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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

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

Do not enter Social Security numbers on this form as it may be made public.

Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning **OCT 1, 2013**, and ending **SEP 30, 2014**

Name of foundation GEORGE T. WELCH TESTAMENTARY TRUST		A Employer identification number 91-6024318
Number and street (or P.O. box number if mail is not delivered to street address) P.O. BOX 1796	Room/suite	B Telephone number 509-525-2000
City or town, state or province, country, and ZIP or foreign postal code WALLA WALLA, WA 99362		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 3,919,480. (Part I, column (d) must be on cash basis)	J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received			N/A	
2 Check ☒ if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments	9.	9.		STATEMENT 1
4 Dividends and interest from securities	95,059.	95,059.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	327,064.			
b Gross sales price for all assets on line 6a	1,495,255.			
7 Capital gain net income (from Part IV, line 2)		327,064.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income				
12 Total. Add lines 1 through 11	422,132.	422,132.		
13 Compensation of officers, directors, trustees, etc	40,407.	34,907.		5,500.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees STMT 3	2,730.	2,184.		546.
c Other professional fees				
17 Interest				
18 Taxes STMT 4	7,699.	0.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses STMT 5	75.	75.		0.
24 Total operating and administrative expenses Add lines 13 through 23	50,911.	37,166.		6,046.
25 Contributions, gifts, grants paid	155,643.			155,643.
26 Total expenses and disbursements. Add lines 24 and 25	206,554.	37,166.		161,689.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	215,578.			
b Net investment income (if negative, enter -0-)		384,966.		
c Adjusted net income (if negative, enter -0-)			N/A	

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LHA For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2013)

14020709 144919 099-14671100 2013.06000 GEORGE T. WELCH TESTAMENTAR 099-1HX1

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	24,990.	45,572.	45,572.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 6	2,562,993.	2,765,288.	3,080,000.
	c Investments - corporate bonds STMT 7	763,106.	761,058.	793,908.
	11 Investments - land, buildings, and equipment, basis ▶			
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment, basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶ STATEMENT 8)	4.	0.	0.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	3,351,093.	3,571,918.	3,919,480.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
22 Other liabilities (describe ▶ EXCISE TAX PAYABLE)	1,972.	4,219.		
23 Total liabilities (add lines 17 through 22)	1,972.	4,219.		
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	1,961,566.	1,961,566.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	1,387,555.	1,606,133.	
30 Total net assets or fund balances	3,349,121.	3,567,699.		
31 Total liabilities and net assets/fund balances	3,351,093.	3,571,918.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	3,349,121.
2 Enter amount from Part I, line 27a	2	215,578.
3 Other increases not included in line 2 (itemize) ▶ REFUND OF PRIOR YEAR GRANT	3	3,000.
4 Add lines 1, 2, and 3	4	3,567,699.
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	3,567,699.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES			
b PUBLICLY TRADED SECURITIES			
c LT CAP GAIN DIV DISTRIBUTION			
d GAIN/LOSS FROM COMMON TRUST FUND			
e GAIN/LOSS FROM COMMON TRUST FUND			

(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 148,463.		154,729.	-6,266.
b 1,224,839.		1,011,924.	212,915.
c 58,532.			58,532.
d		1,538.	-1,538.
e 63,421.			63,421.

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			-6,266.
b			212,915.
c			58,532.
d			-1,538.
e			63,421.

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	327,064.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):		3	N/A

If gain, also enter in Part I, line 8, column (c).
If (loss), enter -0- in Part I, line 8

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	169,938.	3,721,193.	.045668
2011	181,541.	3,579,193.	.050721
2010	191,288.	3,646,050.	.052464
2009	265,459.	3,399,690.	.078083
2008	231,685.	2,982,054.	.077693

2 Total of line 1, column (d)	2	.304629
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	.060926
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	3,895,550.
5 Multiply line 4 by line 3	5	237,340.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,850.
7 Add lines 5 and 6	7	241,190.
8 Enter qualifying distributions from Part XII, line 4	8	161,689.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ 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	7,699.
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	7,699.
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	7,699.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	3,480.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	6,149.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	9,629.	
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	1,930.	
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax ☐ 1,930. Refunded ☐	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☐ \$ 0. (2) On foundation managers. ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ WA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► BAKER BOYER BANK Telephone no. ► 509-525-2000 Located at ► P.O. BOX 1796, WALLA WALLA, WA ZIP+4 ► 99362			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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 instructions)? Organizations relying on a current notice regarding disaster assistance check here ► ☐	1b	X
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 2013?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No If "Yes," list the years ► , , ,		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	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. ► , , ,		
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 2013 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 2013.) N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☒ Yes ☐ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

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

5b

X

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?

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

6b

X

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

If "Yes" to 6b, file Form 8870

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

☐ Yes ☒ No

7b

N/A

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BAKER BOYER BANK	TRUSTEE			
P.O. BOX 1796				
WALLA WALLA, WA 99362	7.00	40,407.	0.	0.

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

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

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

0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	3,909,289.
b	Average of monthly cash balances	1b	45,584.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	3,954,873.
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	3,954,873.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	59,323.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,895,550.
6	Minimum investment return. Enter 5% of line 5	6	194,778.

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	194,778.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	7,699.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	7,699.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	187,079.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	187,079.
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	187,079.

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	161,689.
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	161,689.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	161,689.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				187,079.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	151,236.			
b From 2009	266,166.			
c From 2010	10,860.			
d From 2011	181,541.			
e From 2012	169,938.			
f Total of lines 3a through e	779,741.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$	161,689.			
a Applied to 2012, 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 2013 distributable amount				161,689.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	25,390.			25,390.
6 Enter the net total of each column as indicated below:				
a Corpus: Add lines 3f, 4c, and 4e. Subtract line 5	754,351.			
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 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	125,846.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	628,505.			
10 Analysis of line 9:				
a Excess from 2009	266,166.			
b Excess from 2010	10,860.			
c Excess from 2011	181,541.			
d Excess from 2012	169,938.			
e Excess from 2013				

Part XIV	Private Operating Foundations (see instructions and Part VII-A, question 9)	N/A
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- 1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling

foundation, and the ruling is effective for 2013, enter the date of the ruling

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

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				
TOTAL COMMUNITY GRANTS WALLA WALLA COUNTY WALLA WALLA, WA 99362	SEE STATEMENT	SEE STATEMENT	SEE STATEMENT	24,500.
TOTAL EDUCATIONAL GRANTS WALLA WALLA COUNTY WALLA WALLA, WA 99362	SEE STATEMENT	SEE STATEMENT	SEE STATEMENT	66,560.
TOTAL MEDICAL GRANTS WALLA WALLA COUNTY WALLA WALLA, WA 99362	SEE STATEMENT	SEE STATEMENT	SEE STATEMENT	64,583.
Total			3a	155,643.
b Approved for future payment				
NONE				
Total			3b	0.

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
BB MONEY MARKET PRINCIPAL	9.	9.	
TOTAL TO PART I, LINE 3	9.	9.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
BAKER BOYER BANK EQUITY FUND E	25,607.	0.	25,607.	25,607.	
VARIOUS DIVIDENDS	69,452.	0.	69,452.	69,452.	
TO PART I, LINE 4	95,059.	0.	95,059.	95,059.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCTG & TAX PREP	2,730.	2,184.		546.
TO FORM 990-PF, PG 1, LN 16B	2,730.	2,184.		546.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX ON NET INVESTMENT INCOME	7,699.	0.		0.
TO FORM 990-PF, PG 1, LN 18	7,699.	0.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
WA STATE FILING FEES	75.	75.		0.	
TO FORM 990-PF, PG 1, LN 23	75.	75.		0.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	6
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
GOLDMAN SACHS MID CAP VALUE FD	0.	0.		
BAKER BOYER BANK EQUITY FUND E	458,763.	552,786.		
DODGE & COX INTERNATIONAL STOCK FUND	332,094.	381,523.		
GOLDMAN SACHS REAL EST SEC #649	0.	0.		
BLACK ROCK EQUITY DIVIDEND FUND CL A	171,263.	200,045.		
FEDERATED INTER CONTIN'L ISHS #176	164,370.	191,622.		
COLUMBIA CONTRARIAN CORE FUND CL Z	143,006.	198,246.		
BLACK ROCK LATIN AMERICA FD CL A	0.	0.		
MATTHEWS ASIA DIVIDEND FUND	140,343.	153,417.		
BLACK ROCK STRATEGIC INC OPFR CL A	548,141.	562,175.		
VANGUARD INFLTN PROT INV SHS SEC #119	0.	0.		
IVY MID CAP GROWTH FD	228,810.	271,860.		
DFA US VECTOR EQ	389,204.	372,781.		
DFA GLOBAL REAL ESTATE	69,877.	75,594.		
DFA SHORT DUR INSTL	119,417.	119,951.		
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,765,288.	3,080,000.		

FORM 990-PF	CORPORATE BONDS		STATEMENT	7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
BAKER BOYER BANK INCOME FUND F	761,058.	793,908.		
TOTAL TO FORM 990-PF, PART II, LINE 10C	761,058.	793,908.		

FORM 990-PF	OTHER ASSETS	STATEMENT	8
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ACCRUED INTEREST	1.	0.	0.
ROUNDING	3.	0.	0.
TO FORM 990-PF, PART II, LINE 15	4.	0.	0.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 9

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

J T LIEUALLAN, BAKER BOYER BANK
P.O. BOX 1796
WALLA WALLA, WA 99362

TELEPHONE NUMBER

NAME OF GRANT PROGRAM

509-525-2000

GEORGE T. WELCH GRANTS/SCHOLARSHIPS

FORM AND CONTENT OF APPLICATIONS

APPLICATION LETTER STATING ACADEMIC PLANS OR OTHER NEED, AND STATEMENT OF
RESOURCES AND EXPENSES.

ANY SUBMISSION DEADLINES

FEB 15, MAY 15, AUG 15 AND NOV 15 MEDICAL REQUESTS; MAY 1 FOR ACADEMIC
REQUESTS AND JULY 31 COMM REQ

RESTRICTIONS AND LIMITATIONS ON AWARDS

RESIDENT OF WALLA WALLA COUNTY, WASHINGTON

George T. Welch Testamentary Trust
Schedule to Support Form 990-PF, Part XV, Line 3a -
Grants & Contributions Paid During the Year:

91-6024318
FYE 9-30-14

<u>Recipient</u>	<u>Relationship</u>	<u>Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
<u>Community Grants:</u>				
Eastern WA Autism Spectrum Disorder Assoc	N/A	PUBLIC CHARITY	Send 3 children affected by autism to summer camp	1,500
Walla Walla High School	N/A	PUBLIC CHARITY	Fund Big Blue weekend	1,000
SOS Health Services of Walla Walla	N/A	PUBLIC CHARITY	Diabetic needs diagnostic, labs, meds, equip & educ	2,000
BMAC Pro Bono Lawyer Referral Program	N/A	PUBLIC CHARITY	Provide quality legal aid to low income individuals	4,000
Lincoln High School	N/A	PUBLIC CHARITY	Life coping skills camps at Camp Wooten	2,000
Money Management International	N/A	PUBLIC CHARITY	Train the Trainer workshops for Walla Walla	2,000
Walla Walla County Health Dept	N/A	PUBLIC CHARITY	Access to Baby & Child Dentistry Program	2,000
Walla Walla Catholic Schools	N/A	PUBLIC CHARITY	New playground equipment for Early Learning Ctr	2,000
Rotary Club of Walla Walla	N/A	PUBLIC CHARITY	Construct a Splashpad at Washington Park	2,000
Great Explorations in Education	N/A	PUBLIC CHARITY	2015 Great Explorations Conference	2,000
Carnegie Picture Lab	N/A	PUBLIC CHARITY	Support for elementary 2014-2015 school year	2,000
Columbia High School Library	N/A	PUBLIC CHARITY	Purchase new & replacement books	1,000
Walla Walla Valley Bands	N/A	PUBLIC CHARITY	Purchase musical instruments	1,000
TOTAL COMMUNITY GRANTS				<u>24,500</u>

<u>Educational Grants:</u>				
Alexis Uriel Sanchez	NONE	N/A	EDUCATIONAL EXPENSES	4,000
Amanda Meliah	NONE	N/A	EDUCATIONAL EXPENSES	3,312
Bernice Salazar Velasco	NONE	N/A	EDUCATIONAL EXPENSES	3,312
Christy N Poirier	NONE	N/A	EDUCATIONAL EXPENSES	2,500
Cynthia Jara Soriano	NONE	N/A	EDUCATIONAL EXPENSES	3,312
Graciela Ocampo	NONE	N/A	EDUCATIONAL EXPENSES	2,500
Ivette Perales	NONE	N/A	EDUCATIONAL EXPENSES	3,000
Kaitlyn Meyer	NONE	N/A	EDUCATIONAL EXPENSES	3,312
Katelynn Martin	NONE	N/A	EDUCATIONAL EXPENSES	2,500
Katie Keller	NONE	N/A	EDUCATIONAL EXPENSES	3,000
Matthew Rothstrom	NONE	N/A	EDUCATIONAL EXPENSES	4,000
Nelson Sanchez	NONE	N/A	EDUCATIONAL EXPENSES	2,500
Phong Pham	NONE	N/A	EDUCATIONAL EXPENSES	4,000
Suleyma Salazar	NONE	N/A	EDUCATIONAL EXPENSES	4,000
Victoria Jones	NONE	N/A	EDUCATIONAL EXPENSES	4,000
Zane Henderson	NONE	N/A	EDUCATIONAL EXPENSES	3,000
Destiny Arms	NONE	N/A	EDUCATIONAL EXPENSES	4,000
Christina Sosa Lara	NONE	N/A	EDUCATIONAL EXPENSES	4,000
Hirut Senter	NONE	N/A	EDUCATIONAL EXPENSES	3,000
Jolise Elsinghorst	NONE	N/A	EDUCATIONAL EXPENSES	3,312
TOTAL EDUCATIONAL GRANTS				<u>66,560</u>

George T. Welch Testamentary Trust
Schedule to Support Form 990-PF, Part XV, Line 3a -
Grants & Contributions Paid During the Year:

91-6024318
FYE 9-30-14

<u>Recipient</u>	<u>Relationship</u>	<u>Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
<u>Medical Grants:</u>				
Alex Anderson		N/A	MEDICAL EXPENSES	286
Alexis Martinez		N/A	MEDICAL EXPENSES	1,000
Allen Schenk		N/A	MEDICAL EXPENSES	500
Arelanno Vasquez		N/A	MEDICAL EXPENSES	170
Bertha Vasquez		N/A	MEDICAL EXPENSES	1,000
Betty Harpe		N/A	MEDICAL EXPENSES	819
Bibiano Arellano		N/A	MEDICAL EXPENSES	748
Brad Schade		N/A	MEDICAL EXPENSES	2,500
Brenda Mc Nerney		N/A	MEDICAL EXPENSES	450
Bryan Dale		N/A	MEDICAL EXPENSES	183
Carol Demotts		N/A	MEDICAL EXPENSES	400
Carolann Harper		N/A	MEDICAL EXPENSES	1,500
Catherine Storms		N/A	MEDICAL EXPENSES	341
Christina Novoa		N/A	MEDICAL EXPENSES	844
Cindy Larson		N/A	MEDICAL EXPENSES	1,300
Cynthia Groom		N/A	MEDICAL EXPENSES	330
Delores Propeck		N/A	MEDICAL EXPENSES	432
Ernestina Zaragoza		N/A	MEDICAL EXPENSES	328
Faanimo To'o		N/A	MEDICAL EXPENSES	800
George Copeland		N/A	MEDICAL EXPENSES	1,250
Gerald Gradwohl		N/A	MEDICAL EXPENSES	100
Irene Morrison		N/A	MEDICAL EXPENSES	1,000
James Harvey		N/A	MEDICAL EXPENSES	999
James Smith		N/A	MEDICAL EXPENSES	1,000
Jamie Gascon		N/A	MEDICAL EXPENSES	800
Janet Johnson		N/A	MEDICAL EXPENSES	750
Jerry Wilhelm		N/A	MEDICAL EXPENSES	610
Joann Kruger		N/A	MEDICAL EXPENSES	225
Joe Field		N/A	MEDICAL EXPENSES	1,000
John Farrell		N/A	MEDICAL EXPENSES	1,000
John Tewey		N/A	MEDICAL EXPENSES	425
Joseph Trapp		N/A	MEDICAL EXPENSES	640
Judith Orozco		N/A	MEDICAL EXPENSES	44
Judy Ballard		N/A	MEDICAL EXPENSES	475
Kevin Higgins		N/A	MEDICAL EXPENSES	1,250
Kevin Wray		N/A	MEDICAL EXPENSES	1,500
Kristin Martinez		N/A	MEDICAL EXPENSES	1,200
Lacey Hender		N/A	MEDICAL EXPENSES	1,500
Lauren Haney		N/A	MEDICAL EXPENSES	150

George T. Welch Testamentary Trust
Schedule to Support Form 990-PF, Part XV, Line 3a -
Grants & Contributions Paid During the Year:

91-6024318
FYE 9-30-14

<u>Recipient</u>	<u>Relationship</u>	<u>Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Lila Guille		N/A	MEDICAL EXPENSES	438
Lisa Turner		N/A	MEDICAL EXPENSES	680
Lorie Buchann		N/A	MEDICAL EXPENSES	1,000
Marcella Lopez		N/A	MEDICAL EXPENSES	1,000
Maria Herrera		N/A	MEDICAL EXPENSES	500
Mario Rojo		N/A	MEDICAL EXPENSES	1,200
Martha Kessler		N/A	MEDICAL EXPENSES	175
Mary Gibbs		N/A	MEDICAL EXPENSES	1,410
Mary L Egbert		N/A	MEDICAL EXPENSES	952
Matt Donahue		N/A	MEDICAL EXPENSES	750
Matthew Gates		N/A	MEDICAL EXPENSES	400
Mike Trotter		N/A	MEDICAL EXPENSES	1,500
Nadine Bacchetti		N/A	MEDICAL EXPENSES	750
Oralia Martinez		N/A	MEDICAL EXPENSES	800
Phyllis Evans		N/A	MEDICAL EXPENSES	1,000
Priciliano Martinez		N/A	MEDICAL EXPENSES	800
Russell Jones		N/A	MEDICAL EXPENSES	550
Sallyanne Eggers		N/A	MEDICAL EXPENSES	150
Sandra Cupolillo		N/A	MEDICAL EXPENSES	321
Shauna Delay		N/A	MEDICAL EXPENSES	169
Susan Vixie		N/A	MEDICAL EXPENSES	1,750
Taren Beeson		N/A	MEDICAL EXPENSES	1,000
Thomas Moore		N/A	MEDICAL EXPENSES	1,000
Tom Gallo		N/A	MEDICAL EXPENSES	440
Tommy Barnes		N/A	MEDICAL EXPENSES	1,000
Walla Walla Family YMCA		PUBLIC CHARITY	MEDICAL EXPENSES	15,000
TOTAL MEDICAL GRANTS				64,583