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

Name of foundation BARTON FAMILY FOUNDATION C/O PETERSON SULLIVAN LLP		A Employer identification number  91-6563332	
Number and street (or P O box number if mail is not delivered to street address) 601 UNION STREET NO 2300		B Telephone number (see instructions)  (206) 382-7777	
City or town, state, and ZIP code SEATTLE, WA 98101		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <div><input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change</div>		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) \$ 3,667,137	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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 <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) (see instructions) )		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	620			
	2 Check <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
	3 Interest on savings and temporary cash investments	1,056	1,056		
	4 Dividends and interest from securities. . . . .	90,454	90,454		
	5a Gross rents . . . . .				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	86,175			
	b Gross sales price for all assets on line 6a _____ 1,735,180				
	7 Capital gain net income (from Part IV , line 2 ) . . . .		86,175		
	8 Net short-term capital gain . . . . .				
	9 Income modifications . . . . .				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold . . . . .				
	c Gross profit or (loss) (attach schedule) . . . . .				
	11 Other income (attach schedule) . . . . .				
	12 <b>Total.</b> Add lines 1 through 11 . . . . .	178,305	177,685		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages . . . . .				
	15 Pension plans, employee benefits . . . . .				
	16a Legal fees (attach schedule) . . . . .	600	300		300
	b Accounting fees (attach schedule) . . . . .	5,387	2,694		2,693
	c Other professional fees (attach schedule) . . . . .	16,868	16,868		0
	17 Interest . . . . .				
	18 Taxes (attach schedule) (see instructions)	5,616	3,097		0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy . . . . .				
	21 Travel, conferences, and meetings . . . . .				
	22 Printing and publications . . . . .				
	23 Other expenses (attach schedule) . . . . .	10,039	0		10,039
	24 <b>Total operating and administrative expenses.</b> Add lines 13 through 23 . . . . .	38,510	22,959		13,032
	25 Contributions, gifts, grants paid . . . . .	518,770			518,770
	26 <b>Total expenses and disbursements.</b> Add lines 24 and 25	557,280	22,959		531,802
	27 Subtract line 26 from line 12				
	a <b>Excess of revenue over expenses and disbursements</b>	-378,975			
	b <b>Net investment income</b> (if negative, enter -0-)		154,726		
	c <b>Adjusted net income</b> (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions )	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing . . . . .			
	2	Savings and temporary cash investments . . . . .	75,541	367,601	367,601
	3	Accounts receivable ▶ <u>2,800</u>			
		Less allowance for doubtful accounts ▶ _____	5,020	2,800	2,800
	4	Pledges receivable ▶ _____			
		Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable . . . . .			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions) . . . . .			
	7	Other notes and loans receivable (attach schedule) ▶ _____			
		Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use . . . . .			
	9	Prepaid expenses and deferred charges . . . . .			
	10a	Investments—U S and state government obligations (attach schedule)	1,154,634	<input checked="" type="checkbox"/> 803,100	798,791
	b	Investments—corporate stock (attach schedule) . . . . .	2,772,781	<input checked="" type="checkbox"/> 2,455,394	2,497,945
	c	Investments—corporate bonds (attach schedule). . . . .			
	11	Investments—land, buildings, and equipment basis ▶ _____			
		Less accumulated depreciation (attach schedule) ▶ _____			
Liabilities	12	Investments—mortgage loans . . . . .			
	13	Investments—other (attach schedule) . . . . .			
	14	Land, buildings, and equipment basis ▶ _____			
		Less accumulated depreciation (attach schedule) ▶ _____			
	15	Other assets (describe ▶ _____)			
	16	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	4,007,976	3,628,895	3,667,137
	17	Accounts payable and accrued expenses . . . . .			
	18	Grants payable . . . . .			
	19	Deferred revenue . . . . .			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule) . . . . .			
	22	Other liabilities (describe ▶ _____)			
	23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .	0	0	
Net Assets or Fund Balances		<b>Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/></b> <b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	24	Unrestricted . . . . .			
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
		<b>Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/></b> <b>and complete lines 27 through 31.</b>			
	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	4,007,976	3,628,895	
	30	<b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	4,007,976	3,628,895	
	31	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	4,007,976	3,628,895	

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	4,007,976
2	Enter amount from Part I, line 27a . . . . .	2	-378,975
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3 . . . . .	4	3,629,001
5	Decreases not included in line 2 (itemize) ▶ _____ <input checked="" type="checkbox"/>	5	106
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	6	3,628,895

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co )		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr )	(d) Date sold (mo , day, yr )
1a	See Additional Data Table			
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) 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 See Additional Data Table			
b			
c			
d			
e			

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	86,175
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)  If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 . . . . .		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	351,780	4,164,698	0 084467
2010	294,695	4,188,412	0 070360
2009	249,827	3,575,907	0 069864
2008	247,530	2,259,423	0 109555
2007	239,868	5,630,256	0 042603

2	Total of line 1, column (d). . . . .	2	0 376849
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years . . . .	3	0 075370
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5. . . . .	4	3,795,900
5	Multiply line 4 by line 3. . . . .	5	286,097
6	Enter 1% of net investment income (1% of Part I, line 27b). . . . .	6	1,547
7	Add lines 5 and 6. . . . .	7	287,644
8	Enter qualifying distributions from Part XII, line 4. . . . .	8	531,802

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 VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a		Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . .		1	1,547
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	1,547
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	1,547
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a		
b		Exempt foreign organizations—tax withheld at source . . . . .	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c	2,226	
d		Backup withholding erroneously withheld . . . . .	6d		
7		Total credits and payments Add lines 6a through 6d. . . . .		7	2,226
8		Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		8	35
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	644
11		Enter the amount of line 10 to be Credited to 2013 estimated tax <input checked="" type="checkbox"/> 644	Refunded <input type="checkbox"/>	11	0

Part VII-AStatements Regarding Activities

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? . . . . .		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . . . .			No
	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.			
c	Did the foundation file Form 1120-POL for this year? . . . . .	1c		No
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.	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes . . . . .	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year? . . . . .	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		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .	6	Yes	
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	Yes	
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 .	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV . . . . .	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶N/A				
14	The books are in care of ▶PETERSON SULLIVAN LLP Telephone no ▶(206) 382-7777 Located at ▶601 UNION STREET SUITE 2300 SEATTLE WA ZIP +4 ▶98101			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here . . . . . ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year . . . . . ▶	15		
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? . . . . .	16		No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input 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? ( <b>Exception.</b> 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 <b>any</b> of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. . . . . ▶ <input type="checkbox"/>	1b		
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		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?. . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is <b>not</b> applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to <b>all</b> years listed, answer "No" and attach statement—see instructions ). . . . .	2b		
c	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
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? ( <i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i> ). . . . .	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1 ), (2), or (3), or section 4940(d)(2)? (see instructions).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did <b>any</b> of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	5b		
	Organizations relying on a current notice regarding disaster assistance check here.	<input checked="" type="checkbox"/>		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		No
	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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
RICHARD BARTON	CO-TRUSTEE	0	0	0
601 UNION STREET SUITE 2300 SEATTLE, WA 98101	1 00			
SARAH BARTON	CO-TRUSTEE	0	0	0
601 UNION STREET SUITE 2300 SEATTLE, WA 98101	1 00			
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				0

Part VIII

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services. . . . .		0

Part IX-A

Summary of Direct Charitable Activities

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

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3. . . . .	0



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	3,201,479
b	Average of monthly cash balances. . . . .	1b	652,227
c	Fair market value of all other assets (see instructions). . . . .	1c	0
d	Total (add lines 1a, b, and c). . . . .	1d	3,853,706
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	3,853,706
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	4	57,806
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,795,900
6	Minimum investment return. Enter 5% of line 5. . . . .	6	189,795

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	189,795
2a	Tax on investment income for 2012 from Part VI, line 5. . . . .	2a	1,547
b	Income tax for 2012 (This does not include the tax from Part VI ). . . . .	2b	
c	Add lines 2a and 2b. . . . .	2c	1,547
3	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	3	188,248
4	Recoveries of amounts treated as qualifying distributions. . . . .	4	0
5	Add lines 3 and 4. . . . .	5	188,248
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	188,248

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	531,802
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	531,802
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions). . . . .	5	1,547
6	Adjusted qualifying distributions. Subtract line 5 from line 4. . . . .	6	530,255
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				188,248
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only. . . . .			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007. . . . .				
b From 2008. . . . .	52,472			
c From 2009. . . . .	73,302			
d From 2010. . . . .	86,492			
e From 2011. . . . .	147,919			
f Total of lines 3a through e. . . . .	360,185			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 531,802				
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. . . . .				188,248
e Remaining amount distributed out of corpus	343,554			
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	703,739			
b Prior years' undistributed income Subtract line 4b from line 2b. . . . .		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed. . . . .		0		
d Subtract line 6c from line 6b Taxable amount—see instructions . . . . .		0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013. . . . .				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions). . . . .	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . .	0			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a. . . . .	703,739			
10 Analysis of line 9				
a Excess from 2008. . . .	52,472			
b Excess from 2009. . . .	73,302			
c Excess from 2010. . . .	86,492			
d Excess from 2011. . . .	147,919			
e Excess from 2012. . . .	343,554			

Part XIV

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

1a

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

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

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

Part XV

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

1

Information Regarding Foundation Managers:

a

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

See Additional Data Table

b

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

2

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

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

a

The name, address, and telephone number of the person to whom applications should be addressed

b

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

c

Any submission deadlines

d

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

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total . . . . .			3a	518,770
b Approved for future payment				
Total . . . . .			3b	0

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions )
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
<b>1</b>	Program service revenue					
<b>a</b>	_____					
<b>b</b>	_____					
<b>c</b>	_____					
<b>d</b>	_____					
<b>e</b>	_____					
<b>f</b>	_____					
<b>g</b>	Fees and contracts from government agencies					
<b>2</b>	Membership dues and assessments. . . .					
<b>3</b>	Interest on savings and temporary cash investments			14	1,056	
<b>4</b>	Dividends and interest from securities. . . .			14	90,454	
<b>5</b>	Net rental income or (loss) from real estate					
<b>a</b>	Debt-financed property. . . . .					
<b>b</b>	Not debt-financed property. . . . .					
<b>6</b>	Net rental income or (loss) from personal property					
<b>7</b>	Other investment income. . . . .					
<b>8</b>	Gain or (loss) from sales of assets other than inventory			18	86,175	
<b>9</b>	Net income or (loss) from special events					
<b>10</b>	Gross profit or (loss) from sales of inventory. .					
<b>11</b>	Other revenue <b>a</b> _____					
<b>b</b>	_____					
<b>c</b>	_____					
<b>d</b>	_____					
<b>e</b>	_____					
<b>12</b>	Subtotal Add columns (b), (d), and (e). .		0		177,685	0
<b>13</b>	<b>Total.</b> Add line 12, columns (b), (d), and (e). . . . .			<b>13</b>		177,685

[illegible]

<b>1</b>	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?		<b>Yes</b>	<b>No</b>
<b>a</b>	Transfers from the reporting foundation to a noncharitable exempt organization of			
	<b>(1)</b> Cash. . . . .	<b>1a(1)</b>		<b>No</b>
	<b>(2)</b> Other assets. . . . .	<b>1a(2)</b>		<b>No</b>
<b>b</b>	Other transactions			
	<b>(1)</b> Sales of assets to a noncharitable exempt organization. . . . .	<b>1b(1)</b>		<b>No</b>
	<b>(2)</b> Purchases of assets from a noncharitable exempt organization. . . . .	<b>1b(2)</b>		<b>No</b>
	<b>(3)</b> Rental of facilities, equipment, or other assets. . . . .	<b>1b(3)</b>		<b>No</b>
	<b>(4)</b> Reimbursement arrangements. . . . .	<b>1b(4)</b>		<b>No</b>
	<b>(5)</b> Loans or loan guarantees. . . . .	<b>1b(5)</b>		<b>No</b>
	<b>(6)</b> Performance of services or membership or fundraising solicitations. . . . .	<b>1b(6)</b>		<b>No</b>
<b>c</b>	Sharing of facilities, equipment, mailing lists, other assets, or paid employees. . . . .	<b>1c</b>		<b>No</b>
<b>d</b>	If the answer to any of the above is "Yes," complete the following schedule. Column <b>(b)</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 <b>(d)</b> 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

**Sign  
Here**

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

*****		2013-11-14	*****	May the IRS discuss this return with the preparer shown below (see instr )? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
Signature of officer or trustee		Date	Title	

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

**Paid  
Preparer  
Use  
Only**

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input checked="" type="checkbox"/>	PTIN
	ALFRED W DUNNELL	ALFRED W DUNNELL	2013-11-14		P00292022
	Firm's name <input type="checkbox"/>	PETERSON SULLIVAN LLP CPA'S		Firm's EIN <input type="checkbox"/> 91-0605875	
		601 UNION ST STE 2300			
	Firm's address <input type="checkbox"/>	SEATTLE, WA 981012345		Phone no (206) 382-7777	

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co )	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr )	(d) Date sold (mo , day, yr )
1 SHS THE WARNACO GROUP, INC CMN	P	2011-09-13	2012-01-20
20 SHS COMCAST CORPORATION CMN CLASS A NON VOTING	P	2011-09-13	2012-01-20
18 SHS SERVICE CORP INTERNATL CMN	P	2011-09-13	2012-01-20
23 SHS CORNING INCORPORATED CMN	P	2011-09-13	2012-01-20
16 SHS CORN PRODUCTS INTL INC CMN	P	2011-09-13	2012-01-20
25 SHS CENTURYLINK INC CMN	P	2011-01-31	2012-01-20
15 SHS AMERIPRISE FINANCIAL, INC CMN	P	2011-08-16	2012-01-20
10 SHS METLIFE, INC CMN	P	2011-09-13	2012-01-20
11 SHS TEXAS INSTRUMENTS INC CMN	P	2011-07-12	2012-01-20
9 SHS EXXON MOBIL CORPORATION CMN	P	2011-08-05	2012-01-20
23 SHS NYSE EURONEXT CMN	P	2011-09-13	2012-01-20
14 SHS LABORATORY CORPORATION OF AMER CMN	P	2011-09-13	2012-01-20
15 SHS DELL INC CMN	P	2011-09-13	2012-01-20
14 SHS WASTE MANAGEMENT INC CMN	P	2011-09-13	2012-01-20
2 SHS VISA INC CMN CLASS A	P	2011-09-13	2012-01-20
10 SHS CON-WAY INC CMN	P	2011-09-13	2012-01-20
9 SHS DEERE & COMPANY CMN	P	2011-09-13	2012-01-20
15 SHS ABBOTT LABORATORIES CMN	P	2011-09-13	2012-01-20
14 SHS CIT GROUP INC CMN CLASS	P	2011-09-13	2012-01-20
5 SHS GENUINE PARTS CO CMN	P	2011-09-13	2012-01-20
12 SHS WISCONSIN ENERGY CORP(HLDG CO) CMN	P	2011-09-13	2012-01-20
32 SHS ELECTRONIC ARTS CMN	P	2011-09-13	2012-01-20
4 SHS ECOLAB INC CMN	P	2011-09-13	2012-01-20
3 SHS INTL GAME TECHNOLOGY CMN	P	2011-09-13	2012-01-20
4 SHS ROCK-TENN CO CL A CMN CLASS A	P	2011-09-13	2012-01-20
3 SHS E I DU PONT DE NEMOURS AND CO CMN	P	2011-09-13	2012-01-20
2 SHS NATIONAL OILWELL VARCO, INC COMMON STOCK CMN	P	2011-09-13	2012-01-20
3 SHS VENTAS, INC CMN	P	2011-09-13	2012-01-20
6 SHS DAVITA HEALTHCARE PARTNERS INC CMN	P	2011-09-13	2012-01-20
17 SHS FIDELITY NATL INFO SVCS INC CMN	P	2011-09-13	2012-01-20

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co )	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr )	(d) Date sold (mo , day, yr )
26 SHS ENDO HEALTH SOLUTIONS INC CMN	P	2011-09-13	2012-01-20
31 SHS TD AMERITRADE HOLDING CORP CMN	P	2011-09-13	2012-01-20
6 SHS AMERICAN EXPRESS CO CMN	P	2011-04-06	2012-01-31
30 SHS THE WARNACO GROUP, INC CMN	P	2011-09-13	2012-01-31
312 SHS COMCAST CORPORATION CMN CLASS A NON VOTING	P	2011-09-13	2012-01-31
71 SHS AMERICAN EXPRESS CO CMN	P	2011-03-24	2012-01-31
121 SHS TEXAS INSTRUMENTS INC CMN	P	2011-07-12	2012-01-31
75 SHS TEXAS INSTRUMENTS INC CMN	P	2011-09-02	2012-01-31
149 SHS SERVICE CORP INTERNATL CMN	P	2011-09-13	2012-01-31
270 SHS YAHOO INC CMN	P	2011-09-13	2012-01-31
58 SHS METLIFE, INC CMN	P	2011-09-15	2012-01-31
273 SHS CORNING INCORPORATED CMN	P	2011-09-13	2012-01-31
107 SHS CORN PRODUCTS INTL INC CMN	P	2011-09-13	2012-01-31
141 SHS CENTURYLINK INC CMN	P	2011-01-31	2012-01-31
42 SHS EXXON MOBIL CORPORATION CMN	P	2011-08-11	2012-01-31
77 SHS EXXON MOBIL CORPORATION CMN	P	2011-08-05	2012-01-31
25 SHS VECTREN CORP CMN	P	2011-11-08	2012-01-31
52 SHS AMERIPRISE FINANCIAL, INC CMN	P	2011-08-16	2012-01-31
88 SHS WABTEC CORP CMN	P	2011-09-13	2012-01-31
41 SHS METLIFE, INC CMN	P	2011-09-13	2012-01-31
59 SHS AMERIPRISE FINANCIAL, INC CMN	P	2011-09-13	2012-01-31
185 SHS NYSE EURONEXT CMN	P	2011-09-13	2012-01-31
83 SHS LABORATORY CORPORATION OF AMER CMN	P	2011-09-13	2012-01-31
282 SHS DELL INC CMN	P	2011-09-13	2012-01-31
145 SHS WASTE MANAGEMENT INC CMN	P	2011-09-13	2012-01-31
28 SHS DARDEN RESTAURANTS INC CMN	P	2011-11-16	2012-01-31
93 SHS VISA INC CMN CLASS A	P	2011-09-13	2012-01-31
98 SHS CON-WAY INC CMN	P	2011-09-13	2012-01-31
46 SHS DEERE & COMPANY CMN	P	2011-09-13	2012-01-31
109 SHS TIME WARNER INC CMN	P	2011-09-13	2012-01-31



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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co )	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr )	(d) Date sold (mo , day, yr )
4 SHS CENTURYLINK INC CMN	P	2011-09-13	2012-01-31
137 SHS INGERSOLL-RAND PLC CMN	P	2011-09-13	2012-01-31
70 SHS VISTEON CORPORATION CMN	P	2011-09-13	2012-01-31
92 SHS CIT GROUP INC CMN CLASS	P	2011-09-13	2012-01-31
101 SHS ABBOTT LABORATORIES CMN	P	2011-09-13	2012-01-31
120 SHS GENUINE PARTS CO CMN	P	2011-09-13	2012-01-31
173 SHS WISCONSIN ENERGY CORP(HLDG CO ) CMN	P	2011-09-13	2012-01-31
92 SHS TJX COMPANIES INC (NEW) CMN	P	2011-09-13	2012-01-31
147 SHS ELECTRONIC ARTS CMN	P	2011-09-13	2012-01-31
87 SHS E I DU PONT DE NEMOURS AND CO CMN	P	2011-09-13	2012-01-31
48 SHS ECOLAB INC CMN	P	2011-09-13	2012-01-31
360 SHS MASCO CORPORATION CMN	P	2011-09-13	2012-01-31
234 SHS INTL GAME TECHNOLOGY CMN	P	2011-09-13	2012-01-31
12 SHS TEXAS INSTRUMENTS INC CMN	P	2011-09-13	2012-01-31
65 SHS ROCK-TENN CO CL A CMN CLASS A	P	2011-09-13	2012-01-31
65 SHS NATIONAL OILWELL VARCO, INC COMMON STOCK CMN	P	2011-09-13	2012-01-31
54 SHS VENTAS, INC CMN	P	2011-09-13	2012-01-31
67 SHS VECTREN CORP CMN	P	2011-11-09	2012-01-31
181 SHS ENDO HEALTH SOLUTIONS INC CMN	P	2011-09-13	2012-01-31
25 SHS BLACKROCK, INC CMN	P	2011-09-13	2012-01-31
109 SHS UNITEDHEALTH GROUP INCORPORATE CMN	P	2011-09-13	2012-01-31
67 SHS ROCKWELL COLLINS, INC CMN	P	2011-09-13	2012-01-31
136 SHS AETNA INC CMN	P	2011-09-13	2012-01-31
63 SHS DAVITA HEALTHCARE PARTNERS INC CMN	P	2011-09-13	2012-01-31
227 SHS TD AMERITRADE HOLDING CORP CMN	P	2011-09-13	2012-01-31
93 SHS FIDELITY NATL INFO SVCS INC CMN	P	2011-09-13	2012-01-31
50 SHS CONOCOPHILLIPS CMN	P	2011-11-08	2012-01-31
88 SHS CAMERON INTERNATIONAL CORP CMN	P	2011-03-07	2012-01-31
220 SHS DANA HOLDING CORPORATION CMN	P	2011-09-13	2012-01-31
15 SHS VISA INC CMN CLASS A	P	2011-09-15	2012-02-16

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

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo , day, yr )	<b>(d)</b> Date sold (mo , day, yr )
101 SHS VISA INC CMN CLASS A	P	2011-09-13	2012-02-16
178 SHS WASTE MANAGEMENT INC CMN	P	2011-09-13	2012-03-13
6 SHS WASTE MANAGEMENT INC CMN	P	2011-09-15	2012-03-13
164 SHS COMCAST CORPORATION CMN CLASS A NON VOTING	P	2011-09-13	2012-03-14
78 SHS SERVICE CORP INTERNATL CMN	P	2011-09-15	2012-03-14
179 SHS SERVICE CORP INTERNATL CMN	P	2011-09-13	2012-03-14
42 SHS EXXON MOBIL CORPORATION CMN	P	2011-08-12	2012-03-14
2 SHS EXXON MOBIL CORPORATION CMN	P	2011-08-11	2012-03-14
74 SHS WABTEC CORP CMN	P	2011-09-13	2012-03-14
65 SHS EXXON MOBIL CORPORATION CMN	P	2011-09-13	2012-03-14
398 SHS WASTE MANAGEMENT INC CMN	P	2011-09-15	2012-03-14
345 SHS SERVICE CORP INTERNATL CMN	P	2011-09-15	2012-03-15
35 SHS THE WARNACO GROUP, INC CMN	P	2011-09-13	2012-04-12
97 SHS AMERIPRISE FINANCIAL, INC CMN	P	2011-09-13	2012-04-12
79 SHS THE WARNACO GROUP, INC CMN	P	2011-09-15	2012-04-12
16 SHS AMERIPRISE FINANCIAL, INC CMN	P	2011-09-15	2012-04-12
100 SHS PHILLIPS 66 CMN	P	2011-11-08	2012-05-18
160 SHS TJX COMPANIES INC (NEW) CMN	P	2011-09-13	2012-05-18
63 SHS AMERIPRISE FINANCIAL, INC CMN	P	2011-09-15	2012-06-07
18 SHS AMERIPRISE FINANCIAL, INC CMN	P	2011-09-15	2012-06-11
36 SHS AMERIPRISE FINANCIAL, INC CMN	P	2011-09-15	2012-06-12
134 SHS CONOCOPHILLIPS CMN	P	2011-11-08	2012-06-27
66 SHS CONOCOPHILLIPS CMN	P	2011-11-08	2012-06-27
17 SHS AMERICAN EXPRESS CO CMN	P	2011-08-09	2012-07-13
23 SHS VISA INC CMN CLASS A	P	2011-09-15	2012-07-13
115 SHS CORNING INCORPORATED CMN	P	2011-09-15	2012-07-26
319 SHS CORNING INCORPORATED CMN	P	2011-09-13	2012-07-26
64 SHS CORNING INCORPORATED CMN	P	2011-09-15	2012-07-27
199 SHS CORNING INCORPORATED CMN	P	2011-09-15	2012-07-30
179 SHS CORNING INCORPORATED CMN	P	2011-09-15	2012-07-31

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co )	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr )	(d) Date sold (mo , day, yr )
50 SHS WISCONSIN ENERGY CORP(HLDG CO ) CMN	P	2011-09-13	2012-08-01
193 SHS CORNING INCORPORATED CMN	P	2011-09-15	2012-08-01
38 SHS WISCONSIN ENERGY CORP(HLDG CO ) CMN	P	2011-09-13	2012-08-02
122 SHS INGERSOLL-RAND PLC CMN	P	2011-09-13	2012-08-03
190 SHS COMCAST CORPORATION CMN CLASS A NON VOTING	P	2011-09-13	2012-08-03
22 SHS WABTEC CORP CMN	P	2011-09-13	2012-08-03
55 SHS NYSE EURONEXT CMN	P	2011-09-13	2012-08-03
75 SHS WISCONSIN ENERGY CORP(HLDG CO ) CMN	P	2011-09-13	2012-08-03
36 SHS WABTEC CORP CMN	P	2011-09-15	2012-08-03
30 SHS VENTAS,INC CMN	P	2011-09-13	2012-08-03
58 SHS NYSE EURONEXT CMN	P	2011-09-13	2012-08-06
97 SHS NYSE EURONEXT CMN	P	2011-09-13	2012-08-09
10 SHS NYSE EURONEXT CMN	P	2011-09-13	2012-08-10
83 SHS NYSE EURONEXT CMN	P	2011-09-15	2012-08-10
406 SHS YAHOO INC CMN	P	2011-09-13	2012-08-13
96 SHS YAHOO INC CMN	P	2011-09-15	2012-08-13
100 SHS NYSE EURONEXT CMN	P	2011-09-15	2012-08-13
102 SHS NYSE EURONEXT CMN	P	2011-09-15	2012-08-14
249 SHS NYSE EURONEXT CMN	P	2011-09-15	2012-08-15
654 SHS YAHOO INC CMN	P	2011-09-15	2012-08-21
337 SHS YAHOO INC CMN	P	2012-04-04	2012-08-21
40760 87 SHS GS HIGH YIELD FUND INSTITUTIONAL SHARES	P	2012-01-30	2012-11-07
26 SHS DARDEN RESTAURANTS INC CMN	P	2012-03-14	2012-12-05
93 SHS DARDEN RESTAURANTS INC CMN	P	2012-03-14	2012-12-06
7 SHS ORACLE CORPORATION CMN	P	2009-04-17	2012-01-20
14 SHS STAPLES,INC CMN	P	2009-08-27	2012-01-20
4 SHS BOEING COMPANY CMN	P	2009-01-26	2012-01-20
2 SHS PRAXAIR,INC CMN SERIES	P	2009-01-26	2012-01-20
4 SHS OCCIDENTAL PETROLEUM CORP CMN	P	2009-08-13	2012-01-20
119 SHS MICROSOFT CORPORATION CMN	P	2009-01-26	2012-01-20

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co )	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr )	(d) Date sold (mo , day, yr )
480 SHS ISHARES MSCI EMERGING MKTS ETF	P	2009-12-14	2012-01-30
1740 SHS ISHARES MSCI EAFE ETF	P	2009-01-23	2012-01-30
72886 297 SHS GS SHORT-DURATION GOVERNMENT FUND CLASS A SHARES	P	2010-11-10	2012-01-30
106 SHS ORACLE CORPORATION CMN	P	2009-04-17	2012-01-31
78 SHS STAPLES, INC CMN	P	2009-08-27	2012-01-31
108 SHS STAPLES, INC CMN	P	2010-08-02	2012-01-31
4 SHS OCCIDENTAL PETROLEUM CORP CMN	P	2009-08-13	2012-01-31
4 SHS OCCIDENTAL PETROLEUM CORP CMN	P	2009-09-17	2012-01-31
1 SHS BOEING COMPANY CMN	P	2009-01-26	2012-01-31
16 SHS THERMO FISHER SCIENTIFIC INC CMN	P	2009-05-04	2012-01-31
66 SHS BOEING COMPANY CMN	P	2009-11-18	2012-01-31
87 SHS THERMO FISHER SCIENTIFIC INC CMN	P	2009-05-08	2012-01-31
67 SHS DEVON ENERGY CORPORATION (NEW) CMN	P	2011-01-20	2012-01-31
4 SHS APPLE, INC CMN	P	2009-06-26	2012-01-31
86 SHS PRAXAIR, INC CMN SERIES	P	2009-01-26	2012-01-31
7 SHS DEVON ENERGY CORPORATION (NEW) CMN	P	2011-01-20	2012-01-31
40 SHS OCCIDENTAL PETROLEUM CORP CMN	P	2009-12-23	2012-01-31
297 SHS MICROSOFT CORPORATION CMN	P	2009-01-26	2012-01-31
85 SHS ORACLE CORPORATION CMN	P	2009-05-18	2012-01-31
109 SHS STAPLES, INC CMN	P	2010-10-07	2012-01-31
13 SHS BOEING COMPANY CMN	P	2010-05-24	2012-01-31
7 SHS APPLE, INC CMN	P	2009-08-07	2012-01-31
21 SHS DEVON ENERGY CORPORATION (NEW) CMN	P	2011-01-25	2012-01-31
47 SHS PRAXAIR, INC CMN SERIES	P	2009-01-26	2012-02-01
41 SHS AMERICAN EXPRESS CO CMN	P	2011-04-06	2012-07-13
10 SHS THERMO FISHER SCIENTIFIC INC CMN	P	2009-05-08	2012-09-14
15 SHS THERMO FISHER SCIENTIFIC INC CMN	P	2010-08-03	2012-09-14
22 SHS THERMO FISHER SCIENTIFIC INC CMN	P	2010-08-03	2012-09-17
13 SHS THERMO FISHER SCIENTIFIC INC CMN	P	2010-08-05	2012-09-18
9 SHS THERMO FISHER SCIENTIFIC INC CMN	P	2010-08-03	2012-09-18

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co )	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr )	(d) Date sold (mo , day, yr )
14 SHS THERMO FISHER SCIENTIFIC INC CMN	P	2010-08-05	2012-09-19
8 SHS THERMO FISHER SCIENTIFIC INC CMN	P	2010-08-11	2012-09-19
19 SHS THERMO FISHER SCIENTIFIC INC CMN	P	2010-08-11	2012-09-20
16 SHS THERMO FISHER SCIENTIFIC INC CMN	P	2010-08-11	2012-09-24
5 SHS THERMO FISHER SCIENTIFIC INC CMN	P	2011-01-31	2012-09-24
24 SHS THERMO FISHER SCIENTIFIC INC CMN	P	2011-01-31	2012-09-25
9 SHS THERMO FISHER SCIENTIFIC INC CMN	P	2011-01-31	2012-09-27
12 SHS THERMO FISHER SCIENTIFIC INC CMN	P	2011-09-13	2012-09-27
37 SHS GENUINE PARTS CO CMN	P	2011-09-13	2012-09-27
184 SHS TD AMERITRADE HOLDING CORP CMN	P	2011-09-13	2012-10-01
42 SHS GENUINE PARTS CO CMN	P	2011-09-13	2012-10-01
5 SHS GENUINE PARTS CO CMN	P	2011-09-13	2012-10-02
48 SHS CON-WAY INC CMN	P	2011-09-13	2012-11-13
45 SHS DELL INC CMN	P	2011-09-13	2012-11-16
50 SHS CON-WAY INC CMN	P	2011-09-13	2012-11-20
21 SHS CON-WAY INC CMN	P	2011-09-15	2012-11-21
26 SHS CON-WAY INC CMN	P	2011-09-13	2012-11-21
31 SHS CON-WAY INC CMN	P	2011-09-15	2012-11-27
260 SHS DELL INC CMN	P	2011-09-13	2012-11-27
74 SHS DELL INC CMN	P	2011-09-15	2012-11-28
51 SHS DELL INC CMN	P	2011-09-13	2012-11-28
24 SHS CON-WAY INC CMN	P	2011-09-15	2012-11-29
58 SHS DELL INC CMN	P	2011-09-15	2012-11-29
20 SHS CON-WAY INC CMN	P	2011-09-15	2012-11-30
57 SHS DELL INC CMN	P	2011-09-15	2012-11-30
20 SHS CON-WAY INC CMN	P	2011-09-15	2012-12-03
67 SHS DELL INC CMN	P	2011-09-15	2012-12-03
21 SHS CON-WAY INC CMN	P	2011-09-15	2012-12-04
62 SHS DARDEN RESTAURANTS INC CMN	P	2011-11-17	2012-12-04
93 SHS DELL INC CMN	P	2011-09-15	2012-12-04

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co )	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr )	(d) Date sold (mo , day, yr )
49 SHS DARDEN RESTAURANTS INC CMN	P	2011-11-16	2012-12-04
23 SHS CON-WAY INC CMN	P	2011-09-15	2012-12-05
187 SHS DELL INC CMN	P	2011-09-15	2012-12-05
13 SHS DARDEN RESTAURANTS INC CMN	P	2011-11-17	2012-12-05
122 SHS DELL INC CMN	P	2011-09-15	2012-12-06
22 SHS CON-WAY INC CMN	P	2011-09-15	2012-12-06
23 SHS CON-WAY INC CMN	P	2011-09-15	2012-12-07
121 SHS DELL INC CMN	P	2011-09-15	2012-12-07
23 SHS CON-WAY INC CMN	P	2011-09-15	2012-12-10
24 SHS CON-WAY INC CMN	P	2011-09-15	2012-12-12
22 SHS CON-WAY INC CMN	P	2011-09-15	2012-12-13
22 SHS CON-WAY INC CMN	P	2011-09-15	2012-12-14
186 SHS METLIFE, INC CMN	P	2011-09-15	2012-12-17
38 SHS LABORATORY CORPORATION OF AMER CMN	P	2011-09-13	2012-12-17
115 SHS METLIFE, INC CMN	P	2011-09-15	2012-12-18
40 SHS LABORATORY CORPORATION OF AMER CMN	P	2011-09-13	2012-12-18
119 SHS METLIFE, INC CMN	P	2011-09-15	2012-12-19
19 SHS COMCAST CORPORATION CMN CLASS A NON VOTING	P	2011-09-13	2012-12-20
178 SHS COMCAST CORPORATION CMN CLASS A NON VOTING	P	2011-09-15	2012-12-20
CAPITAL GAINS DIVIDENDS	P		

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
54		51	3
507		432	75
196		176	20
331		316	15
876		710	166
945		1,084	-139
816		673	143
362		307	55
369		347	22
784		677	107
629		599	30
1,240		1,144	96
249		216	33
474		437	37
201		175	26
316		246	70
782		694	88
835		760	75
530		458	72
320		268	52
408		371	37
572		709	-137
241		216	25
50		44	6
262		218	44
148		134	14
149		129	20
169		153	16
477		430	47
473		435	38

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
975		776	199
528		441	87
300		276	24
1,744		1,518	226
7,918		6,732	1,186
3,546		3,230	316
3,894		3,813	81
2,413		1,888	525
1,657		1,454	203
4,177		3,864	313
2,054		1,886	168
3,482		3,746	-264
5,924		4,750	1,174
5,214		6,115	-901
3,516		2,894	622
6,446		5,792	654
712		730	-18
2,777		2,334	443
6,102		5,130	972
1,452		1,260	192
3,151		2,543	608
4,910		4,820	90
7,580		6,780	800
4,833		4,069	764
5,017		4,528	489
1,283		1,319	-36
9,317		8,117	1,200
3,109		2,406	703
3,947		3,547	400
4,043		3,221	822



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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
148		139	9
4,796		4,553	243
3,363		3,236	127
3,542		3,007	535
5,466		5,116	350
7,653		6,420	1,233
5,875		5,346	529
6,260		4,852	1,408
2,742		3,259	-517
4,410		3,899	511
2,901		2,586	315
4,334		2,794	1,540
3,706		3,421	285
386		321	65
3,999		3,543	456
4,818		4,179	639
3,138		2,757	381
1,909		1,930	-21
6,764		5,401	1,363
4,548		3,822	726
5,660		5,204	456
3,873		3,265	608
5,931		5,481	450
5,146		4,520	626
3,648		3,228	420
2,653		2,382	271
3,408		3,637	-229
4,669		5,460	-791
3,269		2,680	589
1,707		1,353	354

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
11,497		8,815	2,682
6,196		5,559	637
209		194	15
4,808		3,539	1,269
872		777	95
2,001		1,747	254
3,632		3,053	579
173		138	35
5,584		4,314	1,270
5,621		4,672	949
13,805		12,839	966
3,836		3,436	400
1,903		1,771	132
5,309		4,182	1,127
4,296		4,187	109
876		719	157
3,137		3,333	-196
6,428		4,219	2,209
3,066		2,830	236
864		809	55
1,722		1,617	105
7,267		7,514	-247
3,590		3,701	-111
981		759	222
2,847		2,075	772
1,279		1,599	-320
3,549		4,377	-828
740		890	-150
2,269		2,766	-497
2,043		2,488	-445

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
2,024		1,545	479
2,182		2,683	-501
1,517		1,174	343
5,194		4,016	1,178
6,400		4,100	2,300
1,725		1,283	442
1,369		1,403	-34
3,025		2,318	707
2,823		2,188	635
2,015		1,532	483
1,434		1,479	-45
2,423		2,474	-51
249		255	-6
2,063		2,262	-199
6,103		5,810	293
1,443		1,466	-23
2,503		2,726	-223
2,571		2,779	-208
6,267		6,786	-519
9,783		9,989	-206
5,041		5,139	-98
300,000		286,956	13,044
1,224		1,375	-151
4,375		4,919	-544
200		132	68
224		307	-83
301		172	129
218		122	96
400		282	118
3,512		2,116	1,396

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
19,968		19,920	48
90,010		64,989	25,021
750,000		764,577	-14,577
2,984		2,001	983
1,154		1,708	-554
1,597		2,254	-657
398		282	116
398		316	82
74		43	31
852		594	258
4,902		3,452	1,450
4,634		3,244	1,390
4,283		5,506	-1,223
1,821		567	1,254
9,098		5,267	3,831
447		583	-136
3,978		3,278	700
8,776		5,282	3,494
2,393		1,603	790
1,612		2,269	-657
965		832	133
3,186		1,165	2,021
1,342		1,785	-443
5,035		2,878	2,157
2,365		1,888	477
607		373	234
910		666	244
1,329		977	352
779		588	191
539		400	139

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
839		633	206
479		360	119
1,135		855	280
953		720	233
298		286	12
1,432		1,373	59
534		515	19
711		624	87
2,259		1,980	279
2,852		2,616	236
2,565		2,247	318
305		268	37
1,343		1,178	165
399		649	-250
1,346		1,228	118
568		558	10
704		638	66
876		824	52
2,552		3,752	-1,200
710		1,127	-417
489		736	-247
687		638	49
563		883	-320
563		531	32
549		868	-319
551		531	20
684		1,020	-336
580		558	22
2,949		2,925	24
953		1,416	-463

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
2,330		2,309	21
633		611	22
1,957		2,848	-891
612		613	-1
1,269		1,858	-589
605		585	20
631		611	20
1,260		1,843	-583
645		611	34
677		638	39
620		585	35
621		585	36
5,946		6,047	-101
3,322		3,104	218
3,769		3,739	30
3,512		3,267	245
3,968		3,869	99
696		410	286
6,528		3,962	2,566
2,199			2,199

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			3
			75
			20
			15
			166
			-139
			143
			55
			22
			107
			30
			96
			33
			37
			26
			70
			88
			75
			72
			52
			37
			-137
			25
			6
			44
			14
			20
			16
			47
			38

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			199
			87
			24
			226
			1,186
			316
			81
			525
			203
			313
			168
			-264
			1,174
			-901
			622
			654
			-18
			443
			972
			192
			608
			90
			800
			764
			489
			-36
			1,200
			703
			400
			822



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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			9
			243
			127
			535
			350
			1,233
			529
			1,408
			-517
			511
			315
			1,540
			285
			65
			456
			639
			381
			-21
			1,363
			726
			456
			608
			450
			626
			420
			271
			-229
			-791
			589
			354

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			2,682
			637
			15
			1,269
			95
			254
			579
			35
			1,270
			949
			966
			400
			132
			1,127
			109
			157
			-196
			2,209
			236
			55
			105
			-247
			-111
			222
			772
			-320
			-828
			-150
			-497
			-445

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			479
			-501
			343
			1,178
			2,300
			442
			-34
			707
			635
			483
			-45
			-51
			-6
			-199
			293
			-23
			-223
			-208
			-519
			-206
			-98
			13,044
			-151
			-544
			68
			-83
			129
			96
			118
			1,396

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			48
			25,021
			-14,577
			983
			-554
			-657
			116
			82
			31
			258
			1,450
			1,390
			-1,223
			1,254
			3,831
			-136
			700
			3,494
			790
			-657
			133
			2,021
			-443
			2,157
			477
			234
			244
			352
			191
			139

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			206
			119
			280
			233
			12
			59
			19
			87
			279
			236
			318
			37
			165
			-250
			118
			10
			66
			52
			-1,200
			-417
			-247
			49
			-320
			32
			-319
			20
			-336
			22
			24
			-463

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			21
			22
			-891
			-1
			-589
			20
			20
			-583
			34
			39
			35
			36
			-101
			218
			30
			245
			99
			286
			2,566
			2,199

**Form 990PF Part XV Line 1a - 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).**

RICHARD BARTON
SARAH BARTON

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment


Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
HENRY ART GALLERY U OF W BOX 351410 SEATTLE,WA 981951410	N/A	PUBLIC	GENERAL AND UNRESTRICTED	4,500
WILLIAMS COLLEGE - CENTER FOR DEVELOPMENT ECONOMICS 75 PARK STREET WILLIAMSTOWN,MA 01267	N/A	PUBLIC	GENERAL AND UNRESTRICTED	10,000
WILLIAMS COLLEGE - CENTER FOR DEVELOPMENT ECONOMICS 75 PARK STREET WILLIAMSTOWN,MA 01267	N/A	PUBLIC	GENERAL AND UNRESTRICTED	1,000
HENRY ART GALLERY U OF W BOX 351410 SEATTLE,WA 981951410	N/A	PUBLIC	GENERAL AND UNRESTRICTED	5,000
FRED HUTCHINSON CANCER RESEARCH CENTER MAIL STOP J5-200 PO BOX 19024 SEATTLE,WA 98109	N/A	PUBLIC	GENERAL AND UNRESTRICTED	5,000
STAND FOR CHILDREN LEADERSHIP CENTER 3240 EASTLAKE AVE E STE 100 SEATTLE,WA 98102	N/A	PUBLIC	GENERAL AND UNRESTRICTED	2,500
SUMMER SEARCH 1109 FIRST AVE SUITE 205 SEATTLE,WA 98101	N/A	PUBLIC	GENERAL AND UNRESTRICTED	2,500
WOMENS FUNDING ALLIANCE 603 STEWART STREET SUITE 207 SEATTLE,WA 98101	N/A	PUBLIC	GENERAL AND UNRESTRICTED	5,000
WILLIAMS COLLEGE - CENTER FOR DEVELOPMENT ECONOMICS 75 PARK STREET WILLIAMSTOWN,MA 01267	N/A	PUBLIC	GENERAL AND UNRESTRICTED	50,000
WOODLAND PARK ZOO 601 N 59TH STREET SEATTLE,WA 98103	N/A	PUBLIC	GENERAL AND UNRESTRICTED	1,000
SEATTLE UNITED FC 520 NE RAVENNA BLVD SEATTLE,WA 98115	N/A	PUBLIC	GENERAL AND UNRESTRICTED	1,500
RAINIER SCHOLARS 2099 24TH AVENUE SOUTH SEATTLE,WA 981444645	N/A	PUBLIC	GENERAL AND UNRESTRICTED	1,000
A PLUS 3815 S OTHELLO ST STE 100 PMB 134 SEATTLE,WA 98118	N/A	PUBLIC	GENERAL AND UNRESTRICTED	1,000
HENRY ART GALLERY U OF W BOX 351410 SEATTLE,WA 981951410	N/A	PUBLIC	GENERAL AND UNRESTRICTED	50,000
WOMENS FUNDING ALLIANCE 603 STEWART STREET SUITE 207 SEATTLE,WA 98101	N/A	PUBLIC	GENERAL AND UNRESTRICTED	5,000



Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
SUMMER SEARCH 1109 FIRST AVE SUITE 205 SEATTLE,WA 98101	N/A	PUBLIC	GENERAL AND UNRESTRICTED	35,000
SUMMER SEARCH 1109 FIRST AVE SUITE 205 SEATTLE,WA 98101	N/A	PUBLIC	GENERAL AND UNRESTRICTED	10,000
UW MEDICINE ADVANCEMENT BOX 358045 UNIVERSITY OF WASHINGTON SEATTLE,WA 981059550	N/A	PUBLIC	GENERAL AND UNRESTRICTED	10,000
COLLIER SENIOR RESOURCES 4755 TAMIAMI TRAIL NORTH STE 140 NAPLES,FL 34103	N/A	PUBLIC	GENERAL AND UNRESTRICTED	5,000
PLYMOUTH HOUSING GROUP 2113 THIRD AVENUE SEATTLE,WA 98121	N/A	PUBLIC	GENERAL AND UNRESTRICTED	2,500
ARCS PRIVATE MAIL BOX 429 4616 25TH AVENUE NE SEATTLE,WA 98105	N/A	PUBLIC	GENERAL AND UNRESTRICTED	250
NEW FUTURES PO BOX 66958 BURIEN,WA 98166	N/A	PUBLIC	GENERAL AND UNRESTRICTED	10,000
EPIPHANY SCHOOL 3709 E HOWELL STREET SEATTLE,WA 98121	N/A	PUBLIC	GENERAL AND UNRESTRICTED	5,000
GRADGURUORG 714 WOLYMPIC BLVD SUITE 745 LOS ANGELES,CA 90015	N/A	PUBLIC	GENERAL AND UNRESTRICTED	2,500
HENRY GALLERY ASSOCIATION INC UOFW PO BOX 351410 SEATTLE,WA 98195	N/A	PUBLIC	GENERAL AND UNRESTRICTED	2,500
LAKESIDE SCHOOL 14050 1ST AVENUE NE SEATTLE,WA 981253099	N/A	PUBLIC	GENERAL AND UNRESTRICTED	20,000
STANFORD UNIVERSITY 325 GALVEZ STREET PALO ALTO,CA 943056105	N/A	PUBLIC	GENERAL AND UNRESTRICTED	20,000
VITTANA FOUNDATION 617 EASTLAKE AVE E SUITE 210 SEATTLE,WA 98109	N/A	PUBLIC	GENERAL AND UNRESTRICTED	50,000
YEAR UP PUGET SOUND 2607 2ND AVENUE SEATTLE,WA 98121	N/A	PUBLIC	GENERAL AND UNRESTRICTED	33,000
A PLUS YOUTH PROGRAM 3815 S OTHELLO ST STE 100 PMB 134 SEATTLE,WA 98118	N/A	PUBLIC	GENERAL AND UNRESTRICTED	25,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
CITY YEAR SEATTLEKING COUNTY 2203 23RD AVENUE SOUTH SUITE 101 SEATTLE,WA 98144	N/A	PUBLIC	GENERAL AND UNRESTRICTED	12,500
FRIENDS OF THE CHILDREN PO BOX 22801 SEATTLE,WA 98122	N/A	PUBLIC	GENERAL AND UNRESTRICTED	25,000
RAINIER SCHOLARS 2099 24TH AVENUE SOUTH SEATTLE,WA 981444645	N/A	PUBLIC	GENERAL AND UNRESTRICTED	12,500
COMMON SENSE MEDIA 650 TOWNSEND STREET STE 435 SAN FRANCISCO,CA 94102	N/A	PUBLIC	GENERAL AND UNRESTRICTED	10,000
THE IF PROJECT PO BOX 456 SEATTLE POLICE FOUNDATIO SEATTLE,WA 98111	N/A	PUBLIC	GENERAL AND UNRESTRICTED	25,000
WILLIAMS COLLEGE CENTER FOR DEVELOPMENT 75 PARK STREET WILLIAMSTOWN,MA 01267	N/A	PUBLIC	GENERAL AND UNRESTRICTED	50,000
LAKE SIDE SCHOOL 14050 1ST AVENUE NE SEATTLE,WA 981253099	N/A	PUBLIC	GENERAL AND UNRESTRICTED	4,400
UW MEDICINE ADVANCEMENT BOX 358045 UNIVERSITY OF WASHINGTON SEATTLE,WA 981059550	N/A	PUBLIC	GENERAL AND UNRESTRICTED	2,000
MEDIC ONE FOUNDATION 325 NINTH AVENUE MS 359747 SEATTLE,WA 98104	N/A	PUBLIC	GENERAL AND UNRESTRICTED	500
SEATTLE'S PROGRESSIVE PRESCHOOL 1710 11TH AVENUE SEATTLE,WA 98122	N/A	PUBLIC	GENERAL AND UNRESTRICTED	500
KPLU PO BOX 34820 SEATTLE,WA 98124	N/A	PUBLIC	GENERAL AND UNRESTRICTED	120
PAN MASSACHUSETTS CHALLENGE TRUST PO BOX 415590 BOSTON,MA 022415590	N/A	PUBLIC	GENERAL AND UNRESTRICTED	500
<b>Total . . . . .</b>  <b>3a</b>				518,770

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

Schedule of Contributors  
  
▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047  
  
2012

Name of the organization BARTON FAMILY FOUNDATION C/O PETERSON SULLIVAN LLP	Employer identification number 91-6563332
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Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	<input type="checkbox"/> 501(c)( ) (enter number) organization
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust <b>not</b> treated as a private foundation
	<input type="checkbox"/> 527 political organization
Form 990-PF	<input checked="" type="checkbox"/> 501(c)(3) exempt private foundation
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation
	<input type="checkbox"/> 501(c)(3) taxable private foundation

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

General Rule

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

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33<sup>1</sup>/<sub>3</sub>% 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).

**Employer identification number**  
91-6563332

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	RICHARD BARTON 1020 37TH AVE E  SEATTLE, WA 98112	\$ 620	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II if there is a noncash contribution )
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II if there is a noncash contribution )
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II if there is a noncash contribution )
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II if there is a noncash contribution )
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II if there is a noncash contribution )
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II if there is a noncash contribution )
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II if there is a noncash contribution )

<b>Name of organization</b> BARTON FAMILY FOUNDATION C/O PETERSON SULLIVAN LLP	<b>Employer identification number</b>  91-6563332
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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
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____

<b>Name of organization</b> BARTON FAMILY FOUNDATION C/O PETERSON SULLIVAN LLP	<b>Employer identification number</b>  91-6563332
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Part III

**Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year.** Complete columns (a) through (e) and the following line entry

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **\$1,000 or less** for the year (Enter this information once See instructions ) ▶ \$

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
<div></div> <div></div>		<div></div> <div></div> <div></div>	

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
<div></div> <div></div>		<div></div> <div></div> <div></div>	

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
<div></div> <div></div>		<div></div> <div></div> <div></div>	

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
<div></div> <div></div>		<div></div> <div></div> <div></div>	

**TY 2012 Accounting Fees Schedule****Name:** BARTON FAMILY FOUNDATION

C/O PETERSON SULLIVAN LLP

**EIN:** 91-6563332

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEE	5,387	2,694		2,693

**TY 2012 Investments Corporate  
Stock Schedule**

**Name:** BARTON FAMILY FOUNDATION  
C/O PETERSON SULLIVAN LLP

**EIN:** 91-6563332

Name of Stock	End of Year Book Value	End of Year Fair Market Value
GS BROKERAGE	1,386,410	1,278,083
GS AVC	1,068,984	1,219,862



# **TY 2012 Investments Government Obligations Schedule**

**Name:** BARTON FAMILY FOUNDATION  
C/O PETERSON SULLIVAN LLP

**EIN:** 91-6563332

<b>US Government Securities - End of Year Book Value:</b>	803,100
<b>US Government Securities - End of Year Fair Market Value:</b>	798,791
<b>State &amp; Local Government Securities - End of Year Book Value:</b>	0
<b>State &amp; Local Government Securities - End of Year Fair Market Value:</b>	0

# TY 2012 Legal Fees Schedule

**Name:** BARTON FAMILY FOUNDATION

C/O PETERSON SULLIVAN LLP

**EIN:** 91-6563332

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEE	600	300		300

TY 2012 Other Decreases Schedule

**Name:** BARTON FAMILY FOUNDATION  
C/O PETERSON SULLIVAN LLP  
**EIN:** 91-6563332

Description	Amount
INVESTMENT INCOME BOOK TAX DIFFERENCE	106

## TY 2012 Other Expenses Schedule

**Name:** BARTON FAMILY FOUNDATION

C/O PETERSON SULLIVAN LLP

**EIN:** 91-6563332

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ADMINISTRATIVE FEES	10,000	0		10,000
MISCELLANEOUS EXPENSE	39	0		39

**TY 2012 Other Professional Fees Schedule****Name:** BARTON FAMILY FOUNDATION

C/O PETERSON SULLIVAN LLP

**EIN:** 91-6563332

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT SERVICES	16,868	16,868		0

**TY 2012 Taxes Schedule****Name:** BARTON FAMILY FOUNDATION

C/O PETERSON SULLIVAN LLP

**EIN:** 91-6563332

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	3,097	3,097		0
EXCISE TAX	2,519	0		0