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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements




OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation MARION G WEEKS FOUNDATION		A Employer identification number 94-3212001	
Number and street (or P O box number if mail is not delivered to street address) C/O KEYBANK NA 1101 PACIFIC AVE ROOM/SUITE 2ND FL		B Telephone number (see instructions) (253) 305-2710	
City or town, state, and ZIP code TACOMA, WA 98402		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <div><input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input checked="" type="checkbox"/> Address change</div> <div><input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change</div>		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <input checked="" type="checkbox"/> \$ 2,737,357		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) <input type="checkbox"/> (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</small>		(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)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	242	242		
	4 Dividends and interest from securities.	58,772	58,772		
	5a Gross rents	160	160		
	b Net rental income or (loss) <u>160</u>				
	6a Net gain or (loss) from sale of assets not on line 10	49,353			
	b Gross sales price for all assets on line 6a <u>420,859</u>				
	7 Capital gain net income (from Part IV , line 2)		49,353		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	108,527	108,527		
	13 Compensation of officers, directors, trustees, etc	30,482	22,862		7,620
	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)	 7,868	6,980		888
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	 1,071	1,071		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	 2,847	1,445		1,402
	24 Total operating and administrative expenses. Add lines 13 through 23	42,268	32,358		9,910
	25 Contributions, gifts, grants paid	120,000			120,000
	26 Total expenses and disbursements. Add lines 24 and 25	162,268	32,358		129,910
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-53,741			
	b Net investment income (if negative, enter -0-)		76,169		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	123,280	50,500	50,500
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)	103,561	<input checked="" type="checkbox"/> 105,792	137,212
	b	Investments—corporate stock (attach schedule)	1,712,274	<input checked="" type="checkbox"/> 1,745,801	2,043,029
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ _____ 178,057 Less accumulated depreciation (attach schedule) ▶ _____	178,057	<input checked="" type="checkbox"/> 178,057	506,616
15	Other assets (describe ▶ _____)	<input checked="" type="checkbox"/> 16,719			
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	2,133,891	2,080,150	2,737,357	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)		0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	2,133,891	2,080,150	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see page 17 of the instructions)	2,133,891	2,080,150	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	2,133,891	2,080,150		

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	2,133,891
2	Enter amount from Part I, line 27a	2	-53,741
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	2,080,150
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	2,080,150

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a See Additional Data Table			
b			
c			
d			
e			

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	49,353
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	-1,711

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	149,848	2,822,154	0 053097
2010	130,832	2,767,980	0 047266
2009	132,368	2,618,582	0 050549
2008	154,721	2,784,213	0 055571
2007	120,591	2,956,167	0 040793

2	Total of line 1, column (d).	2	0 247276
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 049455
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	2,749,980
5	Multiply line 4 by line 3.	5	136,000
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	762
7	Add lines 5 and 6.	7	136,762
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	129,910

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

1a		Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	1,523
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	
3		Add lines 1 and 2.		3	1,523
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	1,523
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	2,877	
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	2,877
8		Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		8	
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	1,354
11		Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 1,354	Refunded <input type="checkbox"/>	11	

Part VII-AStatements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year?.	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		No
	If "Yes," attach a detailed description of the activities.			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?.	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		No
	If "Yes," attach the statement required by General Instruction T.			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either			
	• By language in the governing instrument, or			
	• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> AK _____			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶N/A				
14	The books are in care of ▶KEYBANK NATL ASSN Telephone no ▶(216) 813-4556			
	Located at ▶4900 TIEDEMAN RD OH-01-49-0150 BROOKLYN OH ZIP +4 ▶441442302			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ <input type="checkbox"/>			
	and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input 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 page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>	1b		No
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		
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		No

Part VII-B

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

5a During the year did the foundation pay or incur any amount to				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(3) Provide a grant to an individual for travel, study, or other similar purposes?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions).		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		5b		
Organizations relying on a current notice regarding disaster assistance check here.				<input checked="" type="checkbox"/>
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?		<input type="checkbox"/> Yes	<input type="checkbox"/> No	
If "Yes," attach the statement required by Regulations section 53.4945–5(d).				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		No
If "Yes" to 6b, file Form 8870.				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b		

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data TableSee Additional Data Table				
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				

Part VIII

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

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		

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 page 24 of the instructions	
3	

Form **990-PF** (2012)

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	2,194,172
b	Average of monthly cash balances.	1b	86,890
c	Fair market value of all other assets (see instructions).	1c	510,796
d	Total (add lines 1a, b, and c).	1d	2,791,858
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	2,791,858
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	41,878
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,749,980
6	Minimum investment return. Enter 5% of line 5.	6	137,499

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	137,499
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	1,523
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	1,523
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	135,976
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	135,976
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	135,976

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	129,910
b	Program-related investments—total from Part IX-B.	1b	
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	129,910
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	129,910
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				135,976
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.				
c From 2009.				
d From 2010.				
e From 2011. 3,226				
f Total of lines 3a through e.	3,226			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 129,910				
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.				129,910
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	3,226			3,226
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b.				
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				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				2,840
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.				
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 XIVPrivate Operating Foundations (see instructions and Part VII-A, question 9)

1a

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

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

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

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

1

Information Regarding Foundation Managers:

a

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

b

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

2

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

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

a

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

b

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

c

Any submission deadlines

d

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

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	120,000
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments			14	242	
4 Dividends and interest from securities. . . .			14	58,772	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.			16	160	
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			13	49,353	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal Add columns (b), (d), and (e). .				108,527	
13 Total. Add line 12, columns (b), (d), and (e).			13		108,527

[illegible]

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?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	1a(1)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No
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 or fiduciary) is based on all information of which preparer has any knowledge.

* * * * *

2013-11-13

* * * * *

Signature of officer or trustee

Date

Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input checked="checked" type="checkbox"/>	PTIN
GARY CORRICK	GARY CORRICK	2013-11-13		
Firm's name <input type="checkbox"/>	KOHLER SCHMITT & HUTCHISON PC <hr/> PO BOX 70607		Firm's EIN <input type="checkbox"/>	
Firm's address <input type="checkbox"/>	FAIRBANKS, AK 997070607		Phone no (907) 456-6676	

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
480 SH ABB LTD SPONS ADR 00375204	P	2010-12-16	2012-01-17
20 SH JUNIPER NETWORKS INC COM 4820	P	2011-11-09	2012-01-17
5 SH VMWARE INC COM CL A 928563402	P	2011-11-09	2012-01-17
45 SH SMUCKER J M CO COM 832696405	P	2011-11-09	2012-05-11
55 SH SUNCOR ENERGY INC FGN COM 867	P	2011-11-09	2012-08-02
310 SH MONDELEZ INTERNATIONAL INC CO	P	2011-10-11	2012-11-20
15 SH ABB LTD SPONS ADR 00375204	P	2011-11-09	2012-01-17
150 SH ORACLE CORP COM 68389X105	P	2007-11-05	2012-01-17
35 SH AMAZON COM INC COM 23135106	P	2010-01-28	2012-05-11
10 SH SMUCKER J M CO COM 832696405	P	2011-12-06	2012-05-11
333 SH KRAFT FOODS GROUP INC COM 5	P	2011-10-11	2012-10-25
45 SH MONDELEZ INTERNATIONAL INC COM	P	2011-11-09	2012-11-20
50 SH APACHE CORP COM 037411105	P	2009-12-10	2012-01-17
125 SH ORACLE CORP COM 68389X105	P	2008-07-08	2012-01-17
80 SH DEERE & CO COM 244199105	P	2010-09-23	2012-05-11
15 SH APPLE INC COM 037833100	P	2008-01-24	2012-05-14
140 SH BANK OF NOVA SCOTIA FGN COM	P	2009-10-09	2012-11-20
120 SH NEXTERA ENERGY INC COM 65339	P	2010-07-23	2012-11-20
45 SH APACHE CORP COM 037411105	P	2010-03-02	2012-01-17
25 SH ORACLE CORP COM 68389X105	P	2008-12-22	2012-01-17
35 SH DEERE & CO COM 244199105	P	2010-12-16	2012-05-11
5 SH APPLE INC COM 037833100	P	2008-07-08	2012-05-14
40 SH BANK OF NOVA SCOTIA FGN COM	P	2009-12-17	2012-11-20
10 SH NEXTERA ENERGY INC COM 65339F	P	2011-11-09	2012-11-20
20 SH APACHE CORP COM 037411105	P	2010-05-28	2012-01-17
120 SH POTASH CORP OF SASKATCHEWAN	P	2011-01-25	2012-01-17
10 SH DEERE & CO COM 244199105	P	2011-10-11	2012-05-11
5 SH APPLE INC COM 037833100	P	2008-10-15	2012-05-14
35 SH BANK OF NOVA SCOTIA FGN COM 0	P	2010-12-07	2012-11-20
60 SH NEXTERA ENERGY INC COM 65339F	P	2011-12-06	2012-11-20

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
10 SH APACHE CORP COM 037411105	P	2011-11-09	2012-01-17
20 SH POTASH CORP OF SASKATCHEWAN 7	P	2011-11-09	2012-01-17
25 SH DEERE & CO COM 244199105	P	2011-11-09	2012-05-11
115 SH EMC CORP COM 268648102	P	2011-10-11	2012-05-14
10 SH BANK OF NOVA SCOTIA FGN COM 0	P	2011-12-06	2012-11-20
320 SH PUBLIC SERVICE ENTERPR GRP 7	P	2011-12-06	2012-11-20
100 SH F5 NETWORKS INC COM 31561610	P	2010-02-18	2012-01-17
80 SH HENRY SCHEIN INC COM 80640710	P	2009-04-01	2012-01-17
1 SH PRICELINE COM INC COM 74150340	P	2010-09-10	2012-05-11
100 SH JP MORGAN CHASE & CO COM 466	P	2009-04-01	2012-05-14
115 SH BARRICK GOLD CORP FGN COM 06	P	2011-10-11	2012-11-20
815 SH ISHARES BARCLAYS TIPS BOND FD	P	2009-06-04	2012-12-12
5 SH F5 NETWORKS INC COM 315616102	P	2011-11-09	2012-01-17
85 SH SUNCOR ENERGY INC FGN COM 867	P	2011-01-25	2012-01-17
55 SH SCHLUMBERGER LTD COM 80685710	P	2003-01-03	2012-05-11
5 SH PHILLIPS 66 COM 718546104	P	2011-10-11	2012-05-18
10 SH BARRICK GOLD CORP FGN COM 067	P	2011-11-09	2012-11-20
PARTNERSHIP K-1 PASSTHRU SHORT-TERM	P		2012-12-31
120 SH FLUOR CORP COM 343412102	P	2011-11-09	2012-01-17
100 SH TEVA PHARMACEUTICAL INDS ADR	P	2008-01-11	2012-01-17
20 SH SCHLUMBERGER LTD COM 80685710	P	2008-01-11	2012-05-11
245 SH BANK OF NEW YORK MELLON CORP	P	2011-10-11	2012-05-21
115 SH DIGITAL REALTY TRUST INC REIT	P	2010-07-23	2012-11-20
PARTNERSHIP K-1 PASSTHRU LONG-TERM	P		2012-12-31
5 SH FLUOR CORP COM 343412102	P	2011-12-06	2012-01-17
20 SH TEVA PHARMACEUTICAL INDS ADR	P	2008-07-09	2012-01-17
20 SH SCHLUMBERGER LTD COM 80685710	P	2008-09-11	2012-05-11
10 SH BANK OF NEW YORK MELLON CORP C	P	2011-11-09	2012-05-21
5 SH DIGITAL REALTY TRUST INC REIT	P	2011-11-09	2012-11-20
COMMON TRUST FUNDS SHORT-TERM	P		2012-12-31

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
165 SH HESS CORP COM 42809H107	P	2011-10-11	2012-01-17
65 SH THERMO FISHER SCIENTIFIC 8835	P	2008-01-11	2012-01-17
35 SH SCHLUMBERGER LTD COM 80685710	P	2008-10-15	2012-05-11
186 254 SH HARBOR INTERNATIONAL FD	P	2009-05-11	2012-05-25
185 SH DIRECTV COM 25490A309	P	2010-06-07	2012-11-20
COMMON TRUST FUNDS LONG-TERM	P		2012-12-31
15 SH HESS CORP COM 42809H107	P	2011-11-09	2012-01-17
20 SH THERMO FISHER SCIENTIFIC 8835	P	2008-07-08	2012-01-17
10 SH SCHLUMBERGER LTD CCM 80685710	P	2009-01-29	2012-05-11
90 SH WALT DISNEY CO COM 254687106	P	2005-04-07	2012-08-02
10 SH DIRECTV COM 25490A309	P	2011-11-09	2012-11-20
CLASS ACTION SETTLMT BANK OF AMERICA	P		2012-11-29
375 SH ISHARES S&P GSCI COMMODITY IN	P	2009-05-11	2012-01-17
5 SH THERMO FISHER SCIENTIFIC 88355	P	2008-12-22	2012-01-17
35 SH SCHLUMBERGER LTD COM 80685710	P	2010-05-28	2012-05-11
120 SH MCCORMICK & CO INC COM 57978	P	2011-01-25	2012-08-02
5 SH GOOGLE INC COM CL A 38259P50	P	2009-09-10	2012-11-20
JEWELRY MISC INCLUDE 3 RINGS & WATCH	P		2012-04-03
625 SH ISHARES S&P GSCI COMMODITY IN	P	2009-06-04	2012-01-17
10 SH THERMO FISHER SCIENTIFIC 8835	P	2009-01-29	2012-01-17
25 SH SCHLUMBERGER LTD COM 80685710	P	2011-12-06	2012-05-11
180 SH SUNCOR ENERGY INC FGN COM 86	P	2011-01-25	2012-08-02
135 SH H J HEINZ CO C OM 423074103	P	2011-10-11	2012-11-20
215 SH JUNIPER NETWORKS INC COM 482	P	2011-01-25	2012-01-17
100 SH VMWARE INC COM CL A 92856340	P	2010-05-13	2012-01-17
75 SH SMUCKER J M CO COM 832696405	P	2010-07-23	2012-05-11
35 SH SUNCOR ENERGY INC FGN COM 867	P	2011-10-11	2012-08-02
15 SH H J HEINZ CO C OM 423074103	P	2011-11-09	2012-11-20

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
9,797		10,382	-585
430		468	-38
425		486	-61
3,460		3,448	12
1,668		1,717	-49
7,908		6,961	947
306		267	39
4,132		3,305	827
7,951		4,407	3,544
769		765	4
16		12	4
1,148		1,017	131
4,731		4,745	-14
3,444		2,629	815
6,263		5,720	543
8,432		2,003	6,429
7,528		6,345	1,183
8,101		6,302	1,799
4,258		4,793	-535
689		437	252
2,740		2,877	-137
2,811		877	1,934
2,151		1,808	343
675		550	125
1,892		1,804	88
5,460		6,499	-1,039
783		716	67
2,811		515	2,296
1,882		1,912	-30
4,051		3,420	631

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
946		1,007	-61
910		941	-31
1,957		1,821	136
3,019		2,646	373
538		474	64
9,456		10,499	-1,043
10,673		5,415	5,258
5,489		3,192	2,297
673		325	348
3,616		2,825	791
3,935		5,517	-1,582
100,023		81,504	18,519
534		524	10
2,772		3,189	-417
3,799		1,182	2,617
16		15	1
342		523	-181
461			461
6,511		6,396	115
4,480		4,833	-353
1,382		1,905	-523
4,973		4,675	298
7,305		6,902	403
		113	-113
271		272	-1
896		871	25
1,382		1,731	-349
203		205	-2
318		318	
1,505			1,505

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
9,532		9,171	361
3,246		3,615	-369
2,418		2,064	354
10,000		7,754	2,246
9,061		7,107	1,954
2,486			2,486
867		926	-59
999		1,147	-148
691		426	265
4,379		2,549	1,830
490		449	41
2			2
12,616		13,549	-933
250		162	88
2,418		1,960	458
7,184		5,556	1,628
3,343		2,349	994
6,000		16,719	-10,719
21,026		22,771	-1,745
499		366	133
1,727		1,922	-195
5,457		6,754	-1,297
7,739		6,900	839
4,625		7,496	-2,871
8,495		6,327	2,168
5,767		4,688	1,079
1,061		982	79
860		790	70

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-585
			-38
			-61
			12
			-49
			947
			39
			827
			3,544
			4
			4
			131
			-14
			815
			543
			6,429
			1,183
			1,799
			-535
			252
			-137
			1,934
			343
			125
			88
			-1,039
			67
			2,296
			-30
			631








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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-61
			-31
			136
			373
			64
			-1,043
			5,258
			2,297
			348
			791
			-1,582
			18,519
			10
			-417
			2,617
			1
			-181
			461
			115
			-353
			-523
			298
			403
			-113
			-1
			25
			-349
			-2
			1,505


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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			361
			-369
			354
			2,246
			1,954
			2,486
			-59
			-148
			265
			1,830
			41
			2
			-933
			88
			458
			1,628
			994
			-10,719
			-1,745
			133
			-195
			-1,297
			839
			-2,871
			2,168
			1,079
			79
			70

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
KEYBANK NATIONAL ASSOCIATION 	CO-TRUSTEE 3 00	30,482	0	0
1101 PACIFIC AVE 2ND FLOOR TACOMA,WA 98402				
CORY BORGESON 	CO-TRUSTEE 1 00	0	0	0
100 CUSHMAN ST STE 311 FAIRBANKS,AK 99701				
DONALD DENNIS 	CO-TRUSTEE 1 00	0	0	0
PO BOX 1531 ALPINE,CA 91903				
E M TED COX 	CO-TRUSTEE 1 00	0	0	0
3008 RIVERVIEW DR FAIRBANKS,AK 99709				
JERRY WALKER 	CO-TRUSTEE 1 00	0	0	0
202 HENDERSON ROAD FAIRBANKS,AK 99709				
RICHARD HEIEREN 	CO-TRUSTEE 1 00	0	0	0
326 DRIVEWAY STREET STE 102 FAIRBANKS,AK 99701				
RICHARD W HOMPESCH 	CO-TRUSTEE 1 00	0	0	0
119 N CUSHMAN ST STE 400 FAIRBANKS,AK 99701				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
BIG BROTHERS BIG SISTERS PO BOX 73924 FAIRBANKS,AK 99707	N/A	PUBLIC CHRTY	RECIPIENT AUTHORIZED EXEMPT PURPOSES	6,500
BOY SCOUTS MIDNIGHT SUN COUNCIL 1400 GILLAM WAY FAIRBANKS,AK 99701	N/A	PUBLIC CHRTY	RECIPIENT AUTHORIZED EXEMPT PURPOSES	6,500
BOYS AND GIRLS CLUB FBKS PO BOX 74143 FAIRBANKS,AK 99701	N/A	PUBLIC CHRTY	RECIPIENT AUTHORIZED EXEMPT PURPOSES	6,500
FAIRBANKS ANIMAL SHELTER FUND PO BOX 71267 FAIRBANKS,AK 99707	N/A	PUBLIC CHRTY	RECIPIENT AUTHORIZED EXEMPT PURPOSES	20,000
FAIRBANKS DRAMA ASSOCHN 1852 SECOND AVE FAIRBANKS,AK 99701	N/A	PUBLIC CHRTY	RECIPIENT AUTHORIZED EXEMPT PURPOSES	6,500
FARTHEST NORTH GIRL SCOUT 431 OLD STEESE HWY STE 100 FAIRBANKS,AK 99701	N/A	PUBLIC CHRTY	RECIPIENT AUTHORIZED EXEMPT PURPOSES	6,500
GOLDEN RETRIEVER RESCUE OF FAIRBANK PO BOX 73546 FAIRBANKS,AK 99707	N/A	PUBLIC CHRTY	RECIPIENT AUTHORIZED EXEMPT PURPOSES	2,500
LITERACY COUNCIL OF AK 823 THIRD AVE FAIRBANKS,AK 99701	N/A	PUBLIC CHRTY	RECIPIENT AUTHORIZED EXEMPT PURPOSES	6,500
LOVE INC 818 26TH AVE FAIRBANKS,AK 99701	N/A	PUBLIC CHRTY	RECIPIENT AUTHORIZED EXEMPT PURPOSES	6,500
NORTHLAND CHILDRENS CHOIR PO BOX 82699 FAIRBANKS,AK 99708	N/A	PUBLIC CHRTY	RECIPIENT AUTHORIZED EXEMPT PURPOSES	6,500
PRESBYTERIAN HOSPITALITY HOUSE INC 209 FORTY MILE AVE FAIRBANKS,AK 99701	N/A	PUBLIC CHRTY	RECIPIENT AUTHORIZED EXEMPT PURPOSES	6,500
UNIVERSITY OF AK FAIRBANK PO BOX 755660 FAIRBANKS,AK 99775	N/A	PUBLIC CHRTY	RECIPIENT AUTHORIZED EXEMPT PURPOSES	20,000
UNIVERSITY OF AK KUAC PO BOX 755660 FAIRBANKS,AK 99775	N/A	PUBLIC CHRTY	RECIPIENT AUTHORIZED EXEMPT PURPOSES	12,500
WELLSPRING REVIVAL MINISTRIES JOELS PLACE PO BOX 83584 FAIRBANKS,AK 99701	N/A	PUBLIC CHRTY	RECIPIENT AUTHORIZED EXEMPT PURPOSES	6,500
Total  3a				120,000

TY 2012 Compensation Explanation

Name: MARION G WEEKS FOUNDATION

EIN: 94-3212001

Person Name	Explanation
KEY BANK NATIONAL ASSOCIATION	
CORY BORGESON	
DONALD DENNIS	
E M TED COX	
JERRY WALKER	
RICHARD HEIEREN	
RICHARD W HOMPESCH	

**TY 2012 Investments Corporate
Stock Schedule**

Name: MARION G WEEKS FOUNDATION
EIN: 94-3212001

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ABB LTD ADR		
ACCENTURE PLC CL A	9,993	11,638
AMAZON COM INC	7,160	12,544
AMERICAN WATER WORKS CO	6,206	7,612
APACHE CORP		
APPLE INC	10,249	26,609
AT&T INC	6,835	7,585
BANK OF NEW YORK MELLON CORP		
BANK OF NOVA SCOTIA FGN		
BARRICK GOLD CORP		
CELGENE CORP	9,738	13,732
CHARITABLE INTERMEDIATE TERM FD	154,055	168,630
CHEVRON CORP	19,227	19,465
CINCINNATI FINANCIAL CORP	8,268	9,398
CMS ENERGY CORP	11,348	11,581
COCA COLA CO	12,372	13,413
COLUMBIA ACORN INTERNATL CL A	13,914	18,757
CONOCOPHILLIPS	12,005	13,048
COSTCO WHOLESALE CORP	6,121	7,405
DEERE & CO		
DIGITAL REALTY TRUST REIT		
DIRECTV		
EMC CORP	6,153	6,705
ENERGEN CORP	7,025	6,087
ENERGIZER HOLDINGS INC	8,096	9,598
FAMILY DLR STORES INC	11,319	10,463
F5 NETWORKS		
FLUOR CORP		
GOOGLE INC CL A	11,068	14,148
HARBOR INTERNATL FUND	28,778	42,943

Name of Stock	End of Year Book Value	End of Year Fair Market Value
H J HEINZ		
HESS CORP		
INTEL CORP	11,819	8,970
INTERCONTINENTAL EXCHANGE INC	8,117	9,286
INTERNATIONAL BUSINESS MACHINES	10,861	11,493
ISHARES BARCLAYS TIPS BOND FUND	244,982	295,633
ISHARES IBOXX INVESTMENT BOND FD	75,122	84,693
ISHARES MSCI CANADA INDEX FD	30,270	28,400
ISHARES MSCI EMERGING MKTS INDEX FD	118,350	133,050
ISHARES MSCI PAC EX-JPN INDEX FD	23,955	23,570
ISHARES S&P GSCI COMMODITY INDEX	36,191	32,790
ISHARES CORE S&P MIDCAP 400 ETF	98,124	152,550
ISHARES CORE S&P SMALLCAP 600 ETF	62,082	89,815
JP MORGAN CHASE & CO	7,898	10,992
JOHNSON & JOHNSON	13,379	14,721
JUNIPER NETWORKS INC		
KRAFT FOODS INC CL A	11,103	12,277
KT GOVERNMENT MORTGAGE FD	65,966	72,892
LENNAR CORP	11,415	11,601
MASTERCARD INC CL A	6,922	9,826
MCCORMICK & CO INC	6,799	9,212
MCDONALDS	8,107	7,939
MCKESSON CORP	6,564	8,242
MERCK & CO	8,507	9,007
METLIFE	6,565	5,435
MICROSOFT CORP	8,589	8,013
MORGAN STANLEY	10,206	11,950
NEWMONT MINING	16,289	16,254
NEXTERA ENERGY INC		
NIKE INC CL B	7,140	7,740

Name of Stock	End of Year Book Value	End of Year Fair Market Value
NORFOLK SOUTHERN COPR	8,330	6,802
NOVARTIS AG ADR	8,561	9,495
OCCIDENTAL PETE CORP DEL	9,855	8,810
ORACLE CORP	5,749	8,330
PFIZER INC	8,827	10,032
PHILLIPS 66	10,352	17,258
PIMCO TOTAL RETURN FD	233,335	248,725
POTASH CORP OF SASKATCHEWAN INC		
POWERSHARES DB COMMODITY INDEX FD	27,782	27,780
PRAXAIR	10,783	10,945
PRICELINE.COM INC	4,873	9,306
PROCTER & GAMBLE CO	14,485	15,275
PUBLIC SERVICE ENTERPRISE GRP		
QUALCOMM INC	11,837	13,300
REPUBLIC SERVICES INC CL A	8,192	8,652
SCHLUMBERGER LTD		
HENRY SCHEIN INC	5,679	8,846
SMUCKER J M CO		
STARBUCKS CORP	10,186	9,922
SUNCOR ENERGY INC		
SUNTRUST BANKS INC	8,047	8,363
T ROWE PRICE GROUP INC	4,453	9,442
TEVA PHARMACEUTICAL INDS LTD SPONS A	7,892	5,974
THERMO FISHER SCIENTIFIC INC	5,790	9,567
UNITED PARCEL SERVICE CL B	9,658	9,585
UNITED TECHNOLOGIES CORP	12,845	15,582
VERIZON COMMUNICATIONS	8,649	9,519
VMWARE INC CL A		
WALT DISNEY CO	7,017	11,950
WELLS FARGO CO	10,363	10,767

Name of Stock	End of Year Book Value	End of Year Fair Market Value
XL GROUP PLC	8,993	12,530
ZIONS BANCORP	8,016	8,560

**TY 2012 Investments Government
Obligations Schedule****Name:** MARION G WEEKS FOUNDATION**EIN:** 94-3212001**US Government Securities - End of
Year Book Value:**

105,792

**US Government Securities - End of
Year Fair Market Value:**

137,212

**State & Local Government
Securities - End of Year Book
Value:****State & Local Government
Securities - End of Year Fair
Market Value:**

TY 2012 Land, Etc. Schedule

Name: MARION G WEEKS FOUNDATION

EIN: 94-3212001

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
FARMERS LOOP RD FAIRBANKS AK	178,057		178,057	506,616

TY 2012 Other Assets Schedule**Name:** MARION G WEEKS FOUNDATION**EIN:** 94-3212001

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
MISC JEWELRY 25	2,219		
LADIES BROOCH PIN	800		
LADIES RING SIZE 8 5	900		
LADIES RING SZ 9	6,000		
LADIES RIGN SZ 9 5	6,500		
LADIES WITTENAUER WATCH	300		

TY 2012 Other Expenses Schedule

Name: MARION G WEEKS FOUNDATION

EIN: 94-3212001

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
PROPERTY INSURANCE	940	940		
LIABILITY INSURANCE	1,402			1,402
PARTNERSHIP PASS-THRU INVEST	505	505		

TY 2012 Other Professional Fees Schedule**Name:** MARION G WEEKS FOUNDATION**EIN:** 94-3212001

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOUNDATION CONSULT	888			888
PROPERTY INSPECT	380	380		
AK FARM COOP	6,600	6,600		

TY 2012 Taxes Schedule**Name:** MARION G WEEKS FOUNDATION**EIN:** 94-3212001

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PROPERTY TAX	404	404		
FOREIGN TAXES ON ADR	185	185		
FOREIGN TAXES ON MUTUAL FUNDS	482	482		