERSHARES	AT COST	18,598	24,269
IPATH DJ-UBS COMMODITY	AT COST	33,610	29,813
ELEMENTS ROGERS TOTAL RETURN	AT COST	44,360	45,669
ANHEUSER-BUSCH ADR	AT COST	2,296	3,234
FRESENIUS MEDICAL CARE ADR	AT COST	4,393	5,591
RIO TINTO PLC SPONSORED ADR	AT COST	4,289	3,602
SCHLUMBERGER LTD	AT COST	3,732	6,306
TEVA PHARMACEUTICAL SP ADR	AT COST	5,761	4,107
ALP ALERIAN MLF ETF	AT COST	5,871	5,742
IPATH S&P 500 DYMANIC	AT COST	10,343	8,702
ISHARES CORE S&P MIDCAP ETF	AT COST	34,850	47,087
ISHARES S&P SMALLCAP 600	AT COST	9,176	13,026
ISHARES BARCLAYS 3-7 TREASURY	AT COST	24,694	24,644
ISHARES HIGH DIVIDEND EQUITY	AT COST	12,041	11,752
POWERSHARES S&P 500	AT COST	10,771	10,657
SPDR S&P EMERGING ASIA	AT COST	14,972	16,040
SPDR EMERGING LATIN AMERICA	AT COST	9,964	9,659
SPDR BARCLAYS HIGH YIELD BOND	AT COST	6,523	6,514
VANGUARD DIVIDEND APPRECIATION	AT COST	10,462	10,425
VANGUARD FTSE US	AT COST	17,917	19,814
VANGUARD EMERGING MARKETS	AT COST	13,728	23,824
VANGUARD S-T CORPORATE BOND	AT COST	21,692	21,686
VANGUARD LARGE CAP ETF	AT COST	12,788	12,706
WISDOMTREE TRUST ETF	AT COST	7,952	7,859
COVIDIEN PLC	AT COST	3,497	4,100

TY 2012 Legal Fees Schedule

Name: JOHN GRAHAM FOUNDATION

EIN: 91-6339306

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
NON-ALLOCABLE LEGAL FEES	5,548	4,993		555

TY 2012 Other Decreases Schedule

Name: JOHN GRAHAM FOUNDATION

EIN: 91-6339306

Description	Amount
2012 RIC INCOME POSTED IN 2013	318
ROUNDING ADJUSTMENTS	4

TY 2012 Other Expenses Schedule

Name: JOHN GRAHAM FOUNDATION

EIN: 91-6339306

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
WA STATE RENEWAL FEE	25	0		25

TY 2012 Other Increases Schedule

Name: JOHN GRAHAM FOUNDATION

EIN: 91-6339306

Description	Amount
2011 RIC INCOME POSTED IN 2012	9

TY 2012 Other Professional Fees Schedule

Name: JOHN GRAHAM FOUNDATION

EIN: 91-6339306

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MGMT FEES	13,013	13,013		

TY 2012 Taxes Schedule

Name: JOHN GRAHAM FOUNDATION

EIN: 91-6339306

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	574	574		0
2011 990-PF TAX PAID	344	0		0
2012 990-PF ESTIMATE	800	0		0