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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 THE JOHN C & KARYL KAY HUGHES FOUNDATION		A Employer identification number 91-1286019	
Number and street (or P O box number if mail is not delivered to street address) 2323 EASTLAKE AVENUE EAST		B Telephone number (see instructions) (206) 329-4900	
City or town, state, and ZIP code SEATTLE, WA 98102		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <div><input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change</div>		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <input checked="" type="checkbox"/> \$ 28,114,489		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (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)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	535,001	535,001		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	-284,219			
	b Gross sales price for all assets on line 6a _____ 1,986,674				
	7 Capital gain net income (from Part IV , line 2)		0		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	261,489	0		
	12 Total. Add lines 1 through 11	512,271	535,001		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	4,745	2,373		2,373
	c Other professional fees (attach schedule)	31,955	31,955		0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	17,486	1,424		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	100	50		50
	24 Total operating and administrative expenses. Add lines 13 through 23	54,286	35,802		2,423
	25 Contributions, gifts, grants paid	2,460,000			2,460,000
	26 Total expenses and disbursements. Add lines 24 and 25	2,514,286	35,802		2,462,423
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-2,002,015			
	b Net investment income (if negative, enter -0-)		499,199		
	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	55,018	323,899	323,899
	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) ▶ 4,340,960 Less allowance for doubtful accounts ▶ _____ 0	4,340,960	4,340,960	4,340,960
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	20,564,019	23,449,630	23,449,630
	c	Investments—corporate bonds (attach schedule).			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
Liabilities	15	Other assets (describe ▶ _____)			
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	24,959,997	28,114,489	28,114,489
	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	12,913,707	12,913,707	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	12,046,290	15,200,782	
	30	Total net assets or fund balances (see page 17 of the instructions)	24,959,997	28,114,489	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	24,959,997	28,114,489	

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	24,959,997
2	Enter amount from Part I, line 27a	2	-2,002,015
3	Other increases not included in line 2 (itemize) ▶ _____	3	5,156,507
4	Add lines 1, 2, and 3	4	28,114,489
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	28,114,489

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	20000 SH MICROSOFT CORP		2001-09-19	2013-04-10
b	2500 SH BMC SOFTWARE		2001-09-19	2013-09-11
c	10000 SH MICROSOFT CORP		2001-09-19	2013-10-01
d	9000 SH UNITED PARCEL SERVICE INC CL-B		2001-09-19	2013-10-01
e	8400 SH DELL INC		2001-09-19	2013-10-30

(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 597,980		1,057,200	-459,220
b 115,625		30,238	85,387
c 333,027		528,600	-195,573
d 824,542		499,455	325,087
e 115,500		155,400	-39,900

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			-459,220
b			85,387
c			-195,573
d			325,087
e			-39,900

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	-284,219
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	2,368,575	26,189,567	0 090440
2010	2,310,042	25,654,843	0 090043
2009	2,417,701	24,746,486	0 097699
2008	2,153,987	23,170,212	0 092964
2007	2,113,027	28,651,378	0 073750

2 Total of line 1, column (d).	2	0 444896
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 088979
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	27,199,123
5 Multiply line 4 by line 3.	5	2,420,151
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	4,992
7 Add lines 5 and 6.	7	2,425,143
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	2,462,423

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

1a		Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	4,992
c		All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3		Add lines 1 and 2.		3	4,992
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	4,992
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	13,060	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c		
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments Add lines 6a through 6d.		7	13,060
8		Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		8	22
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	8,046
11		Enter the amount of line 10 to be Credited to 2013 estimated tax <input checked="" type="checkbox"/> 8,046	Refunded <input type="checkbox"/>	11	0

Part VII-AStatements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input checked="" type="checkbox"/> \$ 0 (2) On foundation managers <input checked="" type="checkbox"/> \$ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	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) <input checked="" type="checkbox"/> 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)*

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 ▶CHRISTOPHER R HUGHES Telephone no ▶(206) 329-4900 Located at ▶2323 EASTLAKE AVENUE EAST SEATTLE WA ZIP +4 ▶98102			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

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

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required <i>(continued)</i>				
5a During the year did the foundation pay or incur any amount to				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(3) Provide a grant to an individual for travel, study, or other similar purposes?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions).		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		5b		
Organizations relying on a current notice regarding disaster assistance check here.		<input checked="" type="checkbox"/>		
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?		<input type="checkbox"/> Yes	<input type="checkbox"/> No	
If "Yes," attach the statement required by Regulations section 53.4945–5(d).				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		No
If "Yes" to 6b, file Form 8870.				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b		

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors				
1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
CHRISTOPHER HUGHES	TRUSTEE	0	0	0
2323 EASTLAKE AVENUE EAST SEATTLE, WA 98102	2 50			
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				0

Part VIII

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

3 Five highest-paid independent contractors for professional services (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		
Total number of others receiving over \$50,000 for professional services.		0

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
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.	0

Part X

Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	22,222,576
b	Average of monthly cash balances.	1b	1,049,787
c	Fair market value of all other assets (see instructions).	1c	4,340,960
d	Total (add lines 1a, b, and c).	1d	27,613,323
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	27,613,323
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	414,200
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	27,199,123
6	Minimum investment return. Enter 5% of line 5.	6	1,359,956

Part XI

Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6.	1	1,359,956
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	4,992
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	4,992
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	1,354,964
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	1,354,964
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	1,354,964

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	2,462,423
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	2,462,423
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	4,992
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	2,457,431
Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years			

Part XIII

Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				1,354,964
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.	698,966			
b From 2008.	1,013,466			
c From 2009.	1,192,593			
d From 2010.	1,040,218			
e From 2011.	1,085,215			
f Total of lines 3a through e.	5,030,458			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 2,462,423				
a Applied to 2011, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2012 distributable amount.				1,354,964
e Remaining amount distributed out of corpus	1,107,459			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	6,137,917			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . . .	698,966			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.	5,438,951			
10 Analysis of line 9				
a Excess from 2008. . . .	1,013,466			
b Excess from 2009. . . .	1,192,593			
c Excess from 2010. . . .	1,040,218			
d Excess from 2011. . . .	1,085,215			
e Excess from 2012. . . .	1,107,459			

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

1a

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

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

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

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

1

Information Regarding Foundation Managers:

a

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

b

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

2

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

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

a

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

b

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

c

Any submission deadlines

d

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

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	2,460,000
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments.					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities.			14	535,001	
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	-284,219	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory.					
	INTEREST ON NOTE					261,150
11	Other revenue a RECEIVABLE _____					
b	OTHER MISCELLANEOUS INCOME _____					339
c	_____					
d	_____					
e	_____					
12	Subtotal Add columns (b), (d), and (e).		0		250,782	261,489
13	Total. Add line 12, columns (b), (d), and (e).			13		512,271

[illegible]

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

[illegible]

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

b If "Yes," complete the following schedule

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

**Sign
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

*****	2014-07-16	*****	<div style="border: 1px solid black; padding: 2px;"> May the IRS discuss this return with the preparer shown below (see instr)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No </div>
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**

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input checked="checked" type="checkbox"/>	PTIN P00101121
	RONALD W BENOIT	RONALD W BENOIT			
	Firm's name <input type="checkbox"/>	MOSS ADAMS LLP		Firm's EIN <input type="checkbox"/> 91-0189318	
		999 THIRD AVENUE SUITE 2800			
	Firm's address <input type="checkbox"/>	SEATTLE, WA 98104		Phone no (206) 302-6500	

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
12TH CHURCH OF CHRIST SCIENTIST 1700 28TH AVENUE W SEATTLE,WA 981994207	NONE	170(B)(1)(A) (I)	GENERAL SUPPORT	75,000
1ST CHURCH OF CHRIST SCIENTIST 210 MASSACHUSETTS AVE P05-10 BOSTON,MA 021153195	NONE	170(B)(1)(A) (I)	GENERAL SUPPORT	120,000
ALLIANCE FOR EDUCATION 509 OLIVE WAY 500 SEATTLE,WA 981012556	NONE	509(A)(1)	GENERAL SUPPORT	25,000
AMERICAN CANCER SOCIETY 2120 1ST AVENUE NORTH SEATTLE,WA 981092301	NONE	509(A)(1)	PATIENT NAVIGATOR PROGRAM	10,000
AMERICAN FRIENDS OF WHISTLER 9428 151ST AVE SE SNOHOMISH,WA 982906112	NONE	509(A)(1)	GENERAL SUPPORT	5,000
CARTER CENTER ONE COPENHILL 453 FREEDOM PARKWAY ATLANTA,GA 303071406	NONE	509(A)(1)	VARIOUS PROGRAM SUPPORT	100,000
CHURCH COUNCIL OF GREATER SEATTLE 2701 1ST AVE STE 240 SEATTLE,WA 98121	NONE	170(B)(1)(A) (I)	GENERAL SUPPORT	225,000
COMPANIS 1111 HARVARD AVE SEATTLE,WA 98122	NONE	509(A)(1)	GENERAL SUPPORT	50,000
FRED HUTCHINSON CANCER RESEARCH CENTER PO BOX 19024 SEATTLE,WA 981091024	NONE	170(B)(1)(A) (III)	GENERAL SUPPORT	100,000
HABITAT FOR HUMANITY 560 NACHES AVE SW STE 110 RENTON,WA 98057	NONE	509(A)(1)	FAMILY RESOURCE PROGRAM	110,000
HABITAT FOR HUMANITY INTERNATIONAL 2800 N HAMPTON RD DALLAS,TX 75212	NONE	509(A)(1)	GENERAL SUPPORT	45,000
KBTC TELEVISION 2320 S 19TH ST TACOMA,WA 98405	NONE	509(A)(1)	SPECIFIC PROGRAMMING	8,000
KCTS TELEVISION 401 MERCER ST SEATTLE,WA 981099904	NONE	509(A)(1)	GENERAL SUPPORT	40,000
MAYO CLINIC FOUNDATION - ARIZONA 13400 E SHEA BLVD SCOTTSDALE,AZ 85259	NONE	170(B)(1)(A) (III)	CANCER RESEARCH	100,000
MILLIONAIRE CLUB CHARITY 2515 WESTERN AVE SEATTLE,WA 981211387	NONE	509(A)(1)	GENERAL SUPPORT	20,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
NOAH CENTER 31300 BRANDSTROM RD STANWOOD,WA 982921603	NONE	509(A)(2)	GENERAL SUPPORT	150,000
NORTH HAWAII COMMUNITY HOSPITAL 67-1125 MAMALAHOA HIGHWAY KAMUELA,HI 96743	NONE	509(A)(3) TYPE I	GENERAL SUPPORT	10,000
SALVATION ARMY 9050 16TH AVE SW SEATTLE,WA 98106	NONE	509(A)(1)	WHITE CENTER COMMUNITY CENTER	55,000
SAN JUAN ISLAND EMT ASSN PO BOX 2299 FRIDAY HARBOR,WA 98250	NONE	509(A)(1)	INJURY PREVENTION PROGRAM	3,000
SEATTLE AQUARIUM SOCIETY 1415 WESTERN AVE STE 505 SEATTLE,WA 981012051	NONE	509(A)(1)	GENERAL SUPPORT	40,000
SEATTLE FIRST BAPTIST CHURCH 1111 HARVARD AVE SEATTLE,WA 981224261	NONE	170(B)(1)(A) (I)	GENERAL SUPPORT	300,000
SEATTLE PUBLIC LIBRARY FOUNDATION 1000 FOURTH AVE SEATTLE,WA 98104	NONE	509(A)(3) TYPE I	GENERAL SUPPORT	25,000
SEATTLE YACHT CLUB FOUNDATION 1807 E HAMLIN ST SEATTLE,WA 981122005	NONE	509(A)(1)	GENERAL SUPPORT	5,000
SEEDS OF PEACE 370 LEXINGTON AVE 1201 NEW YORK,NY 10017	NONE	509(A)(1)	INT'L CAMP IN MAINE SCHOLARSHIPS	33,000
SWEDISH MEDICAL CENTER FOUNDATION 747 BROADWAY SEATTLE,WA 98122	NONE	509(A)(3) TYPE I	INTERNATIONAL CARDIAC RECOVERY	100,000
TREEHOUSE 2100 24TH AVENUE S 200 SEATTLE,WA 98144	NONE	509(A)(1)	GRADUATION SUCCESS PROGRAM	20,000
UNION GOSPEL MISSION PO BOX 202 SEATTLE,WA 981110202	NONE	509(A)(1)	EMERGENCY FAMILY SHELTER	120,000
UNITED WAY - SAN JUAN COUNTY PO BOX 3181 FRIDAY HARBOR,WA 982503181	NONE	509(A)(1)	GENERAL SUPPORT	6,000
UNITED WAY OF KING COUNTY 720 SECOND AVE SEATTLE,WA 98104	NONE	509(A)(1)	GENERAL SUPPORT	460,000
WOODLAND PARK ZOOLOGICAL SOCIETY 601 N 59TH ST SEATTLE,WA 981035858	NONE	509(A)(1)	YOUTH PROGRAMS INITIATIVE	55,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
YOUTH CARE 2500 NE 54TH ST 100 SEATTLE,WA 981053142	NONE	509(A)(1)	EDUCATION & EMPLOYMENT TRAINING PROGRAM	25,000
YWCA OF KING COUNTY 1118 FIFTH AVE SEATTLE,WA 981013012	NONE	509(A)(2)	OPPORTUNITY PLACE SUPPORT	20,000
Total			3a	2,460,000

TY 2012 Accounting Fees Schedule

Name: THE JOHN C & KARYL KAY HUGHES FOUNDATION

EIN: 91-1286019

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	4,745	2,373		2,373

**TY 2012 Investments Corporate
Stock Schedule**

Name: THE JOHN C & KARYL KAY HUGHES FOUNDATION
EIN: 91-1286019

Name of Stock	End of Year Book Value	End of Year Fair Market Value
AGILENT TECHNOLOGIES	40,820	40,820
ALLSTATE CORP	804,933	804,933
AMERICAN INTL GROUP	27,525	27,525
AMGEN INC	228,160	228,160
APPLE INC	1,112,140	1,112,140
AT&T CORPORATION	130,981	130,981
AVIS BUDGET GROUP	14,744	14,744
BANK OF AMERICA CORP	8,638	8,638
BAXTER INTL INC	1,271,117	1,271,117
BMC SOFTWARE INC	0	0
BOEING INC	1,379,687	1,379,687
CATERPILLAR INC	507,600	507,600
CHEVRON CORP	612,200	612,200
CIMAREX ENERGY	63,274	63,274
CISCO SYSTEMS INC	85,000	85,000
CLOROX COMPANY	931,700	931,700
COMCAST CORP	108,816	108,816
CONOCOPHILLIPS	728,000	728,000
CVS CAREMARK CORP	401,827	401,827
DIAMLER AG	155,187	155,187
DELL INC	0	0
DISCOVER FINANCIAL SVS	453,050	453,050
DOMINION RESOURCES INC	2,986	2,986
EDWARD LIFESCIENCES CORP	453,074	453,074
EMC CORP	35,775	35,775
EXPRESS SCRIPTS HLDG CO COM	218,214	218,214
EXXON MOBIL CORP	1,538,961	1,538,961
GENERAL ELECTRIC	630,669	630,669
HUGOTON ROYALTY TRUST	2,862	2,862
INTEL CORP	879,696	879,696

Name of Stock	End of Year Book Value	End of Year Fair Market Value
INTL BUSINESS MACHINES CORP	359,360	359,360
JOHNSON & JOHNSON	189,320	189,320
JP MORGAN CHASE	114,440	114,440
LOCKHEED MARTIN CORP	566,680	566,680
LOWES COMPANIES INC	94,960	94,960
MORGAN STANLEY	532,100	532,100
MOTOROLA SOLUTIONS INC	254,099	254,099
NORDSTROM INC	2,943,155	2,943,155
OWENS ILLINOIS INC	285,120	285,120
PFIZER INC	125,968	125,968
PHILLIPS 66 COM	348,050	348,050
PIONEER NATURAL RESOURCES CO	1,125,513	1,125,513
UNITED PARCEL SERVICE	0	0
UNITED TECHNOLOGIES CORP	221,720	221,720
UNITEDHEALTH GROUP INC	297,920	297,920
WASHINGTON FEDERAL INC	165,718	165,718
WELLPOINT INC	278,640	278,640
WELLS FARGO & CO	2,661,449	2,661,449
WMI HLDGS CORP	414	414
WYNDHAM WORLDWIDE CORP	57,368	57,368

TY 2012 Other Expenses Schedule

Name: THE JOHN C & KARYL KAY HUGHES FOUNDATION

EIN: 91-1286019

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OFFICE EXPENSE	100	50		50

TY 2012 Other Income Schedule

Name: THE JOHN C & KARYL KAY HUGHES FOUNDATION

EIN: 91-1286019

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
INTEREST ON NOTE RECEIVABLE	261,150		261,150
OTHER MISCELLANEOUS INCOME	339		339

TY 2012 Other Increases Schedule

Name: THE JOHN C & KARYL KAY HUGHES FOUNDATION

EIN: 91-1286019

Description	Amount
UNREALIZED GAIN ON INVESTMENTS	5,156,507

TY 2012 Other Professional Fees Schedule

Name: THE JOHN C & KARYL KAY HUGHES FOUNDATION

EIN: 91-1286019

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BROKERAGE MANAGEMENT FEES	31,955	31,955		0

TY 2012 Taxes Schedule**Name:** THE JOHN C & KARYL KAY HUGHES FOUNDATION**EIN:** 91-1286019

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX	1,424	1,424		0
FEDERAL EXCISE TAX	16,062	0		0