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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
ELLISON FOUNDATION

A Employer identification number
91-6557865

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
400 112TH AVE. NE | 230

B Telephone number
425-450-2300

City or town, state, and ZIP code
BELLEVUE, WA 98004

C If exemption application is pending, check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 47,544,337.

J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received	37,921,546.		N/A	
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	62.	62.		STATEMENT 1
	4 Dividends and interest from securities	497,442.	497,419.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,449,602.			
	b Gross sales price for all assets on line 6a 8,683,111.				
	7 Capital gain net income (from Part IV, line 2)		1,449,602.		
	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	193,020.	193,020.		STATEMENT 3
	12 Total Add lines 1 through 11	40,061,672.	2,140,103.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	12,182.	0.		12,182.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	2,409.	0.		2,409.
	16a Legal fees				
	b Accounting fees				
	c Other professional fees STMT 4	12,341.	12,341.		0.
	17 Interest	1,053.	1,053.		0.
	18 Taxes STMT 5	7,665.	7,665.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	91.	0.		64.
	22 Printing and publications				
	23 Other expenses STMT 6	65,745.	62,220.		3,525.
	24 Total operating and administrative expenses Add lines 13 through 23	101,486.	83,279.		18,180.
	25 Contributions, gifts, grants paid	582,979.			582,979.
	26 Total expenses and disbursements. Add lines 24 and 25	684,465.	83,279.		601,159.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	39,377,207.			
	b Net investment income (if negative, enter -0-)		2,056,824.		
	c Adjusted net income (if negative, enter -0-)			N/A	

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223501 12-05-12 LHA **For Paperwork Reduction Act Notice, see instructions** Form **990-PF** (2012)

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			
	2 Savings and temporary cash investments	187,002.	1,355,585.	1,355,585.
	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	300.	125.	125.
	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 STMT 7	539,518.	18,020,873.	18,020,873.
	b Investments - corporate stock STMT 8	663,969.	17,100,077.	17,100,077.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	6,834,322.	11,067,677.	11,067,677.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	8,225,111.	47,544,337.	47,544,337.
Liabilities	17 Accounts payable and accrued expenses		3,243.	
	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 ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	3,243.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] 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	8,225,111.	47,541,094.	
	30 **Total net assets or fund balances**	8,225,111.	47,541,094.	
	31 **Total liabilities and net assets/fund balances**	8,225,111.	47,544,337.	

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	8,225,111.
2	Enter amount from Part I, line 27a	2	39,377,207.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	47,602,318.
5	Decreases not included in line 2 (itemize) ▶ UNREALIZED GAIN ON INVESTMENTS	5	61,224.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	47,541,094.

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12-05-12

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 STATEMENT			
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	8,683,111.		7,729,818.	1,449,602.

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				1,449,602.

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	1,449,602.
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	1,293,893.	8,334,371.	.155248
2010	1,254,612.	7,846,982.	.159885
2009	1,225,854.	3,850,293.	.318379
2008	1,369,163.	5,475,342.	.250060
2007	1,380,863.	6,580,989.	.209826

2	Total of line 1, column (d)	2	1.093398
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	.218680
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	26,584,358.
5	Multiply line 4 by line 3	5	5,813,467.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	20,568.
7	Add lines 5 and 6	7	5,834,035.
8	Enter qualifying distributions from Part XII, line 4	8	601,159.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter. _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	41,136.
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	41,136.
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	41,136.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 30,801.		
b	Exempt foreign organizations - tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 40,000.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	70,801.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ 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	29,665.
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 29,665. **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?	1a		X
b	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*	1b		X
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		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?	6		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.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ WA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	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*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ LEGACY CAPITAL Telephone no ▶ 425-450-2300

Located at ▶ 400 112TH AVE. NE, STE 230, BELLEVUE, WA ZIP+4 ▶ 98004

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

			Yes	No
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	X	

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

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶ _____, _____, _____, _____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ _____, _____, _____, _____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)* N/A	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

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)?	N/A		5b	
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	N/A	☐ 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?			6b	X
	If "Yes" to 6b, file Form 8870.				
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes	☒ No		
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
THOMAS ELLISON 5666 PLEASURE POINT LANE BELLEVUE, WA 98006	PRESIDENT 5.00	0.	0.	0.
MAUREEN SUE ELLISON 5666 PLEASURE POINT LANE BELLEVUE, WA 98006	V. PRESIDENT 4.00	0.	0.	0.
ROBERT HURLBUT 400 112TH AVE. NE, STE 230 BELLEVUE, WA 98004	FOUNDATION DIRECTOR 40.00	12,182.	1,284.	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

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 N/A	
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 N/A	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ▶	0.

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223561
12-05-12

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	21,986,398.
b	Average of monthly cash balances		1b	5,002,798.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	26,989,196.
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	26,989,196.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	404,838.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	26,584,358.
6	**Minimum investment return.** Enter 5% of line 5		6	1,329,218.

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	1,329,218.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	41,136.		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	41,136.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	1,288,082.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	1,288,082.
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	1,288,082.

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	601,159.
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	601,159.
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	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	601,159.

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				1,288,082.
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 1,089,088.				
b From 2008 1,130,900.				
c From 2009 1,034,271.				
d From 2010 901,330.				
e From 2011 886,656.				
f **Total** of lines 3a through e	5,042,245.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 601,159.				
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				601,159.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	686,923.			686,923.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	4,355,322.			
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	402,165.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	3,953,157.			
10 Analysis of line 9				
a Excess from 2008 1,130,900.				
b Excess from 2009 1,034,271.				
c Excess from 2010 901,330.				
d Excess from 2011 886,656.				
e Excess from 2012				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

SEE STATEMENT 10

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

NONE

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

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

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

BOB HURLBUT
400 112TH AVE. NE, STE 230, BELLEVUE, WA 98004

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

LETTER

c Any submission deadlines

N/A

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

N/A

Part XV Supplementary Information (continued)

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

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
a *Paid during the year*				
MEDINA PTA		PUBLIC	EDUCATION	1,000.
ALZHEIMER'S ASSOCIATION		PUBLIC	MEDICAL RESEARCH	1,993.
AMA FOUNDATION		PUBLIC	HOME & EDUCATION FOR YOUTH	5,000.
UNITED WAY-GLOBAL PARTNERSHIPS		PUBLIC	INTERNATIONAL POVERTY	5,000.
PAN-MASS CHALLENGE		PUBLIC	MEDICAL RESEARCH	1,500.
Total SEE CONTINUATION SHEET(S)			▶ 3a	582,979.
b *Approved for future payment*				
UNITED WAY-RECOVERY CAFE		PUBLIC	HUMAN SERVICES	40,000.
UNITED WAY-GLOBAL PARTNERSHIPS		PUBLIC	INTERNATIONAL POVERTY	10,000.
Total			▶ 3b	50,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	62.	
4 Dividends and interest from securities			14	497,442.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	193,020.	
8 Gain or (loss) from sales of assets other than inventory			18	1,449,602.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		2,140,126.	0.
13 Total. Add line 12, columns (b), (d), and (e)					13 2,140,126.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes)

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

			Yes	No
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?			
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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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		

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) is based on all information of which preparer has any knowledge

▶ Signature of officer or trustee — Date: 9/18/13 — ▶ Title: PRESIDENT

May the IRS discuss this return with the preparer shown below (see instr)? ☐ Yes ☐ No

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

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

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization

ELLISON FOUNDATION

Employer identification number

91-6557865

Organization type (check one):

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

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

General Rule

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

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% 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	Employer identification number
ELLISON FOUNDATION	91-6557865

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	THOMAS A. AND MAUREEN S. ELLISON 5666 PLEASURE POINT LANE BELLEVUE, WA 98006	$ 20,246,184.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
2	LEGACY FAMILY INVESTMENTS 400 112TH AVE. NE, STE 230 BELLEVUE, WA 98004	$ 17,675,362.	Person [ ] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization: ELLISON FOUNDATION

Employer identification number: 91-6557865

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
2	VARIOUS SHARES	$ 17,675,362.	07/19/12
		$	
		$	
		$	
		$	
		$	

Name of organization: ELLISON FOUNDATION

Employer identification number: 91-6557865

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) ▶ $

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

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
FOUNDATION BANK	62.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	62.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CCP QUANTITATIVE FUND	27,016.	0.	27,016.
CHARLES SCHWAB #1596	1.	0.	1.
CHARLES SCHWAB #1596 EXEMPT	4.	0.	4.
GLOBAL PARTNERSHIPS	8,000.	0.	8,000.
JPMORGAN #A-0005 DIVIDENDS	360,923.	0.	360,923.
JPMORGAN #A-0005 INTEREST	1,250.	0.	1,250.
JPMORGAN #W-9008 INTEREST	22,784.	0.	22,784.
JPMORGAN FMI #009 DIVIDENDS	16,033.	0.	16,033.
JPMORGAN FMI #009 INTEREST	5.	0.	5.
JPMORGAN GLOBAL ACCESS DIVIDENDS	61,192.	0.	61,192.
JPMORGAN GLOBAL ACCESS INTEREST	215.	0.	215.
JPMORGAN GLOBAL ACCESS TAX-EXEMPT INTEREST	19.	0.	19.
TOTAL TO FM 990-PF, PART I, LN 4	497,442.	0.	497,442.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
JPMORGAN GLOBAL ACCESS-OTHER PORTFOLIO INCOME	181,320.	181,320.	
JPMORGAN #A-0005 AUTOCALL BRENT NOTE	11,700.	11,700.	
TOTAL TO FORM 990-PF, PART I, LINE 11	193,020.	193,020.	

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES-JPM	12,341.	12,341.		0.
TO FORM 990-PF, PG 1, LN 16C	12,341.	12,341.		0.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	6,311.	6,311.		0.
FOREIGN TAXES PAID-JPM GLOBAL ACCESS	1,354.	1,354.		0.
TO FORM 990-PF, PG 1, LN 18	7,665.	7,665.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LICENSES & FEES	678.	0.		678.
MANAGEMENT & ADMIN FEES-JPM GLOBAL ACCESS	61,804.	61,804.		0.
DUES, SUBSCRIPTIONS, BOOKS	320.	0.		320.
OFFICE SUPPLIES	2,580.	258.		2,322.
PHONE	200.	0.		200.
MISCELLANEOUS	5.	0.		5.
INVESTMENT INT EXP-JPM	158.	158.		0.
TO FORM 990-PF, PG 1, LN 23	65,745.	62,220.		3,525.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 7

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
FIXED INCOME: GOVERNMENT OBLIGATIONS	X		362,806.	362,806.
FIXED INCOME: ACCRUED INTEREST ON GOV'T OBLIGATIONS	X		6,179.	6,179.
JPM ACCT A20830005-ACCRUED INTEREST	X		40,276.	40,276.
CORNELL UNIVERSITY		X	30,062.	30,062.
FIXED INCOME: US GOVERNMENT OBLIGATIONS	X		88,521.	88,521.
US FIXED INCOME JPM ACCT A20830005	X		17,493,029.	17,493,029.
TOTAL U.S. GOVERNMENT OBLIGATIONS			17,990,811.	17,990,811.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			30,062.	30,062.
TOTAL TO FORM 990-PF, PART II, LINE 10A			18,020,873.	18,020,873.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
JPM ACCT A20830005-SCHEDULE ATTACHED	15,326,136.	15,326,136.
JPM ACCT A75444009-SCHEDULE ATTACHED	1,770,857.	1,770,857.
JPM ACCT A75444009-ACCRUED DIVIDENDS	3,084.	3,084.
TOTAL TO FORM 990-PF, PART II, LINE 10B	17,100,077.	17,100,077.

FORM 990-PF OTHER INVESTMENTS STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
JPMORGAN GLOBAL ACCESS PORTFOLIOS LLC	FMV	0.	0.
GLOBAL PARTNERSHIP MICROFINANCE FUND	FMV	200,000.	200,000.
SANDALWOOD OVERSEAS LIQUIDATING SPV SPC, LTD	FMV	234,906.	234,906.
JPMORGAN GLOBAL ACCESS PORTFOLIOS LLC-DISTRIBUTION RECEIVABLE	FMV	206,409.	206,409.
HEDGE FUNDS JPM ACCT A20830005-SCHEDULE ATTACHED	FMV	7,046,145.	7,046,145.

HARD ASSETS JPM ACCT	FMV		
A20830005-SCHEDULE ATTACHED		1,493,791.	1,493,791.
JPM INTL CURRENCY INCOME FD	FMV	931,038.	931,038.
DREYFUS LAUREL EMG MKT DEBT LOC	FMV	955,388.	955,388.
TOTAL TO FORM 990-PF, PART II, LINE 13		11,067,677.	11,067,677.

FORM 990-PF PART XV - LINE 1A STATEMENT 10
LIST OF FOUNDATION MANAGERS

NAME OF MANAGER

THOMAS ELLISON
MAUREEN SUE ELLISON

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	SCHWAB #1596 CAPITAL GAIN DISTRIBUTIONS			
b	JPM CAPITAL GAIN DISTRIBUTIONS			
c	JPM PUBLICLY TRADED SECURITIES			
d	JPM PUBLICLY TRADED SECURITIES			
e	JPM W008 PUBLICLY TRADED SECURITIES			
f	57.761828 UNITS SANDALWOOD OVERSEAS LIQUIDATING S	P	09/30/06	07/01/12
g	JPM GLOBAL ACCESS NET STCG			
h	JPM GLOBAL ACCESS NET LTCG			
i	JPM FMI PUBLICLY TRADED SECURITIES			
j	JPM FMI PUBLICLY TRADED SECURITIES			
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.			1.
b	109,791.			109,791.
c	666,803.		660,854.	5,949.
d	6,381,917.		5,773,346.	608,571.
e	50,000.		50,000.	0.
f	65,668.		80,253.	-14,585.
g				33,022.
h				463,287.
i	386,544.		364,884.	21,660.
j	1,022,387.		800,481.	221,906.
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.
b				109,791.
c				5,949.
d				608,571.
e				0.
f				-14,585.
g				33,022.
h				463,287.
i				21,660.
j				221,906.
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	1,449,602.
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

223591
05-01-12

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
SEATTLE UNIVERSITY-RAINIER SCHOLARS		PUBLIC	EDUCATION	52,500.
ASHOKA		PUBLIC	SOCIAL NEEDS	2,500.
UNITED WAY-COMMUNITY SAFETY NET		PUBLIC	HUMAN SERVICES NEEDS	50,000.
FOOD LIFELINE		PUBLIC	HUNGER/POVERTY	5,000.
UNITED WAY-COYOTE CENTRAL		PUBLIC	ADOLESCENT NEEDS	2,500.
UNITED WAY-HOPE FOR HEROISM		PUBLIC	HUMAN SERVICES NEEDS	7,500.
UNITED WAY-JC BARTOL SCHOLARSHIP FUND, BELLEVUE SCHOOLS FOUNDATION		PUBLIC	EDUCATION	1,500.
UNITED WAY-JEWISH FAMILY SERVICE		PUBLIC	HUMAN SERVICES	5,000.
NORTHWEST CENTER		PUBLIC	HUMAN SERVICES	25,000.
UNITED WAY-PARENT CHILD HOME PROGRAM		PUBLIC	EDUCATION	15,000.
Total from continuation sheets				568,486.

223631
05-01-12

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
UNITED WAY-RAINIER SCHOLARS		PUBLIC	EDUCATION	50,000.
UNITED WAY-RWANDA GIRLS SCHOOL INITIATIVE		PUBLIC	EDUCATING GIRLS	10,000.
SALVATION ARMY		PUBLIC	HUMAN SERVICES	2,500.
UNITED WAY-SEATTLE CHILDREN'S HOSPITAL FOUNDATION		PUBLIC	MEDICAL CARE	50,000.
UNITED WAY-SEATTLE UNIVERSITY		PUBLIC	EDUCATION	10,000.
UNITED WAY-WASHINGTON WOMEN IN NEED		PUBLIC	WOMEN'S RESOURCE CENTER	10,000.
UNITED WAY-URBAN REST STOP		PUBLIC	HUMAN SERVICES	5,000.
UNITED WAY-UW FOUNDATION SALUTE TO HARBORVIEW		PUBLIC	MEDICAL	10,000.
UNITED WAY-ALZHEIMER'S ASSOCIATION		PUBLIC	MEDICAL	10,000.
MARKET FOUNDATION		PUBLIC	MEDICAL CARE, CHILD CARE, MEALS	2,500.
Total from continuation sheets				

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
UNITED WAY-OUTRAGEOUS LEARNING FOUNDATION DBA THE PARENTS UNION		PUBLIC	EDUCATION	25,000.
UNITED WAY-UW FOUNDATION		PUBLIC	EDUCATION	150,000.
UNITED WAY-THE SOPHIA WAY		PUBLIC	ASSISTING HOMELESS WOMEN	2,500.
STROUM JEWISH COMMUNITY CENTER		PUBLIC	EDUCATION	3,486.
UNITED WAY-BOYS & GIRLS CLUBS		PUBLIC	HUMAN SERVICES	2,500.
COMPASSIONATE ACTION NETWORK INTERNATIONAL		PUBLIC	EDUCATION	500.
UNITED WAY-OPERATION HOMEFRONT OF WASHINGTON		PUBLIC	HUMAN SERVICES	5,000.
SULTAN SCHOOL DISTRICT		SCHOOL	EDUCATION	5,000.
UNITED WAY-MEDICAL TEAMS INTERNATIONAL		PUBLIC	MEDICAL	10,000.
FORTERRA		PUBLIC	CONSERVATION	1,500.
Total from continuation sheets				

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05-01-12

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
UNITED WAY-LEMAY MUSEUM		PUBLIC	MUSEUM	10,000.
RAZOO FOUNDATION		PUBLIC	FOOD & SHELTER	500.
SAFE CROSSINGS FOUNDATION		PUBLIC	GRIEVING CHILDREN	2,500.
UNITED WAY-RECOVERY CAFE		PUBLIC	HUMAN SERVICES	10,000.
THE NATURE CONSERVANCY		PUBLIC	CONSERVATION	4,000.
FARA		PUBLIC	RESEARCH	1,000.
MEDRIX		PUBLIC	MEDICAL & EDUCATION	5,000.
LEUKEMIA & LYMPHOMA SOCIETY		PUBLIC	RESEARCH & EDUCATION	500.
YMCA		PUBLIC	HUMAN SERVICES	500.
UNITED WAY-CHILD CARE RESOURCES		PUBLIC	HUMAN SERVICES	2,500.
Total from continuation sheets				

Equity Summary

Asset Categories	Ending Market Value
US Large Cap Equity	6,624,191.51
US Mid Cap Equity	2,017,946.10
EAFE Equity	2,450,373.49
European Large Cap Equity	457,834 50
Asia ex-Japan Equity	2,277,531 62
Emerging Market Equity	1,498,258.62
Unclassified	0 00
Total Value	**$15,326,135.84**

Note G indicates a position that contains gifted shares

Equity Detail

	Price	Quantity	Value
US Large Cap Equity			
G **AMERICAN CENTURY EQUITY INCOME FUND** (FUND 123) 025076-10-0 TWEI X	7 82	199,784 475	1,562,314 59
BBH FD INC TAX EFFIC EQ N 05528X-60-4 BBTE X	17 35	65,947 242	1,144,184 65
DB REN SPX 12/18/13 2 XLEV- 9.2%CAP- 18.4%MAXPYMT INITIAL LEVEL-11/30/12 SPX.1416 18 25152R-AH-6	101.11	460,000.000	465,106 00
JPM LARGE CAP GROWTH FD - SEL FUND 3118 4812C0-53-0 SEEG X	23 95	30,978 934	741,945 47
SIT MUT FDS INC DIVIDEND GRWTH 82980D-70-7 SDVG X	14 50	77,628 793	1,125,617 50
SPDR S&P 500 ETF TRUST 78462F-10-3 SPY	142 41	11,130 000	1,585,023 30
Total US Large Cap Equity			**$6,624,191.51**

G The position contains gifted shares Pursuant to IRS Publication 551, the Tax Cost of gifted shares is equal t
time they ware gifted, depending on whether the shares experienced a gain or loss in the value since that tin

	Price	Quantity	Value
US Mid Cap Equity			
ASTON RIVER RD DIV ALL CAP VAL FD 00080Y-87-6 ARID X	11 07	114,235 501	1,264,587 00
G **ISHARES RUSSELL MIDCAP INDEX FUND** 464287-49-9 IWR	113.10	6,661 000	753,359 10
Total US Mid Cap Equity			**$2,017,946.10**

G The position contains gifted shares Pursuant to IRS Publication 551, the Tax Cost of gifted shares is equal to time they ware gifted, depending on whether the shares experienced a gain or loss in the value since that time

EAFE Equity			
G **ARTISAN INTL VALUE FUND - INV** 04314H-88-1 ARTK X	30 38	55,113.663	1,674,353 08
CULLEN INTERNATIONAL HIGH DIVIDEND FUND CL I 230001-70-3 CIHI X	10 14	76,530 612	776,020 41
Total EAFE Equity			**$2,450,373.49**

G The position contains gifted shares Pursuant to IRS Publication 551, the Tax Cost of gifted shares is equal to time they ware gifted, depending on whether the shares experienced a gain or loss in the value since that time

	Price	Quantity	Value
European Large Cap Equity			
DB MARKET PLUS SX5E 03/19/14 80% CONTIN BARRIER- 7.6%CPN ,UNCAPPED INITIAL LEVEL-09/14/12 SX5E 2594 56 2515A1-LR-0	101 74	450,000 000	457,834 50
Asia ex-Japan Equity			
G **MATTHEWS PACIFIC TIGER INSTL FUND** 577130-83-4 MIPT X	24 41	52,603 830	1,284,059 49
T ROWE PRICE INTERNATIONAL FUNDS INC NEW ASIA FUND 77956H-50-0 PRAS X	16 81	59,100 067	993,472 13
Total Asia ex-Japan Equity			**$2,277,531.62**

G The position contains gifted shares Pursuant to IRS Publication 551, the Tax Cost of gifted shares is equal to e time they ware gifted, depending on whether the shares experienced a gain or loss in the value since that time

Emerging Market Equity			
VANGUARD MSCI EMERGING MARKETS ETF 922042-85-8 VWO	44 53	22,905 000	1,019,959 65
VIRTUS INSIGHT TR VIRTUS EMRG FD I 92828T-88-9 HIEM X	10 31	46,391 753	478,298 97
Total Emerging Market Equity			**$1,498,258.62**

Alternative Assets Detail

	Price	Quantity	Estimated Value
Hedge Funds			
BLUEMOUNTAIN LONG/SHORT CREDIT FUND LTD CLASS A - NEW ISSUES INELIGIBLE 11-12 N/O Client HFBMCA-AZ-6	1,003 30 11/30/12	500 000	501,650 91
BRIDGEWATER PRIVATE INVESTORS OFFSHORE, LTD CLASS A 01-13 N/O Client HFBRDA-JN-2	100 00 11/30/12	5,000 000	500,000 00
CADUCEUS CAPITAL, LTD CLASS C - NEW ISSUES INELIGIBLE (NEW FEE STRUCTURE) 11-12 N/O Client HFCADA-FZ-5	1,005 88 11/30/12	500 000	502,939 52
CCP QUANTITATIVE FUND (CANTAB OFFSHORE) ARISTARCHUS SHARES USD - LEAD SERIES N/O Client 741542-91-4	1,995 45 11/30/12	262 899	524,602 16
HALCYON PARTNERS OFFSHORE FUND LTD. NEW ISSUES INELIGIBLE 10-12 N/O Client HFHALA-KW-2	1,012 38 11/30/12	500 000	506,190 58
HMLP MULTI-STRAT PI LTD - CLASS E (NEW ISSUES INELIGIBLE) - PENDING NAV N/O Client 414992-94-1	1 00 11/30/12	250,000 000	250,000 00

	Price	Quantity	Estimatec Value
Hedge Funds			
HMLP MULTI-STRATEGY PRIVATE INVESTORS LTD CLASS E NEW ISSUES INELIGIBLE N/O Client 43098A-99-3	1,188.96 11/30/12	422.519	502,358 19
HMLP MULTI-STRATEGY PRIVATE INVESTORS LTD CLASS E NEW ISSUES INELIGIBLE - EQUALIZATION BALANCE N/O Client 43098B-93-4	1 00 11/30/12	3,828.080	3,828 08
MANIKAY OFFSHORE FUND, LTD. CLASS B SUB-CLASS 1N SHARES - NEW ISSUES INELIGIBLE 01-13 N/O Client HFMKYA-BD-2	1,000 00 11/30/12	500 000	500,000 00
MAVERICK FUND, LTD. CLASS C MONTHLY - NEW ISSUES INELIGIBLE 10-12 N/O Client HFMAVA-NG-7	984 40 11/30/12	500 000	492,200 00
OCH-ZIFF OZOFII PRIVATE INVESTORS OFFSHORE LTD CLASS G PRIME - NEW ISSUES INELIGIBLE N/O Client 986903-91-2	141 45 11/30/12	5,381 251	761,153 18
SOUTHPAW CREDIT OPPORTUNITY FUND (FTE) LTD CLASS C - NEW ISSUES INELIGIBLE 10-12 N/O Client HFSPWA-KF-2	101 37 11/30/12	5,000 000	506,850 00

	Price	Quantity	Estimated Value
Hedge Funds			
STANDARD PACIFIC CAPITAL OFFSHORE FUND, LTD CLASS A SERIES D (NEW ISSUES INELIGIBLE) N/O Client 853799-95-5	94 86 11/30/12	5,111 272	484,855 26
THIRD POINT OFFSHORE FUND, LTD. CLASS F - NEW ISSUES INELIGIBLE 01-13 N/O Client HFTPPA-QC-0	100 00 11/30/12	5,000 000	500,000.00
YORK EUROPEAN OPPORTUNITIES UNIT TRUST CLASS A - NEW ISSUES INELIGIBLE 10-12 N/O Client 98669B-9A-1	15 02 11/30/12	33,914 064	509,516 55
Total Hedge Funds			**$7,046,144.43**
Hard Assets			
BNP BRENT CBEN 5/7/13 LNKD TO CO1 80% BARRIER, 7 25% CPN, 7 25% CAP 11/01/12 CO1.105 68 05574L-BT-4	104 37	200,000 000	208,743 26
HIGHBRIDGE DYNAMIC COMM STRG FD -SEL 48121A-67-0 HDCS X	13 97	37,737 681	527,195 40

	Price	Quantity	Estimated Value
Hard Assets			
JPM PARTICIPATING GOLD NOTE 10/18/13 LNKD TO GOLDLNPM 85%BARRIER, 16 50%MAXRTN 10/05/12 INITIAL STRIKE 1784 00 48125V-5K-2	96.41	225,000 000	216,922.50
SPDR GOLD TRUST 78463V-10-7 GLD	162 02	1,500 000	243,030 00
UBS AUTOCALL BRENT NOTE 09/06/13 LNKD TO CO1 80% BARRIER, 15 6% CAP 8/31/12, INITIAL STRIKE 114.57 902674-LG-3	99.30	300,000 000	297,900 00
Total Hard Assets			**$1,493,791.16**

Note **P** indicates position adjusted for Pending Trade Activity
[1] This is the Annual Percentage Yield (APY) which is the rate earned if balances remain on deposit for a full year with compounding, there is no change in the is left in the account

G indicates a position that contains gifted shares

Equity Detail

		Price	Quantity	Value
	US Large Cap Equity			
G	**ACCENTURE PLC-CL A** G1151C-10-1 ACN	66 50	1,200 000	79,800 00
G	**AMERICAN EXPRESS CO** 025816-10-9 AXP	57 48	1,000 000	57,480 00
G	**AMERISOURCEBERGEN CORP** 03073E-10-5 ABC	43 18	1,500 000	64,770 00
G	**AUTOMATIC DATA PROCESSING INC** 053015-10-3 ADP	56 93	950 000	54,083 50
	BANK OF NEW YORK MELLON CORP 064058-10-0 BK	25 70	4,125 000	106,012.50
G	**BERKSHIRE HATHAWAY INC DEL CL B** 084670-70-2 BRK B	89 70	1,075 000	96,427 50
G	**CINTAS CORP** 172908-10-5 CTAS	40 90	1,300 000	53,170 00
G	**COMERICA INC** 200340-10-7 CMA	30 34	2,000 000	60,680 00
	COST OF PENDING PURCHASES	1 00	(3,292 780)	(3,292 78)
G	**COVIDIEN PLC NEW** G2554F-11-3 COV	57 74	1,225 000	70,731 50

		Price	Quantity	Value
	US Large Cap Equity			
P	**DANONE** SPONS ADR 23636T-10-0 DANO Y	13 16	900 000	11,843 10
	DEVON ENERGY CORP 25179M-10-3 DVN	52 04	1,275 000	66,351 00
	EXPEDITORS INTERNATIONAL WASHINGTON INC 302130-10-9 EXPD	39 55	1,475 000	58,336 25
G	**GLAXOSMITHKLINE PLC** SPONS ADR 37733W-10-5 GSK	43 47	1,325 000	57,597 75
G	**ILLINOIS TOOL WORKS INC** 452308-10-9 ITW	60 81	1,275 000	77,532 75
	INGERSOLL-RAND PLC G47791-10-1 IR	47 96	1,075 000	51,557 00
G	**KIMBERLY-CLARK CORP** 494368-10-3 KMB	84 43	850 000	71,765 50
G	**MICROSOFT CORP** 594918-10-4 MSFT	26.71	1,775.000	47,410 25
G	**MONSANTO CO** 61166W-10-1 MON	94 65	475 000	44,958 75
G	**NESTLE S A** SPONS ADR REPSTG REG SH 641069-40-6 NSRG Y	65 11	875 000	56,973 00
G	**OMNICOM GROUP INC** 681919-10-6 OMC	49 96	1,275 000	63,699 00

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	E
US Large Cap Equity						
PACCAR INC 693718-10-8 PCAR	45 21	925.000	41,819 25	37,661.24	4,158 01	
G **SCHLUMBERGER LTD** 806857-10-8 SLB	69 30	700.000	48,509 30	41,655 46	6,853 84	
SYSCO CORP 871829-10-7 SYY	31 66	2,700 000	85,482 00	76,421 07	9,060 93	
G **TE CONNECTIVITY LTD** H84989-10-4 TEL	37 12	2,200 000	81,664 00	63,687 32	17,976 68	
G **TIME WARNER INC** NEW 887317-30-3 TWX	47 83	1,225 000	58,591 75	37,362 50	21,229.25	
US DOLLAR	1 00	114,615 100	114,615 10 (1)	114,615 10		
G **WALMART STORES INC** 931142-10-3 WMT	68 23	1,000 000	68,230.00	53,317 50	14,912 50	
G **WILLIS GROUP HOLDINGS PLC** G96666-10-5 WSH	33.53	1,100 000	36,883 00	38,377 20	(1,494 20)	
G **3M CO** 88579Y-10-1 MMM	92 85	1,100 000	102,135.00	90,540 68	11,594.32	
Total US Large Cap Equity			**$1,885,815.97**	**$1,545,285.28**	**$340,530.69**	

Cash (1) <114,615.10>

G The position contains gifted shares Pursuant to IRS Publication 551, the Tax Cost of gifted shares is equal to either the adjusted cost basis or the fair market value time they ware gifted, depending on whether the shares experienced a gain or loss in the value since that time

Non-dividend distrib, reduce basis <344.00>

$1,770,856.87

Form **8868**
(Rev. January 2013)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

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

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

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

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

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

Type or print	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
File by the due date for filing your return See instructions	ELLISON FOUNDATION	91-6557865
	Number, street, and room or suite no. If a P.O. box, see instructions. 400 112TH AVE. NE, NO. 230	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. BELLEVUE, WA 98004	

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

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

- The books are in the care of ▶ LEGACY CAPITAL 400 112TH AVE. NE, STE 230 - BELLEVUE, WA 98004
  Telephone No. ▶ 425-450-2300 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ▶ [ ]. If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2013, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ [X] calendar year 2012 or
▶ [ ] tax year beginning _____, and ending _____

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

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions.	3a	$ 70,801.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 30,801.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ 40,000.

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

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

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

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

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	ELLISON FOUNDATION	91-6557865
	Number, street, and room or suite no. If a P.O. box, see instructions. 400 112TH AVE. NE, NO. 230	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. BELLEVUE, WA 98004	

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

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

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

- The books are in the care of ▶ LEGACY CAPITAL 400 112TH AVE. NE, STE 230 - BELLEVUE, WA 98004
  Telephone No. ▶ 425-450-2300 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ▶ ☐. If it is for part of the group, check this box ▶ ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until NOVEMBER 15, 2013.

5 For calendar year 2012, or other tax year beginning _____, and ending _____.

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

7 State in detail why you need the extension _____

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$	35,208.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$	70,801.
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$	0.

Signature and Verification must be completed for Part II only.

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

Signature ▶ _____ Title ▶ PRESIDENT Date ▶ 7/25/13

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01-21-13