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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 ATWOOD FOUNDATION INC		A Employer identification number 92-6002571	
Number and street (or P O box number if mail is not delivered to street address) C/O LATASH INV 301 W NORTHERN LIGHTS BLVD NO 412		Room/suite	B Telephone number (see instructions) (907) 274-4900
City or town, state, and ZIP code ANCHORAGE, AK 99503		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 ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 27,300,349		J Accounting method ☐ Cash ☒ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis.)	

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)	33,741			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	1,037,503	1,022,711		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	1,138,639			
	b Gross sales price for all assets on line 6a _____ 2,180,364				
	7 Capital gain net income (from Part IV, line 2)		1,138,639		
	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)	 135,594	133,131		
	12 Total. Add lines 1 through 11	2,345,477	2,294,481		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages	27,000	27,000		0
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	 1,209	1,209		0
	b Accounting fees (attach schedule)	 9,674	4,838		4,837
	c Other professional fees (attach schedule)	 213,373	138,373		75,000
	17 Interest	315	315		0
	18 Taxes (attach schedule) (see instructions)	 10,155	7,231		2,924
	19 Depreciation (attach schedule) and depletion	 29,015	0		
	20 Occupancy	18,161	0		18,161
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	 344,738	267,975		76,730
	24 Total operating and administrative expenses. Add lines 13 through 23	653,640	446,941		177,652
	25 Contributions, gifts, grants paid	941,700			851,200
	26 Total expenses and disbursements. Add lines 24 and 25	1,595,340	446,941		1,028,852
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	750,137			
	b Net investment income (if negative, enter -0-)		1,847,540		
	c Adjusted net income (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	750	750	750
	2	Savings and temporary cash investments	767,452	707,799	707,799
	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 (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		26,357	26,357
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule).			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	22,533,573	24,398,185	24,398,185
	14	Land, buildings, and equipment basis ▶ 2,499,249 Less accumulated depreciation (attach schedule) ▶ 331,991	2,195,306	2,167,258	2,167,258
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	25,497,081	27,300,349	27,300,349	
Liabilities	17	Accounts payable and accrued expenses	16,720	9,465	
	18	Grants payable	75,000	4,000	
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	91,720	13,465	
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	25,405,361	27,286,884	
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see page 17 of the instructions)	25,405,361	27,286,884	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	25,497,081	27,300,349	

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	25,405,361
2	Enter amount from Part I, line 27a	2	750,137
3	Other increases not included in line 2 (itemize) ▶ _____	3	1,131,386
4	Add lines 1, 2, and 3	4	27,286,884
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	27,286,884

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	1,138,639
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	1,257,037	22,490,524	0 055892
2010	1,102,727	21,694,066	0 050831
2009	1,112,642	18,851,906	0 059020
2008	1,439,392	25,682,562	0 056045
2007	1,560,760	29,034,459	0 053755

2	Total of line 1, column (d).	2	0 275543
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 055109
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	24,295,246
5	Multiply line 4 by line 3.	5	1,338,887
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	18,475
7	Add lines 5 and 6.	7	1,357,362
8	Enter qualifying distributions from Part XII, line 4. If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	1,028,852

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 ☐ 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	36,951
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	36,951
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	36,951
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	18,880	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c	8,500	
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments Add lines 6a through 6d.		7	27,380
8		Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	63
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	9,634
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	
11		Enter the amount of line 10 to be Credited to 2013 estimated tax ☐	Refunded ☐	11	

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 ☐ \$ _____ 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		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) ☐ CA, HI, NY, AK _____			
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 ▶WWWATWOODFOUNDATION.ORG				
14	The books are in care of ▶LATASH LLC Telephone no ▶(907) 868-4032 Located at ▶301 WEST NORTHERN LIGHTS BOULEVARD ANCHORAGE AK ZIP +4 ▶99503			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		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? ☐ 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 page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐	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?. ☐ Yes ☒ No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 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?. ☐ 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? (<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))?	☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions).	☐ Yes ☒ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	5b		
	Organizations relying on a current notice regarding disaster assistance check here.	☒		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes ☐ No		
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	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?	☐ Yes ☒ 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
See Additional Data Table				
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
LATASH INVESTMENTS LLC	FINANCIAL SERVICES AND GRANT ADMINISTRATION	177,059
301 W NORTHERN LIGHTS SUITE 412 ANCHORAGE, AK 99503		
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 THE FOUNDATION CONTRIBUTED CASH TO SUPPORT THE MISSIONS OF VARIOUS LOCAL ORGANIZATIONS FURTHERING ARTS AND EDUCATION IN ALASKA	0
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	24,214,797
b	Average of monthly cash balances.	1b	450,427
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	24,665,224
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	24,665,224
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	369,978
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	24,295,246
6	Minimum investment return. Enter 5% of line 5.	6	1,214,762

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	1,214,762
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	36,951
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	36,951
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	1,177,811
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	1,177,811
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	1,177,811

Part XII

Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	1,028,852
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	1,028,852
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,028,852
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				1,177,811
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.	176,229			
b From 2008.	160,778			
c From 2009.	174,213			
d From 2010.	43,390			
e From 2011.	170,225			
f Total of lines 3a through e.	724,835			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 1,028,852				
a Applied to 2011, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2012 distributable amount.				1,028,852
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).)	148,959			148,959
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	575,876			
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).	27,270			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.	548,606			
10 Analysis of line 9				
a Excess from 2008.	160,778			
b Excess from 2009.	174,213			
c Excess from 2010.	43,390			
d Excess from 2011.	170,225			
e Excess from 2012.				

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))

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 or e-mail of the person to whom applications should be addressed

LATASH INVESTMENTS ATTN NATASHA VON
301 NORTHERN LIGHTS BLVD STE 412
ANCHORAGE, AK 99503
(907) 274-4900

b

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

WRITTEN REQUESTS STATING NEEDS

c

Any submission deadlines

DECEMBER 31, ANNUALLY

d

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

TAX EXEMPT CHARITABLE ORGANIZATIONS, ALASKAN ORGANIZATIONS PREFERRED

Form 990-PF (2012)

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	851,200
b Approved for future payment				
ALASKA CENTER FOR THE PERFORMING ARTS 621 W 6TH AVENUE ANCHORAGE, AK 99501	NONE	OTHER PUBLIC CHARITY	SUPPORT OF THE PROGRAMS	75,000
ALEUTIAN PRIBILOF ISLANDS ASSOCIATION 1131 EAST INTERNATIONAL AIRPORT ROAD ANCHORAGE, AK 99518	NONE	OTHER PUBLIC CHARITY	SUPPORT OF THE PROGRAMS	12,500
COVENANT HOUSE OF ALASKA PO BOX 100620 ANCHORAGE, AK 99510	NONE	OTHER PUBLIC CHARITY	SUPPORT OF THE PROGRAMS	3,000
Total			3b	90,500

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	
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					
4	Dividends and interest from securities. . . .			14	1,037,503	
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	133,131	
8	Gain or (loss) from sales of assets other than inventory			14	1,096	1,137,543
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory. .					
11	Other revenue a MISCELLANEOUS REVENUE			01	2,463	
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal Add columns (b), (d), and (e). .		0		1,174,193	1,137,543
13	Total. Add line 12, columns (b), (d), and (e).			13		2,311,736

[illegible]

Part XVII

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

1

Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a

Transfers from the reporting foundation to a noncharitable exempt organization of

1

Cash.

2

Other assets.

b

Other transactions

1

Sales of assets to a noncharitable exempt organization.

2

Purchases of assets from a noncharitable exempt organization.

3

Rental of facilities, equipment, or other assets.

4

Reimbursement arrangements.

5

Loans or loan guarantees.

6

Performance of services or membership or fundraising solicitations.

c

Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

d

If the answer to any of the above is "Yes," complete the following schedule. 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

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

Signature of officer or trustee

2013-11-14

Date

Title

May the IRS discuss this return with the preparer shown below (see instr)?

☒

Yes

☐

No

Paid Preparer Use Only

Print/Type preparer's name

CHAD D ESTES CPA

Preparer's Signature

CHAD D ESTES CPA

Date

2013-11-14

Check if self-employed

☒

PTIN

P01082914

Firm's name

BDO USA LLP

3601 C STREET SUITE 600

Firm's address

ANCHORAGE, AK 99503

Firm's EIN

13-5381590

Phone no

(907) 278-8878

Form 990-PF (2012)

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)
CERBERUS INSTITUTIONAL REAL ESTATE PARTNERS		2011-01-30	2012-12-31
CERBERUS INSTITUTIONAL REAL ESTATE PARTNERS SERIES 2		2012-01-30	2012-12-31
CERBERUS INSTITUTIONAL REAL ESTATE SERIES 3		2012-01-30	2012-12-31
CP INVESTMENT FUND II K-1		2011-01-30	2012-12-31
CP INVESTMENT FUND III K-1		2012-01-30	2012-12-31
CP INVESTMENT FUND III K-1		2011-01-30	2012-12-31
CP INVESTMENT FUND IV, LP		2012-01-30	2012-12-31
CP INVESTMENT FUND K-1		2011-01-30	2012-12-31
DARWIN VENTURE CAPITAL FUND OF FUNDS II K-1		2012-01-30	2012-12-31
DARWIN VENTURE CAPITAL FUND OF FUNDS II K-1		2011-01-30	2012-12-31
DARWIN VENTURE CAPITAL FUND OF FUNDS K-1		2012-01-30	2012-12-31
DARWIN VENTURE CAPITAL FUND OF FUNDS K-1		2011-01-30	2012-12-31
ENCAP ENERGY CAPITAL FUND V-B		2011-01-30	2012-12-31
INTECH RISK-MANAGED LARGE CAP K-1		2012-01-30	2012-12-31
INTECH RISK-MANAGED LARGE CAP K-1		2011-01-30	2012-12-31
LS POWER EQUITY PARTNERS II PIE, K-1		2012-01-30	2012-12-31
LS POWER EQUITY PARTNERS II PIE, K-1		2011-01-30	2012-12-31
LS POWER EQUITY PARTNERS PIE I K-1		2011-01-30	2012-12-31
PINNACLE EQUITY FUND, LP		2012-01-30	2012-12-31
PINNACLE EQUITY FUND, LP		2011-01-30	2012-12-31
PINNACLE INTERNATIONAL SMALL CP		2012-01-30	2012-12-31
PINNACLE INTERNATIONAL SMALL CP		2011-01-30	2012-12-31
SPECIAL OPS II PRECISION CAPITAL		2012-01-30	2012-12-31
SPECIAL OPS II PRECISION CAPITAL		2011-01-30	2012-12-31
SPECIAL OPS III PRECISION CAPITA		2011-01-30	2012-12-31
SPECIAL OPS III PRECISION CAPITAL		2012-01-30	2012-12-31
SRI SEVEN REIT 1250		2011-01-30	2012-12-31
TCW WORLDWIDE OPPORTUNITIES FUND		2011-01-30	2012-12-31
TCW WORLDWIDE OPPORTUNITIES FUND		2012-01-30	2012-12-31
WELLS FARGO #2600		2011-01-30	2012-12-31

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)
WELLS FARGO #3700		2012-01-30	2012-12-31
WELLS FARGO #3700		2011-01-30	2012-12-31
WICKS COMMUNICATIONS K-1		2011-01-30	2012-12-31
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)
		11,019	-11,019
2,272			2,272
124			124
32,236			32,236
151			151
5,849			5,849
6,665			6,665
46,514			46,514
27,757			27,757
116,933			116,933
		1,147	-1,147
197,532			197,532
3,571			3,571
78,207			78,207
164,106			164,106
15,252			15,252
19,081			19,081
4,684			4,684
		219	-219
6,352			6,352
18,168			18,168
61,930			61,930
3,803			3,803
27,320			27,320
22,790			22,790
3,250			3,250
524			524
		34,535	-34,535
16,489			16,489
302,325		183,522	118,803

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)
88,539		108,262	-19,723
875,019		703,021	171,998
31,825			31,825
1,096			1,096

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	
			-11,019
			2,272
			124
			32,236
			151
			5,849
			6,665
			46,514
			27,757
			116,933
			-1,147
			197,532
			3,571
			78,207
			164,106
			15,252
			19,081
			4,684
			-219
			6,352
			18,168
			61,930
			3,803
			27,320
			22,790
			3,250
			524
			-34,535
			16,489
			118,803

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	
			-19,723
			171,998
			31,825
			1,096

Form 990PF Part VIII Line 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
EDWARD RASMUSON	CHAIRMAN 2 50	0	0	0
2000 ATWOOD DRIVE ANCHORAGE, AK 99517				
DAVID J TOBIN	VICE CHAIRMAN 1 25	0	0	0
2000 ATWOOD DRIVE ANCHORAGE, AK 99517				
NANCY HARBOUR	TREASURER 1 25	0	0	0
2000 ATWOOD DRIVE ANCHORAGE, AK 99517				
IRA PERMAN	SECRETARY 1 25	0	0	0
2000 ATWOOD DRIVE ANCHORAGE, AK 99517				
MARIA DOWNEY	DIRECTOR 1 25	0	0	0
2000 ATWOOD DRIVE ANCHORAGE, AK 99517				
CAROLYN HEYMAN-LAYNE	DIRECTOR 1 25	0	0	0
2000 ATWOOD DRIVE ANCHORAGE, AK 99517				
GLORIA ALLEN	DIRECTOR 1 25	0	0	0
2000 ATWOOD DRIVE ANCHORAGE, AK 99517				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ALASKA AIR SHOW ASSOCIATION 9340 HONEY BEAR LANE ANCHORAGE, AK 99516	NONE	OTHER PUBLIC CHARITY	SUPPORT OF THE PROGRAMS	20,000
ALASKA AVIATION HERITAGE MUSEUM 4721 AIRCRAFT DRIVE ANCHORAGE, AK 99502	NONE	OTHER PUBLIC CHARITY	SUPPORT OF THE PROGRAMS	15,000
ALASKA CENTER FOR THE PERFORMING ARTS 621 W 6TH AVENUE ANCHORAGE, AK 99501	NONE	OTHER PUBLIC CHARITY	SUPPORT OF THE PROGRAMS	79,500
ALASKA COMMUNITY FOUNDATION 3201 C STREET 110 ANCHORAGE, AK 99503	NONE	OTHER PUBLIC CHARITY	SUPPORT OF THE PROGRAMS	10,000
ALASKA DANCE THEATRE 550 E 33RD AVENUE ANCHORAGE, AK 99503	NONE	OTHER PUBLIC CHARITY	SUPPORT OF THE PROGRAMS	15,000
ALASKA JAZZ WORKSHOP 1600 WOLVERINE STREET ANCHORAGE, AK 99504	NONE	OTHER PUBLIC CHARITY	SUPPORT OF THE PROGRAMS	15,000
ALASKA PACIFIC UNIVERSITY 4101 UNIVERSITY DRIVE ANCHORAGE, AK 99508	NONE	PRIVATE UNIVERSITY	SUPPORT OF THE PROGRAMS	150,000
ALASKA STRING CAMPS PO BOX 77-0057 EAGLE RIVER, AK 99577	NONE	OTHER PUBLIC CHARITY	SUPPORT OF THE PROGRAMS	1,500
ALASKA VETERANS MEMORIAL MUSEUM 334 WEST 4TH AVENUE 227 ANCHORAGE, AK 99501	NONE	OTHER PUBLIC CHARITY	SUPPORT OF THE PROGRAMS	7,200
ALASKA WORLD AFFAIRS COUNCIL 406 G STREET SUITE 207 ANCHORAGE, AK 99501	NONE	OTHER PUBLIC CHARITY	SUPPORT OF THE PROGRAMS	7,500
ALASKA ZOO 4731 O'MALLEY ROAD ANCHORAGE, AK 99507	NONE	OTHER PUBLIC CHARITY	SUPPORT OF THE PROGRAMS	20,000
ALEUTIAN PIRIBILOF ISLANDS ASSOCIATION 1131 EAST INTERNATIONAL AIRPORT ROAD ANCHORAGE, AK 99518	NONE	OTHER PUBLIC CHARITY	SUPPORT OF THE PROGRAMS	10,000
ANCHORAGE COMMUNITY THEATER 1133 E 70TH AVENUE ANCHORAGE, AK 99518	NONE	OTHER PUBLIC CHARITY	SUPPORT OF THE PROGRAMS	7,500
ANCHORAGE CONCERT ASSOCIATION 430 W 7TH AVENUE STE 200 ANCHORAGE, AK 99501	NONE	OTHER PUBLIC CHARITY	SUPPORT OF THE PROGRAMS	20,000
ANCHORAGE CONCERT CHORUS 165 E 56TH AVE ANCHORAGE, AK 99518	NONE	OTHER PUBLIC CHARITY	SUPPORT OF THE PROGRAMS	7,000

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)				
a <i>Paid during the year</i>				
ANCHORAGE OPERA SOCIETY 1507 SPAR AVENUE ANCHORAGE,AK 99501	NONE	OTHER PUBLIC CHARITY	SUPPORT OF THE PROGRAMS	50,000
ANCHORAGE PARK FOUNDATION 715 L STREET SUITE 200 ANCHORAGE,AK 99501	NONE	OTHER PUBLIC CHARITY	SUPPORT OF THE PROGRAMS	15,000
ANCHORAGE SYMPHONY ORCHESTRA 400 D STREET SUITE 230 ANCHORAGE,AK 99501	NONE	OTHER PUBLIC CHARITY	SUPPORT OF THE PROGRAMS	40,000
ANCHORAGE YOUTH SYMPHONY PO BOX 240541 ANCHORAGE,AK 99524	NONE	OTHER PUBLIC CHARITY	SUPPORT OF THE PROGRAMS	10,000
API ARTS AND OUTREACH 18 W 21ST STREET 803 NEW YORK,NY 01010	NONE	OTHER PUBLIC CHARITY	SUPPORT OF THE PROGRAMS	15,000
ASIAN ALASKAN CULTURAL CENTER 4807 NORTHWOOD DRIVE ANCHORAGE,AK 99517	NONE	OTHER PUBLIC CHARITY	SUPPORT OF THE PROGRAMS	7,500
COVENANT HOUSE OF ALASKA PO BOX 100620 ANCHORAGE,AK 99510	NONE	OTHER PUBLIC CHARITY	SUPPORT OF THE PROGRAMS	7,000
CYRANO'S THEATER COMANY 413 D STREET ANCHORAGE,AK 99501	NONE	OTHER PUBLIC CHARITY	SUPPORT OF THE PROGRAMS	25,000
GIRDWOOD CENTER FOR THE VISUAL ARTS OLYMPIC MOUNTAIN LOOP GIRDWOOD,AK 99587	NONE	OTHER PUBLIC CHARITY	SUPPORT OF THE PROGRAMS	10,000
OUT NORTH CONTEMPORARY ART HOUSE 3800 DEBARR RD ANCHORAGE,AK 99508	NONE	OTHER PUBLIC CHARITY	SUPPORT OF THE PROGRAMS	5,000
PERSEVERANCE THEATER PO BOX 243721 DOUGLAS,AK 99824	NONE	OTHER PUBLIC CHARITY	SUPPORT OF THE PROGRAMS	15,000
RURAL ALASKA COMMUNITY ACTION PROGRAM 731 EAST 8TH AVENUE ANCHORAGE,AK 99501	NONE	OTHER PUBLIC CHARITY	SUPPORT OF THE PROGRAMS	4,000
SPIRIT OF YOUTH PO BOX 243721 ANCHORAGE,AK 99524	NONE	OTHER PUBLIC CHARITY	SUPPORT OF THE PROGRAMS	2,500
UNIVERSITY OF ALASKA ANCHORAGE 701 E TUDOR ROAD SUITE 260 ANCHORAGE,AK 99503	NONE	PUBLIC UNIVERSITY	SUPPORT OF THE PROGRAMS	10,000
UNIVERSITY OF ALASKA FOUNDATION PO BOX 755080 FAIRBANKS,AK 99775	NONE	OTHER PUBLIC CHARITY	SUPPORT OF THE PROGRAMS	250,000
Total  3a				851,200

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 ATWOOD FOUNDATION INC	Employer identification number 92-6002571
---	--

Organization type (check one)

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

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

General Rule

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not total to more than \$1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of \$5,000 or more during the year ▶ \$ _____

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

Name of organization ATWOOD FOUNDATION INC	Employer identification number 92-6002571
--	---

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
<u>1</u>	ESTATE OF ELAINE ATWOOD 301 WEST NORTHERN LIGHTS BOULEVARD ANCHORAGE, AK 99503	\$ 33,741	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)
 		\$	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)

[illegible]

Name of organization ATWOOD FOUNDATION INC	Employer identification number 92-6002571
--	---

Part III

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

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

Use duplicate copies of Part III if additional space is needed

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

Form **4562**

Department of the Treasury
Internal Revenue Service (99)

Depreciation and Amortization
(Including Information on Listed Property)

▶ See separate instructions. ▶ Attach to your tax return.

OMB No 1545-0172

2012

Attachment
Sequence No **179**

Name(s) shown on return
ATWOOD FOUNDATION INC

Business or activity to which this form relates
FORM 990-PF PAGE 1

Identifying number

92-6002571

Part I Election To Expense Certain Property Under Section 179

Note: If you have any listed property, complete Part V before you complete Part I.

1	Maximum amount (see instructions)	1	500,000
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	2,000,000
4	Reduction in limitation Subtract line 3 from line 2 If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions	5	

6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost	
6				
7	Listed property Enter the amount from line 29	7		
8	Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8		
9	Tentative deduction Enter the smaller of line 5 or line 8	9		
10	Carryover of disallowed deduction from line 13 of your 2011 Form 4562	10		
11	Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instructions)	11		
12	Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12		
13	Carryover of disallowed deduction to 2013 Add lines 9 and 10, less line 12	13		

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property) (See instructions)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	

Part III MACRS Depreciation (Do not include listed property.) (See instructions.)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2012	17	29,015
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here		

Section B—Assets Placed in Service During 2012 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only—see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27 5 yrs	MM	S/L	
			27 5 yrs	MM	S/L	
i Nonresidential real property			39 yrs	MM	S/L	
				MM	S/L	

Section C—Assets Placed in Service During 2012 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year			40 yrs	MM	S/L	

Part IV Summary (see instructions)

21	Listed property Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations—see instructions	22	29,015
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V

Listed Property (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)
Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete **only** 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

Section A—Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles.)

24a Do you have evidence to support the business/investment use claimed? ☐ Yes ☐ No						24b If "Yes," is the evidence written? ☐ Yes ☐ No		
(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation/ deduction	(i) Elected section 179 cost
25Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions)							25	
26 Property used more than 50% in a qualified business use								
		%						
		%						
		%						
27 Property used 50% or less in a qualified business use								
		%				S/L -		
		%				S/L -		
		%				S/L -		
28 Add amounts in column (h), lines 25 through 27 Enter here and on line 21, page 1						28		
29 Add amounts in column (i), line 26 Enter here and on line 7, page 1							29	

Section B—Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person
If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles

30 Total business/investment miles driven during the year (do not include commuting miles)	(a) Vehicle 1		(b) Vehicle 2		(c) Vehicle 3		(d) Vehicle 4		(e) Vehicle 5		(f) Vehicle 6	
31 Total commuting miles driven during the year												
32 Total other personal(noncommuting) miles driven												
33 Total miles driven during the year Add lines 30 through 32												
34 Was the vehicle available for personal use during off-duty hours?	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C—Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons (see instructions)

37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?	Yes	No
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions)		
Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles		

Part VI Amortization

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2012 tax year (see instructions)					
BOB ATWOOD BOOK COPY	2012-07-01	1,000		180M	33
43 Amortization of costs that began before your 2012 tax year				43	
44 Total. Add amounts in column (f) See the instructions for where to report				44	33

TY 2012 Accounting Fees Schedule

Name: ATWOOD FOUNDATION INC

EIN: 92-6002571

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING AND TAX PREPARATION	9,674	4,838		4,837

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Amortization Schedule

Name: ATWOOD FOUNDATION INC

EIN: 92-6002571

Description of Amortized Expenses	Date Acquired, Completed, or Expended	Amount Amortized	Deduction for Prior Years	Amortization Method	Current Year Amortization	Net Investment Income	Adjusted Net Income	Total Amount of Amortization
BOB ATWOOD BOOK COPYRIGHT	2012-07-01	1,000		180 0000000000000	33	0		33

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Depreciation Schedule

Name: ATWOOD FOUNDATION INC

EIN: 92-6002571

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
LAND 2000 ATWOOD DRIVE	2006-03-31	958,900		L		0	0		
BUILDING 2000 ATWOOD DRIVE	2006-03-31	489,900	72,755	SL	39 0000000000000	12,562	0		
FURNISHINGS	2007-01-01	263,269	224,109	200DB	7 0000000000000	15,664	0		
ARTWORK	2007-01-01	768,500		NC	0 %	0	0		
BOILER 2000 ATWOOD DRIVE	2008-02-01	17,680	6,079	200DB	7 0000000000000	789	0		

TY 2012 Investments - Other Schedule**Name:** ATWOOD FOUNDATION INC**EIN:** 92-6002571

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
TEPPCO CRUDE OIL, LLC	AT COST	15,000	15,000
OTHER LONG TERM INVESTMENTS	FMV	24,383,185	24,383,185

TY 2012 Land, Etc. Schedule**Name:** ATWOOD FOUNDATION INC**EIN:** 92-6002571

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
LAND 2000 ATWOOD DRIVE	958,900	0	958,900	958,900
BUILDING 2000 ATWOOD DRIVE	489,900	85,317	404,583	404,583
FURNISHINGS	263,269	239,773	23,496	23,496
ARTWORK	768,500	0	768,500	768,500
BOILER 2000 ATWOOD DRIVE	17,680	6,868	10,812	10,812
BOB ATWOOD BOOK COPYRIGHT	1,000	33	967	967

TY 2012 Legal Fees Schedule

Name: ATWOOD FOUNDATION INC

EIN: 92-6002571

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	1,209	1,209		0

TY 2012 Other Expenses Schedule**Name:** ATWOOD FOUNDATION INC**EIN:** 92-6002571

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
SUPPLIES	440	0		440
PUBLIC RELATIONS AND ENTERTAINMENT	518	259		259
WEBSITE EXPENSE	670	0		670
WORKERS COMPENSATION	721	0		721
DUES AND SUBSCRIPTIONS	1,324	0		1,324
MISCELLANEOUS EXPENSE	5,340	5,340		0
INSURANCE	16,609	0		16,609
RENTAL LOSSES ON K-1'S	22,272	22,272		0
BANK SERVICE FEES	22,390	21,784		606
BUILDING REPAIR AND MAINTENANCE	56,101	0		56,101
EXPENSES ON VARIOUS K-1'S	218,320	218,320		0
AMORTIZATION	33	0		0

TY 2012 Other Income Schedule

Name: ATWOOD FOUNDATION INC

EIN: 92-6002571

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
TCW VALUE OPP FUND K-1	-20,074	-20,074	-20,074
CP INVESTMENT FUND I	-1,713	-1,713	-1,713
SPECIAL OPPORTUNITIES II	-1,666	-1,666	-1,666
DARWIN VENTURE CAPITAL FUND II	-1,529	-1,529	-1,529
DARWIN VENTURE CAPITAL FUND I	-142	-142	-142
CP INVESTMENT FUND II	-123	-123	-123
CERBERUS INSTITUTIONAL REAL ESTATE PARTNERS SERIES 3	-7	-7	-7
ENCAP ENERGY CAPITAL FUND VII-B, LP	41	41	41
WICKS COMMUNICATIONS K-1	97	97	97
CERBERUS INSTITUTIONAL REAL ESTATE PARTNERS SERIES 2	468	468	468
CERBERUS INSTITUTIONAL REAL ESTATE PARTNERS	2,091	2,091	2,091
WICKS COMMUNICATIONS K-1	2,259	2,259	2,259
LS POWER EQUITY PARTNERS II PIE A, LP	3,752	3,752	3,752
SPECIAL OPPORTUNITIES III	5,267	5,267	5,267
ENTERPRISE CRUDE OIL LLC	6,426	6,426	6,426
SWANSON RIVER	61,190	61,190	61,190
LS POWER EQUITY PARTNERS I PIE,LP	76,794	76,794	76,794
MISCELLANEOUS REVENUE	2,463		2,463

TY 2012 Other Increases Schedule**Name:** ATWOOD FOUNDATION INC**EIN:** 92-6002571

Description	Amount
CHANGE IN UNREALIZED GAIN	1,116,594
FORM 8621 EXCLUDED DIVIDEND REVENUE	14,792

TY 2012 Other Professional Fees Schedule**Name:** ATWOOD FOUNDATION INC**EIN:** 92-6002571

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BROKERAGE FEES	36,304	36,304		0
GRANT ADMINISTRATION	75,000	0		75,000
INVESTMENT MANAGEMENT FEES	102,069	102,069		0

TY 2012 Taxes Schedule**Name:** ATWOOD FOUNDATION INC**EIN:** 92-6002571

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
STATE INCOME TAXES	394	394		0
MISC TAX FROM K-1'S	6,837	6,837		0
PAYROLL TAXES	2,924	0		2,924