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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.

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation THE ESCO FOUNDATION C/O ROBYN BREWER		A Employer identification number 94-3122667
Number and street (or P.O. box number if mail is not delivered to street address) P.O. BOX 3121	Room/suite	B Telephone number 503-225-2935
City or town, state, and ZIP code PORTLAND, OR 97208		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input checked="" type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 11,840,652.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	10,747.		N/A	
	2 Check <input type="checkbox"/> If the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	35,664.	35,664.		STATEMENT 1
	4 Dividends and interest from securities	275,394.	275,394.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	108,942.			
	b Gross sales price for all assets on line 6a	2,239,121.			
	7 Capital gain net income (from Part IV, line 6)		108,942.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11	430,747.	420,000.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 3	6,698.	0.		0.
	b Accounting fees STMT 4	2,950.	0.		0.
	c Other professional fees STMT 5	67,172.	0.		0.
	17 Interest				
	18 Taxes STMT 6	5,356.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 7	3.	0.		0.
	24 Total operating and administrative expenses. Add lines 13 through 23	82,179.	0.		0.
	25 Contributions, gifts, grants paid	482,875.			482,875.
26 Total expenses and disbursements. Add lines 24 and 25	565,054.	0.		482,875.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-134,307.				
b Net investment income (if negative, enter -0-)		420,000.			
c Adjusted net income (if negative, enter -0-)			N/A		

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THE ESCO FOUNDATION
C/O ROBYN BREWER

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	-1.	7,001.	7,001.
	2 Savings and temporary cash investments	169,066.	212,121.	212,121.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 8	419,152.	419,152.	415,928.
	b Investments - corporate stock STMT 9	6,079,428.	6,074,034.	10,692,480.
	c Investments - corporate bonds STMT 10	691,367.	512,397.	513,122.
Liabilities	11 Investments - land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	7,359,012.	7,224,705.	11,840,652.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
Net Assets or Fund Balances	23 Total liabilities (add lines 17 through 22)	0.	0.	
	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	7,359,012.	7,224,705.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> 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	7,359,012.	7,224,705.	
Net Assets or Fund Balances	31 Total liabilities and net assets/fund balances	7,359,012.	7,224,705.	

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	7,359,012.
2 Enter amount from Part I, line 27a	2	-134,307.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	7,224,705.
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	7,224,705.

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94-3122667

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Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 2,239,121.		2,130,179.	108,942.

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	
a			
b			
c			
d			
e			108,942.

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	108,942.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	{ }	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	368,900.	10,013,937.	.036839
2010	523,051.	9,063,186.	.057712
2009	305,900.	8,175,888.	.037415
2008	604,658.	9,686,733.	.062421
2007	666,373.	11,666,270.	.057120

2 Total of line 1, column (d)	2	.251507
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	.050301
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	10,991,842.
5 Multiply line 4 by line 3	5	552,901.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,200.
7 Add lines 5 and 6	7	557,101.
8 Enter qualifying distributions from Part XII, line 4	8	482,875.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	8,400.
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	8,400.
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	8,400.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7		0.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		151.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		8,551.
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 <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> OR		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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 ► SWIGERTFOUNDATION.ORG	13	X	
14	The books are in care of ► ROBYN BREWER, UNION BANK OF CAL Telephone no. ► 503-225-2935 Located at ► P.O. BOX 3121, PORTLAND, OR ZIP+4 ► 97208-3121			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly): (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► N/A	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	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► _____, _____, _____ b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____	2b	
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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

5a During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A ☒

5b

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

6b

X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000

0

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services 0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

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

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	10,981,137.
b	Average of monthly cash balances	1b	178,093.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	11,159,230.
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	11,159,230.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	167,388.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	10,991,842.
6	Minimum investment return. Enter 5% of line 5	6	549,592.

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	549,592.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	8,400.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	8,400.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	541,192.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	541,192.
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	541,192.

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	482,875.
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	482,875.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	482,875.

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				541,192.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010	12,628.			
e From 2011				
f Total of lines 3a through e	12,628.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 482,875.				
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				482,875.
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))	12,628.			12,628.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				45,689.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

N/A

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

- b**
- Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

- 2 a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

- 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**

[illegible]

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:

ROBYN BREWER, P.O. BOX 3121 PORTLAND, OR 97208-3121 503-225-2935

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

ROBYN WILL SEND AN APPLICATION UPON REQUEST

- c Any submission deadlines:**

BOARD MEETS QUARTERLY - NO DEADLINES

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

MUST BE A 501(C)(3) ORGANIZATION

THE ESCO FOUNDATION

Form 990-PF (2012)

C/O ROBYN BREWER

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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				
ALANO CLUB 909 NW 24TH AVE PORTLAND, OR 97210	NONE		MEMBERSHIPS \$1,000; ROOFING PROJECT \$15,0000	16,000.
CATLIN GABEL 8825 SW BARNES ROAD PORTLAND, OR 97225	NONE		MEMBERSHIPS	1,000.
GRANTMAKERS OF OR & SW WASHINGTON 425 NW 10TH AVE SUITE 400 PORTLAND, OR 97209	NONE		MEMBERSHIPS	1,875.
HUMANE SOCIETY OF SW WASHINGTON 1100 SE 192ND AVE VANCOUVER, WA 98684	NONE		FUNDS FOR ANIMAL CARE \$25,000; MEMBERSHIP \$1,000	26,000.
METROARTS 204 SW CANBY ST PORTLAND, OR 97219	NONE		MEMBERSHIPS	1,000.
Total SEE CONTINUATION SHEET(S) ▶ 3a				482,875.
b Approved for future payment				
NONE				
Total ▶ 3b				0.

Enter gross amounts unless otherwise indicated.

(See worksheet in line 13 instructions to verify calculations.)

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

223821
12-05-12


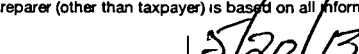
Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- | | | 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 | Transfer's from the reporting foundation to a noncharitable exempt organization of: | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

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

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

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.				May the IRS discuss this return with the preparer shown below (see instr. 7)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
	Signature of officer or trustee 		Date 5/20/13		Title Secretary		
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature		Date	Check <input checked="" type="checkbox"/> if self-employed	PTIN
	SHANNON M. MOXLEY				5/15/13		P00315342
	Firm's name ▶ SHANNON M. MOXLEY CPA					Firm's EIN ▶ 26-1703467	
	Firm's address ▶ 12360 SW JAMES ST TIGARD, OR 97223					Phone no. 503-590-5176	

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

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

OMB No 1545-0047

2012

Name of the organization

THE ESCO FOUNDATION
C/O ROBYN BREWER

Employer identification number

94-3122667

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 foundationCheck 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).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

THE ESCO FOUNDATION
C/O ROBYN BREWER

Employer identification number

94-3122667

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	ESTATE OF ERNEST C. SWIGERT C/O UNION BANK PO BOX 3121 PORTLAND, OR 97208	\$ 10,747.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

THE ESCO FOUNDATION**C/O ROBYN BREWER****94-3122667****Part III**

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$ _____

Use duplicate copies of Part III if additional space is needed.

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

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

SOURCE	AMOUNT
UNION BANK	35,664.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	35,664.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
UNION BANK	300,227.	24,833.	275,394.
TOTAL TO FM 990-PF, PART I, LN 4	300,227.	24,833.	275,394.

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL REGARDING FOUNDATION	6,698.	0.		0.
TO FM 990-PF, PG 1, LN 16A	6,698.	0.		0.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPERATION	2,950.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	2,950.	0.		0.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
UBOC FEES	67,172.	0.		0.	
TO FORM 990-PF, PG 1, LN 16C	67,172.	0.		0.	

FORM 990-PF	TAXES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FEDERAL, STATE AND FR. TAXES	5,356.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	5,356.	0.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
MISC./ ADMIN EXPENSE	3.	0.		0.	
TO FORM 990-PF, PG 1, LN 23	3.	0.		0.	

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 8

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
	X		419,152.	415,928.
TOTAL U.S. GOVERNMENT OBLIGATIONS			419,152.	415,928.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			419,152.	415,928.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
	6,074,034.	10,692,480.
TOTAL TO FORM 990-PF, PART II, LINE 10B	6,074,034.	10,692,480.

FORM 990-PF CORPORATE BONDS STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
	512,397.	513,122.
TOTAL TO FORM 990-PF, PART II, LINE 10C	512,397.	513,122.

FORM 990-PF

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

STATEMENT 11

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ELIZABETH K. WARREN PORTLAND, OREGON	DIRECTOR 0.00	0.	0.	0.
GEORGE SPENCER PORTLAND, OREGON	SECRETARY 0.00	0.	0.	0.
HENRY T. SWIGERT PORTLAND, OREGON	PRESIDENT 0.00	0.	0.	0.
WENDY WARREN PORTLAND, OREGON	DIRECTOR 0.00	0.	0.	0.
KATE WARREN HALL PORTLAND, OREGON	DIRECTOR 0.00	0.	0.	0.
ADDISON GRONQUIST PORTLAND, OREGON	DIRECTOR 0.00	0.	0.	0.
DORN SWIGERT PORTLAND, OREGON	DIRECTOR 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

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 QUEST DIAGNOSTICS 100 SHARES		P		04/24/12
b ATLANTIC RICHFLD DEBT 8.5%		P		04/02/12
c VANGAURD TOTAL INTOL STK INDOX		P		04/17/42
d ISHARES S&P SMALL CAP 600 INDEX		P		04/19/12
e ISHARES RUSSELL 200 INDEX		P		04/19/12
f VNGRD INTL STK INDX SGNL		P		05/07/12
g ISHARES RUSSELL 200 INDEX		P		05/21/12
h ISHARES S&P SMALL CAP 600 INDEX		P		05/21/12
i VNGRD TOTAL INTL STK INDX SGNL		P		05/24/12
j ISHARES S&P SMALL CAP 600 INDEX		P		05/29/12
k ISHARES RUSSELL 200 INDEX		P		05/29/12
l ORACLE CORP		P		06/22/12
m VNGRD ST TERM INMT GRADE ADM		P		06/27/12
n ARBITRAGE FD CL 1		P		06/28/12
o ABSOLUTE STRATEGIES CL I		P		06/28/12

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 5,922.		4,168.	1,754.
b 150,000.		178,970.	-28,970.
c 40,000.		51,948.	-11,948.
d 29,543.		25,392.	4,151.
e 27,947.		25,438.	2,509.
f 15,000.		21,063.	-6,063.
g 2,728.		2,544.	184.
h 2,906.		2,539.	367.
i 18,964.		26,989.	-8,025.
j 25,142.		22,853.	2,289.
k 23,678.		22,894.	784.
l 48,860.		30,275.	18,585.
m 75,000.		74,232.	768.
n 49,848.		50,000.	-152.
o 50,360.		50,000.	360.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			1,754.
b			-28,970.
c			-11,948.
d			4,151.
e			2,509.
f			-6,063.
g			184.
h			367.
i			-8,025.
j			2,289.
k			784.
l			18,585.
m			768.
n			-152.
o			360.

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

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a HIGHMARK BOND FUND	P		06/28/12
b HIGHMARK BOND FUND	P		06/28/12
c VNGRD ST TERM INMT GRADE ADM	P		06/28/12
d PIMCO LOW DURATION FD INSTL	P		06/28/12
e HIGHMARK BOND FUND	P		06/29/12
f GNRL MILLS INC. 300 SHARES	P		07/02/12
g LAUDER ESTEE COS INC CL A 100 SHARES	P		07/02/12
h PHILLIPS 66 COM 400 SHARES	P		07/02/12
i UNITED TECHNOLOGIES CORP 180 SHARES	P		07/02/12
j FEDEX CORP 80 SHARES	P		07/02/12
k GOOGLE INC. CL A 95 SHARES	P		07/02/12
l PRAXAIR INC. 110 SHARES	P		07/02/12
m AIR PRODS & CHEMS INC. 90 SHARES	P		07/02/12
n NOVARTIS AG SPSRD ADR 800 SHARES	P		07/02/12
o TRANSOCEAN LTD COM 800 SHARES	P		07/02/12

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 157,372.		150,118.	7,254.
b 222,628.		212,366.	10,262.
c 100,000.		100,093.	-93.
d 140,000.		139,083.	917.
e 65,000.		61,055.	3,945.
f 11,214.		6,805.	4,409.
g 5,402.		1,908.	3,494.
h 12,988.		13,075.	-87.
i 13,296.		10,888.	2,408.
j 7,030.		8,768.	-1,738.
k 54,382.		33,464.	20,918.
l 11,457.		7,078.	4,379.
m 6,965.		4,575.	2,390.
n 43,924.		46,127.	-2,203.
o 34,458.		57,985.	-23,527.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			7,254.
b			10,262.
c			-93.
d			917.
e			3,945.
f			4,409.
g			3,494.
h			-87.
i			2,408.
j			-1,738.
k			20,918.
l			4,379.
m			2,390.
n			-2,203.
o			-23,527.

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

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	TEVA PHARMACUTICAL SPNSRD ADR	P		07/02/12
b	TEXAS INSTR. INC.	P		07/02/12
c	WEYERAEUSER CO 4030 SHARES	P		07/02/12
d	VNGRD ST TERM INMT GRADE ADM	P		08/30/12
e	HIGHMARK SHORT TERM BOND FD	P		08/30/12
f	VNGRD ST TERM INVMT GRADE ADM	P		08/31/12
g	PIMCO LOW DURATION FD INSTL	P		08/31/12
h	JOHNSON CTLR INC. 100 SHARSE	P		09/04/12
i	CVS CAREMARK CORP. 120 SHARES	P		09/04/12
j	GENERAL MILLS INC. 130 SHARES	P		09/04/12
k	DISNEY (WALT) HOLDING COMPANY 200 SHARES	P		09/04/12
l	KRAFT FOODS INC. 400 SHARES	P		09/04/12
m	PEPSICO INC. 80 SHARES	P		09/04/12
n	LAUDER ESTEE COS INC CL A 100 SHARES	P		09/04/12
o	PROCTOR & GAMBLE CO. 100 SHARES	P		09/04/12

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 25,512.		36,270.	-10,758.
b 35,397.		21,646.	13,751.
c 84,104.		111,285.	-27,181.
d 160,000.		154,620.	5,380.
e 10,000.		9,960.	40.
f 50,000.		44,968.	5,032.
g 30,000.		29,659.	341.
h 2,691.		1,806.	885.
i 5,449.		5,086.	363.
j 5,149.		2,949.	2,200.
k 9,952.		5,679.	4,273.
l 16,652.		13,802.	2,850.
m 5,819.		5,285.	534.
n 6,008.		1,908.	4,100.
o 6,705.		5,333.	1,372.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-10,758.
b			13,751.
c			-27,181.
d			5,380.
e			40.
f			5,032.
g			341.
h			885.
i			363.
j			2,200.
k			4,273.
l			2,850.
m			534.
n			4,100.
o			1,372.

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

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	CHEVRON CORP COMMON STOCK 60 SHARES	P		09/04/12
b	CONOCO PHILLIPS 40 SHARES	P		09/04/12
c	USBANCORP 400 SHARES	P		09/04/12
d	EXXON MOBILE CORP 100 SHARES	P		09/04/12
e	WELLS FARGO & CO COM	P		09/04/12
f	BERKSHIRE HATHAWAY B 100 SHARES	P		09/04/12
g	BAXTER INTL. 100 SHARES	P		09/04/12
h	GILEAD SCIENCES INC 100 SHARES	P		09/04/12
i	JOHNSON & JOHNSON 220 SHARES	P		09/04/12
j	3M CO 60 SHARES	P		09/04/12
k	BOEING CO. 80 SHARES	P		09/04/12
l	UNITED TECHNOLOGIES CORP 80 SHARES	P		09/04/12
m	FEDEX CORP 50 SHARES	P		09/04/12
n	PARKER HANNIFIN CORP 70 SHARES	P		09/04/12
o	FIRSERVE INC. 120 SHARES	P		09/04/12

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	6,712.	909.	5,803.
b	2,254.	2,073.	181.
c	13,368.	7,595.	5,773.
d	8,797.	1,165.	7,632.
e	6,832.	5,234.	1,598.
f	8,454.	7,435.	1,019.
g	5,870.	1,962.	3,908.
h	5,736.	4,780.	956.
i	14,869.	2,284.	12,585.
j	5,544.	1,337.	4,207.
k	5,705.	233.	5,472.
l	6,410.	3,610.	2,800.
m	4,376.	5,480.	-1,104.
n	5,596.	5,460.	136.
o	8,487.	7,483.	1,004.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			5,803.
b			181.
c			5,773.
d			7,632.
e			1,598.
f			1,019.
g			3,908.
h			956.
i			12,585.
j			4,207.
k			5,472.
l			2,800.
m			-1,104.
n			136.
o			1,004.

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

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	AUTOMATIC DATA PROCESSING 90 SHARES	P		09/04/12
b	APPLE COMPUTER INC.	P		09/04/12
c	INTERNATIONAL BUSINESS MACHINES CORP 10 SHARES	P		09/04/12
d	VNGRD ST TERM INVMT GRADE ADM	P		12/07/12
e	PIMCO LOW DURATION FD INSTL	P		12/07/12
f	HIGHMARK SHORT TERM BOND FD	P		12/07/12
g	ARBITRAGE FD CL 1	P		12/20/12
h	QWEST CLASS ACTION PROCEEDS	P		05/24/12
i	BANK OF AMERICA CLASS ACTION PROCEEDS	P		12/18/12
j	CAPITAL GAINS DIVIDENDS			
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 5,241.		3,265.	1,976.
b 13,494.		7,443.	6,051.
c 1,951.		843.	1,108.
d 100,000.		89,522.	10,478.
e 30,000.		29,234.	766.
f 20,000.		19,901.	99.
g 29,106.		29,982.	-876.
h 28.			28.
i 6.			6.
j 24,833.			24,833.
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			1,976.
b			6,051.
c			1,108.
d			10,478.
e			766.
f			99.
g			-876.
h			28.
i			6.
j			24,833.
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	108,942.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

THE ESCO FOUNDATION
C/O ROBYN BREWER

94-3122667

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MULTNOMAH ATHLETIC FOUNDATION 1849 SW SALMON ST PORTLAND, OR 97205	NONE		MEMBERSHIPS	1,000.
OHSU FOR OREGON GRADUATE INST. 20000 NW WALKER ROAD BEAVERTON, OR 97006	NONE		MEMBERSHIPS	1,000.
OMSI 1945 SE WATER AVE PORTLAND, OR 97214	NONE		MEMBERSHIPS	500.
OREGON BALLET THEATRE 818 SE 6TH AVE PORTLAND, OR 97214	NONE		CONTRIBUTION TO CHARITY POINTE SHOES \$10,000; MEMBERSHIP \$500	10,500.
OREGON HISTORICAL SOCIETY 1200 SW PARK AVE PORTLAND, OR 97205	NONE		MEMBERSHIPS	500.
OREGON SYMPHONY 921 SW WASHINGTON SUITE 200 PORTLAND, OR 97205	NONE		MEMBERSHIPS	1,000.
PORTLAND ART MUSEUM 1219 SW PARK AVE PORTLAND, OR 97205	NONE		MEMBERSHIPS	1,000.
PORTLAND CENTER STAGE 128 NW ELEVENTH PORTLAND, OR 97209	NONE		MEMBERSHIPS	1,000.
PORTLAND OPERA 211 SE CARUTHERS ST PORTLAND, OR 97214	NONE		MEMBERSHIP	500.
WORLD FORESTRY CENTER 4033 SW CANYON ROAD PORTLAND, OR 97221	NONE		MEMBERSHIPS	1,000.
Total from continuation sheets				437,000.

THE ESCO FOUNDATION
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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CODA 1027 E BURNSIDE PORTLAND, OR 97214	NONE		EXPAND THEIR HOUSING PROGRAM	5,000.
GORDON HOUSE CONSERVATORY 869 W MAIN ST SILVERTON, OR 97381	NONE		RESTORATION COSTS	2,500.
GREAT BEGININGS MONTESSORI SCHOOL 1000 SPRINGHILL LANE BOZEMAN, MT 59715	NONE		CLASSROOM EXPANSION	7,500.
MORRISON CHILD & FAMILY SERVICES 11035 NE SANDY BLVD PORTLAND, OR 97220	NONE		KITCHEN RENOVATION	5,000.
LAN SU CHINESE GARDEN 239 NW EVERETT PORTLAND, OR 97209	NONE		GARDENING COSTS	3,000.
MUSEUM OF COTEMPORARY CRAFT 724 NW DAVIS PORTLAND, OR 97209	NONE		EXHIBIT COSTS	7,500.
PNCA 1241 NW JOHNSON PORTLAND, OR 97209	NONE		YOUTH ART PROGRAM	5,000.
DENTAL LIFELINE NETWORK PO BOX 690 WILLSONVILLE, OR 97070	NONE		PROGRAM SUPPORT	5,000.
FREE CLINIC OF SW WASHINGTON 4100 PLONONDON ST VANCOUVER, OR 98661	NONE		MEDICATION ASSISTENACE	10,000.
DE LASALLE NORTH CATHOLIC 7528 N FENWICK AVE PORTLAND, OR 97217	NONE		SCHOLARSHIPS	15,000.
Total from continuation sheets				

THE ESCO FOUNDATION
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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
NORTH CLACKAMAS EDUCATION FOUNDATION PO BOX 595 CLACKAMAS, OR 97015	NONE		MUSICAL INSTRUMENTS	2,500.
TWALITY MIDDLE SCHOOL 14650 SW 97TH AVE TIGARD, OR 97224	NONE		MUSICAL INSTRUMENTS	3,000.
ARCS FOUNDATION PORTLAND CHAPETER PO BOX 2063 PORTLAND, OR 97208-2063	NONE		ESCO SCHOLARSHIP	18,000.
CAMP BELONG NORTHWEST PO BOX 366 SALEM, OR 97308	NONE		EDUCATION	10,000.
DOVE LEWIS EMERGENCY ANIMAL SHELTER 1945 NW PETTYGROVE ST PORTLAND, OR 97209	NONE		LOW INCOME PET OWNERSHIP EXPENSE	10,000.
FRIENDS OF THE CHILDREN 44 NE MORRIS STREET PORTLAND, OR 97212	NONE		MENTORS PROJECT	7,500.
GROWING GARDENS 2203 NE OREGON ST PORTLAND, OR 97232	NONE		YOUTH GROW PROJECT	7,500.
PORTLAND WORKFORCE ALLIANCE 546 NE 12TH AVE. #A-202 PORTLAND, OR 97232	NONE		EDUCATION	10,000.
STORY PROJECT 239 SE 13TH PORTLAND, OR 97214	NONE		EDUCATION	5,000.
YOUNG ENTREPRENEURS BUSINESS WEEK 1149 COURT ST NE SALEM, OR 97301	NONE		CAPACITY BUILDING	25,000.
Total from continuation sheets				

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
BLANCHET HOUSE OF HOSPITALITY 310 NW GLISAN STREET PORTLAND, OR 97209	NONE		KITCHEN REMODEL	35,000.
JUNIOR ACHIEVMENT 7830 SE FOSTER PORTLAND, OR 97206	NONE		FUNDS FOR JA FINACE PARK	25,000.
CENTERAL CATHOLIC HIGH SCHOOL 2401 SE STARK STREET PORTLAND, OR 97214	NONE		RENOVATION TO SCHOOL	35,000.
FISH FOOD BANK 1107 PINE STREET HOOD RIVER, OR 97031	NONE		DEVELOP SIMPLE FACILITY FOR DISTRIBUTION SITE	5,000.
GILLIAMK COUNTY LIBRARY 310 S MAIN ST CONDON, OR 97823	NONE		LIBRARY RENOVATION	6,500.
ROSS RAGLAND THEATRE 218 N 7TH ST KALAMATH FALLS, OR 97601	NONE		RENOVATION OF NEWLY ACQUIRED BUILDING	2,000.
OREGON STATE PARKS FOUNDATION 888 SW 5TH AVE SUITE 1600 PORTLAND, OR 97204	NONE		YEAR END REQUEST VARIOUS PROJECTS	7,000.
SCIENCE FACTORY INC. 2300 LEO HARRIS PARKWAY EUGENE, OR 97401	NONE		BRING THE NOISE EXHIBIT	5,000.
RINEHART CLINIC 230 ROWE ST WHEELER, OR 97147	NONE		OPERATING SUPPORT	5,000.
ALBERTINA KERR 424 NE 22ND PORTLAND, OR 97232	NONE			15,000.
Total from continuation sheets				

THE ESCO FOUNDATION
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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
BOYS & GIRLS CLUB OF CORVALLIS 1112 NW CIRCLE BLVD. CORVALLIS, OR 97330	NONE		OPERATING EXPENSES	5,000.
ECO TRUST 721 NW 9TH STREET #200 PORTLAND, OR 97209	NONE		OPERATING EXPENSES	5,000.
FOOD ROOTS 1906 3RD ST TILAMOOK, OR 97141	NONE		TO HELP END HUNGER IN TILAMOOK CNTY	5,000.
FRIENDS OF CRESTON CHILDREN'S 4701 SE BUSH PORTLAND, OR 97206	NONE		PROVIDE DENTAL TO LOW INCOME CHILDREN	2,500.
GLOBAL ROOTS PO BOX 28416 PORTLAND, OR 97228	NONE		CREATION OF CROSS CULTURAL EDUCATION PROGRAM	15,000.
HOYT ARBORETUM 4000 SW FAIRVIEW BLVD PORTLAND, OR 97221	NONE		OPERATING EXPENSES	5,000.
HUMAN SOLUTIONS 12350 SE POWELL BLVD PORTLAND, OR 97236	NONE		TO SUPPORT ONGOING AFTER SCHOOL PROGRAM	5,000.
SISTER OF THE ROAD CAFE 128 NW 11TH PORTLAND, OR 97210	NONE		HOT MEALS / BARTER PROGRAM	2,000.
OREGON FOOD BANK 7900 NE 33RD AVE PORTLAND, OR 97211	NONE		TO PROVIDE FOOD TO THOSE IN NEED	16,000.
OREGON ZOO FOUNDATION 4001 SW CANYON ROAD PORTLAND, OR 97221	NONE		ELEPHANT / FOREST ENRICHMENT	50,000.
Total from continuation sheets				

94-3122667

3 Grants and Contributions Paid During the Year (Continuation)

Total from continuation sheets