EXTENSION GRANTED TO 11/15/12

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

2011

For calendar year 2011 or tax year beginning , and ending

Name of foundation: DESTEFANO FAMILY FOUNDATION

A Employer identification number: 20-7133790

Number and street (or P O box number if mail is not delivered to street address): 333 S. STATE STREET SUITE V — Room/suite: #193

B Telephone number: 503-294-9526

City or town, state, and ZIP code: LAKE OSWEGO, OR 97034

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: [X] 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) ▶$ 1,098,126.

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) (Part I, column (d) must be on cash basis)

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)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	22,139.	22,139.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	10,327.			
	b Gross sales price for all assets on line 6a 247,291.				
	7 Capital gain net income (from Part IV, line 2)		10,327.		
	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	1,433.	1,433.		STATEMENT 2
	12 **Total.** Add lines 1 through 11	33,899.	33,899.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 3	5,295.	5,295.		0.
	c Other professional fees STMT 4	13,971.	13,971.		0.
	17 Interest				
	18 Taxes STMT 5	1,132.	1,132.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	2,078.	2,078.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	22,476.	22,476.		0.
	25 Contributions, gifts, grants paid	63,725.			63,725.
	26 **Total expenses and disbursements.** Add lines 24 and 25	86,201.	22,476.		63,725.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<52,302.>			
	b **Net investment income** (if negative, enter -0-)		11,423.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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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	84,465.	73,352.	73,352.
	2	Savings and temporary cash investments			
	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 7	810,046.	771,000.	771,000.
	c	Investments - corporate bonds STMT 8	131,616.	76,132.	76,132.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 9	177,583.	175,381.	175,381.
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶ STATEMENT 10)	1,035.	2,261.	2,261.
	16	**Total assets** (to be completed by all filers)	1,204,745.	1,098,126.	1,098,126.
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 ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
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	0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	1,204,745.	1,098,126.	
	30	**Total net assets or fund balances**	1,204,745.	1,098,126.	
	31	**Total liabilities and net assets/fund balances**	1,204,745.	1,098,126.	

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	1,204,745.
2	Enter amount from Part I, line 27a	2	<52,302.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	1,152,443.
5	Decreases not included in line 2 (itemize) ▶ UNREALIZED GAIN (LOSS) ON INVESTMENTS	5	54,317.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,098,126.

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				
b	SEE ATTACHED STATEMENT			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	247,291.		236,964.	10,327.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				
b				
c				
d				
e				10,327.

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	10,327.
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). If (loss), enter -0- in Part I, line 8		3	N/A

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 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))
2010	50,197.	1,101,160.	.045586
2009	56,341.	1,006,470.	.055979
2008	59,817.	1,221,244.	.048980
2007	48,563.	699,886.	.069387
2006	2,500.	324,656.	.007700

2 **Total** of line 1, column (d)	2	.227632
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	.045526
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	1,155,249.
5 Multiply line 4 by line 3	5	52,594.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	114.
7 Add lines 5 and 6	7	52,708.
8 Enter qualifying distributions from Part XII, line 4	8	63,725.

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 ▶ [X] and enter 1% of Part I, line 27b			1	114.
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	114.
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	114.
6 Credits/Payments:				
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	575.		
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	575.
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	461.
11 Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶ 461. **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?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for 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*	1b		X
c Did the foundation file **Form 1120-POL** for this year?	1c		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*	2		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*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	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		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?	6		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.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ OR			
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	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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses STMT 11	10	X	

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		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?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ THE FOUNDATION Telephone no. ▶ 503-294-9526

Located at ▶ 333 S. STATE STREET SUITE V, LAKE OSWEGO, OR ZIP+4 ▶ 97034

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

			Yes	No
16	At any time during calendar year 2011, 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		X
	See the 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 instructions)? N/A	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 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ 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 2011 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 2011.)* 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 2011?	4b		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

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? N/A **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.

(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
GARY M. DESTEFANO 333 SO. STATE STREET, SUITE V, BOX #1 LAKE OSWEGO, OR 97034	CO-TRUSTEE 1.00	0.	0.	0.
KAREN J. DESTEFANO 333 SO. STATE STREET, SUITE V, BOX #1 LAKE OSWEGO, OR 97034	CO-TRUSTEE 2.00	0.	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

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

3 Five highest-paid independent contractors for professional services. 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 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See 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	1,092,499.
b	Average of monthly cash balances	1b	80,343.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	1,172,842.
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	1,172,842.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	17,593.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,155,249.
6	**Minimum investment return** Enter 5% of line 5	6	57,762.

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	57,762.
2a	Tax on investment income for 2011 from Part VI, line 5 — 2a: 114.		
b	Income tax for 2011. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	114.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	57,648.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	57,648.
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	57,648.

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	63,725.
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	63,725.
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	114.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	63,611.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				57,648.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006					
b From 2007 20,886.				
c From 2008 8,521.				
d From 2009 6,125.				
e From 2010				
f Total of lines 3a through e	35,532.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 63,725.				
a Applied to 2010, 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 2011 distributable amount				57,648.
e Remaining amount distributed out of corpus	6,077.			
5 Excess distributions carryover applied to 2011 (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	41,609.			
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 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				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 2006 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	41,609.			
10 Analysis of line 9:				
a Excess from 2007 20,886.				
b Excess from 2008 8,521.				
c Excess from 2009 6,125.				
d Excess from 2010				
e Excess from 2011 6,077.				

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

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 2011, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see instructions.)

1 **Information Regarding Foundation Managers:**

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

SEE STATEMENT 12

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

NONE

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

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

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

KAREN J. DESTEFANO, 503-294-9526
333 SO. STATE ST., SUITE V, BOX #193, LAKE OSWEGO, OR 97034

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

c Any submission deadlines:

NONE

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				
ANNIE'S ANGELS 8 JANA LANE STRATHAM, NH 03885	NONE	501(C)(3)	TO PROVIDE FUNDS TO ACCOMPLISH ITS FUNCTION	2,000.
COLUMBIA COLLEGE 1130 AMSTERDAM AVENUE NEW YORK, NY 10027	NONE	501(C)(3)	TO PROVIDE FUNDS TO ACCOMPLISH ITS FUNCTION	25,000.
DOWN SYNDROME NETWORK OREGON PO BOX 248 MARYLHURST, OR 97036	NONE	501(C)(3)	TO PROVIDE FUNDS TO ACCOMPLISH ITS FUNCTION	2,000.
INCIGHT COMPANY 310 SW 4TH AVENUE PORTLAND, OR 97204	NONE	501(C)(3)	TO PROVIDE FUNDS TO ACCOMPLISH ITS FUNCTION	5,000.
LAKE OSWEGO SCHOOL DISTRICT FOUNDATION PO BOX 70 LAKE OSWEGO, OR 97034	NONE	501(C)(3)	TO PROVIDE FUNDS TO ACCOMPLISH ITS FUNCTION	20,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	63,725.
b Approved for future payment NONE				
Total			▶ 3b	0.

Form **990-PF** (2011)

123611 12-02-11

14501108 756026 51095 2011.04020 DESTEFANO FAMILY FOUNDATION 51095 1

DESTEFANO FAMILY FOUNDATION 20-7133790

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
PORTLAND RESCUE MISSION PO BOX 3713 PORTLAND, OR 97208	NONE	501(C)(3)	TO PROVIDE FUNDS TO ACCOMPLISH ITS FUNCTION	500.
PROVIDENCE MEDICAL FOUNDATION 9205 SW BARNES ROAD PORTLAND, OR 97225	NONE	501(C)(3)	TO PROVIDE FUNDS TO ACCOMPLISH ITS FUNCTION	500.
SPECIAL OLYMPICS OREGON 5901 SW MACADAM AVENUE, SUITE #200 PORTLAND, OR 97239	NONE	501(C)(3)	TO PROVIDE FUNDS TO ACCOMPLISH ITS FUNCTION	1,000.
STORE TO DOOR PO BOX 4665 PORTLAND, OR 97208	NONE	501(C)(3)	TO PROVIDE FUNDS TO ACCOMPLISH ITS FUNCTION	1,000.
UNION GOSPEL MISSION 15 NW 3RD AVENUE PORTLAND, OR 97209	NONE	501(C)(3)	TO PROVIDE FUNDS TO ACCOMPLISH ITS FUNCTION	500.
UNIVERSITY OF NORTH ALABAMA ONE HARRISON PLAZA FLORENCE, AL 35632	NONE	501(C)(3)	TO PROVIDE FUNDS TO ACCOMPLISH ITS FUNCTION	5,000.
WORLD CONCERN 19303 FREMONT AVE N SEATTLE, WA 98133	NONE	501(C)(3)	TO PROVIDE FUNDS TO ACCOMPLISH ITS FUNCTION	1,225.
Total from continuation sheets				9,725.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income
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	22,139.	
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	10,327.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a HATTERAS CORE					
b ALTERNATIVES TEI FUND,					
c LP			01	1,433.	
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		33,899.	0.

13 **Total** Add line 12, columns (b), (d), and (e) 13 33,899.

(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).

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

			Yes	No
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?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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
		N/A	

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
N/A		

Sign Here

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

Karen DeStefano — Signature of officer or trustee | 11/14/12 — Date | CO-TRUSTEE — 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
KEITH H. MEYERS	[signature]	11-9-12		P00015111
Firm's name ▶ PERKINS & COMPANY, P.C.			Firm's EIN ▶ 93-0928924	
Firm's address ▶ 1211 SW FIFTH AVE, SUITE 1000 PORTLAND, OR 97204-3710			Phone no. (503) 221-0336	

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 ACCT 0536	P	VARIOUS	VARIOUS
b	PUBLICLY TRADED SECURITIES ACCT #0781	P	VARIOUS	VARIOUS
c	PUBLICLY TRADED SECURITIES ACCT #0781	P	VARIOUS	VARIOUS
d	PUBLICLY TRADED SECURITIES ACCT #0782	P	VARIOUS	VARIOUS
e	PUBLICLY TRADED SECURITIES ACCT #0782	P	VARIOUS	VARIOUS
f	PUBLICLY TRADED SECURITIES ACCT #0784	P	VARIOUS	VARIOUS
g	PUBLICLY TRADED SECURITIES ACCT #0784	P	VARIOUS	VARIOUS
h	CAPITAL GAINS DIVIDENDS			
i				
j				
k				
l				
m				
n				
o				

	(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	53,611.		57,657.	<4,046.>
b	9,808.		8,906.	902.
c	48,688.		39,162.	9,526.
d	21,927.		22,011.	<84.>
e	62,712.		56,619.	6,093.
f	14,878.		13,461.	1,417.
g	35,646.		39,148.	<3,502.>
h	21.			21.
i				
j				
k				
l				
m				
n				
o				

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				<4,046.>
b				902.
c				9,526.
d				<84.>
e				6,093.
f				1,417.
g				<3,502.>
h				21.
i				
j				
k				
l				
m				
n				
o				

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	10,327.
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). If (loss), enter "-0-" in Part I, line 8		3	N/A

123591
05-01-11

MorganStanley
SmithBarney

Tax Year 2011 G DESTEFANO & K DESTEFANO CO-TTEE Account Number 109 040536 068

DeStefano Family Foundation
EIN: 20-7133790
12/31/11

REALIZED GAIN/(LOSS) SUMMARY

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Long Term

DESCRIPTION	QUANTITY	DATE ACQUIRED	DATE SOLD	PROCEEDS	TOTAL COST ORIGINAL/ ADJUSTED	REALIZED GAIN/(LOSS)
CIT GROUP INC 7 000 5-01-13	336.500	03/19/2007	01/31/2011	$336.50	$0.00 $907.57	$(571.07)
CIT GROUP INC 7.000 5-01-13	6 730	03/19/2007	01/31/2011	$6 73	$0.00 $18 15	$(11.42)
CIT GROUP INC 7 000 5-01-13	336.500	03/19/2007	03/31/2011	$336 50	$0 00 $907 57	$(571 07)
CIT GROUP INC 7.000 5-01-13	6 730	03/19/2007	03/31/2011	$6 73	$0 00 $18.15	$(11 42)
CIT GROUP INC 7 000 5-01-13	1,416 000	03/19/2007	05/02/2011	$757 86	$3,819 08 $2,003 93	$(1,246.07)
CIT GROUP INC 7.000 5-01-14	939.500	03/19/2007	05/02/2011	$939.50	$0 00 $1,666 83	$(727.33)
CIT GROUP INC 7.000 5-01-14	18 790	03/19/2007	05/02/2011	$18 79	$0 00 $33.34	$(14.55)
CIT GROUP INC 7.000 5-01-14	810.680	03/19/2007	09/30/2011	$810.68	$0 00 $1,438.28	$(627.60)
CIT GROUP INC 7 000 5-01-14	2,124 000	03/19/2007	10/13/2011	$381 29	$3,768 32 $663.20	$(281.91)
MS CPI LINKED 4.631 5-16-18	50,000 000	05/02/2008	05/16/2011	$50,000 00	$50,005.25 $50,000.00	($5.25) $0 00
Total Long Term				**$53,594.58**		**$(4,062.44)**

DeStefano Family Foundation
EIN: 20-7133790
12/31/11

REALIZED GAIN/(LOSS) SUMMARY

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Short Term

DESCRIPTION	SYMBOL	QUANTITY	DATE ACQUIRED	DATE SOLD	PROCEEDS	TOTAL COST ORIGINAL/ ADJUSTED	REALIZED GAIN/(LOSS)
ALTERA CP	ALTR	45.000	03/25/2010	01/10/2011	$1,620.06	$1,105.96	$514 10
CITRIX SYSTEMS INC	CTXS	49.000	06/17/2010	01/10/2011	$3,425 43	$2,224.97	$1,200.46
PACCAR INC	PCAR	84 000	12/20/2010	08/30/2011	$3,179 59	$4,780 73	$(1,601.14)
SKYWORKS SOLUTIONS INC	SWKS	50.000	05/28/2010	01/10/2011	$1,582 83	$794.33	$788 50
Total Short Term					**$9,807.91**		**$901.92**

Long Term

DESCRIPTION	SYMBOL	QUANTITY	DATE ACQUIRED	DATE SOLD	PROCEEDS	TOTAL COST ORIGINAL/ ADJUSTED	REALIZED GAIN/(LOSS)
ANSYS INC	ANSS	26 000	02/01/2007	03/18/2011	$1,329.36	$648.18	$681 18
ANSYS INC	ANSS	30 000	01/31/2008	03/18/2011	$1,533 88	$1,041.30	$492.58
APPLE INC	AAPL	12.000	02/01/2007	01/18/2011	$4,075 31	$1,020.84	$3,054.47
APPLE INC	AAPL	6.000	01/31/2008	01/18/2011	$2,037.66	$812 94	$1,224.72
CISCO SYS INC	CSCO	15 000	01/31/2008	03/18/2011	$258 06	$367.65	$(109 59)
CISCO SYS INC	CSCO	22 000	02/05/2008	03/18/2011	$378 49	$512.60	$(134.11)
CISCO SYS INC	CSCO	178.000	05/08/2008	03/18/2011	$3,062.35	$4,561.78	$(1,499 43)
COGNIZANT TECH SOLUTIONS CL A	CTSH	21 000	10/07/2009	01/10/2011	$1,586 16	$823 33	$762.83
COGNIZANT TECH SOLUTIONS CL A	CTSH	1.000	01/08/2010	01/10/2011	$75.53	$46 40	$29 13
ECOLAB INC	ECL	11 000	02/01/2007	03/18/2011	$527 40	$486 75	$40.65
ECOLAB INC	ECL	19 000	01/31/2008	03/18/2011	$910 96	$913.14	$(2.18)
ECOLAB INC	ECL	62 000	05/08/2008	03/18/2011	$2,972.60	$2,827.20	$145 40

CONTINUED ON NEXT PAGE

REALIZED GAIN/(LOSS) SUMMARY (continued)

Long Term (continued)

DESCRIPTION	SYMBOL	QUANTITY	DATE ACQUIRED	DATE SOLD	PROCEEDS	TOTAL COST ORIGINAL/ ADJUSTED	REALIZED GAIN/(LOSS)
HITTIE MICROWAVE CORP	HITT	3 000	12/17/2007	01/12/2011	$183.67	$133 40	$50.27
HITTIE MICROWAVE CORP	HITT	18 000	01/31/2008	01/12/2011	$1,102 04	$716.76	$385.28
HITTIE MICROWAVE CORP	HITT	64 000	05/08/2008	01/12/2011	$3,918 37	$2,508 16	$1,410 21
O'REILLY AUTOMOTIVE INC NEW	ORLY	21 000	06/16/2009	04/29/2011	$1,234 14	$742.78	$491.36
RESMED INC	RMD	95 000	10/15/2008	01/25/2011	$3,028 27	$1,703 17	$1,325 10
RESMED INC	RMD	95.000	10/15/2008	01/31/2011	$2,966.27	$1,703 17	$1,263.10
SKYWORKS SOLUTIONS INC	SWKS	119 000	05/28/2010	08/23/2011	$2,375.19	$1,890 51	$484.68
STAPLES INC	SPLS	49 000	02/01/2007	05/18/2011	$811 48	$1,266 16	$(454 68)
STAPLES INC	SPLS	28 000	01/31/2008	05/18/2011	$463 70	$675 08	$(211 38)
STAPLES INC	SPLS	164.000	05/08/2008	05/18/2011	$2,715 97	$3,507.63	$(791 66)
STERICYCLE INC	SRCL	20 000	01/31/2008	03/21/2011	$1,714 15	$1,182 40	$531.75
STERICYCLE INC	SRCL	2 000	05/08/2008	03/21/2011	$171 42	$104 00	$67.42
THERMO FISHER SCIENTIFIC INC	TMO	26.000	01/31/2008	02/01/2011	$1,485.87	$1,332 50	$153 37
THERMO FISHER SCIENTIFIC INC	TMO	67.000	05/08/2008	02/01/2011	$3,828 98	$3,804.26	$24.72
THERMO FISHER SCIENTIFIC INC	TMO	9 000	06/26/2008	02/01/2011	$514.34	$492 73	$21 61
WARNACO GP INC	WRC	37.000	04/09/2010	08/24/2011	$1,837.17	$1,740 11	$97 06
WARNACO GP INC	WRC	32.000	04/27/2010	08/24/2011	$1 588.91	$1,596 81	$(7 90)
Total Long Term					**$48,687.70**		**$9,525.96**
Total Short And Long Term					**$58,495.61**		**$10,427.88**

The "Total Cost" for Unit Trusts, Mortgage-Backed Securities, and Zero Coupon Bonds have been adjusted to reflect any partial return of principal or capital that may have been paid to you, or accreted interest earned, since your purchase date. In the event that the accumulated total return of principal or capital is greater than the provided original costs, the adjusted cost will be "0.00".

DeStefano Family Foundation
EIN: 20-7133790
12/31/11

REALIZED GAIN/(LOSS) SUMMARY

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Short Term

DESCRIPTION	SYMBOL	QUANTITY	DATE ACQUIRED	DATE SOLD	PROCEEDS	TOTAL COST ORIGINAL/ ADJUSTED	REALIZED GAIN/(LOSS)
AVERY DENNISON CORPORATION	AVY	82.000	03/04/2011	10/28/2011	$2,239 62	$3,421 10	$(1,181.48)
BANK OF AMERICA CORP	BAC	97 000	11/03/2010	08/08/2011	$680 50	$1,116 11	$(435.61)
BEST BUY CO	BBY	69 000	01/03/2011	03/01/2011	$2,238.18	$2,382.69	$(144.51)
BEST BUY CO	BBY	9 000	01/03/2011	03/01/2011	$291 92	$310 77	$(18.85)
BEST BUY CO	BBY	9 000	01/03/2011	03/01/2011	$291 91	$310.76	$(18.85)
BEST BUY CO	BBY	9 000	02/22/2011	03/01/2011	$291 93	$299 90	$(7.97)
CENTURYLINK INC	CTL	26.000	04/12/2011	05/25/2011	$1,111 63	$1,035 77	$75 86
CIGNA CP	CI	25.000	12/09/2010	06/14/2011	$1,257 34	$940 10	$317 24
CIMAREX ENERGY CO	XEC	13.000	08/25/2010	02/15/2011	$1,397.81	$829.94	$567 87
FEDERATED INVESTORS INC	FII	24 000	06/14/2011	09/07/2011	$406.28	$590 01	$(183.73)
NEXEN INC	NXY	32.000	07/22/2010	03/14/2011	$818.90	$664.48	$154 42
NEXEN INC	NXY	33 000	09/29/2010	03/14/2011	$844 49	$660.62	$183 87
RENAISSANCE RE HOLDINGS LTD	RNR	3 000	09/29/2010	04/15/2011	$204.78	$176.62	$28 16
SUPERVALU INC	SVU	77 000	11/03/2010	09/07/2011	$600.23	$824.13	$(223.90)
SUPERVALU INC	SVU	147.000	02/07/2011	09/07/2011	$1,145 90	$1,167.42	$(21 52)
SUPERVALU INC	SVU	136 000	03/10/2011	09/07/2011	$1,060.17	$1,066 66	$(6 49)
XILINX INC	XLNX	118 000	10/06/2010	09/07/2011	$3,553 54	$3,049.59	$503.95
XILINX INC	XLNX	96.000	10/06/2010	09/28/2011	$2,746.84	$2,481.03	$265.81
3M COMPANY	MMM	8.000	11/03/2010	03/03/2011	$744 77	$682.83	$61 94
Total Short Term					**$21,926.74**		**$(83.79)**

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REALIZED GAIN/(LOSS) SUMMARY (continued)

Long Term

DESCRIPTION	SYMBOL	QUANTITY	DATE ACQUIRED	DATE SOLD	PROCEEDS	TOTAL COST ORIGINAL/ ADJUSTED	REALIZED GAIN/(LOSS)	ADDITIONAL INFORMATION
ANNALY CAPITAL MNGMT INC	NLY	30 000	06/24/2008	01/24/2011	$533 93	$486.86	$47.07	
ANNALY CAPITAL MNGMT INC	NLY	128.000	06/25/2008	01/24/2011	$2,278 11	$2,015 67	$262.44	
BANK OF AMERICA CORP	BAC	150.000	03/25/2010	09/08/2011	$1,052 31	$2,738 34	$(1,686.03)	
CASH AMER INTERNATIONAL INC	CSH	19.000	11/16/2009	07/22/2011	$1,119.42	$630 98	$488 44	
CBS CORP NEW CL B SHRS	CBS	74 000	11/03/2008	03/10/2011	$1,752.72	$708 66	$1,044.06	
CBS CORP NEW CL B SHRS	CBS	46.000	11/03/2008	07/22/2011	$1,357.29	$440.52	$916.77	
CENTURYLINK INC	CTL	34.000	07/29/2008	05/25/2011	$1 453 67	$1,227 46	$226.21	
CENTURYLINK INC	CTL	85.000	07/31/2008	05/25/2011	$3,634 17	$3,179 38	$454 79	
CENTURYLINK INC	CTL	20 000	10/23/2009	05/25/2011	$855 10	$666 64	$188 46	
CIMAREX ENERGY CO	XEC	15.000	05/07/2008	02/04/2011	$1,550 52	$1,018 07	$532.45	
CIMAREX ENERGY CO	XEC	30 000	05/07/2008	02/15/2011	$3,225.71	$2,036.13	$1,189.58	
CIMAREX ENERGY CO	XEC	5.000	06/02/2008	02/15/2011	$537.62	$342 55	$195 07	
CIMAREX ENERGY CO	XEC	15 000	07/10/2009	02/15/2011	$1,612.85	$402 60	$1,210 25	
CONOCOPHILLIPS	COP	6.000	02/01/2007	02/04/2011	$428 42	$401.34	$27.08	
CORN PRODUCTS INTL INC	CPO	6.000	11/29/2007	07/22/2011	$354.54	$231 67	$122 87	
CORN PRODUCTS INTL INC	CPO	13 000	01/30/2008	07/22/2011	$768.16	$442 78	$325.38	
FEDERATED INVESTORS INC	FII	95 000	08/11/2009	07/27/2011	$2,029 66	$2,512.86	$(483.20)	
FEDERATED INVESTORS INC	FII	75 000	08/11/2009	09/07/2011	$1,269.62	$1,983.83	$(714 21)	
FEDERATED INVESTORS INC	FII	15 000	10/23/2009	09/07/2011	$253 92	$407.78	$(153 86)	
FEDERATED INVESTORS INC	FII	25 000	04/16/2010	09/07/2011	$423.21	$666.66	$(243.45)	
FEDERATED INVESTORS INC	FII	20.000	05/17/2010	09/07/2011	$338.57	$461.99	$(123 42)	
GLAXOSMITHKLINE PLC ADS	GSK	21.000	02/01/2007	10/24/2011	$937.83	$1,148.07	$(210 24)	
HUNTINGTON INGALLS INDUSTRIES	HII	0 000	02/19/2009	03/31/2011	$26 41	$0.00	$26 41	Cash in Lieu
HUNTINGTON INGALLS INDUSTRIES	HII	7.000	02/19/2009	05/05/2011	$278 37	$176 57	$101.80	
HUNTINGTON INGALLS INDUSTRIES	HII	6.000	02/20/2009	05/05/2011	$238 60	$170.74	$67.86	
HUNTINGTON INGALLS INDUSTRIES	HII	1.000	05/20/2009	05/05/2011	$39 77	$23 88	$15.89	
HUNTINGTON INGALLS INDUSTRIES	HII	2 000	10/23/2009	05/05/2011	$79.53	$72.02	$7.51	
LIMITED BRANDS INC	LTD	108 000	07/01/2009	01/03/2011	$3,311 93	$1,322 23	$1,989.70	
LIMITED BRANDS INC	LTD	25.000	07/01/2009	10/24/2011	$1,091 03	$306 07	$784.96	
NEXEN INC	NXY	115 000	09/24/2008	03/14/2011	$2,942 92	$2,952 33	$(9 41)	
NEXEN INC	NXY	80 000	09/24/2008	03/14/2011	$2 047 25	$2,061 28	$(14 03)	
NEXEN INC	NXY	15.000	10/23/2009	03/14/2011	$383.86	$352.05	$31 81	
NISOURCE INC	NI	68.000	12/13/2007	10/20/2011	$1,517 89	$1,290 35	$227.54	
NISOURCE INC	NI	30.000	01/30/2008	10/20/2011	$669.66	$558 30	$111.36	
NISOURCE INC	NI	78.000	05/07/2008	10/20/2011	$1,741.11	$1,390 62	$350 49	
RENAISSANCE RE HOLDINGS LTD	RNR	5.000	09/14/2007	04/15/2011	$341.31	$299 81	$41 50	
RENAISSANCE RE HOLDINGS LTD	RNR	15 000	01/30/2008	04/15/2011	$1,023.92	$871 80	$152 12	
RENAISSANCE RE HOLDINGS LTD	RNR	60 000	05/07/2008	04/15/2011	$4,095.70	$3,051 48	$1,044.22	

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REALIZED GAIN/(LOSS) SUMMARY (continued)

Long Term (continued)

DESCRIPTION	SYMBOL	QUANTITY	DATE ACQUIRED	DATE SOLD	PROCEEDS	TOTAL COST ORIGINAL/ ADJUSTED	REALIZED GAIN/(LOSS)	ADDITIONAL INFORMATION
RENAISSANCE RE HOLDINGS LTD	RNR	10 000	10/23/2009	04/15/2011	$682 62	$552 30	$130 32	
SUPERVALU INC	SVU	65 000	01/09/2008	05/13/2011	$706 04	$1,744.33	$(1,038 29)	
SUPERVALU INC	SVU	70.000	01/11/2008	05/13/2011	$760 35	$1,922.88	$(1,162 53)	
SUPERVALU INC	SVU	15.000	01/30/2008	05/13/2011	$162 93	$439.05	$(276.12)	
SUPERVALU INC	SVU	27.000	05/07/2008	05/13/2011	$293.28	$900.13	$(606.85)	
SUPERVALU INC	SVU	88.000	05/07/2008	09/07/2011	$685.98	$2,933 74	$(2,247.76)	
SUPERVALU INC	SVU	35 000	07/10/2009	09/07/2011	$272 83	$448 00	$(175.17)	
SUPERVALU INC	SVU	90.000	05/17/2010	09/07/2011	$701 57	$1,228 02	$(526.45)	
SUPERVALU INC	SVU	15 000	06/18/2010	09/07/2011	$116 93	$194 51	$(77.58)	
SUPERVALU INC	SVU	50 000	07/22/2010	09/07/2011	$389.76	$552 50	$(162 74)	
V F CORPORATION	VFC	4.000	11/25/2008	06/22/2011	$420 45	$194 06	$226.39	
V F CORPORATION	VFC	33.000	11/25/2008	06/22/2011	$3,468 73	$1,571 33	$1,897 40	
V F CORPORATION	VFC	7.000	11/25/2008	10/24/2011	$961 34	$333 31	$628.03	
3M COMPANY	MMM	4.000	02/01/2007	03/03/2011	$372.39	$297 56	$74 83	
3M COMPANY	MMM	10 000	01/30/2008	03/03/2011	$930 97	$783 50	$147.47	
3M COMPANY	MMM	45.000	05/07/2008	03/03/2011	$4 189 36	$3,473 10	$716 26	
Total Long Term					**$62,712.14**		**$6,093.45**	
Total Short And Long Term					**$84,638.88**		**$6,009.66**	

The "Total Cost" for Unit Trusts, Mortgage-Backed Securities, and Zero Coupon Bonds have been adjusted to reflect any partial return of principal or capital that may have been paid to you, or accreted interest earned, since your purchase date. In the event that the accumulated total return of principal or capital is greater than the provided original costs, the adjusted cost will be "0.00".

DeStefano Family Foundation
EIN: 20-7133790
12/31/11

REALIZED GAIN/(LOSS) SUMMARY

This Gain and Loss Summary is provided for informational purposes only It is important that you consult with a professional tax advisor regarding your individual tax situation, as Morgan Stanley Smith Barney LLC ("Morgan Stanley Smith Barney") cannot provide you with tax advice. Although Morgan Stanley Smith Barney is providing this information as an additional service, we do not guarantee that it is sufficient for tax reporting purposes, and are not liable for your reliance upon or use of this information. The Gain and Loss Summary is not a substitute 1099 form (or any other appropriate tax form), has not been supplied to the IRS and should not be filed with your taxes.

If cost basis information is not available, gain or (loss) will not be reflected on this Summary. For securities not purchased through Morgan Stanley Smith Barney, including securities purchased elsewhere and later transferred to Morgan Stanley Smith Barney, cost basis information may not be provided. To correct any information supplied by Morgan Stanley Smith Barney, please inform your Financial Advisor. To add cost basis information, you may either inform your Financial Advisor or input the data directly yourself through our client-only Web site, ClientServ Morgan Stanley Smith Barney will adjust cost basis as appropriate in accordance with tax laws However, Morgan Stanley Smith Barney does not adjust for all events and you should contact your tax advisor to determine the appropriate information to be used in the preparation of your tax return.

Short Term

DESCRIPTION	SYMBOL	QUANTITY	DATE ACQUIRED	DATE SOLD	PROCEEDS	TOTAL COST ORIGINAL/ ADJUSTED	REALIZED GAIN/(LOSS)	ADDITIONAL INFORMATION
ADVANCED SEMICNDCTR ENG SP ADR	ASX	0.000	03/18/2011	09/23/2011	$3.65	$0 00	$3.65	Cash in Lieu
AEGON NV ADR	AEG	24 000	02/14/2011	10/18/2011	$106.18	$178.15	$(71 97)	
AGRIUM INC	AGU	2.000	09/08/2010	01/19/2011	$181 73	$146 10	$35.63	
AGRIUM INC	AGU	10 000	09/08/2010	04/27/2011	$915 52	$730.52	$185 00	
AUST NZ BK NEW ADR	ANZBY	24 000	02/14/2011	07/25/2011	$551 53	$619 37	$(67.84)	
BASF SE SP ADR	BASFY	6 000	09/08/2010	06/22/2011	$564 16	$327.55	$236.61	
BASF SE SP ADR	BASFY	5 000	09/08/2010	07/25/2011	$482 79	$272.95	$209 84	
BHP BILLITON PLC SPONS ADR	BBL	9 000	12/09/2010	04/27/2011	$747.19	$700 47	$46 72	
BRITISH AMER TOB SPON ADR	BTI	7 000	06/14/2010	02/14/2011	$543 82	$449.82	$94 00	
COMPAGIE GENERALE DE GEO	CGV	25 000	06/14/2010	04/27/2011	$834 12	$509.39	$324.73	
DANSKE BK A/S SPON ADR	DNSKY	0.000	04/25/2011	04/25/2011	$93.72	$0 00	$93.72	Sale-Foreign Rights
DANSKE BK A/S SPON ADR	DNSKY	0.000	04/25/2011	04/25/2011	$97.63	$0.00	$97 63	Sale-Foreign Rights
DANSKE BK A/S SPON ADR	DNSKY	0 000	04/25/2011	04/25/2011	$(93 72)	$0.00	$(93 72)	Sale-Foreign Rights
DELHAIZE GROUP	DEG	7.000	09/08/2010	05/24/2011	$576 77	$481 02	$95.75	
ESPRIT HLDGS LTD SPONSORED ADR	ESPGY	58 000	05/16/2011	10/10/2011	$142.58	$453 56	$(310.98)	
FUJITSU LTD ADR NEW	FJTSY	1 000	02/14/2011	12/16/2011	$25.67	$32.22	$(6.55)	
ISHARES MSCI JAPAN INDEX FUND	EWJ	118 000	10/05/2010	04/27/2011	$1,201 21	$1,173 09	$28 12	
KDDI CORP UNSPON ADR	KDDIY	1.000	05/11/2010	02/14/2011	$63.22	$47 46	$15.76	
KDDI CORP UNSPON ADR	KDDIY	10 000	05/11/2010	04/27/2011	$648.11	$474 60	$173.51	
KONAMI CORP	KNM	26 000	11/15/2010	07/25/2011	$677 05	$491.21	$185.84	
KONAMI CORP	KNM	13 000	05/16/2011	07/25/2011	$338.53	$246.74	$91 79	
NEW WORLD DEV CO LTD SPON ADR	NDVLY	0 000	12/02/2011	12/02/2011	$53 47	$0 00	$53 47	Sale-Foreign Rights
PENN WEST PETE LTD NEW	PWE	25.000	05/11/2010	03/18/2011	$684 50	$469 69	$214.81	
PENN WEST PETE LTD NEW	PWE	22 000	06/14/2010	05/24/2011	$549 09	$441 17	$107.92	
SUMITOMO CORP SPON ADR	SSUMY	42 000	12/09/2010	03/18/2011	$563.20	$599 75	$(36.55)	

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REALIZED GAIN/(LOSS) SUMMARY (continued)

Short Term (continued)

DESCRIPTION	SYMBOL	QUANTITY	DATE ACQUIRED	DATE SOLD	PROCEEDS	TOTAL COST ORIGINAL/ ADJUSTED	REALIZED GAIN/(LOSS)	ADDITIONAL INFORMATION
TELECOM CP NZ LTD ADS	NZT	62 000	06/22/2011	11/17/2011	$597.74	$607.56	$(9 82)	
TELENOR ASA ADS	TELNY	11 000	02/14/2011	10/10/2011	$530.73	$515 68	$15 05	
TELENOR ASA ADS	TELNY	2 000	02/14/2011	11/17/2011	$102.98	$93 76	$9.22	
TELENOR ASA ADS	TELNY	6 000	03/18/2011	11/17/2011	$308.93	$286 98	$21 95	
TELENOR ASA ADS	TELNY	7.000	03/18/2011	12/16/2011	$325.21	$334 81	$(9 60)	
TOYOTA MOTOR CP ADR NEW	TM	15.000	12/09/2010	11/17/2011	$965.72	$1,169 23	$(203 51)	
TOYOTA MOTOR CP ADR NEW	TM	1 000	04/27/2011	11/17/2011	$64 38	$78 03	$(13 65)	
TOYOTA MOTOR CP ADR NEW	TM	11.000	04/27/2011	12/16/2011	$700.04	$858 30	$(158 26)	
UBS AG NEW	UBS	35 000	11/12/2010	05/24/2011	$625.85	$605 33	$20 52	
XSTRATA PLC ADR	XSRAY	22.000	05/11/2010	02/14/2011	$104.28	$66.88	$37.40	
Total Short Term					**$14,877.58**		**$1,416.19**	

Long Term

DESCRIPTION	SYMBOL	QUANTITY	DATE ACQUIRED	DATE SOLD	PROCEEDS	TOTAL COST ORIGINAL/ ADJUSTED	REALIZED GAIN/(LOSS)
AEON CO LTD ADR	AONNY	40 000	06/12/2009	02/14/2011	$499 26	$394 37	$104 89
AEON CO LTD ADR	AONNY	19 000	06/12/2009	03/18/2011	$208.35	$187 33	$21.02
AEON CO LTD ADR	AONNY	42.000	07/07/2009	03/18/2011	$460 57	$393.90	$66.67
ALLIANZ SE ADS	AZSEY	29.000	05/08/2008	10/18/2011	$298 11	$580.58	$(282 47)
AU OPTRONICS CORP	AUO	100.000	12/02/2008	11/17/2011	$473.55	$594 26	$(120 71)
BAE SYS PLC SPON ADR	BAESY	26 000	01/15/2010	08/30/2011	$445.36	$635 74	$(190.38)
BAE SYS PLC SPON ADR	BAESY	5.000	02/05/2010	08/30/2011	$85 65	$109 53	$(23 88)
BAE SYS PLC SPON ADR	BAESY	26 000	02/05/2010	10/10/2011	$435.49	$569 58	$(134 09)
BAE SYS PLC SPON ADR	BAESY	24.000	05/11/2010	10/10/2011	$401.99	$481 68	$(79 69)
BANK OF CHINA-UNSPONS ADR	BACHY	51.000	05/11/2010	08/30/2011	$502.95	$657 86	$(154.91)
BAYER AG SPON ADR	BAYRY	8.000	01/20/2009	02/14/2011	$600 70	$443 92	$156.78
BAYER AG SPON ADR	BAYRY	7.000	03/09/2009	02/14/2011	$525 62	$310 55	$215.07
BAYER AG SPON ADR	BAYRY	5 000	03/09/2009	03/18/2011	$372.84	$221 82	$151.02
BAYER AG SPON ADR	BAYRY	4 000	03/11/2009	03/18/2011	$298.27	$190 88	$107.39
BAYER AG SPON ADR	BAYRY	6.000	03/15/2010	03/18/2011	$447.41	$421 68	$25.73
BHP BILLITON PLC SPONS ADR	BBL	10 000	11/07/2008	04/27/2011	$830.21	$323.77	$506 44
BHP BILLITON PLC SPONS ADR	BBL	1.000	12/02/2008	04/27/2011	$83.02	$30 81	$52.21
BNP PARIBAS SP ADR REPSTG	BNPQY	5.000	01/31/2007	01/06/2011	$161.14	$279 75	$(118.61)
BNP PARIBAS SP ADR REPSTG	BNPQY	2.000	01/31/2007	03/18/2011	$74 01	$111.90	$(37 89)
BNP PARIBAS SP ADR REPSTG	BNPQY	5.000	05/14/2007	03/18/2011	$185 03	$317 85	$(132 82)

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REALIZED GAIN/(LOSS) SUMMARY (continued)

Long Term (continued)

DESCRIPTION	SYMBOL	QUANTITY	DATE ACQUIRED	DATE SOLD	PROCEEDS	TOTAL COST ORIGINAL/ ADJUSTED	REALIZED GAIN/(LOSS)
BNP PARIBAS SP ADR REPSTG	BNPQY	16 000	06/09/2008	03/18/2011	$592.10	$756.80	$(164.70)
BP PLC ADS	BP	16.000	12/02/2008	03/18/2011	$720 53	$726 13	$(5 60)
BP PLC ADS	BP	2 000	01/20/2009	03/18/2011	$90 07	$83 92	$6 15
DANSKE BK A/S SPON ADR	DNSKY	49 000	08/28/2009	01/06/2011	$607 69	$670 53	$(62 84)
DANSKE BK A/S SPON ADR	DNSKY	3 000	08/28/2009	08/30/2011	$21 00	$41 05	$(20 05)
DANSKE BK A/S SPON ADR	DNSKY	40.000	10/01/2009	08/30/2011	$279.99	$526.85	$(246.86)
DANSKE BK A/S SPON ADR	DNSKY	55 000	11/09/2009	08/30/2011	$384 99	$671.54	$(286 55)
E.ON AG	EONGY	7.000	01/31/2007	12/16/2011	$146 30	$315 81	$(169.51)
E ON AG	EONGY	5.000	05/18/2007	12/16/2011	$104 50	$255 00	$(150.50)
E.ON AG	EONGY	3.000	05/08/2008	12/16/2011	$62 69	$193 20	$(130 51)
ELECTRICITE DE FRANCE ADR	ECIFY	48 000	08/11/2009	02/14/2011	$401.75	$455.66	$(53 91)
ELECTRICITE DE FRANCE ADR	ECIFY	9 000	08/11/2009	03/18/2011	$69 93	$85 44	$(15 51)
ELECTRICITE DE FRANCE ADR	ECIFY	60.000	11/09/2009	03/18/2011	$466 18	$672.82	$(206.64)
ELECTRICITE DE FRANCE ADR	ECIFY	8.000	03/15/2010	03/18/2011	$62.16	$82.31	$(20.15)
ESPRIT HLDGS LTD SPONSORED ADR	ESPGY	61.000	12/09/2009	10/10/2011	$149.96	$837 46	$(687.50)
ESPRIT HLDGS LTD SPONSORED ADR	ESPGY	33.000	01/15/2010	10/10/2011	$81 13	$500 08	$(418 95)
ESPRIT HLDGS LTD SPONSORED ADR	ESPGY	40 000	05/11/2010	10/10/2011	$98 33	$550 30	$(451.97)
FRANCE TELECOM	FTE	32.000	05/08/2008	07/25/2011	$655 48	$1,011.20	$(355.72)
FRANCE TELECOM	FTE	22.000	03/06/2009	07/25/2011	$450 65	$482.10	$(31.45)
FRANCE TELECOM	FTE	10.000	07/08/2009	08/30/2011	$187 36	$225 53	$(38.17)
FRANCE TELECOM	FTE	20.000	12/09/2009	08/30/2011	$374 72	$511.90	$(137 18)
FUJITSU LTD ADR NEW	FJTSY	22.000	12/09/2010	12/16/2011	$564.72	$726.46	$(161 74)
GAZPROM O A O SPON ADR	OGZPY	40 000	11/09/2009	08/30/2011	$486.39	$501.03	$(14.64)
GAZPROM O A O SPON ADR	OGZPY	18.000	03/11/2010	08/30/2011	$218.87	$209 97	$8 90
IMPERIAL TOBACCO GP PLC SP ADR	ITYBY	19 000	06/14/2010	10/10/2011	$1.278 18	$1,074.67	$203 51
KB FINANCIAL GRP INC SONS ADR	KB	2 000	02/14/2008	03/18/2011	$99 90	$125 93	$(26 03)
KB FINANCIAL GRP INC SONS ADR	KB	14 000	05/08/2008	03/18/2011	$699.32	$878.78	$(179.46)
KDDI CORP UNSPON ADR	KDDIY	14 000	02/05/2010	02/14/2011	$885 06	$776.86	$108.20
MARKS & SPENCER GRP PLC ADR	MAKSY	49 000	01/15/2010	02/14/2011	$568 62	$577 48	$(8.86)
MITSUBISHI CORP SPONS ADR NEW	MSBHY	13.000	05/08/2008	11/17/2011	$520 76	$894.27	$(373.51)
MITSUBISHI CORP SPONS ADR NEW	MSBHY	3 000	01/15/2010	11/17/2011	$120 18	$166.35	$(46 17)
MITSUI & CO LTD ADR	MITSY	2 000	09/04/2008	03/18/2011	$685 09	$584.24	$100.85
MITSUI & CO LTD ADR	MITSY	1.000	03/11/2010	03/18/2011	$342 55	$343 70	$(1 15)
MITSUI & CO LTD ADR	MITSY	1 000	03/11/2010	10/10/2011	$286 54	$343 70	$(57.16)
MITSUI & CO LTD ADR	MITSY	1 000	07/12/2010	10/10/2011	$286 54	$263 72	$22.82
NATL AUST BK LTD SPNS ADR	NABZY	36 000	03/06/2009	06/22/2011	$943 18	$399 36	$543.82
NATL AUST BK LTD SPNS ADR	NABZY	16 000	03/06/2009	12/16/2011	$370.71	$177.49	$193.22
NEW WORLD DEV CO LTD SPON ADR	NDVLY	85 000	10/01/2009	10/18/2011	$150 77	$371.03	$(220.26)

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REALIZED GAIN/(LOSS) SUMMARY (continued)

Long Term (continued)

DESCRIPTION	SYMBOL	QUANTITY	DATE ACQUIRED	DATE SOLD	PROCEEDS	TOTAL COST ORIGINAL/ ADJUSTED	REALIZED GAIN/(LOSS)
NOVARTIS AG ADR	NVS	13.000	09/04/2008	11/17/2011	$714 16	$710.78	$3.38
OLD MUTUAL PLC UNSPONSORED	ODMTY	39 000	11/09/2009	02/14/2011	$654 40	$578 92	$75.48
PENN WEST PETE LTD NEW	PWE	4 000	05/11/2010	05/24/2011	$99.83	$75.15	$24 68
RIO TINTO PLC SPON ADR	RIO	2 000	12/09/2009	10/18/2011	$99.27	$101 60	$(2.33)
RIO TINTO PLC SPON ADR	RIO	6.000	12/09/2009	11/17/2011	$318.89	$304 81	$14.08
RIO TINTO PLC SPON ADR	RIO	10 000	01/15/2010	11/17/2011	$531 47	$583 34	$(51 87)
ROYAL DUTCH SHELL PLC	RDS'A	7 000	05/08/2008	02/14/2011	$474 24	$563 50	$(89 26)
ROYAL DUTCH SHELL PLC	RDS'A	13 000	05/08/2008	03/18/2011	$906 12	$1,046.50	$(140.38)
SANOFI ADR	SNY	15 000	05/08/2008	10/10/2011	$511 55	$580 35	$(68.80)
SANOFI ADR	SNY	15.000	05/08/2008	11/17/2011	$508 07	$580.35	$(72.28)
SANOFI AVENTIS ADS	SNY	20.000	05/08/2008	01/06/2011	$652 73	$773.80	$(121.07)
SPDR DJ WILSHIRE INTL REAL EST	RWX	17 000	02/05/2010	07/25/2011	$678 59	$559 12	$119 47
SPDR DJ WILSHIRE INTL REAL EST	RWX	15 000	02/05/2010	08/30/2011	$550.66	$493.34	$57.32
SUNCOR ENERGY INC NEW COM	SU	35 000	05/08/2008	03/18/2011	$1,554.99	$1,512 69	$42 30
SUNCOR ENERGY INC NEW COM	SU	8 000	07/10/2008	03/18/2011	$355 43	$312.58	$42 85
TELSTRA CORP LTD SPON ADR	TLSYY	44.000	03/11/2010	12/16/2011	$711 90	$624.88	$87.02
TOYOTA MOTOR CP ADR NEW	TM	9 000	11/12/2010	11/17/2011	$579 43	$681 40	$(101 97)
TURKIYE GARANTI BANKASI A S	TKGBY	186 000	05/11/2010	09/12/2011	$672.78	$880.43	$(207 65)
VIVENDI SA UNSPON ADR	VIVHY	19.000	08/28/2009	08/30/2011	$438 51	$542 51	$(104.00)
VODAFONE GP PLC ADS NEW	VOD	2.000	01/31/2007	08/30/2011	$52 69	$58 50	$(5.81)
VODAFONE GP PLC ADS NEW	VOD	8.000	05/08/2008	08/30/2011	$210 77	$253.68	$(42.91)
XSTRATA PLC ADR	XSRAY	134 000	12/09/2009	02/14/2011	$635 15	$462.18	$172.97
XSTRATA PLC ADR	XSRAY	173.000	02/05/2010	02/14/2011	$820 00	$518 81	$301.19
XSTRATA PLC ADR	XSRAY	188.000	05/11/2010	10/10/2011	$541.78	$571.52	$(29.74)
YUE YUEN INDL HLDGS LTD	YUEIY	29 000	08/11/2009	06/22/2011	$468.34	$448 66	$19 68
Total Long Term					**$35,646.17**		**$(3,501.66)**
Total Short And Long Term					**$50,523.75**		**$(2,085.47)**

The "Total Cost" for Unit Trusts, Mortgage-Backed Securities, and Zero Coupon Bonds have been adjusted to reflect any partial return of principal or capital that may have been paid to you, or accreted interest earned, since your purchase date. In the event that the accumulated total return of principal or capital is greater than the provided original costs, the adjusted cost will be "0.00".

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FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MORGANSTANLEY SMITHBARNEY #0536	4,940.	0.	4,940.
MORGANSTANLEY SMITHBARNEY #0781	2,094.	0.	2,094.
MORGANSTANLEY SMITHBARNEY #0782	7,626.	21.	7,605.
MORGANSTANLEY SMITHBARNEY #0784	4,326.	0.	4,326.
MORGANSTANLEY SMITHBARNEY #3775	3,174.	0.	3,174.
TOTAL TO FM 990-PF, PART I, LN 4	22,160.	21.	22,139.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
HATTERAS CORE ALTERNATIVES TEI FUND, LP	1,433.	1,433.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,433.	1,433.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	5,295.	5,295.		0.
TO FORM 990-PF, PG 1, LN 16B	5,295.	5,295.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNT MANAGEMENT FEES	13,971.	13,971.		0.
TO FORM 990-PF, PG 1, LN 16C	13,971.	13,971.		0.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	1,132.	1,132.		0.
TO FORM 990-PF, PG 1, LN 18	1,132.	1,132.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OREGON DEPARTMENT OF JUSTICE	145.	145.		0.
HATTERAS MULTI-STRATEGY TEI FUND, LP	1,933.	1,933.		0.
TO FORM 990-PF, PG 1, LN 23	2,078.	2,078.		0.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MORGAN STANLEY #0781 - SEE ATTACHED	291,128.	291,128.
MORGAN STANLEY #0782 - SEE ATTACHED	245,054.	245,054.
MORGAN STANLEY #0784 - SEE ATTACHED	99,875.	99,875.
MORGAN STANLEY #3775 - SEE ATTACHED	130,724.	130,724.
MORGAN STANLEY #0536 - SEE ATTACHED	4,219.	4,219.
TOTAL TO FORM 990-PF, PART II, LINE 10B	771,000.	771,000.

FORM 990-PF	CORPORATE BONDS	STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MORGAN STANLEY #0536 - SEE ATTACHED	76,132.	76,132.
TOTAL TO FORM 990-PF, PART II, LINE 10C	76,132.	76,132.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MORGAN STANLEY #0536 - SEE ATTACHED	FMV	175,381.	175,381.
TOTAL TO FORM 990-PF, PART II, LINE 13		175,381.	175,381.

FORM 990-PF	OTHER ASSETS	STATEMENT 10

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DUE FROM TRUST	440.	440.	440.
DUE FROM INDIVIDUAL	595.	1,821.	1,821.
TO FORM 990-PF, PART II, LINE 15	1,035.	2,261.	2,261.

FORM 990-PF LIST OF SUBSTANTIAL CONTRIBUTORS STATEMENT 11
PART VII-A, LINE 10

NAME OF CONTRIBUTOR	ADDRESS
GARY M. DESTEFANO	3434 LAKEVIEW BOULEVARD LAKE OSWEGO, OR 97035
KAREN J. DESTEFANO	3434 LAKEVIEW BOULEVARD LAKE OSWEGO, OR 97035

FORM 990-PF PART XV - LINE 1A STATEMENT 12
LIST OF FOUNDATION MANAGERS

NAME OF MANAGER

GARY M. DESTEFANO
KAREN J. DESTEFANO