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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

, and ending

Name of foundation BAGLEY AND VIRGINIA WRIGHT FOUNDATION		A Employer identification number 91-6526097
Number and street (or P O box number if mail is not delivered to street address) 407 DEXTER AVENUE NORTH	Room/suite	B Telephone number (206) 264-8200
City or town, state, and ZIP code SEATTLE, WA 98109-4704		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 15,746,949. (Part I, column (d) must be on cash basis.)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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))		(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				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		11.	11.		STATEMENT 2
4 Dividends and interest from securities		240,705.	240,705.		STATEMENT 3
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		597,332.			STATEMENT 1
b Gross sales price for all assets on line 6a 8,219,348.					
7 Capital gain net income (from Part IV, line 2)			613,668.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		-4,282.	-4,118.		STATEMENT 4
12 Total. Add lines 1 through 11		833,766.	850,266.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages		6,571.	0.		6,571.
15 Pension plans, employee benefits					
16a Legal fees		12,854.	0.		12,854.
b Accounting fees		2,027.	1,014.		1,013.
c Other professional fees		95,607.	95,607.		0.
17 Interest		223.	223.		0.
18 Taxes		21,019.	4.		515.
19 Depreciation and depletion		4,272.	0.		
20 Occupancy		35,149.	0.		35,149.
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses		93,488.	3,261.		90,227.
24 Total operating and administrative expenses. Add lines 13 through 23		271,210.	100,109.		146,329.
25 Contributions, gifts, grants paid		8,824,000.			8,824,000.
26 Total expenses and disbursements. Add lines 24 and 25		9,095,210.	100,109.		8,970,329.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-8,261,444.			
b Net investment income (if negative, enter -0-)			750,157.		
c Adjusted net income (if negative, enter -0-)				N/A	

Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	97.	119,027.	119,027.
	2 Savings and temporary cash investments	1,226,523.	68,634.	68,634.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 13	7,711.	0.	0.
	c Investments - corporate bonds STMT 14	16,470,217.	9,559,783.	9,565,291.
11 Investments - land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 15	4,643,379.	3,484,858.	3,157,674.	
14 Land, buildings, and equipment: basis ▶ 2,163,893.				
Less: accumulated depreciation STMT 12 ▶ 23,608.	2,141,984.	2,140,285.	2,140,285.	
15 Other assets (describe ▶ PROCEEDS RECEIVABLE)	0.	696,038.	696,038.	
16 Total assets (to be completed by all filers)	24,489,911.	16,068,625.	15,746,949.	
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			
22 Other liabilities (describe ▶ STATEMENT 16)	76.	130.		
23 Total liabilities (add lines 17 through 22)	76.	130.		
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	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	24,489,835.	16,068,495.	
30 Total net assets or fund balances	24,489,835.	16,068,495.		
31 Total liabilities and net assets/fund balances	24,489,911.	16,068,625.		

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	24,489,835.
2 Enter amount from Part I, line 27a	2	-8,261,444.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 10	3	10,584.
4 Add lines 1, 2, and 3	4	16,238,975.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 11	5	170,480.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	16,068,495.

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			
b SEE ATTACHED STATEMENTS			
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 8,219,348.		8,014,257.	613,668.

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			613,668.

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	613,668.
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). If (loss), enter -0- in Part I, line 8	3	N/A

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	1,023,323.	22,941,639.	.044605
2010	2,114,741.	23,882,278.	.088549
2009	5,727,303.	26,012,927.	.220171
2008	2,529,842.	32,857,084.	.076995
2007	2,525,885.	41,077,795.	.061490

2 Total of line 1, column (d)	2	.491810
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	.098362
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	22,038,575.
5 Multiply line 4 by line 3	5	2,167,758.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	7,502.
7 Add lines 5 and 6	7	2,175,260.
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	8,970,329.

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 <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	7,502.
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	7,502.
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	7,502.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	29,233.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	29,233.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	21,731.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input checked="" type="checkbox"/> 21,731. Refunded <input type="checkbox"/>	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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for 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
1c 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. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.		
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?		
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) <input checked="" type="checkbox"/> 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

N/A

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>JAN DAY</u> Telephone no. ► <u>(206) 264-8200</u> Located at ► <u>407 DEXTER AVENUE N., SEATTLE, WA</u> ZIP+4 ► <u>98109-4704</u>			
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	N/A	
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1b	
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)):	1c	X
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 ►		
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)	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)?

☒ 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)?

Organizations relying on a current notice regarding disaster assistance check here

☐**5b****X****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?**SEE STATEMENT 18**☒ 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?

If "Yes" to 6b, file Form 8870

6b**X****7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?**N/A****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.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 17		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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**

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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. 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 OPERATION OF AN ART GALLERY FOR THE EXHIBITION OF ART AVAILABLE FOR VIEWING BY STUDENTS, ARTISTS, MUSEUMS AND THE GENERAL PUBLIC.	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 NONE	0.
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	16,061,862.
b	Average of monthly cash balances	1b	318,329.
c	Fair market value of all other assets	1c	5,993,997.
d	Total (add lines 1a, b, and c)	1d	22,374,188.
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	22,374,188.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	335,613.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	22,038,575.
6	Minimum investment return. Enter 5% of line 5	6	1,101,929.

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	1,101,929.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	7,502.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	7,502.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,094,427.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,094,427.
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	1,094,427.

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	8,970,329.
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	
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	8,970,329.
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	5	7,502.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	8,962,827.

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				1,094,427.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	281,757.			
b From 2008	896,044.			
c From 2009	4,431,185.			
d From 2010	941,611.			
e From 2011				
f Total of lines 3a through e	6,550,597.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 8,970,329.				
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				1,094,427.
e Remaining amount distributed out of corpus	7,875,902.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	14,426,499.			
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 instr.			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)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	281,757.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	14,144,742.			
10 Analysis of line 9:				
a Excess from 2008	896,044.			
b Excess from 2009	4,431,185.			
c Excess from 2010	941,611.			
d Excess from 2011				
e Excess from 2012	7,875,902.			

N/A

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

- (4) Gross investment income**

[illegible]

2012.04030 BAGLEY AND VIRGINIA WRIGHT 6126 FD1

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				
B & M WRIGHT FOUNDATION C/O WELLSPRING GROUP P.S., CPAS; 10885 NE FOURTH ST BELLEVUE, WA 98004	NONE	EXEMPT PRIVATE FOUNDATION	OPERATING	1,000,000.
BLOEDEL RESERVE 7571 NE DOLPHIN DRIVE BAINBRIDGE ISLAND, WA 98110	NONE	PUBLIC CHARITY	OPERATING	250,000.
BROOKLYN YOUTH SPORTS CLUB 9 WYCKOFF ST, STE 1 BROOKLYN, NY 11201	NONE	PUBLIC CHARITY	OPERATING	5,000.
CHARLES AND BARBARA WRIGHT FOUNDATION 407 DEXTER AVENUE N SEATTLE, WA 98109	NONE	EXEMPT PRIVATE FOUNDATION	OPERATING	1,000,000.
CONNECTICUT COLLEGE 270 MOHEGAN AVE NEW LONDON, CT 06320	NONE	EDUCATION INSTIT.	OPERATING	2,500.
Total			SEE CONTINUATION SHEET(S)	8,824,000.
b Approved for future payment				
NONE				
Total				

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 (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | Yes | No |
|----------|--|-------|----|
| | | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Sign Here  11-14-13 **TRUSTEE**

Signature of officer or trustee Date Title

☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	JOAN S. ALBEE	<i>Joan S Albee</i>	11/12/13		P00039081
	Firm's name ▶ WELLSRING GROUP P.S., CPAS				Firm's EIN ▶ 91-2083338
	Firm's address ▶ 10885 NE 4TH ST., SUITE 320 BELLEVUE, WA 98004			Phone no. 425-462-8220	

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	45 SHS AMERICAN FD SHORT TERM	P	VARIOUS	11/20/12
b	29,955 SHS AMERICAN FD SHORT TERM	P	VARIOUS	11/20/12
c	22 SHS AMERICAN FD SHORT TERM	P	VARIOUS	12/14/12
d	9,978 SHS AMERICAN FD SHORT TERM	P	VARIOUS	12/14/12
e	880 SHS AMERICAN FD SHORT TERM	P	VARIOUS	12/19/12
f	399,120 SHS AMERICAN FD SHORT TERM	P	VARIOUS	12/19/12
g	440 SHS AMERICAN FD SHORT TERM	P	VARIOUS	12/21/12
h	199,560 SHS AMERICAN FD SHORT TERM	P	VARIOUS	12/21/12
i	99,108.03 AMERICAN FD SHORT TERM	P	VARIOUS	07/31/12
j	1,307 SHS FIBERTOWER CORP	P	VARIOUS	07/31/12
k	99,108.03 AMERICAN FD SHORT TERM	P	VARIOUS	04/30/12
l	WATERSHED CAPITAL INSTITUTIONAL PARTNERS - DISTRI	P	01/01/07	12/31/12
m	ABRAMS CAPITAL TAX BASIS LOSS ON DISPOSITION	P	01/01/04	12/31/12
n	K-1 ABRAMS CAPITAL PARTNERS II, LP	P	01/01/12	12/31/12
o	K-1 ABRAMS CAPITAL PARTNERS II, LP	P	01/01/11	12/31/12

(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 454.		454.	0.
b 301,946.		301,473.	473.
c 222.		221.	1.
d 100,578.		100,421.	157.
e 8,881.		8,856.	25.
f 4,019,119.		4,016,822.	2,297.
g 4,441.		4,428.	13.
h 2,009,559.		2,008,411.	1,148.
i 1,000,000.		1,002,146.	-2,146.
j 153.		7,711.	-7,558.
k 12,443.		12,455.	-12.
l 16,457.			16,457.
m		121.	-121.
n			14,056.
o			167,427.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			0.
b			473.
c			1.
d			157.
e			25.
f			2,297.
g			13.
h			1,148.
i			-2,146.
j			-7,558.
k			-12.
l			16,457.
m			-121.
n			14,056.
o			167,427.

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 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).
If (loss), enter "-0-" in Part I, line 8 }

3

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 K-1 TIFF PARTNERS IV LLC		P	01/01/12	12/31/12
b K-1 TIFF PARTNERS IV LLC		P	01/01/11	12/31/12
c K-1 WATERSHED CAPITAL		P	01/01/11	12/31/12
d HALL CAPITAL SPEC OPPORTUNITIES		P	01/01/11	12/31/12
e ETON PARK OVERSEAS FUND LTD		P	12/01/07	12/31/12
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

(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			-1,530.
b			226,025.
c			2,599.
d 49,057.			49,057.
e 696,038.		550,738.	145,300.
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			-1,530.
b			226,025.
c			2,599.
d			49,057.
e			145,300.
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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	613,668.
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). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
GIVEDIRECTLY 171 AVE A, STE 6B NEW YORK, NY 10009	NONE	PUBLIC CHARITY	OPERATING	5,000.
HENRY GALLERY PO BOX 351410 SEATTLE, WA 98195	NONE	PUBLIC CHARITY	OPERATING	15,000.
LADY FOUNDATION C/O WELLSRING GROUP P.S., CPAS; 10885 NE FOURTH ST BELLEVUE, WA 98004	NONE	EXEMPT PRIVATE FOUNDATION	OPERATING	1,000,000.
LAKESIDE SCHOOL 14050 1ST AVE NE SEATTLE, WA 98125	NONE	PUBLIC CHARITY	OPERATING	2,000.
NEW YORK UNIVERSITY SCHOOL OF LAW 25 WEST 4TH ST, 4TH FL NEW YORK, NY 10012	NONE	PUBLIC CHARITY	OPERATING	3,000.
NORTHWEST CHILDRENS FUND 2100 24TH AVE S SEATTLE, WA 98144	NONE	PUBLIC CHARITY	OPERATING	2,500.
SCHWAB CHARITABLE FUND 211 MAIN ST, FL 10 SAN FRANCISCO, CA 94105	NONE	PUBLIC CHARITY	DONOR ADVISED FUND	1,000,000.
SEATTLE ART MUSEUM 100 UNIVERSITY STREET SEATTLE, WA 98122	NONE	PUBLIC CHARITY	ENDOWMENT	4,059,000.
SEATTLE OPERA PO BOX 9248 SEATTLE, WA 98109	NONE	PUBLIC CHARITY	ENDOWMENT	375,000.
SEATTLE REPERTORY THEATRE PO BOX 900923, 155 MERCER ST SEATTLE, WA 98109	NONE	PUBLIC CHARITY	OPERATING	100,000.
Total from continuation sheets				6,566,500.

3 Grants and Contributions Paid During the Year (Continuation)

Total from continuation sheets

FORM 990-PF

GAIN OR (LOSS) FROM SALE OF ASSETS

STATEMENT 1

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
45 SHS AMERICAN FD SHORT TERM	454.	454.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
29,955 SHS AMERICAN FD SHORT TERM	301,946.	301,473.	0.	0.	473.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
22 SHS AMERICAN FD SHORT TERM	222.	221.	0.	0.	1.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
9,978 SHS AMERICAN FD SHORT TERM	100,578.	100,421.	0.	PURCHASED	VARIOUS	12/14/12

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
880 SHS AMERICAN FD SHORT TERM	8,881.	8,856.	0.	PURCHASED	VARIOUS	12/19/12

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
399,120 SHS AMERICAN FD SHORT TERM	4,019,119.	4,016,822.	0.	PURCHASED	VARIOUS	12/19/12

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
440 SHS AMERICAN FD SHORT TERM	4,441.	4,428.	0.	PURCHASED	VARIOUS	12/21/12

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
199,560 SHS AMERICAN FD SHORT TERM	PURCHASED	VARIOUS	12/21/12		
	2,009,559.	2,008,411.	0.	0.	1,148.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
99,108.03 AMERICAN FD SHORT TERM	PURCHASED	VARIOUS	07/31/12		
	1,000,000.	1,002,146.	0.	0.	-2,146.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
1,307 SHS FIBERTOWER CORP	PURCHASED	VARIOUS	07/31/12		
	153.	7,711.	0.	0.	-7,558.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
99,108.03 AMERICAN FD SHORT TERM	PURCHASED	VARIOUS	04/30/12		
	12,443.	12,455.	0.	0.	-12.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
WATERSHED CAPITAL INSTITUTIONAL PARTNERS - DISTRIBUTIONS IN EXCESS OF BASIS	16,457.	16,457.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
ABRAMS CAPITAL TAX BASIS LOSS ON DISPOSITION	0.	0.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
K-1 ABRAMS CAPITAL PARTNERS II, LP	0.	0.	0.	0.	14,056.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
K-1 ABRAMS CAPITAL PARTNERS II, LP	0.	0.	0.	0.	167,427.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
K-1 TIFF PARTNERS IV LLC	0.	0.	0.	PURCHASED	01/01/12	12/31/12
						-1,530.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
K-1 TIFF PARTNERS IV LLC	0.	0.	0.	PURCHASED	01/01/11	12/31/12
						226,025.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
K-1 WATERSHED CAPITAL	0.	0.	0.	PURCHASED	01/01/11	12/31/12
						2,599.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
HALL CAPITAL SPEC OPPORTUNITIES	49,057.	0.	0.	PURCHASED	01/01/11	12/31/12
						49,057.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ETON PARK OVERSEAS FUND LTD		PURCHASED	12/01/07	12/31/12
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
696,038.	550,738.	0.	0.	145,300.
CAPITAL GAINS DIVIDENDS FROM PART IV				0.
TOTAL TO FORM 990-PF, PART I, LINE 6A				597,332.

FORM 990-PF	INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS	STATEMENT	2
SOURCE		AMOUNT	
CHARLES SCHWAB		11.	
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A		11.	

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	3
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CAPITAL GUARDIAN TRUST CO	156,004.	0.	156,004.
CHARLES SCHWAB	33,723.	0.	33,723.
ETON PARK OVERSEAS FUND LTD	2,513.	0.	2,513.
FARALLON CAPITAL OFFSHORE INVESTORS	15,381.	0.	15,381.
K-1 TIFF PARTNERS IV LLC	33,081.	0.	33,081.
K-1 WATERSHED CAPITAL	3.	0.	3.
TOTAL TO FM 990-PF, PART I, LN 4	240,705.	0.	240,705.

FORM 990-PF	OTHER INCOME		STATEMENT	4
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	
K-1 ABRAMS CAPITAL PARTNERS II, LP	-12.	49.		
CAPITAL GUARDIAN TRUST CO	598.	598.		
K-1 TIFF PARTNERS IV LLC	-5,592.	-5,482.		
JP MORGAN	116.	116.		
K-1 WATERSHED CAPITAL	471.	464.		
HALL CAPITAL SPEC OPPORTUNITIES	137.	137.		
TOTAL TO FORM 990-PF, PART I, LINE 11	-4,282.	-4,118.		

FORM 990-PF	LEGAL FEES		STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	12,854.	0.		12,854.
TO FM 990-PF, PG 1, LN 16A	12,854.	0.		12,854.

FORM 990-PF	ACCOUNTING FEES		STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	2,027.	1,014.		1,013.
TO FORM 990-PF, PG 1, LN 16B	2,027.	1,014.		1,013.

FORM 990-PF	OTHER PROFESSIONAL FEES		STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MANAGEMENT FEES	49,348.	49,348.		0.
HALL CAP SPEC OPS	17,301.	17,301.		0.
K-1 TIFF PARTNERS IV	21.	21.		0.
K-1 WATERSHED CAPITAL	28,937.	28,937.		0.
TO FORM 990-PF, PG 1, LN 16C	95,607.	95,607.		0.

FORM 990-PF	TAXES		STATEMENT	8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	515.	0.		515.
FOREIGN TAX	4.	4.		0.
EXCISE TAXES	20,500.	0.		0.
TO FORM 990-PF, PG 1, LN 18	21,019.	4.		515.

FORM 990-PF	OTHER EXPENSES		STATEMENT	9
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXHIBITION EXPENSE	90,045.	0.		90,045.
OTHER EXPENSES	3,261.	3,261.		0.
OFFICE EXPENSES	25.	0.		25.
BANK FEES	157.	0.		157.
TO FORM 990-PF, PG 1, LN 23	93,488.	3,261.		90,227.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT 10
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DESCRIPTION	AMOUNT
BOOK-TAX DIFFERENCE WATERSHED PARTNERSHIP	6,897.
BOOK-TAX DIFFERENCE TIFF PARTNERSHIP	3,687.
TOTAL TO FORM 990-PF, PART III, LINE 3	10,584.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT 11
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DESCRIPTION	AMOUNT
BOOK-TAX DIFFERENCE ABRAMS PARTNERSHIP	170,480.
TOTAL TO FORM 990-PF, PART III, LINE 5	170,480.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT 12
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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE	FAIR MARKET VALUE
BUILDING	22,200.	7,969.	14,231.	14,231.
IMPROVEMENTS	37,154.	13,338.	23,816.	23,816.
IMPROVEMENTS	6,904.	2,301.	4,603.	4,603.
LAND	2,097,635.	0.	2,097,635.	2,097,635.
TO 990-PF, PART II, LN 14	2,163,893.	23,608.	2,140,285.	2,140,285.

FORM 990-PF	CORPORATE STOCK	STATEMENT 13
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FIBERTOWER CORP	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10B	0.	0.

FORM 990-PF	CORPORATE BONDS	STATEMENT 14
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SHORT TERM BOND FUND OF AMERICA	9,559,783.	9,565,291.
TOTAL TO FORM 990-PF, PART II, LINE 10C	9,559,783.	9,565,291.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	15
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ABRAMS CAPITAL	COST	0.	0.
ETON PARK	COST	625,338.	756,780.
FARALLON CAPITAL	COST	116,820.	217,967.
HALL CAP SPEC OPS	COST	531,587.	819,308.
PROSPECT HARBOR	COST	929,036.	81,542.
TIFF PARTNERS IV	COST	1,259,649.	1,259,649.
WATERSHED CAPITAL	COST	22,428.	22,428.
TOTAL TO FORM 990-PF, PART II, LINE 13		3,484,858.	3,157,674.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 16
DESCRIPTION	BOY AMOUNT	EOY AMOUNT
PAYROLL WITHHOLDING	76.	130.
TOTAL TO FORM 990-PF, PART II, LINE 22	76.	130.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 17

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
VIRGINIA B. WRIGHT 407 DEXTER AVENUE N. SEATTLE, WA 981094704	TRUSTOR/TRUSTEE 5.00	0.	0.	0.
CHARLES B. WRIGHT III 407 DEXTER AVENUE N. SEATTLE, WA 981094704	TRUSTEE 1.00	0.	0.	0.
MERRILL WRIGHT 407 DEXTER AVENUE N. SEATTLE, WA 981094704	TRUSTEE 1.00	0.	0.	0.
ROBIN WRIGHT MOLL 3941 WASHINGTON STREET SAN FRANCISCO, CA 94118	TRUSTEE 1.00	0.	0.	0.
PRENTICE B. WRIGHT (BING) 1165 5TH AVENUE, #10A NEW YORK, NY 10029	TRUSTEE 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF

EXPENDITURE RESPONSIBILITY STATEMENT
PART VII-B, LINE 5C

STATEMENT 18

GRANTEE'S NAME

B & M WRIGHT FOUNDATION

GRANTEE'S ADDRESSC/O WELLSRING GROUP P.S., CPAS; 10885 NE FOURTH S
BELLEVUE, WA 98004

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>
1,000,000.	07/31/09	152,810.

PURPOSE OF GRANT

TO CARRY OUT CHARITABLE, SCIENTIFIC, LITERARY, OR EDUCATION PURPOSES.

DATES OF REPORTS BY GRANTEE

11/13/2012

ANY DIVERSION BY GRANTEE

NO

RESULTS OF VERIFICATIONTHE GRANT FUNDS CONTINUE TO BE USED SOLELY FOR THE PURPOSES DESCRIBED IN
THE GRANT AGREEMENT.

GRANTEE'S NAME

LADY FOUNDATION

GRANTEE'S ADDRESSC/O WELLSPRING GROUP P.S., CPAS; 10885 NE FOURTH S
BELLEVUE, WA 98004

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>
1,000,000.	08/13/09	154,483.

PURPOSE OF GRANT

TO CARRY OUT CHARITABLE, SCIENTIFIC, LITERARY, OR EDUCATION PURPOSES.

DATES OF REPORTS BY GRANTEE

05/01/2013

ANY DIVERSION BY GRANTEE

NO

RESULTS OF VERIFICATIONTHE GRANT FUNDS CONTINUE TO BE USED SOLELY FOR THE PURPOSES DESCRIBED IN
THE GRANT AGREEMENT.

GRANTEE'S NAME

CHARLES AND BARBARA WRIGHT FOUNDATION

GRANTEE'S ADDRESS407 DEXTER AVENUE N
SEATTLE, WA 98109

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>
1,000,000.	10/23/09	546,763.

PURPOSE OF GRANT

TO CARRY OUT CHARITABLE, SCIENTIFIC, LITERARY, OR EDUCATION PURPOSES.

DATES OF REPORTS BY GRANTEE

05/02/2013

ANY DIVERSION BY GRANTEE

NO

RESULTS OF VERIFICATIONTHE GRANT FUNDS CONTINUE TO BE USED SOLELY FOR THE PURPOSES DESCRIBED IN
THE GRANT AGREEMENT.

GRANTEE'S NAME

B & M WRIGHT FOUNDATION

GRANTEE'S ADDRESSC/O WELLSRING GROUP P.S., CPAS; 10885 NE FOURTH ST
BELLEVUE, WA 98004

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>
1,000,000.	12/28/12	0.

PURPOSE OF GRANT

TO CARRY OUT CHARITABLE, SCIENTIFIC, LITERARY, OR EDUCATION PURPOSES.

DATES OF REPORTS BY GRANTEE

11/13/2012

ANY DIVERSION BY GRANTEE

NO

RESULTS OF VERIFICATIONTHE GRANT FUNDS CONTINUE TO BE USED SOLELY FOR THE PURPOSES DESCRIBED IN
THE GRANT AGREEMENT.

GRANTEE'S NAME

LADY FOUNDATION

GRANTEE'S ADDRESSC/O WELLSRING GROUP P.S., CPAS; 10885 NE FOURTH ST
BELLEVUE, WA 98004GRANT AMOUNT

1,000,000.

DATE OF GRANT

12/28/12

AMOUNT EXPENDED

0.

PURPOSE OF GRANT

TO CARRY OUT CHARITABLE, SCIENTIFIC, LITERARY, OR EDUCATION PURPOSES.

DATES OF REPORTS BY GRANTEE

05/01/2013

ANY DIVERSION BY GRANTEE

NO

RESULTS OF VERIFICATIONTHE GRANT FUNDS CONTINUE TO BE USED SOLELY FOR THE PURPOSES DESCRIBED IN
THE GRANT AGREEMENT.

GRANTEE'S NAME

CHARLES AND BARBARA WRIGHT FOUNDATION

GRANTEE'S ADDRESS

407 DEXTER AVENUE N
SEATTLE, WA 98109

GRANT AMOUNT

DATE OF GRANT

AMOUNT EXPENDED

1,000,000.

12/28/12

0.

PURPOSE OF GRANT

TO CARRY OUT CHARITABLE, SCIENTIFIC, LITERARY, OR EDUCATION PURPOSES.

DATES OF REPORTS BY GRANTEE

05/02/2013

ANY DIVERSION BY GRANTEE

NO

RESULTS OF VERIFICATION

THE GRANT FUNDS CONTINUE TO BE USED SOLELY FOR THE PURPOSES DESCRIBED IN
THE GRANT AGREEMENT.

2012 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	C o n v	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
1	BUILDING	01/01/99	SL	39.00	MM	17	22,200.				22,200.	7,400.		569.	7,969.
2	IMPROVEMENTS	01/01/99	SL	39.00	MM	17	37,154.				37,154.	12,385.		953.	13,338.
3	IMPROVEMENTS	01/13/00	SL	39.00	MM	17	6,904.				6,904.	2,124.		177.	2,301.
4	LAND	01/01/99	L				2,097,635.				2,097,635.			0.	
* TOTAL 990-PF PG 1 DEPR.							2,163,893.				2,163,893.	21,909.		1,699.	23,608.