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Form **990-PF**

Return of Private Foundation

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

OMB No 1545-0052

2012Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

For calendar year 2012 or tax year beginning

02/01, 2012, and ending

01/31, 2013

Name of foundation

FALES FOUNDATION TRUST

A Employer identification number

91-6087669

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

Room/suite

B Telephone number (see instructions)

2825 COLBY

City or town, state, and ZIP code

EVERETT, WA 98201

206- 587-3688

C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name change

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at end

of year (from Part II, col. (c), line

16) \$ 4,365,209.

J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify) _____

(Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

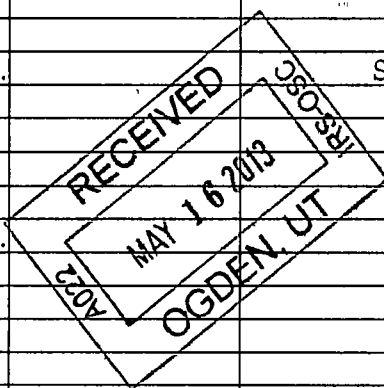
(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check ☐ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	107,144.	106,120.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	127,013.			
b Gross sales price for all assets on line 6a	753,010.			
7 Capital gain net income (from Part IV, line 2)		127,013.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total Add lines 1 through 11	234,157.	233,133.		
13 Compensation of officers, directors, trustees, etc.	46,282.	34,712.		11,571.
14 Other employee salaries and wages		NONE	NONE	
15 Pension plans, employee benefits		NONE	NONE	
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) STMT. 2	900.	NONE	NONE	900.
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions) STMT. 3	5,134.	1,470.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings		NONE	NONE	
22 Printing and publications		NONE	NONE	
23 Other expenses (attach schedule) STMT. 4	14,007.			14,007.
24 Total operating and administrative expenses. Add lines 13 through 23	66,323.	36,182.	NONE	26,478.
25 Contributions, gifts, grants paid	199,500.			199,500.
26 Total expenses and disbursements Add lines 24 and 25	265,823.	36,182.	NONE	225,978.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-31,666.			
b Net investment income (if negative, enter -0-)		196,951.		
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	228,756.	67,289.	67,289.
	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 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			
	10 a	Investments - U S and state government obligations (attach schedule)	98,451.		
	b	Investments - corporate stock (attach schedule)	973,381.	841,937.	1,278,188.
	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)	2,402,957.	2,762,654.	3,019,732.
	14	Land, buildings, and equipment: basis Less: accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	3,703,545.	3,671,880.	4,365,209.	
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)		NONE		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐				
	and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒				
	27	Capital stock, trust principal, or current funds	3,703,545.	3,671,880.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances (see instructions)	3,703,545.	3,671,880.		
31	Total liabilities and net assets/fund balances (see instructions)	3,703,545.	3,671,880.		

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	3,703,545.
2	Enter amount from Part I, line 27a	2	-31,666.
3	Other increases not included in line 2 (itemize) ▶ <u>ROUNDING DIFFERENCE</u>	3	1.
4	Add lines 1, 2, and 3	4	3,671,880.
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	3,671,880.

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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 PUBLICLY TRADED SECURITIES					
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 753,010.		625,997.	127,013.		
b					
c					
d					
e					
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) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
a			127,013.		
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	127,013.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			3		

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

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

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

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

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see 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	212,984.	4,152,054.	0.051296
2010	190,779.	3,996,732.	0.047734
2009	168,996.	3,606,333.	0.046861
2008	185,354.	3,983,784.	0.046527
2007	176,924.	4,715,071.	0.037523
2 Total of line 1, column (d)			2 0.229941
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 0.045988
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 4,205,312.
5 Multiply line 4 by line 3			5 193,394.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,970.
7 Add lines 5 and 6			7 195,364.
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.			8 225,978.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1			
Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	1,970.
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	1,970.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	1,970.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	2,652.	
b Exempt foreign organizations - tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	2,652.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	682.	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax ☒ 682. Refunded ☒	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
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?		X
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?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☒ \$ _____ (2) On foundation managers ☒ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☒ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?		X
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		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?		X
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?	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) ☒ WA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
UNION BANK, N.A. 2825 COLBY AVE, EVERETT, WA 98201	TRUSTEE 20	46,282.	- 0 -	- 0 -

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		NONE	NONE	NONE

Total number of other employees paid over \$50,000 ☐ NONE

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over \$50,000 for professional services		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 NONE	
2	
3	
4	

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

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

	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	

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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	4,094,792.
b	Average of monthly cash balances	1b	174,560.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	4,269,352.
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	NONE
3	Subtract line 2 from line 1d	3	4,269,352.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	64,040.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,205,312.
6	Minimum investment return. Enter 5% of line 5	6	210,266.

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	210,266.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,970.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,970.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	208,296.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	208,296.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	208,296.

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	225,978.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	225,978.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	1,970.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	224,008.

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				208,296.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			NONE	
b Total for prior years. 20 <u>10</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	NONE			
b From 2008	NONE			
c From 2009	NONE			
d From 2010	NONE			
e From 2011	10,685.			
f Total of lines 3a through e	10,685.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ <u>225,978.</u>				
a Applied to 2011, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2012 distributable amount				208,296.
e Remaining amount distributed out of corpus	17,682.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	28,367.			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions			NONE	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	28,367.			
10 Analysis of line 9:				
a Excess from 2008	NONE			
b Excess from 2009	NONE			
c Excess from 2010	NONE			
d Excess from 2011	10,685.			
e Excess from 2012	17,682.			

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

NOT APPLICABLE

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

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

4942(j)(3) or

4942(j)(5)

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

Part XV Supplementary Information (Complete this part only if the 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.

SEE STATEMENT 12

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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 STATEMENT 36				199,500.
Total			▶ 3a	199,500.
b Approved for future payment NONE		0		
Total			▶ 3b	

20 -

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				
	 Signature of officer or trustee		05/07/2013 Date	 Title	May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No
VICE PRESIDENT					
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature		Date
	JEFFREY E. KUHLMAN				05/07/2013
	Firm's name ▶ KPMG LLP		Firm's EIN ▶ 13-5565207		Check ☐ if self-employed PTIN P00353001
Firm's address ▶ 2020 N CENTRAL AVE, STE 700		Firm's EIN ▶ 13-5565207		Phone no 800-810-2207	
PHOENIX, AZ 85004					

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
USGI REPORTED AS NONQUALIFIED DIVIDENDS	1,596.	1,596.
FOREIGN DIVIDENDS	11,968.	11,968.
NONDIVIDEND DISTRIBUTIONS	1,024.	
DOMESTIC DIVIDENDS	33,244.	33,244.
U.S. GOVERNMENT INTEREST(FEDERAL TAXABLE	4,625.	4,625.
ACCRUED MARKET DISCOUNT INTEREST	1,549.	1,549.
NONQUALIFIED FOREIGN DIVIDENDS	2,549.	2,549.
NONQUALIFIED DOMESTIC DIVIDENDS	50,589.	50,589.
	-----	-----
TOTAL	107,144.	106,120.
	=====	=====

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE (NON-ALLOC	900.			900.
TOTALS	900.	NONE	NONE	900.
	=====	=====	=====	=====

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	241.	241.
FEDERAL TAX PAYMENT - PRIOR YE	1,012.	
FEDERAL ESTIMATES - PRINCIPAL	2,652.	
FOREIGN TAXES ON QUALIFIED FOR	1,057.	1,057.
FOREIGN TAXES ON NONQUALIFIED	172.	172.
	-----	-----
TOTALS	5,134.	1,470.
	=====	=====

FALES FOUNDATION TRUST

91-6087669

FORM 990PF, PART I - OTHER EXPENSES
=====

REVENUE
AND
EXPENSES
PER BOOKS

CHARITABLE
PURPOSES

DESCRIPTION

ADMINISTRATION EXPENSES
WA STATE FILING FEES

13,982.
25.

13,982.
25.

TOTALS

14,007.
=====

14,007.
=====

FALES FOUNDATION TRUST

91-6087669

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS
=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----
FHLB BDS SER RM12 4.625%	98,451. -----
TOTALS	98,451. =====

FALES FOUNDATION TRUST

91-6087669

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ----
3M CO	17,070.	11,382.	20,110.
ACCENTURE LTD	26,175.	20,940.	28,756.
AMERICAN TOWER CORP	11,908.	33,684.	38,075.
CHEVRON CORP COMMON STK	19,022.	33,878.	51,818.
CISCO SYS INC	11,250.		
COSTCO WHOLESALE CORP	12,546.	12,546.	15,351.
DANAHER CORP	18,903.	18,903.	38,955.
DONALDSON INC	14,884.	14,884.	30,088.
ECOLAB	15,339.	15,339.	28,960.
COVIDIEN PLC	17,708.	17,708.	24,936.
EXXON MOBIL CORP	15,612.	15,612.	26,991.
GENERAL ELEC CO	11,470.	2,007.	22,280.
GOOGLE INC-CL A	20,590.	13,726.	30,228.
HOME DEPOT INC	16,764.	8,382.	20,076.
INTEL CORP	18,830.		
INTERNATIONAL BUS MACHS	8,273.	8,273.	20,307.
JOHNSON & JOHNSON	18,137.	6,484.	29,568.
JP MORGAN CHASE & CO	23,083.	23,083.	56,460.
KIMBERLY CLARK CORP	10,596.	10,596.	17,902.
MCDONALDS CORP	18,501.	12,334.	19,058.
MICROSOFT CORP	21,058.	21,058.	27,450.
KRAFT FOODS INC	11,118.	3,883.	4,622.
RIVERBED TECHNOLOGIES INC COM	12,235.		
OCCIDENTAL PETE CORP	20,514.	32,148.	44,135.
ORACLE CORP	26,475.		
PEPSICO INC	10,832.		
PFIZER INC	26,860.	22,313.	40,920.
PHILIP MORRIS INTL COM	18,854.	18,854.	35,264.
PRAXAIR INC	11,296.	11,296.	22,074.

FALES FOUNDATION TRUST

91-6087669

FORM 990PF, PART II - CORPORATE STOCK
 =====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ----
PROCTOR & GAMBLE CO	24,340.	18,255.	22,548.
QUALCOMM INC	28,191.	34,360.	46,214.
SCHLUMBERGER LTD	24,331.	7,972.	15,610.
ROYAL DUTCH SHELL PLC - ADR A	28,616.	28,616.	28,208.
SUNCOR ENERGY INC	29,292.		
SALLY BEAUTY HOLDINGS INC	16,952.	16,952.	21,232.
VERIZON COMMUNICATIONS	13,005.	13,005.	17,444.
WAL MART STORES	20,075.		
WELLS FARGO & CO COM	37,271.	37,271.	48,762.
WEYERHAEUSER	32,542.	15,540.	30,120.
WISCONSIN ENERGY CORP	16,082.	12,665.	19,715.
DICKS SPORTING GOODS INC	17,815.	17,815.	21,416.
YUM BRANDS	9,861.	9,861.	19,482.
STERICYCLE INC	17,741.	17,741.	18,870.
ALTRIA GROUP	18,463.	18,463.	23,576.
APPLE COMPUTER	24,468.	24,468.	34,162.
COCA COLA CO.	15,133.	15,133.	18,620.
GILEAD SCIENCES	16,458.		
ITC HLDGS CORP	17,393.	11,596.	16,200.
LAS VEGAS SAND CORP	12,320.	8,557.	16,575.
UNITEDHEALTH GROUP	20,720.	6,250.	11,042.
DISNEY COMPANY HOLDING CO	15,618.	15,618.	21,552.
UNITED PARCEL SERVICE CL B	10,949.	10,949.	11,894.
WELL POINT INC COM	19,842.		
BROADCOM CORP- CL A		13,004.	12,980.
GRAINGER W W INC		9,220.	10,891.
LILLY ELI & CO		9,783.	10,738.
MERCK & CO COM		18,124.	17,300.
ANALOG DEVICES INC		38,116.	43,640.

FALES FOUNDATION TRUST

91-6087669

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ----
MONDELEZ INTL INC CL A		7,235.	8,337.
MOSANTO CO NEW		9,199.	10,135.
PETSMART INC		6,856.	6,541.
		-----	-----
TOTALS	973,381.	841,937.	1,278,188.
	=====	=====	=====

FALES FOUNDATION TRUST

91-6087669

FORM 990PF, PART II - OTHER INVESTMENTS
 =====

DESCRIPTION	COST/ FMV C OR F	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	-----	----
ABSOLUTE STRATEGIES FD CL	C	75,373.	75,373.	79,315.
AMEX FINANCIAL SELECT SPDR	C	19,260.		
DODGE & COX INTL STOCK FD	C	84,945.	84,945.	73,009.
HIGHMARK BOND FD	C	312,035.	322,476.	345,449.
HIGHMARK GENEVA GROWTH FD CL F	C	92,424.	94,668.	134,564.
HIGHMARK INTL OPPORTUNITIES FD	C	180,120.	180,120.	170,222.
HIGHMARK SMALL CAP CORE FD	C	128,454.	148,454.	160,066.
HOTCHKIS & WILEY M/C VALUE I	C	90,000.	85,569.	136,736.
ISHARES MSCI EMERGING MKT IDX	C	61,937.	80,637.	97,273.
LAZARD EMERG MKTS INSTL	C	98,446.	101,572.	99,608.
MFS INTL GROWTH FD CL I	C	71,013.	71,268.	81,274.
NUVEEN REAL EST SECS I	C	60,943.	64,758.	96,373.
PIMCO HIGH YIELD INSTL	C	93,434.	113,434.	139,292.
PIMCO TOTAL RETURN INSTL	C	168,947.	193,557.	196,659.
STRATTON SMALL CAP VALUE FD	C	48,384.	29,666.	59,009.
T ROWE PRICE NEW HORIZONS FD	C	191,365.	126,126.	143,393.
VNGRD SMALL-CAP VALUE INDEX	C	50,000.	50,000.	52,672.
VNGRD ST TERM INVMT GRADE ADM	C	343,825.	378,602.	386,180.
ISHARES S&P PREF STK IDX	C	30,014.	30,014.	30,113.
JP MORGAN RES MKT NEUTRAL INST	C	40,000.	29,197.	28,608.
LAZARD CAP ALLOC OPP STRAT I	C	21,805.		
AQR MDG FUTURES STRATEGY CL	C	20,000.	60,000.	62,206.
ARBITRAGE FD CL I	C	20,000.	30,593.	29,821.
EATON VANCE EMER MKTS LOC	C	35,000.	60,000.	60,586.
EATON VANCE GLBL MAC ABS RT AD	C	20,000.	21,065.	21,071.
WF ADFVTG INTERNATIONAL BOND I	C	45,233.	45,560.	46,278.
HIGHMARK L/C CORE EQUITY FID	C		90,000.	94,961.
HIGHMARK SHORT TERM BOND FID	C		70,000.	69,724.
EATON VANCE FLTG RT & HI INCM	C		80,000.	81,681.

FALES FOUNDATION TRUST

91-6087669

FORM 990PF, PART II - OTHER INVESTMENTS
=====

DESCRIPTION -----	COST/ FMV C OR F -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ----
PIMCO ALL ASSET ALL AUTHORITY	C		45,000.	43,589.
TOTALS		2,402,957.	2,762,654.	3,019,732.
		=====	=====	=====

990PF, PART VII-B LINE 2b - SECTION 4942a2 EXPLANATION STATEMENT

=====

THIS QUESTION DOES NOT APPLY. THE FOUNDATION DOES NOT HAVE ANY
UNDISTRIBUTED INCOME FROM PRIOR YEARS.

FALES FOUNDATION TRUST
FORM 990PF, PART XV - LINES 2a - 2d
=====

91-6087669

RECIPIENT NAME:

J. THOMAS MCCULLY, C/O UNION BANK
FORM, INFORMATION AND MATERIALS:

APPLICATION FORM PROVIDED IN RESPONSE TO
QUALIFIED INQUIRIES

SUBMISSION DEADLINES:

APRIL 1 ANNUALLY

RESTRICTIONS OR LIMITATIONS ON AWARDS:

ONLY TO SEATTLE ART PROGRAMS AND PROGRAMS
SERVING THE HOMELESS

=====

RECIPIENT NAME:

FAMILY WORKS

ADDRESS:

1501 NO. 45TH

SEATTLE, WA 98103

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

FOOD LIFELINE

ADDRESS:

1702 NE 150TH

SHORELINE, WA 98155

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 4,500.

RECIPIENT NAME:

HEROES FOR THE HOMELESS

ADDRESS:

P.O. BOX 971

WOODINVILLE, WA 98072

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 1,000.

=====

RECIPIENT NAME:

OPERATION NIGHTWATCH

ADDRESS:

P.O. BO X21181

SEATTLE, WA 98111

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

PACIFIC NW BALLET

ADDRESS:

301 MERCER STREET

SEATTLE, WA 98109

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 4,000.

RECIPIENT NAME:

PIKE MARKET SENIOR CENTER

ADDRESS:

85 PIKE STREET #200

SEATTLE, WA 98101

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

SEATTLE ARTS & LECTURES

ADDRESS:

105 SO. MAIN, SUITE 201

SEATTLE, WA 98104

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

SEATTLE SHAKESPEARE COMPANY

ADDRESS:

305 HARRISON STREET

SEATTLE, WA 98109

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:

SEATTLE YOUTH SYMPHONY

ORCHESTRAS

ADDRESS:

11065 FIFTH AVE NE SUITE A

SEATTLE, WA 98125

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 2,500.

=====

RECIPIENT NAME:

TOWN HALL SEATTLE

ADDRESS:

1119 8TH AVENUE

SEATTLE, WA 98101

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

SEATTLE REPERTORY THEATRE

ADDRESS:

155 MERCER STREET

SEATTLE, WA 98109

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:

YOUTHCARE

ADDRESS:

2500 NE 54TH ST. #100

SEATTLE, WA 98105

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 4,000.

RECIPIENT NAME:

WELLSPRING FAMILY SERVICES

ADDRESS:

1900 RAINIER AVENUE SO.

SEATTLE, WA 98144

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

ARTS CORPS

ADDRESS:

44008 DELRIDGE AVE SW, STE 110

SEATTLE, WA 98106

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:

ARC OF KING COUNTY

ADDRESS:

233 SIXTH AVE NO

SEATTLE, WA 98109

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 3,000.

=====

RECIPIENT NAME:

COMMUNITY LUNCH ON CAPITAL HILL

ADDRESS:

1710 ELEVENTH AVE

SEATTLE, WA 98122

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

CRISIS CLINIC

ADDRESS:

9725 3RD AVE NE, STE 300

SEATTLE, WA 98115

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:

BUILDING CHANGES

ADDRESS:

2014 EAST MADISON, STE 200

SEATTLE, WA 98122

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 3,000.

=====

RECIPIENT NAME:

LIFELONG AIDS ALLIANCE

ADDRESS:

1002 EAST SENECA
SEATTLE, WA 98122

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

LEGAL ACTION CENTER

ADDRESS:

100 23RD AVE SOUTH
SEATTLE, WA 98144

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:

NEIGHBORHOOD HOUSE

ADDRESS:

905 SPRUCE, STE 213
SEATTLE, WA 98104

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 3,000.

=====

RECIPIENT NAME:

ELIZABETH GREGORY HOME

ADDRESS:

1604 NE 50TH

SEATTLE, WA 98105

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

OPERATION SACKLUNCH

ADDRESS:

P.O. BOX 4128

SEATTLE, WA 98194

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

NEIGHBORCARE HEALTH

ADDRESS:

1537 WESTERN AVENUE

SEATTLE, WA 98101

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 3,000.

=====

RECIPIENT NAME:

SEATTLE SYMPHONY

ADDRESS:

P.O. BOX 21906

SEATTLE, WA 98111

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:

SEATTLE JAZZED

ADDRESS:

P.O. BOX 28808

SEATTLE, WA 98118

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

RAINIER VALLEY FOOD BANK

ADDRESS:

4205 RAINIER AVE SO

SEATTLE, WA 98118

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 2,500.

=====

RECIPIENT NAME:

ROTARY FIRST HARVEST

ADDRESS:

P.O. BOX 94117

SEATTLE, WA 98124

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

SEATTLE MUSIC PARTNERS

ADDRESS:

4533 SUNNYSIDE AVE NO

SEATTLE, WA 98103

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

TENANT'S UNION

ADDRESS:

5425B RAINIER AVE S

SEATTLE, WA 98118

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 1,000.

=====

RECIPIENT NAME:

TEEN FEED

ADDRESS:

4740 B UNIVERSITY WAY NE

SEATTLE, WA 98105

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 4,000.

RECIPIENT NAME:

FARESTART

ADDRESS:

700 VIRGINIA

SEATTLE, WA 98101

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 4,500.

RECIPIENT NAME:

BREAD OF LIFE MISSION

ADDRESS:

97 SOUTH MAIN STREET

SEATTLE, WA 98194

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 4,000.

=====

RECIPIENT NAME:

FIRST PLACE

ADDRESS:

P.O. BOX 22536

SEATTLE, WA 98122

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

DOWNTOWN EMERGENCY SERVICE CTR

ADDRESS:

515 THIRD AVENUE

SEATTLE, WA 98104

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

FRIENDS OF YOUTH

ADDRESS:

16225 NE 87TH STE #A-6

REDMOND, WA 98052

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 2,500.

=====

RECIPIENT NAME:

FULL LIFE

ADDRESS:

800 JEFFERSON ST.

SEATTLE, WA 98104

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

JEWISH FAMILY SERVICE

ADDRESS:

1601 16TH AVE

SEATTLE, WA 98122

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

MARY'S PLACE

ADDRESS:

314 BELL STREET

SEATTLE, WA 98121

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 3,000.

=====

RECIPIENT NAME:

MILLIONAIR CLUB CHARITY

ADDRESS:

2515 WESTERN AVE
SEATTLE, WA 98121

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:

VOLUNTEERS OF AMERICA - W. WA

ADDRESS:

P.O. BOX 839
EVERETT, WA 98206

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

NOEL HOUSE PROGRAMS

ADDRESS:

118 BELL STREET
SEATTLE, WA 98121

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
LADIES MUSICAL CLUB
ADDRESS:
P.O. BOX 94337
SEATTLE, WA 98124
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:
REAL CHANGE
ADDRESS:
219 FIRST AVE SO, #220
SEATTLE, WA 98104
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 4,000.

RECIPIENT NAME:
SEATTLE COMMUNITY LAW CENTER
ADDRESS:
1265 SOUTH MAIN ST, STE 310
SEATTLE, WA 98144
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 2,000.

=====

RECIPIENT NAME:

VISION HOUSE

ADDRESS:

P.O. BOX 2951

RENTON, WA 98056

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 4,000.

RECIPIENT NAME:

ACT THEATRE

ADDRESS:

700 UNION STREET

SEATTLE, WA 98101

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:

CHIEF SEATTLE CLUB

ADDRESS:

410 2ND AVE EXTENSION SO

SEATTLE, WA 98104

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 2,500.

=====

RECIPIENT NAME:

HOSPITALITY HOUSE

ADDRESS:

1419 SW 150TH

BURIEN, WA 98166

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

JUBILEE WOMEN'S CENTER

ADDRESS:

620 - 18TH AVE E

SEATTLE, WA 98112

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:

CHILD CARE RESOURCES

ADDRESS:

1255 SOUTH WELLER #300

SEATTLE, WA 98144

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 2,500.

=====

RECIPIENT NAME:

ROOTS

ADDRESS:

1415 NE 43RD ST

SEATTLE, WA 98105

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:

SANCTUARY ART CENTER

ADDRESS:

1604 NE 50TH ST

SEATTLE, WA 98105

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

LOW INCOME HOUSING INSTITUTE

ADDRESS:

2407 FIRST AVE, #200

SEATTLE, WA 98121

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 5,000.

=====

RECIPIENT NAME:

COUNTRY DOCTOR COMMUNITY HEALTH

ADDRESS:

500 19TH AVENUE E

SEATTLE, WA 98112

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

NORTHWEST HARVEST

ADDRESS:

P.O. BOX 12272

SEATTLE, WA 98102

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 4,500.

RECIPIENT NAME:

SEATTLE CHILDREN'S THEATRE

ADDRESS:

201 THOMAS STREET

SEATTLE, WA 98109

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:
SEATTLE MUSICAL THEATRE
ADDRESS:
7400 SANDPOINT WAY NE STE 101N
SEATTLE, WA 98115
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:
SEATTLE OPERA
ADDRESS:
1020 JOHN STREET
SEATTLE, WA 98109
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:
SENIOR SERVICES
ADDRESS:
2208 SECOND AVE, SUITE 100
SEATTLE, WA 98121
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 5,000.

=====

RECIPIENT NAME:

SOJOURNER PLACE

ADDRESS:

5071 8TH AVE NE

SEATTLE, WA 98105

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:

TAPROOT THEATRE

ADDRESS:

P.O. BOX 30946

SEATTLE, WA 98103

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

TRANSITIONAL RESOURCES

ADDRESS:

2970 SW AVALON WAY

SEATTLE, WA 98126

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 2,000.

=====

RECIPIENT NAME:

VERA PROJECT

ADDRESS:

3305 HARRISON ST.

SEATTLE, WA 98109

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:

MEDICAL TEAMS INTERNATIONAL

ADDRESS:

9680 153RD AVE NE

REDMOND, WA 98052

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:

NEW HORIZONS MINISTRIES

ADDRESS:

P.O. BOX 2801

SEATTLE, WA 98111

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 1,000.

=====

RECIPIENT NAME:

PEACE FOR THE STREETS BY KIDS FROM
THE STREETS

ADDRESS:

1814 SUMMIT STREET
SEATTLE, WA 98122

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

SEATTLE TILTH ASSOCIATION

ADDRESS:

4649 SUNNYSIDE AVE NO
SEATTLE, WA 98103

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

VINE MAPLE PLACE

ADDRESS:

P.O. BOX 1092
MAPLE VALLEY, WA 98038

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:
WHITE CENTER FOOD BANK
ADDRESS:
10829 8TH AVENUE, SW
SEATTLE, WA 98146
RELATIONSHIP:
NONE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:
WITHIN REACH
ADDRESS:
155 NE 100TH STREET #500
SEATTLE, WA 98125
RELATIONSHIP:
NONE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:
FREEHOLD STUDIO/THEATRE
ADDRESS:
2222 2ND AVE, STE 200
SEATTLE, WA 98121
RELATIONSHIP:
NONE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:
PONGO PUBLISHING
ADDRESS:
2701 CALIFORNIA AVE SW, PMB 155
SEATTLE, WA 98116
RELATIONSHIP:
NONE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 2,000.

TOTAL GRANTS PAID: 199,500.
=====

Date: 5.14.13

Union Bank
C/O KPMG LLP, Trust Tax Services
2020 N Central Avenue
Suite 700
Phoenix, AZ 85004-4501

Internal Revenue Service Center
1160 WEST 1200 SOUTH STREET
Ogden, UT 84201-0027

Enclosed please find FED 990PF for the following account(s) with a tax year ending 31-Jan-2013:

ACCOUNT NUMBER	TAXPAYER NAME	E.I. NUMBER	PAYMENT DUE
6702032010	FALES FOUNDATION TRUST	91-6087669	\$0.00

Total of 1 return(s) enclosed.

Certified No.:

Letter No.: FED-RTN-046-2013-205057

1Z1V0A390293034590

Please acknowledge receipt by and date: _____
and return to the address shown above.