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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**, 2012, and ending****, 20**

Name of foundation

PGE FOUNDATION

A Employer identification number

93-1138806

Number and street (or P O box number if mail is not delivered to street address)

121 SW SALMON STREET, 1WTC0510 - TAX DEPARTMENT

Room/suite

B Telephone number (see instructions)

503-464-7094

City or town, state, and ZIP code

PORTLAND, OR 97204

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 changeD 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐H Check type of organization: ☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 22,884,117**J Accounting method: ☐ Cash ☒ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis)F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (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)	97,129			
	2 Check ☐ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	891	891		
	4 Dividends and interest from securities	472,998	514,365		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	207,292			
	b Gross sales price for all assets on line 6a 6,231,641				
	7 Capital gain net income (from Part IV, line 2)		423,465		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss) (attach schedule)	0				
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	778,310	938,721	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	48,096	48,096		
	17 Interest		97,128		
	18 Taxes (attach schedule) (see instructions)	(21,862)			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	126,562	110,112		126,562
	24 Total operating and administrative expenses. Add lines 13 through 23	152,796	255,336	0	126,562
	25 Contributions, gifts, grants paid	814,933			874,933
26 Total expenses and disbursements. Add lines 24 and 25	967,729	255,336	0	1,001,495	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	(189,419)				
b Net investment income (if negative, enter -0-)		683,385			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2012)

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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	68,892	39,912	39,912
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶ <u>NONE</u>			
	Less: allowance for doubtful accounts ▶	469	10,988	10,988
	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 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)			
	b Investments—corporate stock (attach schedule)			
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis ▶			
Liabilities	Less: accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	21,018,185	22,808,217	22,808,217
	14 Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶ <u>PROGRAM-RELATED INVESTMENT</u>)	25,000	25,000	25,000
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	21,112,546	22,884,117	22,884,117
	17 Accounts payable and accrued expenses	46,125	29,516	
	18 Grants payable	90,000	30,000	
	19 Deferred revenue			
Net Assets or Fund Balances	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)	136,125	59,516	
	Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	20,976,421	22,824,601	
	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			
Net Assets or Fund Balances	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 instructions)	20,976,421	22,824,601	
	31 Total liabilities and net assets/fund balances (see instructions)	21,112,546	22,884,117	

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	20,976,421
2 Enter amount from Part I, line 27a	2	(189,419)
3 Other increases not included in line 2 (itemize) ▶ <u>INCREASE IN UNREALIZED GAINS</u>	3	2,037,599
4 Add lines 1, 2, and 3	4	22,824,601
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	22,824,601

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 PUBLICLY TRADED SECURITIES	P	VAR	VAR
b PARTNERSHIP K-1'S	P	VAR	VAR
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 6,231,641		6,024,349	207,292
b 216,173			216,173
c			
d			
e			

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	
a			
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	423,465
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.

(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	1,137,578	22,109,064	0.0515
2010	980,275	21,048,906	0.0466
2009	966,989	18,902,561	0.0512
2008	1,186,252	22,542,380	0.0526
2007	1,016,743	25,509,142	0.0399

2 Total of line 1, column (d)	2	0.2418
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	0.04836
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	21,897,922.
5 Multiply line 4 by line 3	5	1,058,984
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	6,834
7 Add lines 5 and 6	7	1,065,818
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	1,001,495.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	13,668
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	13,668
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	13,668
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	24,578	
b Exempt foreign organizations—tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	24,578	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	10,910	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax 10,910 Refunded	11	0	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ _____ (2) On foundation managers. ► \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► OREGON		
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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ►	13	X	
14	The books are in care of ► <u>KIRK STEVENS</u> Telephone no. ► <u>503-464-7121</u> Located at ► <u>121 SW SALMON STREET, 1WTC0501, PORTLAND, OR</u> ZIP+4 ► <u>97204-2901</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here. and enter the amount of tax-exempt interest received or accrued during the year	15		☐
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ☐	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No If "Yes," list the years ► 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	X
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	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (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)?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? ☐ Yes ☒ 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? ☐ Yes ☒ No**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
"SCHEDULE 1" FOR DETAILS		14,000		

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 ☐

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
"SCHEDULE 2" FOR DETAILS	MANAGEMENT & ACCOUNTING	107,366

Total number of others receiving over \$50,000 for professional services ▶

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1		
2		
3		
4		

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

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

Amount

1	
2	
3	

All other program-related investments See instructions

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	22,153,121
b	Average of monthly cash balances	1b	78,272
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	22,231,393
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	22,231,393
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	333,471
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	21,897,922
6	Minimum investment return. Enter 5% of line 5	6	1,094,896

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	1,094,896
2a	Tax on investment income for 2012 from Part VI, line 5	2a	13,668
b	Income tax for 2012 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	13,668
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,081,228
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,081,228
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,081,228

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	1,001,495.
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	1,001,495
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	1,001,495

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				1,081,228
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only				
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008 34,711				
c From 2009 25,835				
d From 2010				
e From 2011 40,969				
f Total of lines 3a through e	101,515			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ <u>1,001,495</u> .				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2012 distributable amount				1,001,495
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).)	79,733			79,733
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	21,782			
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				
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)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	21,782			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011 21,782				
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 foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year				(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
b 85% of line 2a	0	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	0	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon.					
a "Assets" alternative test—enter:					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter $\frac{2}{3}$ of minimum investment return shown in Part X, line 6 for each year listed					0
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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

- 1 Information Regarding Foundation Managers:**
- a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2))

NONE

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

NONE

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

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

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

CAROLE MORSE, PGE FOUNDATION, 121 SW SALMON ST, 1WTC-0303, PORTLAND, OR 97204 503-464-7620

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

WRITTEN DESCRIPTION OF FUNDING REQUEST & PROOF OF SEC. 501(c)(3) OR OTHER TAX EXEMPT STATUS

- c** Any submission deadlines:

NONE

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

ORGANIZATION MUST BE QUALIFIED AS A SEC. 501(c)(3), PUBLIC EDUCATION ORG. OR UNIT OF GOVT.

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year "SCHEDULE 3" FOR DETAIL				874,933
Total			▶ 3a	874,933
b Approved for future payment "SCHEDULE 3" FOR DETAIL				30,000
Total			▶ 3b	30,000

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

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

[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) is based on all information of which preparer has any knowledge.		
	<i>Carole C. Morse</i>	<i>11/14/13</i>	PRESIDENT
	Signature of officer or trustee	Date	Title

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

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

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

Schedule of Contributors

OMB No 1545-0047

2012

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

Name of the organization

Employer identification number

PGE FOUNDATION

93-1138806

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ► \$ _____

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

Name of organization PGE FOUNDATION	Employer identification number 93-1138806
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Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	PORTLAND GENERAL ELECTRIC COMPANY 121 SW SALMON STREET PORTLAND, OR 97204	\$ 97,129	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)

Name of organization
PGE FOUNDATION

Employer identification number
93-1138806

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

Name of organization PGE FOUNDATION	Employer identification number 93-1138806
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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
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----

PGE Foundation

93-1138806

For the Period ended December 31, 2012

Supporting Schedule for

Form 990-PF, Page 6, Part VIII, Line 1

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

1 List all officers, directors, trustees, foundation managers and their compensation

Name	(a) Name and address		(b) Title, and average hours per week devoted to position		Avg Hours	(c) Compensation	NOTES BELOW	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
	Street	City, State	Title						
Gwyneth Gamble Booth	2161 SW Laurel	Portland, OR	Director, Chair & Officer		2	10,000	(2)	0	0
James J. Piro	121 SW Salmon St	Portland, OR	Director		(1)	0		0	0
Peggy Y. Fowler	11981 SW Aspen Ridge Dr	Tigard, OR	Director		(1)	0		0	0
Carol A. Dillon	121 SW Salmon St	Portland, OR	Director		(1)	0		0	0
Dave Robertson	121 SW Salmon St	Portland, OR	Director		(1)	0		0	0
DeAngela Wells	121 SW Salmon St	Portland, OR	Director		(1)	0		0	0
David K. Carboneau	1229 SE 55th	Portland, OR	Director		(1)	0		0	0
Randolph L. Miller	4100 Arthur Way	Portland, OR	Director		(1)	4,000	(2)	0	0
Carole E. Morse	121 SW Salmon St	Portland, OR	President		10	0	(3)	0	0
James Lobdell	121 SW Salmon St	Portland, OR	Treasurer		(1)	0		0	0
Rosalie Duron	121 SW Salmon St	Portland, OR	Secretary		(1)	0		0	0
						14,000		0	0

NOTES.

- (1) Average Hours per week devoted to position is less than 1 hour
(2) 1099's are issued to the directors for the compensation paid to them
(3) Avg Hours and Compensation are shown on Schedule 6. Contractors

PGE Foundation

93-1438806

For the Period ended December 31, 2012

Supporting Schedule for
Form 990-PF, Page 6, Part VIII, Line 1

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

3 Five highest-paid independent contractors for professional services

Name	(a) Name and address Street	City, State	(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
			Title	Avg Hours			
Rachel DeRosia	121 SW Salmon St	Portland, OR	Program Officer	9	14,791	12,341	0
Melissa Sircy	121 SW Salmon St	Portland, OR	Grants Administrator	12	13,056	10,893	0
Julie Franz	121 SW Salmon St	Portland, OR	Contributions Coordinator	(1)	1,165	972	0
Carole Morse	121 SW Salmon St	Portland, OR	President	10	29,519	24,629	0
					58,531	48,835	0
					107,366 Total		

NOTES:

(1) Average Hours per week devoted to position is less than 1 hour

PGE Foundation

93-1138806

For the Period ended December 31, 2012

Supporting Schedule for
Form 990-PF, Page 11, Part XV, Line 3a and 3b

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

PGE Foundation 2012 Grants - Tax Filing

Organization Name & Address	If recipient is an individual, show any relationship to any foundation manager or subsequent contributor	Foundation status of recipient	Purpose of grant or contribution	Grant Amount	Payment Date
Adelante Mujeres 2420 19th Ave. Forest Grove, OR 97116-2459	N/A	501(c)(3)	Educate Latina women in reading, math, writing, leadership, and parenting and provide job readiness training in classes offered while their children attend early childhood education class at no cost.	5,000	10/1/2012
All Hands Raised 2069 NE Hoyt St. Portland, OR 97232					
Autism Research and Resources of Oregon 4715 NE 13th Ave Portland, OR 97211-4635	N/A	501(c)(3)	Final payment of a two year grant of \$50,000 to support implementation and maintaining the work of the Cradle to Career Partnership in Portland and Multnomah County.	25,000	12/1/2012
Bag and Baggage Productions 253 E Main Street Hillsboro, OR 97123	N/A	501(c)(3)	To support general operations of Autism Research and Resources of Oregon	2,500	10/1/2012
			Increase capacity to manage TEN4ONE program which will provide 3,000 free tickets to Washington County high school students during the 2011-2012 season.	6,000	2/1/2012

Schedule 3

Beaverton Education Foundation 3800 SW Cedar Hills Blvd STE 168 Beaverton, OR 97005-4758	N/A	501(c)(3)	Support the Kids Count Extended Day Program, providing before and after school and summer academic enrichment opportunities for students.	5,000	7/1/2012
BodyVox 1201 NW 17th Avenue Portland, OR 97209	N/A	501(c)(3)	Support cultural and educational outreach programming, which provides accessible, affordable arts education to Portland-area children, many in low-income or underserved communities.	7,500	4/1/2012
Boys & Girls Aid 018 SW Boundary Court Portland, OR 97239	N/A	501(c)(3)	To help fund a shelter for homeless and runaway youth in Washington County.	5,000	10/1/2012
Bridge Meadows 8502 N. Wayland Avenue Portland, OR 97203	N/A	501(c)(3)	Strengthen permanent housing and inclusive community resources for at-risk foster youth, adoptive parents, and senior citizens.	5,000	7/10/2012
Broadway Rose Theatre Company 12850 SW Grant Avenue Tigard, OR 97223	N/A	501(c)(3)	Support 2012 Summer Youth Programming that will serve underserved children in the Tigard/Tualatin School District through subsidized discounted tickets for YMCA youth and provide need-based drama camp scholarships.	5,000	4/1/2012
CASA for Children, Inc. 1401 NE 68th Ave. Portland, OR 97213	N/A	501(c)(3)	Provide well-trained and supported CASA advocates for nine children who were removed from their families because of abuse or neglect	9,500	2/1/2012
Central City Concern 232 NW 6th Ave. Portland, OR 97209	N/A	501(c)(3)	Operating support for the Community Volunteer Corps which provides volunteer opportunities to adults with histories of homelessness, addictions and mental health disorders in order to move them toward self-sufficiency	5,000	10/1/2012
Centro Cultural of Washington County PO Box 708 Cornelius, OR 97113-0708	N/A	501(c)(3)	To provide English, computer and basic literacy instruction to parents of students in the Forest Grove School District, increasing parents' involvement in their children's education and helping students develop their learning skills	10,000	2/1/2012
Chehalum Youth & Family Services P.O. Box 636 Newberg, OR 97132	N/A	501(c)(3)	Prepare young adults for life and careers by providing education and employment, and removing the barriers that hinder disadvantaged youth from achieving their goals.	5,000	10/1/2012

Chemeketa Community College Foundation 4000 Lancaster Dr. NE Salem, OR 97309-7070	N/A	501(c)(3)	Fund four portable science lab work stations for at risk youth at Winema High School who are behind in science credits to participate in hands-on science courses, including chemistry, biology & physics.	10,000	10/1/2012
Children First for Oregon 1209 SE Belmont St Portland, OR 97214	N/A	501(c)(3)	Increase achievement among current and former foster youth with a focus on engaging youth in empowerment experiences and encouraging youth aging out of foster care to enroll in post-secondary education or training.	7,500	10/1/2012
Children's Center of Clackamas County 1713 Penn Lane Oregon City, OR 97045-1755	N/A	501(c)(3)	Provide information and support services to increase protection of children from sex abuse.	5,000	7/1/2012
Clackamas Service Center Inc. 8800 SE 80th Ave Portland, OR 97206	N/A	501(c)(3)	Provide general operating support and replace depleted reserves of groceries and provide hot meals to low income and homeless people in Clackamas County.	10,000	4/1/2012
Coalition of Communities of Color 5135 NE Columbia Blvd Portland, OR 97218-1201	N/A	501(c)(3)	Support the general operating costs associated with current initiatives to advance racial equity in the Portland metropolitan region.	5,000	10/1/2012
Columbia County Women's Resource Center PO Box 22 St. Helens, OR 97051-0022	N/A	501(c)(3)	Enhance capacity to support advocacy staff in domestic violence-reduction activities.	5,000	2/1/2012
Columbia River Community Health Services 201 SW Kinkade Rd Boardman OR 97818-0397	N/A	501(c)(3)	Final payment of two year \$50,000 grant for capital support to replace the existing facility with a new Community and Migrant Health Center serving Boardman and Northern Morrow Co.	25,000	5/1/2012
Columbia River Harvesters PO BOX 1278 Boardman, OR 97818-1278	N/A	501(c)(3)	Buy basic foods to help families in immediate need.	2,500	7/1/2012
Community Transitional School 6601 N.E. Killingsworth St Portland, OR 97218-3068	N/A	501(c)(3)	To support the bus program to ensure homeless students go to school everyday	5,000	7/1/2012

Community Warehouse 3969 NE MLK Jr. Blvd Portland, OR 97212	N/A	501(c)(3)	Expand services by opening a second location in Washington county to collect and distribute donated furniture and household goods to low-income families and individuals in need that are transitioning into stable housing	4,000	2/1/2012
Concordia University (School of Management) 2811 NE Holman St Portland, OR 97211	N/A	501(c)(3)	Enable students to experience nuclear physics and its applications using the Reed reactor, and educate business students in the necessity of sustainability	2,500	7/1/2012
Dental Foundation of Oregon PO Box 2448 Wilsonville, OR 97070-2448	N/A	501(c)(3)	Funds will be used to support costs of staff, dental supplies, fuel and oral hygiene kits as the van serves low-income students across Oregon	10,000	2/1/2012
Domestic Violence Resource Center PO Box 494 Hillsboro, OR 97123-0494	N/A	501(c)(3)	Expand and move to The Family Advocacy Center, a new location in Hillsboro, housing the Protective Order Advocacy Program and Counseling Program	5,000	2/1/2012
Dougy Center, Inc. 3903 SE 52nd Avenue Portland, OR 97206	N/A	501(c)(3)	Second payment of two year \$50,000 grant to support the cost of building a new, energy efficient facility to serve grieving children and families	25,000	10/1/2012
Eastern Oregon Mission, Inc. 500 Harper Rd Hermiston, OR 97838-3723	N/A	501(c)(3)	Fund operational cost of Martha's House, a family shelter serving Umatilla and Morrow Counties.	5,000	2/1/2012
Ecumenical Ministries of Oregon Interchurch Center, Suite B, 0245 SW Bancroft Street Portland, OR 97239	N/A	501(c)(3)	To support the basic needs of low income, HIV-positive individuals by providing shelter, nutrition and peer support through the HIV Day Center.	2,500	7/1/2012
Elevate Oregon 12730 NE Marx St Portland, OR 97230	N/A	501(c)(3)	Fund general operating expenses, including staff salaries to run the Teacher/Mentoring program for at-risk youth and help expand to a second school district.	5,000	7/1/2012
Essential Health Clinic 266 West Main MS68 Hillsboro, OR 97123-3961	N/A	501(c)(3)	Strengthen volunteer recruitment to provide urgent medical care for 6,000 low-income, uninsured men, women and children in Washington County for 12 months	5,000	7/1/2012

Farmworker Housing Development Corporation 1274 5th St Suite 1-A Woodburn, OR 97071-4100	N/A	501(c)(3)	Support for after school programs at three of FHDC's housing developments: Nuevo Amanecer, Woodburn, Colonia Libertad, Salem, and Colonia Amistad, Independence which serve 97 students from age 5 to 13	5,000	10/1/2012
Gladstone Education Foundation 17789 Webster Road Gladstone, OR 97027-1488	N/A	501(c)(3)	Enhance STEM curriculum for students and empowering them to pursue higher education and/or career paths in STEM focus areas.	1,000	7/1/2012
Hillsboro Schools Foundation 5193 NE Elam Young Pkwy #A Hillsboro, OR 97124	N/A	501(c)(3)	Support of Homework Help Club, providing after school use of the library or computer lab to complete work at no cost to families, targeting schools where need is great and federal funds are not available.	2,500	7/1/2012
Hollywood Theatre 4122 NE Sandy Blvd. Portland, OR 97212	N/A	501(c)(3)	Provide teens the opportunity to produce short documentary films of personal and social relevance, cultivating a heightened sense of community awareness/involvement while nurturing the development of students' artistic voices.	5,000	2/1/2012
HomePlate Youth Services, Inc. 332 NE 6th AVE Hillsboro, OR 97124-0000	N/A	501(c)(3)	Strengthen outreach activities in Washington County to 100 additional homeless youth in 2012.	7,500	4/1/2012
Human Solutions 12350 SE Powell Blvd Portland, OR 97236-3432	N/A	501(c)(3)	Support two Family Advocates in the Homelessness Program to provide vital resources to 150 homeless.	10,000	4/1/2012
Impact NW 10055 E. Burnside Portland, OR 97216	N/A	501(c)(3)	Provide academic support and enrichment, parent engagement, and basic needs assistance to 20,000 low-income youth and their families through our Community Schools program.	10,000	2/1/2012
Incight Company 310 SW 4th Ave , Suite 630 Portland, OR 97204-2345	N/A	501(c)(3)	Expand resources (podcasts, videos and guides), transition tools and services for students with disabilities to attain post-secondary education.	6,000	4/1/2012
Inland Northwest Musicians PO Box 7039 Hermiston, OR 97838-3839	N/A	501(c)(3)	Funding the general operations of Inland Northwest Musicians.	5,000	2/1/2012
Japanese Garden Society of Oregon 611 SW Kingston Ave Portland, OR 97205	N/A	501(c)(3)	Support the PGE Foundation Free Admission Day at the Garden on February 20, 2012.	5,000	2/1/2012

Japanese Garden Society of Oregon 611 SW Kingston Ave Portland, OR 97205	N/A	501(c)(3)	Director's grant for general operating support of the Japanese Garden	5,000	7/13/2012
JOIN 1435 NE 81st Ave, Ste 100 Portland, OR 97213	N/A	501(c)(3)	Director's grant for general operating support of JOIN	500	1/24/2012
Kids Intervention & Diagnostic Service Center, Inc., dba KIDS Center 1375 NW Kingston Ave Bend, OR 97701-2242	N/A	501(c)(3)	Serve 150 highest risk child abuse victims who need comprehensive medical, therapy and family support services because they have been physically/sexually abused, suffered from neglect, or have witnessed domestic violence.	5,000	4/1/2012
Kinship House 1823 NE 8th Ave Portland, OR 97212-3907	N/A	501(c)(3)	Increase capacity to serve 350-400 foster children in 2012 with mental health therapy services.	7,500	4/1/2012
Kukatonon 1530 NE Marine Dr Portland, OR 97211-1532	N/A	501(c)(3)	Support 2012-2013 season that will teach youth about African culture through dancing and drumming and performances at schools and community events across Oregon.	2,500	7/1/2012
Latino Network 240 N Broadway, Ste. 214 Portland, OR 97227	N/A	501(c)(3)	Extend workforce development summer program for high school sophomores to a full school year, utilizing Early Escalera curriculum to promote college and career exploration for high need Latino students.	5,000	10/1/2012
Literary Arts, Inc 925 SW Washington Street Portland, OR 97205	N/A	501(c)(3)	Bring professional, creative writers into high school classrooms to boost student literacy and create opportunities for students to see the importance of writing in the professional world.	7,500	4/1/2012
Mano a Mano Family Center 2921 Saddle Club St. SE #1009 Salem, OR 97317	N/A	501(c)(3)	Establish a new Youth Promotores Program focused on leadership development, teen pregnancy/gang prevention, and civic engagement in Salem-Keizer.	10,000	2/1/2012
Marion-Polk Food Share Inc 1660 Salem Industrial Dr. NE Salem, OR 97301-0374	N/A	501(c)(3)	Provide funds for fuel expenses for the retail food recovery program	5,000	7/1/2012
Metropolitan Youth Symphony 4800 SW Macadam Ave., Suite 105 Portland, OR 97239	N/A	501(c)(3)	Expand and strengthen the impact of the School Outreach Program, providing music education experiences for children in low-income and/or musically underserved schools	3,500	2/1/2012

Minds Matter of Portland, Inc PO Box 820023 Portland, OR 97282-1023	N/A	501(c)(3)	Mentor high potential, low-income high school students to gain acceptance to a four-year university and navigate the financial aid process	5,000	9/1/2012
Miracle Theatre Group 425 SE 6th Ave Portland, OR 97214-1102	N/A	501(c)(3)	Support program development of Miracle Theatre's La Luna Nueva festival, building artistic capacity of our local artists, and raising community awareness of Hispanic Heritage Month and the richness of Latino arts and culture.	7,500	4/1/2012
Museum at Warm Springs PO Box 909 Warm Springs, OR 97761	N/A	501(c)(3)	Support educational activities which encourage visitors of all ages to learn about nature and culture when they walk the museum's Twanat Trail, and an internship with interpretive training for a college-age Tribal member.	5,000	7/1/2012
NAYA Family Center 5135 NE Columbia Blvd Portland, OR 97218-1201	N/A	501(c)(3)	Provide math enhancement resources to advance low-income Native American high school students towards benchmark achievement levels in mathematics.	10,000	4/1/2012
Neighborhood House, Inc. 7780 SW Capitol Hwy. Portland, OR 97219	N/A	501(c)(3)	Support a community-based, school-centered program designed to support the academic and life success of high-risk youth while keeping them free of drug and criminal involvement.	5,000	10/1/2012
NeighborImpact 2303 SW 1ST ST Redmond, OR 97756-7133	N/A	501(c)(3)	Final payment of two year \$35,000 grant to increase the capacity of Head Start and child care programs by engaging Boomer-age volunteers.	15,000	7/1/2012
North Clackamas Education Foundation 6301 SE King Rd Milwaukie, OR 97222	N/A	501(c)(3)	Purchase musical instruments for the elementary music program.	1,000	7/1/2012
Northwest Housing Alternatives 2316 SE Willard St Milwaukie, OR 97222-7740	N/A	501(c)(3)	Support for the Annie Ross House in helping families eliminate barriers to housing and assist them in acquiring permanent affordable housing.	5,000	7/1/2012
Northwest Pilot Project, Inc. 1430 S.W. Broadway #200 Portland, OR 97210	N/A	501(c)(3)	Provide eviction prevention services for 100 very low-income at-risk seniors, to prevent homelessness, and ensure housing stability	7,500	10/1/2012
Open Meadow Alternative Schools 7621 N Wabash Ave. Portland, OR 97217-6031	N/A	501(c)(3)	Deliver hands-on learning opportunities to over 200 students who are at high risk of dropping out of school in the Portland Metro area	7,500	2/1/2012

Open Meadow Alternative Schools 7621 N Wabash Ave. Portland, OR 97217-6031	N/A	501(c)(3)	Director's grant for general operating support of Open Meadow Alternative School	500	1/24/2012
Oregon Alliance of Independent Colleges & Universities 16101 SW 72nd Avenue, Suite 100 Portland, OR 97224	N/A	501(c)(3)	Provide \$25,000 for ten scholarships at Alliance Foundation member institutions for Oregon students during the 2012-13 academic year and \$10,000 for the Matched College Saving Program, covering expenses not paid for by financial aid or scholarships.	35,000	7/1/2012
Oregon Ballet Theatre 818 SE 6th Ave. Portland, OR 97214-2329	N/A	501(c)(3)	Student Performance Series to provide fully-produced student matinee ballet performances along with supporting classroom materials.	10,000	2/1/2012
Oregon Building Congress ACE Academy for Architecture, Construction, and Engineering 4222 NE 158th Portland, OR 97230	N/A	501(c)(3)	Financial support for mentor coordination, project and presentation evaluation, and project funding for the ACE Senior Capstone Program.	10,000	2/1/2012
Oregon Business Council Charitable Institute 1100 SW 6th Avenue, Suite 1608 Portland, OR 97204	N/A	501(c)(3)	Support the Oregon STEM Employer Coalition's advocacy for improved STEM education and Oregon's education redesign effort and the Career Readiness Certificate project	15,000	10/1/2012
Oregon Children's Theatre Company 1939 NE Sandy Blvd Portland, OR 97232-2894	N/A	501(c)(3)	Support the world premiere production of "The Storm in the Barn" and the commissioning and script development of "Gathering Blue," and to directly connect these plays to in-school curriculum and education outreach services to disadvantaged children	10,000	4/1/2012
Oregon Community Foundation 1221 SW Yamhill St Ste. 100 Portland, OR 97205-2108	N/A	501(c)(3)	To support Community 101 student grantmaking program in Oregon high schools.	85,133	4/1/2012
Oregon Energy Services, Inc (Oregon HEAT) PO Box 127 Tualatin, OR 97062-0127	N/A	501(c)(3)	Director's grant for general operating support of Oregon HEAT	1,000	1/24/2012
Oregon Environmental Council 222 NW Davis St STE 309 Portland, OR 97209-3900	N/A	501(c)(3)	Director's grant to for general operating support of Oregon Environmental Council	300	8/1/2012

Oregon Food Bank 7900 NE 33rd Drive Portland, OR 97211	N/A	501(c)(3)	Purchase approximately 50,000 pounds of bulk and shelf-stable foods for distribution throughout Oregon Food Bank's network	20,000	4/1/2012
Oregon Health & Sciences University Foundation 3181 S.W. Sam Jackson Park Road Portland, OR 97239-3098	N/A	501(c)(3)	General support funding for Knight Cancer Research Institute	2,500	5/1/2012
Oregon Lions Sight & Hearing Foundation 1010 NW 22nd Ave #144 Portland, OR 97210-3026	N/A	501(c)(3)	Provide free health checks to 30,000 people per year (86% children), throughout the state of Oregon	10,000	2/1/2012
Oregon State Parks Foundation 888 SW Fifth Ave, Ste 1600 Portland, OR 97204	N/A	501(c)(3)	General operating support for the Oregon State Parks Foundation.	2,000	12/1/2012
Oregon State University Foundation 850 SW 35th Street Corvallis, OR 97333	N/A	501(c)(3)	PGE Foundation engineering scholarships at Oregon State University for 2012-2013.	25,000	7/1/2012
Oregon Symphony Association 921 SW Washington, Suite 200 Portland, OR 97205-2800	N/A	501(c)(3)	Support music education programs for children K-8 in the Portland metro area who would not have access and exposure otherwise.	15,000	4/1/2012
Our House of Portland 2727 SE Alder St. Portland, OR 97214-3015	N/A	501(c)(3)	Improve health and nutrition for 700 people with HIV/AIDS in the Portland-metro area through offering access to a food pantry and basic needs items	7,500	2/1/2012
pear 338 NW 6th Ave Portland, OR 97209	N/A	501(c)(3)	General operating funding to provide a responsive, safe space to Portland's homeless youth.	5,000	10/1/2012
Partners for a Hunger-Free Oregon 712 SE Hawthorne Blvd Ste 202 Portland, OR 97214-3538	N/A	501(c)(3)	Increase the number of meals served to low-income children in the Portland metro area and upper Willamette Valley through summer and after school programs.	10,000	2/1/2012
Pathfinders of Oregon 7800 SW Barbur Blvd Portland, OR 97219	N/A	501(c)(3)	General operating support for Pathfinder Academy.	2,500	2/15/2012
PDX Summer School 3126 SE Ankeny St Portland, OR 97214-1942	N/A	501(c)(3)	Support field trip to allow students to experience the Oregon coast for the first time while also learning about the wildlife and vegetation from qualified instructors.	1,800	7/24/2012

PHAME Academy 1631 NE Broadway, #134 Portland, OR 97232	N/A	501(c)(3)	Provide 3 terms of 10-week arts classes in 2012/13, grow student body by 10% to engage 110 artists and performers with developmental disabilities, reduce teacher-student ratio and introduce new arts class offerings	5,000	7/1/2012
Portland Art Museum 1219 SW Park Ave Portland, OR 97205-2430	N/A	501(c)(3)	Bring the educational program Object Stories into the community through classroom visits and targeted outreach.	5,000	7/1/2012
Portland Children's Museum 4015 SW Canyon Rd Portland, OR 97221-0000	N/A	501(c)(3)	Provide free and reduced-cost access to the museum for underserved children and their families in our community.	7,500	7/1/2012
Portland Community College Foundation Inc. 12000 SW 49th Avenue, CC 234 Portland, OR 97219	N/A	501(c)(3)	Support for Future Connect, a new partnership leveraging PCC, City of Portland, local businesses & schools, to prepare low-income students with academic potential for the workforce and economic sufficiency through scholarships and casework support	10,000	4/1/2012
Portland Opera Association, Inc. 211 SE Caruthers St. Portland, OR 97214	N/A	501(c)(3)	Support Portland Opera To Go, bringing a 50-minute English language production of The Magic Flute to 70-80 elementary schools and community venues across Oregon	10,000	7/1/2012
Portland Opportunities Industrialization Center 717 N Killingsworth Ct Portland, OR 97217-2335	N/A	501(c)(3)	Provide continued support for Rosemary Anderson High School graduates as they move into post-secondary education and/or career pathways	7,500	2/1/2012
Portland Playhouse 602 NE Prescott St Portland, OR 97211	N/A	501(c)(3)	Support for the 2012 Festival of Shakespeare.	2,500	4/1/2012
Portland State University Foundation 2125 SW 4th Ave, Suite 510 Portland, OR 97207	N/A	501(c)(3)	First payment of 2 year grant to support the development of a power engineering education laboratory at PSU that will help prepare engineering students for careers in the power industry by exposing them to industry-relevant, hands-on projects.	25,000	7/1/2012
Portland Symphonic Choir PO Box 1517 Portland, OR 97207	N/A	501(c)(3)	Support the Classics in the Classroom program to enhance choral arts in schools and provide a free community concert of American Masterworks in North Portland in May, 2012	2,500	2/1/2012

Portland Workforce Alliance 546 NE 12th Ave A-202 Portland, OR 97232-2719	N/A	501(c)(3)	To educate racially & ethnically diverse groups of high school students about career opportunities including those in the energy sector, such as linemen and engineering.	3,500	10/1/2012
Portland Youth Philharmonic 520 SW 6th Avenue, Suite 820 Portland, OR 97204-1612	N/A	501(c)(3)	To support comprehensive music education, performance and outreach programs, and increase the artistic impact in the community	5,000	10/1/2012
Portland YouthBuilders 4816 SE 92nd Ave. Portland, OR 97266-2723	N/A	501(c)(3)	Prepare youth for post-secondary education and employment success, using partnerships with Portland Community College and numerous apprenticeship programs.	5,000	10/1/2012
Regional Arts & Culture Council 411 NW Park Avenue, Suite 101 Portland, OR 97209	N/A	501(c)(3)	Support the expansion of Right Brain across the tri-county area and deepen its impact through a pilot project in two Hillsboro elementary schools infusing the arts into science, technology, engineering and math (STEAM)	15,000	10/1/2012
Ronald McDonald House Charities of Oregon and SW Washington 2620 N Commercial Ave Portland, OR 97227-1631	N/A	501(c)(3)	Director's grant for general operating support of the Ronald McDonald House	200	12/15/2012
Rose Haven 627 NW 18th Ave Portland, OR 97209-2221	N/A	501(c)(3)	Support for a volunteer intake/triage coordinator serving 55-75 women and children a day for 1 year in lieu of a paid staff position.	1,500	10/1/2012
Salem Art Association 600 Mission St SE Salem, OR 97302-6203	N/A	501(c)(3)	Support Community Arts Education (CAE), which complements the Galleries program and Bush House Museum, and furthers art through educational programming, preserving and presenting art, and supporting artists.	5,000	10/1/2012
Salem Schools Foundation 233 Commercial St. NE Salem, OR 97301	N/A	501(c)(3)	Support full implementation of programs and services of the Volunteer Services Department, serving all 68 schools in the district and its more than 40,000 students.	7,500	7/1/2012
Salvation Army 8495 SE Monterey Ave Happy Valley, OR 97086	N/A	501(c)(3)	Provide housing, advocacy and support services to women and their children fleeing from domestic violence	5,000	4/1/2012

Serendipity Center, Inc. 14815 SE Division St. Portland, OR 97236	N/A	501(c)(3)	Help youth with mental health issues transition to independent living by teaching life skills.	5,000	4/1/2012
Sisters Of The Road 133 NW 6th Ave Portland, OR 97209-3608	N/A	501(c)(3)	To provide hot, nutritious meals to people experiencing homelessness and poverty for \$1.25 in cash, SNAP benefits, a meal coupon or in exchange for dignified barter work	10,000	2/1/2012
St. Vincent de Paul Society 5120 S.E. Milwaukie Avenue Portland, OR 97202	N/A	501(c)(3)	Expand operations of Mobile Kitchen into Columbia County, providing two free community meals each month in cities such as St. Helens, Vernonia and Scappoose	2,500	7/1/2012
Store to Door 1621 NW 21st Avenue Portland, OR 97209	N/A	501(c)(3)	Supplement costs for filling 333 orders for groceries, medications, and household items and delivering them to the homes of seniors and people with disabilities in the greater Portland area	2,500	2/1/2012
Virginia Garcia Memorial Foundation 328 W. Main Street Hillsboro, OR 97123	N/A	501(c)(3)	Support the provision of critical primary care, mental health and dental services for underserved youth at its School-Based Health Centers	5,000	10/1/2012
Volunteers of America of Oregon Inc 3910 SE Stark St. Portland, OR 97214-3241	N/A	501(c)(3)	Improving and increasing the size of the outdoor garden area as a wheelchair accessible therapy garden to provide horticultural therapy for seniors with disabilities, dementia and/or in poverty	5,000	10/1/2012
Washington County Museum 120 East Main Street Hillsboro, OR 97123-5355	N/A	501(c)(3)	Support the Touching History Mobile Museum program during the 2012-2013 school year.	2,500	7/1/2012
White Bird 5620 SW Edgemont Pl Portland, OR 97239-2707	N/A	501(c)(3)	Support the 13th Outreach Project with Portland Public Schools, focused on "Indigenous Cultures in New Zealand and Australia," and inspired by New Zealand's famed contemporary dance company, Black Grace.	10,000	10/1/2012
Willamette University - Willamette Academy 900 State St. Salem, OR 97301-3922	N/A	501(c)(3)	Support staffing costs for the Willamette Academy program, a college preparatory program for low income and minority 8th-12th graders in the Salem-Keizer region	5,000	10/1/2012
Write Around Portland 917 SW Oak St, #406 Portland, OR 97205-2838	N/A	501(c)(3)	Provide 15 ten-week creative writing workshops in partnership with a hospital, prison, school, treatment center, low-income housing residences and more.	2,500	7/1/2012

Young Entrepreneurs Business Programs 1149 Court St NE Salem, OR 97301-4030	N/A	501(c)(3)	Expand services to meet the increasing demand for YEBW programs, serving more students across the state	5,000	7/1/2012
Your Next Step 13940 NW Harvest Ln Portland, OR 97229	N/A	501(c)(3)	Assist 30-35 families in the Hour of Need program by distributing small, one-time grants directly to clients' creditors and merchants to prevent them from falling into the cycle of poverty.	7,500	2/1/2012
YWCA of Greater Portland 1111 SW 10th Ave Portland, OR 97205-2411	N/A	501(c)(3)	To support the Yolanda House shelter to provide program support, including supplies and services to women and children seeking refuge and safety from domestic violence	5,000	2/1/2012
YWCA Salem 1255 Broadway St NE Ste 110 Salem, OR 97301-7307	N/A	501(c)(3)	To provide homeless children and families with a sense of security with 24-hour staff presence at Salem Outreach Shelter in case of an emergency or crisis.	5,000	7/1/2012
TOTAL GRANTS PAID IN 2012				\$874,933	

Approved for Future Payment	If recipient is an individual, show any relationship to any foundation manager or subsequent contributor	Foundation status of recipient	Purpose of grant or contribution	Grant Amount	Future Payment Date
Japanese Garden Society of Oregon 611 SW Kingston Ave Portland, OR 97205	N/A	501(c)(3)	Support the PGE Foundation Free Admission Day at the Garden on February 18, 2013.	5,000	1/15/2013
Portland State University Foundation 2125 SW 4th Ave, Suite 510 Portland, OR 97207	N/A	501(c)(3)	Final payment of 2 year grant to support the development of a power engineering education laboratory at PSU that will help prepare engineering students for careers in the power industry by exposing them to industry-relevant, hands-on projects.	25,000	7/1/2013

PGE Foundation

93-1138806

For the Period ended December 31, 2012

Supporting Schedule for
Form 990-PF, Page 1, Part I, Lines 1, 16c, 18 and 23
Analysis of Revenue and Expenses

DESCRIPTION	Col. (a)	Col. (b)
<u>Part I</u>		
<u>Contributions, Gifts, Grants, etc.</u>		
<u>Contributions, Line 1</u>		
PGE, Person	97,129	0
Other	0	0
Total contributions, gifts, grants, etc.	<u>97,129</u>	<u>0</u>
 <u>Operating and Administrative Expenses</u>		
<u>Other Professional Fees, Line 16c</u>		
Trustee Fees	5,000	5,000
Fund Management Consulting Fees	43,096	43,096
Total Other Professional Fees	<u>48,096</u>	<u>48,096</u>
 <u>Taxes, Line 18</u>		
Federal Income Taxes 990PF & 990T	(21,862)	0
Total Taxes	<u>(21,862)</u>	<u>0</u>
 <u>Other Expenses, Line 23</u>		
<u>Other Expenses</u>		
Administrative -		
Miscellaneous	1	
P/R, Consulting	3,206	
PGE Labor & Expense	107,366	
Printing	1,200	
Directors Fees	14,000	
Insurance	789	
Total Other Expenses	<u>126,562</u>	
 <u>Partnership Other Expenses Per K-1</u>		
Deductions Related to Portfolio Income	0	110,112
Other	0	0
Total Other Expenses	<u>126,562</u>	<u>110,112</u>

PGE Foundation

93-1138806

For the Period ended December 31, 2012

Supporting Schedule for
Form 990-PF, Page 2, Part II and Part III
Balance Sheet and Changes in Fund Balances

DESCRIPTION		AMOUNT	
Part II			
Balance Sheet			
Investments - Other, Line 13		Book Value	FMV
Investments - Northern Trust	[1]	19,302,213	19,302,213
Investments - Accrued Interest/Dividends		26,266	26,266
Accrued Match in Transit		0	0
Unrealized Gain/<Loss>		3,479,738	3,479,738
TOTAL INVESTMENTS		22,808,217	22,808,217
Part III			
Analysis of Changes in Net Assets or Fund Balances			
Other increases not included in line 2			
Increase in Unrealized gains			2,037,599
TOTAL OTHER INCREASES			2,037,599
Other decreases not included in line 2			
None			0
TOTAL OTHER DECREASES			0

[1] Schedule 7 for list and description of each investment held at the end of the year.

PGE Foundation

93-1138806

For the Period ended December 31, 2012

Supporting Schedule for
Form 990-PF, Page 1, Part I, Lines 7, Col. (b)
Summary of Gain(Loss) Schedules

<i>DESCRIPTION</i>	Proceeds	Tax Basis/	Gain(Loss)
		Cost	
Northern Trust (Dec)	6,231,641	6,024,349	207,292
SUBTOTAL GL	6,231,641	6,024,349	207,292
Partnership K-1's	216,173	0	216,173
Total Capital Gain	6,447,814	6,024,349	423,465

Accounting Statements

31 Dec 12

◆ Asset Summary

Account number PGFND

PGE FOUNDATION

Page 1 of 3

Country	Accrued income/expense	Market value	Cost	Market	Unrealized gain/loss Translation	Total	Market values incl accruals	%
Equities								
Common stock								
United States - USD	0.00	803.52	1.00	802.52	0.00	802.52	803.52	0.004%
Total common stock	0.00	803.52	1.00	802.52	0.00	802.52	803.52	0.004%
Funds - common stock								
International Region - USD	0.00	5,100,221.47	4,132,521.38	967,700.09	0.00	967,700.09	5,100,221.47	22.361%
United States - USD	0.00	5,657,510.15	4,854,520.84	802,989.31	0.00	802,989.31	5,657,510.15	24.805%
Total funds - common stock	0.00	10,757,731.62	8,987,042.22	1,770,689.40	0.00	1,770,689.40	10,757,731.62	47.166%
Total equities	0.00	10,758,535.14	8,987,043.22	1,771,491.92	0.00	1,771,491.92	10,758,535.14	47.170%
Fixed Income								
Funds - government agencies								
United States - USD	9,296.70	3,731,080.11	3,216,645.21	514,434.90	0.00	514,434.90	3,740,376.81	16.399%
Total funds - government agencies	9,296.70	3,731,080.11	3,216,645.21	514,434.90	0.00	514,434.90	3,740,376.81	16.399%
Funds - corporate bond								
United States - USD	5,628.64	1,132,172.60	1,075,195.12	56,977.48	0.00	56,977.48	1,137,801.24	4.989%
Total funds - corporate bond	5,628.64	1,132,172.60	1,075,195.12	56,977.48	0.00	56,977.48	1,137,801.24	4.989%
Funds - other fixed income								
United States - USD	12,659.25	2,055,679.30	1,959,374.65	96,304.65	0.00	96,304.65	2,068,338.55	9.069%
Total funds - other fixed income	12,659.25	2,055,679.30	1,959,374.65	96,304.65	0.00	96,304.65	2,068,338.55	9.068%
Total fixed income	27,584.59	6,918,932.01	6,251,214.98	667,717.03	0.00	667,717.03	6,946,616.60	30.466%

Venture Capital and Partnerships

Partnerships

Northern Trust

*Generated by Northern Trust from reviewed periodic data on 7 Nov 13 B002

Schedule 7

Accounting Statements

31 Dec 12

Account number PGFND

PGE FOUNDATION

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◆ Asset Summary

Country	Accrued income/expense	Market value	Cost	Market	Unrealized gain/loss Translation	Total	Market values incl accruals	%
<i>Venture Capital and Partnerships</i>								
United States - USD	0.00	1,339,354.00	1,067,666.28	271,687.72	0.00	271,687.72	1,339,354.00	5.872%
Total partnerships	0.00	1,339,354.00	1,067,666.28	271,687.72	0.00	271,687.72	1,339,354.00	5.872%
Total venture capital and partnerships	0.00	1,339,354.00	1,067,666.28	271,687.72	0.00	271,687.72	1,339,354.00	5.872%
<i>Hedge Fund</i>								
Hedge equity								
United States - USD	0.00	2,764,143.00	2,000,000.00	764,143.00	0.00	764,143.00	2,764,143.00	12.119%
Total hedge equity	0.00	2,764,143.00	2,000,000.00	764,143.00	0.00	764,143.00	2,764,143.00	12.119%
Hedge fund of funds								
United States - USD	0.00	1,004,698.00	1,000,000.00	4,698.00	0.00	4,698.00	1,004,698.00	4.405%
Total hedge fund of funds	0.00	1,004,698.00	1,000,000.00	4,698.00	0.00	4,698.00	1,004,698.00	4.405%
Total hedge fund	0.00	3,768,841.00	3,000,000.00	768,841.00	0.00	768,841.00	3,768,841.00	15.524%
<i>Cash and Cash Equivalents</i>								
Funds - short term investment								
Funds - Short Term Investment	0.12	22,554.81	22,554.81	0.00	0.00	0.00	22,554.93	0.099%
Total funds - short term investment	0.12	22,554.81	22,554.81	0.00	0.00	0.00	22,554.93	0.099%
Total cash and cash equivalents	0.12	22,554.81	22,554.81	0.00	0.00	0.00	22,554.93	0.099%
<i>Adjustments To Cash</i>								
Pending trade purchases								
Pending trade purchases	0.00	-27,584.59	-27,584.59	0.00	0.00	0.00	-27,584.59	-0.121%
Total pending trade purchases	0.00	-27,584.59	-27,584.59	0.00	0.00	0.00	-27,584.59	-0.121%

Schedule 7

Northern Trust

*Generated by Northern Trust from reviewed periodic data on 7 Nov 13 B002

Accounting Statements

31 Dec 12

Account number PGFND

PGE FOUNDATION

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◆ Asset Summary

Description	Accrued income/expense	Market value	Cost	Unrealized gain/loss		Market values	
				Market	Translation	Total	Incl accruals %
Total adjustments to cash	0.00	-27,684.69	-27,684.69	0.00	0.00	0.00	-27,684.69 -0.121%
Total Unrealized Gains						3,631,027.69	
Total Unrealized Losses						-61,290.02	
Total	27,684.71	22,780,632.37	19,300,894.70	3,479,737.67	0.00	3,479,737.67	22,808,217.08 100.000%

Total Cost Incl. Accruals

19,328,479.41

Please note that this report has been prepared using best available data. This report may also contain information provided by third parties, derived from third party data and/or data that may have been categorized or otherwise reported based upon client direction. Northern Trust assumes no responsibility for the accuracy, timeliness or completeness of any such information. Northern Trust assumes no responsibility for the consequences of investment decisions made in reliance on information contained in this report. If you have questions regarding third party data or direction as it relates to this report, please contact your Northern Trust relationship team.

IRS CIRCULAR 230 NOTICE: To the extent that this message or any attachment concerns tax matters, it is not intended to be used and cannot be used by a taxpayer for the purpose of avoiding penalties that may be imposed by law. For more information about this notice, see <http://www.irs.gov/irb/2009-04/irb09-0402a.html>

Northern Trust

*Generated by Northern Trust from reviewed periodic data on 7 Nov 13 B002

Schedule 7

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

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

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

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

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

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

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

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

Type or print File by the due date for filing your return. See instructions.	Enter filer's identifying number, see instructions	
	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
City, town or post office, state, and ZIP code. For a foreign address, see instructions.		

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

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

- The books are in the care of ► _____

Telephone No. ► _____ FAX No. ► _____

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until _____, 20____, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☐ calendar year 20____ or

► ☐ tax year beginning _____, 20____, and ending _____, 20____.

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

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

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

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

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

Type or print File by the due date for filing your return. See instructions.	Enter filer's identifying number, see instructions	
	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	PGE FOUNDATION	93-1138806
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	121 SW SALMON STREET, 1WTC0510	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	PORTLAND, OR 97204	

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

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

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

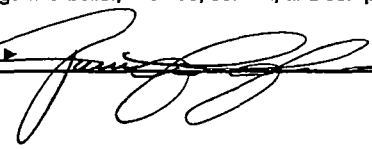
- The books are in the care of ► **Kirk Stevens, PGE Controller 121 SW Salmon St. 1WTC0501 Portland, OR 97204**
Telephone No. ► **503-464-7121** FAX No. ► **503-464-2236**
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) If this is for the whole group, check this box ☐ . If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 4 I request an additional 3-month extension of time until November 15, 20 13 .
- 5 For calendar year 2012 , or other tax year beginning , 20 , and ending , 20 .
- 6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period
- 7 State in detail why you need the extension Additional time is needed to gather tax information such as partnership forms K-1s from third parties.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$ 24,578.00
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$ 24,578.00
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$

Signature and Verification must be completed for Part II only.

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

Signature ►  Title ► **Sr VP of Finance, CFO and Treasurer** Date ► **8-21-13**