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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 12-01-2012 , and ending 11-30-2013

Name of foundation
LOEB CHARITABLE FOUNDATION

% FOUNDATION MANAGEMENT GRP LL

Number and street (or P O box number if mail is not delivered to street address)
1000 SECOND AVENUE FLOOR 34
Suite

Room/suite

City or town, state, and ZIP code
SEATTLE, WA 981041022

A Employer identification number
27-1318376

B Telephone number (see instructions)
(206) 667-0300

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)*▶$ 14,630,849

J Accounting method ☐ Cash ☑ Accrual
☐ Other (specify) _
(Part I, column (d) must be on cash basis.)

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	0			
	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	362,153	361,766		
	5a	Gross rents				
	b	Net rental income or (loss) ____				
	6a	Net gain or (loss) from sale of assets not on line 10	403,963			
	b	Gross sales price for all assets on line 6a 5,634,689				
	7	Capital gain net income (from Part IV, line 2)		403,963		
	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)	21,474	25,189		
	12	**Total.** Add lines 1 through 11	787,590	790,918		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0			
	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)	66,470	50,470	0	16,000
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	13,200	4,898	0	0
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	3,187			3,187
	22	Printing and publications				
	23	Other expenses (attach schedule)	1,647	0	0	1,647
	24	**Total operating and administrative expenses.** Add lines 13 through 23	84,504	55,368	0	20,834
	25	Contributions, gifts, grants paid	1,130,475			1,176,575
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,214,979	55,368	0	1,197,409
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-427,389			
	b	**Net investment income** (if negative, enter -0-)		735,550		
	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	408,179	182,705	182,705
	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	7,120	6,000	6,000
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	6,103,030	6,753,233	6,753,233
	c	Investments—corporate bonds (attach schedule)	5,363,620	4,121,039	4,121,039
	11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	3,012,155	3,551,690	3,551,690
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)	1,268	16,182	16,182
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	14,895,372	14,630,849	14,630,849
Liabilities	17	Accounts payable and accrued expenses	5,680	7,356	
	18	Grants payable	675,000	628,900	
	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)	680,680	636,256	
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			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	14,214,692	13,994,593	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	14,214,692	13,994,593	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	14,895,372	14,630,849	

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	14,214,692
2	Enter amount from Part I, line 27a	2	-427,389
3	Other increases not included in line 2 (itemize) ▶	3	207,290
4	Add lines 1, 2, and 3	4	13,994,593
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	13,994,593

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)
1 a	SHORT TERM STOCK SALES	P	2011-12-12	2012-12-10
b	LONG TERM STOCK SALES	P	2012-08-07	2013-03-18
c	COMMEN SENSE SALE	P	2011-01-01	2013-11-30
d	CAPITAL GAIN DIVIDENDS	P		
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	1,191,875		1,107,521	84,354
b	3,611,941		3,236,825	375,116
c	780,485		886,380	-105,895
d				50,388
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				84,354
b				375,116
c				-105,895
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	403,963
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	1,112,550	15,148,042	0 073445
2010	869,070	15,892,201	0 054685
2009	34,067	15,014,313	0 002269
2008	0	9,850	0 0
2007			

2	**Total** of line 1, column (d).	2	0 130399
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 0326
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	14,983,773
5	Multiply line 4 by line 3.	5	488,471
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	7,356
7	Add lines 5 and 6.	7	495,827
8	Enter qualifying distributions from Part XII, line 4.	8	1,197,409

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1				
	Date of ruling or determination letter ____________ **(attach copy of letter if necessary–see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b			1	7,356
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	7,356
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	7,356
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	6,000		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	4,100		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	10,100
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	2,744
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 2,744	**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?	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)?	1b		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 ▶ $ ________ **(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? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶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*	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)*

			Yes	No
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 ▶FOUNDATION MANAGEMENT GRP LLC Telephone no ▶(206) 667-0300

Located at ▶1000 2ND AVE 34 FLOOR SEATTLE WA ZIP+4 ▶98104

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No

See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ **Yes** ☑ **No**			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ **Yes** ☑ **No**			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ **Yes** ☑ **No**			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ **Yes** ☑ **No**			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ **Yes** ☑ **No**			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ **Yes** ☐ **No**			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ **Yes** ☑ **No**			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		**No**
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ **Yes** ☑ **No**			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

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

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

(a) Name and address of each employee paid more than $50,000	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
Total number of other employees paid over $50,000 ▶				

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation

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

Part IX-A **Summary of Direct Charitable Activities**

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions 3	

Total. Add lines 1 through 3. . . . . ▶

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	14,961,454
b	Average of monthly cash balances	1b	249,336
c	Fair market value of all other assets (see instructions)	1c	1,162
d	**Total** (add lines 1a, b, and c)	1d	15,211,952
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	0
3	Subtract line 2 from line 1d	3	15,211,952
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	228,179
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	14,983,773
6	**Minimum investment return.** Enter 5% of line 5	6	749,189

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	749,189
2a	Tax on investment income for 2012 from Part VI, line 5	2a	7,356		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	7,356
3	Distributable amount before adjustments Subtract line 2c from line 1			3	741,833
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	741,833
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	741,833

Part XII **Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	1,197,409
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,197,409
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	7,356
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,190,053

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				741,833
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			258,538	
b Total for prior years 2010 , 2009 , 2008				
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				
d From 2010.				
e From 2011. 0				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 1,197,409				
a Applied to 2011, but not more than line 2a			258,538	
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.				741,833
e Remaining amount distributed out of corpus	197,038			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	197,038			
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				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . .				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	197,038			
10 Analysis of line 9				
a Excess from 2008. . . .				
b Excess from 2009. . . .				
c Excess from 2010. . . .				
d Excess from 2011. . . . 0				
e Excess from 2012. . . . 197,038				

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

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

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

	Tax year	Prior 3 years			
	(a) 2012	**(b)** 2011	**(c)** 2010	**(d)** 2009	**(e) Total**
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 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))

FRANCINE LOEB

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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				1,176,575
b *Approved for future payment* See Additional Data Table				
Total . . . . ▶ **3b**				195,000

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income (See instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities. . . .			14	362,153	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	403,963	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a PASS-THRU INCOME	900099	-3,715	14	25,189	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .		-3,715		791,305	

13 **Total.** Add line 12, columns (b), (d), and (e). 13 787,590

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

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

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

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

		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

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☑ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

****** | 2014-10-15 | ******

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 ☐	PTIN
ANGELA M FIDLER	ANGELA M FIDLER			

Firm's name ▶ BADER MARTIN PS

Firm's EIN ▶

Firm's address ▶ 1000 SECOND AVENUE 34TH FLOOR SEATTLE, WA 981041022

Phone no (206) 621-1900

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
FRANCINE R LOEB 1000 SECOND AVENUE FLOOR 34 SEATTLE, WA 981041022	PRESIDENT/DIRECTOR 2 0	0	0	0
STEPHEN B LOEB 1000 SECOND AVENUE FLOOR 34 SEATTLE, WA 981041022	TREASURER/DIRECTOR 2 0	0	0	0
DONALD K LOEB 1000 SECOND AVENUE FLOOR 34 SEATTLE, WA 981041022	VICE PRESIDENT/DIRECTOR 2 0	0	0	0
RICHARD LOEB 1000 SECOND AVENUE FLOOR 34 SEATTLE, WA 981041022	DIRECTOR 2 0	0	0	0
DANIEL M ASHER 1000 SECOND AVENUE FLOOR 34 SEATTLE, WA 981041022	SECRETARY 2 0	0	0	0

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
Greater Tacoma Community Foundation 950 Pacific Ave Suite 1100 Tacoma, WA 98402	None	Public	To support the Washington Business Alliance	2,500
5th Avenue Theatre Association 1308 - 5th Avenue Seattle, WA 98101	None	Public	To support the Adventure Musical Theatre Touring PRODUCTION	20,000
Temple de Hirsch Sinai 1511 East Pike Street Seattle, WA 98122	None	Public	To provide support for exempt organization	66,000
Hebrew Union College - LA campus 3077 University Avenue Los Angeles, CA 90007	None	Public	To provide support for exempt organization	7,500
Special Olympics Washington 1809 - 7th Ave Suite 1509 Seattle, WA 98101	None	Public	To provide support for exempt organization	2,000
Funders Together to End Homelessness 89 South Street Suite 803 Boston, MA 02111	None	Public	To support Effective Solutions to Homelessness	2,500
Swedish Medical Center Foundation 747 Broadway Seattle, WA 98122	None	Public	To provide support for the Loeb Family PROFESSORSHIP ON THORACIC SURGERY	8,200
City Year - SeattleKing County 2203 - 23rd Avenue So Suite 101 Seattle, WA 98144	None	Public	To provide support for exempt organization	45,000
Center for Children & Youth Justice 615 Second Ave Suite 275 Seattle, WA 98104	None	Public	To support the Early Connections Program in the KING COUNTY COURTS	11,250
Seattle Children's Hospital Foundation PO Box 50020/S S-200 Seattle, WA 98145	None	Public	To support the Developmental Pathways Program	25,000
The Children's Music Foundation 608 State Street S Kirkland, WA 98033	None	Public	To support theatre education programs	5,000
College Success Foundation 1605 NW Sammamish Road Suite 200 Issaquah, WA 98027	None	Public	To provide scholarships	12,500
Seattle Repertory Theatre PO Box 900923 Seattle, WA 98109	None	Public	To support theatre education programs Evergreen Region	5,000
ArtsFund 10 Harrison Street Suite 200 Seattle, WA 98109	None	Public	To provide support for exempt organization	5,000
Stand With Us Northwest 1907 W Highlind Dr 7 Seattle, WA 98112	None	Public	To provide support for exempt organization	15,000

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
Jewish Family Service 1601 - 16th Avenue Seattle, WA 98122	None	Public	To provide support for exempt organization	30,000
Hillel at University of Washington 4745 - 17th Avenue NE Seattle, WA 98105	None	Public	To provide support for J Connect and unrestricted purposes	25,000
B'nai B'rith Youth Organization 12701 N Scottsdale Rd Suite 203 Scottsdale, AZ 85254	None	Public	To support the Seattle Northend Outreach Program in the Evergreen Region	12,500
Jewish Federation of Greater Seattle 2031 Third Avenue Seattle, WA 98121	None	Public	To provide support for Jewish Camp Scholarship Assistance	265,000
Washington Business Week 33305 - 1st Way South Suite B-212 Federal Way, WA 98003	None	Public	To provide support for 2013 Summer Programs	10,000
WA State Jewish Historical Society 2031 Third Avenue Seattle, WA 98121	None	Public	To provide archivist support	5,000
WA State Holocaust Education Resource Ctr 2031 Third Avenue Seattle, WA 98121	None	Public	To provide support for exempt organization	10,000
Museum of Glass 1801 Dock Street Tacoma, WA 98402	None	Public	To provide support for exempt organization	12,500
National Council of Jewish Women 1501 - 17th Avenue Box 105 Seattle, WA 98122	None	Public	To support scholarship program	4,000
Seattle University 1201 East Union St Seattle, WA 98122	None	Public	To provide support for Capital Campaign	3,000
YouthCare 2500 NE 54th Street Seattle, WA 98105	None	Public	To provide support for exempt organization	40,000
B'nai B'rith Men's Camp Association 9400 SW Beaverton-Hillsdale Hwy Su Beaverton, OR 97005	None	Public	To provide support for First Year Camper Incentive Scholarships, Annual Fund, Capital Campaign	17,375
URJ Camp Kalsman 3805 - 108th Ave NE Suite 100 Bellevue, WA 98004	None	Public	To provide support for camp scholarships	100,000
Northwest Harvest PO Box 12272 Seattle, WA 98102	None	Public	To support the Three Squares Program	20,000
YWCA of Greater Seattle King & Snohomish Co 1118 - 5th Avenue Seattle, WA 98101	None	Public	To provide support for exempt organization	1,000

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
Wellspring Family Services 1900 Rainier Ave South Seattle, WA 98144	None	Public	To support the Early Learning Center	25,000
Art With Heart PO Box 94402 Seattle, WA 98124	None	Public	To provide support for acquisition of materials	10,000
Cancer Lifeline 6522 Fremont Avenue N Seattle, WA 98103	None	Public	To provide support for the research & cure	10,000
Outdoors for All 6344 NE 74th St Suite 102 Seattle, WA 98115	None	Public	To provide support for exempt organization	31,000
Prostate Cancer Foundation 1250 Fourth Street Santa Monica, CA 90401	None	Public	To provide support for the research & cure	2,500
United Way of King County 720 Second Avenue Seattle, WA 98104	None	Public	To provide support for exempt organization program	40,000
USO Northwest 17801 Internaional Blvd PMB313 Seattle, WA 98158	None	Public	To provide support for exempt organization	1,500
Jewish Federation of Greater Phoenix Women's Phila 12701 N Scottsdale Suite201 Scottsdale, AZ 85254	None	Public	To provide support for exempt organization	1,000
KJZZ 915 FM 2323 West 14th Street 4th floor Tempe, AZ 85281	None	Public	To provide support for exempt organization	1,250
Kindering Center 16120 NE Eighth Street Bellevue, WA 98008	None	Public	To provide support for exempt organization	1,000
Planned Parenthood of the Great Northwest 2001 East Madison Street Seattle, WA 98122	None	Public	To provide support for exempt organization	7,500
Seattle Academy of Arts & Sciences 1201 East Union Street Seattle, WA 98122	None	Public	To provide support for exempt organization	10,000
Mercy Corps 509 Fairview Ave N Suite 200 Seattle, WA 98109	None	Public	To provide support for exempt organization	2,500
Univ of WA - Foster School of Business PO Box 353200 Seattle, WA 98195	None	Public	To provide support for exempt organization	5,000
UW - Dept of Jewish Studies PO Box 353650 Seattle, WA 98195	None	Public	To provide support for exempt organization	1,000

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
Pomona College 550 N College Avenue Claremont, CA 91711	None	Public	To provide support for exempt organization	55,000
Seattle Jewish Community School 12351 - 8th Ave NE Seattle, WA 98125	None	Public	To provide support for the HUB@SJCS program	25,000
KCTS 9 401 Mercer St Seattle, WA 98109	None	PUBLIC	To provide support for exempt organization	25,000
Nature Conservancy 1917 - 1st Avenue Seattle, WA 98101	None	PUBLIC	To provide support for exempt organization	1,000
TGA Sports Foundation 390 N Sepulveda Blvd El Segundo, CA 90245	None	PUBLIC	To provide support for exempt organization	500
Northwestern University - Kellogg School 2001 Sheridan Road Evanston, IL 60208	None	PUBLIC	To provide support for exempt organization	10,000
Pratt Fine Arts Center 1902 S Main St Seattle, WA 98144	None	PUBLIC	To provide support for exempt organization	1,000
Stroum Jewish Community Ctr 3801 East Mercer Way Seattle, WA 98040	None	PUBLIC	To provide support for exempt organization	122,000
Total . . . . ▶ **3a**				1,176,575

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
b *Approved for future payment*				
UNION FOR REFORM JUDAISM CAMP KALSMAN3805 - 108th Ave NE Suite 100 Bellevue, WA 98004	NONE	PUBLIC	To provide support for exempt organization	20,000
POMONA COLLEGE550 N College Avenue Claremont, CA 91711	NONE	PUBLIC	To provide support for exempt organization	30,000
Northwest HarvestPO BOX 12272 Seattle, WA 98102	NONE	PUBLIC	to provide support for exempt organization	20,000
Stroum Jewish Community Center3801 East Mercer Way Seattle, WA 98040	none	PUBLIC	to provide support for exempt organization	100,000
Seattle Jewish Community School 12351 - 8th Ave NE SEattle, WA 98125	none	PUBLIC	to provide support for exempt organization	25,000
Total . . . . ▶ **3b**				195,000

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

TY 2012 Depreciation Schedule

Name: LOEB CHARITABLE FOUNDATION

EIN: 27-1318376

TY 2012 Investments Corporate Bonds Schedule

Name: LOEB CHARITABLE FOUNDATION

EIN: 27-1318376

Name of Bond	End of Year Book Value	End of Year Fair Market Value
FIXED INCOME FDS - WELLS FARGO	4,121,039	4,121,039

TY 2012 Investments Corporate Stock Schedule

Name: LOEB CHARITABLE FOUNDATION

EIN: 27-1318376

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MUTUAL FUNDS - WELLS FARGO	856,427	856,427
EQUITIES & EQUITY FUNDS - WF	5,896,806	5,896,806

TY 2012 Investments - Other Schedule

Name: LOEB CHARITABLE FOUNDATION

EIN: 27-1318376

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
HEDGE FUND: COMMON SENSE OFFSH	FMV	0	0
HEDGE FUND: WEATHERLOW OFFSHOR	FMV	2,244,264	2,244,264
PRIVATE MARKETS: PAPEF	FMV	302,257	302,257
FINTAN CAPITAL PARTNERS LP	FMV	1,005,169	1,005,169

TY 2012 Land, Etc. Schedule

Name: LOEB CHARITABLE FOUNDATION

EIN: 27-1318376

TY 2012 Other Assets Schedule

Name: LOEB CHARITABLE FOUNDATION

EIN: 27-1318376

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
START-UP COSTS	1,585	1,585	1,585
LESS ACCUMULATED AMORTIZATION	-317	-423	-423
DIVIDEND RECEIVABLE	0	15,020	15,020

TY 2012 Other Expenses Schedule

Name: LOEB CHARITABLE FOUNDATION

EIN: 27-1318376

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FILING/LICENSE EXPENSE	25	0	0	25
AMORTIZATION EXPENSE	106			106
DUES AND SUBSCRIPTIONS	1,200			1,200
OFFICE EXPENSE	150			150
SUPPLIES	166			166

TY 2012 Other Income Schedule

Name: LOEB CHARITABLE FOUNDATION

EIN: 27-1318376

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
INVESTMENT INCOME FROM PASS-THROUGHS	21,474	25,189	

TY 2012 Other Increases Schedule

Name: LOEB CHARITABLE FOUNDATION

EIN: 27-1318376

Description	Amount
UNREALIZED GAIN ON PUBLICLY TRADED	207,290
INVESTMENTS	0

TY 2012 Other Professional Fees Schedule

Name: LOEB CHARITABLE FOUNDATION

EIN: 27-1318376

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BROKER & COMMISSION EXPENSE	35,555	35,555		
MANAGEMENT FEES - FOUNDATION	20,000	4,000	0	16,000
MANAGEMENT GROUP				
INVESTMENT FEES - WELLS FARGO	10,915	10,915		

TY 2012 Taxes Schedule

Name: LOEB CHARITABLE FOUNDATION

EIN: 27-1318376

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	4,898	4,898	0	0
CURRENT FEDERAL EXCISE TAX	8,302			