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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning 4/1/2011, and ending 3/31/2012

Name of foundation MARRINER S ECCLES FOUNDATION		A Employer identification number 23-7185855
Number and street (or P O box number if mail is not delivered to street address) Wells Fargo Bank N A - PO Box 53456 MAC S4101-22G		B Telephone number (see instructions) (888) 730-4933
City or town, state, and ZIP code Phoenix AZ 85072-3456		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) \$ 27,643,494		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)					
2 Check ☒ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		0	0		
4 Dividends and interest from securities		489,045	489,009		
5 a Gross rents			0		
b Net rental income or (loss)		0			
6 a Net gain or (loss) from sale of assets not on line 10		834,422			
b Gross sales price for all assets on line 6a		3,385,185			
7 Capital gain net income (from Part IV, line 2)			834,422		
8 Net short-term capital gain				0	
9 Income modifications					
10 a Gross sales less returns and allowances		0			
b Less: Cost of goods sold		0			
c Gross profit or (loss) (attach schedule)		0			
11 Other income (attach schedule)		-4,509	3,362	0	
12 Total. Add lines 1 through 11		1,318,958	1,326,793	0	
13 Compensation of officers, directors, trustees, etc		63,295	47,471		15,824
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16 a Legal fees (attach schedule)		1,147	0	0	1,147
b Accounting fees (attach schedule)		0	0	0	0
c Other professional fees (attach schedule)		0	0	0	0
17 Interest					
18 Taxes (attach schedule) (see instructions)		27,585	5,698	0	0
19 Depreciation (attach schedule) and depletion		0	0	0	
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule)		260,910	215,380	0	45,530
24 Total operating and administrative expenses. Add lines 13 through 23		352,937	268,549	0	62,501
25 Contributions, gifts, grants paid		950,500			950,500
26 Total expenses and disbursements. Add lines 24 and 25		1,303,437	268,549	0	1,013,001
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		15,521			
b Net investment income (if negative, enter -0-)			1,058,244		
c Adjusted net income (if negative, enter -0-)				0	

For Paperwork Reduction Act Notice, see instructions.

(HTA)

Form **990-PF** (2011)

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Form 990-PF (2011) MARRINER S ECCLES FOUNDATION

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	828	0	
	2 Savings and temporary cash investments	194,470	393,477	393,477
	3 Accounts receivable			
	Less allowance for doubtful accounts	0	0	0
	4 Pledges receivable			
	Less allowance for doubtful accounts	0	0	0
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)	0	0	0
	7 Other notes and loans receivable (attach schedule)			
	Less allowance for doubtful accounts	0	0	0
	8 Inventories for sale or use	0	0	
	9 Prepaid expenses and deferred charges			
	10 a Investments—U S and state government obligations (attach schedule)	0	0	0
	b Investments—corporate stock (attach schedule)	14,752,651	8,366,818	15,449,149
	c Investments—corporate bonds (attach schedule)	56,062	0	0
Liabilities	11 Investments—land, buildings, and equipment basis	0		
	Less accumulated depreciation (attach schedule)	0	0	0
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	4,482,817	10,628,548	11,800,868
	14 Land, buildings, and equipment basis	0		
	Less accumulated depreciation (attach schedule)	0	0	0
	15 Other assets (describe)	0	0	0
	16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	19,486,828	19,388,843	27,643,494
	17 Accounts payable and accrued expenses	0	0	
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue	0	0	
	20 Loans from officers, directors, trustees, and other disqualified persons	0	0	
	21 Mortgages and other notes payable (attach schedule)	0	0	
	22 Other liabilities (describe)	0	0	
	23 Total liabilities (add lines 17 through 22)	0	0	
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	19,486,828	19,388,843	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	19,486,828	19,388,843	
Total	31 Total liabilities and net assets/fund balances (see instructions)	19,486,828	19,388,843	

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	19,486,828
2	Enter amount from Part I, line 27a	2	15,521
3	Other increases not included in line 2 (itemize) See Attached Statement	3	190,539
4	Add lines 1, 2, and 3	4	19,692,888
5	Decreases not included in line 2 (itemize) See Attached Statement	5	304,045
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	19,388,843

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 See Attached Statement				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a	0	0	0	
b	0	0	0	
c	0	0	0	
d	0	0	0	
e	0	0	0	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a	0	0	0	
b	0	0	0	
c	0	0	0	
d	0	0	0	
e	0	0	0	
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	834,422
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3	0

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.

(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	993,196	23,937,700	0.041491
2009	1,322,059	21,531,518	0.061401
2008	1,741,275	24,934,528	0.069834
2007	1,742,137	33,453,553	0.052076
2006	1,679,926	33,752,247	0.049772
2 Total of line 1, column (d)			2 0.274574
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.054915
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 25,471,931
5 Multiply line 4 by line 3			5 1,398,791
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 10,582
7 Add lines 5 and 6			7 1,409,373
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions			8 1,013,001

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

1 **a** 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

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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)

5 **Tax based on investment income** Subtract line 4 from line 3 If zero or less, enter -0-

6 Credits/Payments

a 2011 estimated tax payments and 2010 overpayment credited to 2011

b Exempt foreign organizations—tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

7 Total credits and payments Add lines 6a through 6d

8 Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached

9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed**

10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid**

11 Enter the amount of line 10 to be **Credited to 2012 estimated tax** ☐ **Refunded** ☐

Part VII-A Statements Regarding Activities

1 **a** 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?

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?

If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities

c Did the foundation file **Form 1120-POL** for this year?

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year
(1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

If "Yes," attach a detailed description of the activities

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

4 **a** Did the foundation have unrelated business gross income of \$1,000 or more during the year?

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

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?

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

8 **a** Enter the states to which the foundation reports or with which it is registered (see instructions) ☐

UT

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

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

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

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 ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>WELLS FARGO BANK N A</u> Telephone no ► <u>888-730-4933</u> Located at ► <u>PO Box 53456 MAC S4101-22G Phoenix AZ</u> ZIP+4 ► <u>85072-3456</u>			
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 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? 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 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 ► 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 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)	3b	N/A
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)? (see instructions)

☐ Yes ☒ No

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

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?**5b** N/A

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** 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?**7b** N/A**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Attached Statement	00	0	0	0
	00	0	0	0
	00	0	0	0
	00	0	0	0
	00	0	0	0

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

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

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



0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		0
		0
		0
		0
		0
		0
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 NONE	
2	
3	
4	

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

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

	Amount
1 NONE	
2	
All other program-related investments. See instructions.	
3 NONE	0
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	25,774,509
b	Average of monthly cash balances	1b	85,319
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	25,859,828
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	25,859,828
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	387,897
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	25,471,931
6	Minimum investment return. Enter 5% of line 5	6	1,273,597

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

1	Minimum investment return from Part X, line 6		1	1,273,597
2a	Tax on investment income for 2011 from Part VI, line 5	2a	21,165	
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	0	
c	Add lines 2a and 2b	2c	21,165	
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,252,432	
4	Recoveries of amounts treated as qualifying distributions	4		
5	Add lines 3 and 4	5	1,252,432	
6	Deduction from distributable amount (see instructions)	6		
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,252,432	

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	1,013,001
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	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,013,001
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,013,001

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				1,252,432
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2011				
a From 2006	0			
b From 2007	24,116			
c From 2008	511,975			
d From 2009	259,775			
e From 2010	0			
f Total of lines 3a through e	795,866			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 1,013,001				
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				1,013,001
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	239,431			239,431
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	556,435			
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				
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 instructions			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) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	556,435			
10 Analysis of line 9				
a Excess from 2007	0			
b Excess from 2008	296,660			
c Excess from 2009	259,775			
d Excess from 2010	0			
e Excess from 2011	0			

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)**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

Tax year	Prior 3 years			(e) Total
(a) 2011	(b) 2010	(c) 2009	(d) 2008	
0				0
0	0	0	0	0
0				0
				0
0	0	0	0	0
0				0
0				0
				0
				0
				0
				0

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)**1 Information Regarding Foundation Managers:****a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

NONE

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

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d**a** The name, address, and telephone number of the person to whom applications should be addressed**b** The form in which applications should be submitted and information and materials they should include**c** Any submission deadlines**d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year See Attached Statement				
Total			▶ 3a	950,500
b Approved for future payment NONE				
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

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 (See instructions)
1	Program service revenue					
a			0		0	0
b			0		0	0
c			0		0	0
d			0		0	0
e			0		0	0
f			0		0	0
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	489,045	
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	834,422	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a OTHER PARTNERSHIP INCOME		0	01	3,240	0
b	UBTI	523000	-7,871		0	0
c			0		0	0
d			0		0	0
e			0		0	0
12	Subtotal. Add columns (b), (d), and (e)		-7,871		1,326,707	0
13	Total. Add line 12, columns (b), (d), and (e)				13	1,318,836

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

- (1) Cash**

(2) Other assets

b Other transactions

- (1) Sales of assets to a noncharitable exempt organization
- (2) Purchases of assets from a noncharitable exempt organization
- (3) Rental of facilities, equipment, or other assets
- (4) Reimbursement arrangements
- (5) Loans or loan guarantees
- (6) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

b If "Yes," complete the following schedule

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

**Sign
Here**

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

John A. Salsante SVP Wells Fargo Bank N.A.

1/29/2013

SVP Wells Fargo Bank N A

Signature of officer or trustee

Date _____

Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

Check ☒ if
self-employed

PTIN

JOSEPH J CASTRIANO

1/29/2013

P01251603

Firm's name ► PricewaterhouseCoopers, LLP

Firm's EIN ▶ 13-4008324

Firm's address ► 600 GRANT STREET, PITTSBURGH, PA 15219-2777

Phone no	412-355-6000
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MARRINER S ECCLES FOUNDATION

23-7185855 Page 1 of 1

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

SEE ATTACHED

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

950,500

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

MARINEER S. ECCLES FOUNDATION						
ACCOUNT # 050890						
TAX YEAR 4/1/11 - 3/31/12						
ORGANIZATION	AMOUNT	ADDRESS				
Adopt-A-Native Elder	\$5,000	P O Box 3401	Park City	UT		84115
Alf Engen Ski Museum Foundation Inc	\$3,000	P O Box 980187	Park City	UT		84604
Alliance House	\$6,000	1724 South Main Street	Salt Lake City	UT		84106
American Indian Services	\$10,000	1902 North Canyon Road Suite 100	Provo	UT		84102
American Lung Association - Utah	\$3,000	1930 South 1100 East	Salt Lake City	UT		84111
American Red Cross	\$5,000	555 East 300 South Suite 200	Salt Lake City	UT		84109
Andrew S Rowen Reading Room for the Blind, Club Vision	\$5,000	4894 South State Street	Salt Lake City	UT		84107
Atrhritis Foundation- UT	\$7,000	448 East 400 South Suite 103	Salt Lake City	UT		84101
Assistance League of Salt Lake City	\$9,000	2060 East 330 South	Salt Lake City	UT		84107
Bad Dog Arts	\$3,000	824 South 400 West B129	Salt Lake City	UT		84111
Ballet West	\$25,000	50 West 200 South	Salt Lake City	UT		84157
Big Brogthers Big Sister of Utah	\$5,000	151 East 5600 South Suite 200	Salt Lake City	UT		84102
Boys and Girls Clubs of Greater Salt Lake	\$25,000	669 South 200 East Suite 100	Salt Lake City	UT		84111
Boy and Girls Clubs of South Valley	\$6,000	P O Box 57071	Murray	UT		84627
Bridgerland Community Ice Arena, aka Geroge S Eccles Ice Center	\$7,000	2825 North 200 East	North Logan	UT		84341
Catholic Community Services	\$7,000	745 East 300 South	Salt Lake City	UT		84701
Center for Documentary Arts	\$2,000	243 East 400 South Suite 301	Salt Lake City	UT		84111
Central Utah Art Center	\$4,000	86 North Main Street	Ephraim	UT		84627
Central Utah Food Sharing	\$10,000	P O Box 324	Richfield	UT		84701
Children's Service Society of Utah	\$3,000	124 South 400 East Suite 400	Salt Lake City	UT		84111
Common Grounds outdoor Aventures	\$5,000	335 North 100 East	Logan	UT		84321
Community Nursing Services	\$10,000	383 Vine Street Suite 300	Murray	UT		84123
Crossroad Urban Center	\$6,000	347 South 400 East	Salt Lake City	UT		84111
Discovery Gateway fna Children's Museum of Utah	\$7,000	444 West 100 South	Salt Lake City	UT		84101

MARINEER S. ECCLES FOUNDATION					
ACCOUNT # 050890					
TAX YEAR 4/1/11 - 3/31/12					
ORGANIZATION	AMOUNT	ADDRESS			
English Language Center of Cache Valley	\$5,000	1544 North 200 West	Logan	UT	84341
Envision Utah	\$4,000	254 South 600 East	Salt Lake City	UT	84102
Family Support Center of Southwestern Utah	\$5,000	102 North 200 East	Cedar City	UT	84720
Family Support Center of Washington County	\$3,000	310 West 400 North	St George	UT	84770
Foundation of Dixie Regional Medical Center	\$5,000	1380 East Medical Center Drive	St George	UT	84790
Four corners School-Outdoor Education	\$5,000	P O Box 1029	Monticello	UT	84535
Friends for Sight/Prevent Blindness	\$10,000	661 South 200 East	Salt Lake City	UT	84111
Gina Bachauer International Piano Foundation	\$4,000	138 W Broadway Suite 220	Salt Lake City	UT	84101
Guadalupe Schools Educaton Program	\$35,000	340 South 1040 West	Salt Lake City	UT	84104
Heart and Soul	\$4,000	P O Box 415142	Salt Lake City	UT	84152
Helping Hands Association	\$7,000	974 East South Temple	Salt Lake City	UT	84102
Hogle Zoo- Utah Zoological Society	\$10,000	2600 Sunnyside Avenue	Salt Lake City	UT	84108
House of Hope	\$2,000	857 East 200 South	Salt Lake City	UT	84102
Jewish Family Services	\$4,000	1111 East Brickyard Road Suite 109	Salt Lake City	UT	84106
Junior Achievement Utah	\$12,000	641 East South Temple	Salt Lake City	UT	84102
Junion League of Salt Lake	\$2,000	525 East 300 South	Salt Lake City	UT	84102
Kostopolus Dream Foundation	\$10,000	4180 Emigration Canyon Road	Salt Lake City	UT	84108
LDS Hospital Deseret Foundation	\$4,000	5121 South Cottonwood Drive	Murray	UT	84157
Logan Regional Hospital Foundation	\$5,000	500 East 1400 North	Logan	UT	84341
McKay-Dee Hospital Foundation	\$5,000	4401 Harrison Boulevard	Ogden	UT	84403
Moab Music Festival, Inc	\$1,000	58 East 300 South	Moab	UT	84532
Music in the Loft	\$500	1530 Dearborn Parkway Apt 195	Chicago	IL	60610
National Alliance on Mental Illness - Utah	\$2,000	400 South 900 East Suite 160	Salt Lake City	UT	84102
Neighborhood House Association (Seniors)	\$12,000	1050 West 500 South	Salt Lake City	UT	84104

MARINEER S. ECCLES FOUNDATION					
ACCOUNT # 050890					
TAX YEAR 4/1/11 - 3/31/12					
ORGANIZATION	AMOUNT	ADDRESS			
New Horizons Crisis Center	\$4,000	145 East 100 North	Richfield	UT	84701
Nova Chamber Musuic Series	\$3,000	P O Box 520962	Salt Lake City	UT	84152
Odyssey House	\$5,000	607 East 200 South	Salt Lake City	UT	84102
Ogden Symphony/Ballet Association	\$5,000	638 26th Street	Ogden	UT	84401
Ogden Weber Applyed Technology College Foundation	\$13,000	200 North Washington Blvd	Ogden	UT	84404
People Helping People	\$2,000	205 North 400 West	Salt Lake City	UT	84103
People's Health Clinic	\$8,000	P O Box 681558	Park City	UT	84068
Planned Parenthood - Growing Up	\$6,000	654 South 900 East	Salt Lake City	UT	84102
Planned Parenthood - Outreach	\$20,000	654 South 900 East	Salt Lake City	UT	84102
Prevent Child Abuse - Utah	\$3,000	2955 Harrison Blvd Suite 104	Ogden	UT	84403
Repertory Dance Threatre	\$2,000	P O Box 510427	Salt Lake City	UT	84151
Ririe Woodbury Dance Foundation	\$3,000	138 West Broadway	Salt Lake City	UT	84101
Road Home	\$20,000	210 South Rio Grande Street	Salt Lake City	UT	84101
romald McDonald House	\$8,000	1135 East South Temple	Salt Lake City	UT	84102
Salt Lake Acting Company	\$6,000	168 West 500 North	Salt Lake City	UT	84105
Salt Lake Art Center	\$4,000	20 South West Temple	Salt Lake City	UT	84101
Salt Lake City F ilm Center & Arts Collaborative	\$3,000	122 South Main Street	Salt Lake City	UT	84101
Salt Lake Donate Dental	\$5,000	1383 South 900 West Suite 128	Salt Lake City	UT	84104
Salt Lake Legal Aid Society	\$7,500	205 North 400 West	Salt Lake City	UT	84103
Salt Lake Symphony Orchestra	\$3,000	220 East Morris Avenue	Salt Lake City	UT	84115
Southern Utah University - Library	\$5,000	351 West Center Street	Cedar City	UT	84720
Special Olympic Utah	\$4,000	243 East 400 South Suite 111	Salt Lake City	UT	84126
Splore	\$4,000	774 East 3300 South #105	Salt Lake City	UT	84105
The Children's Center	\$7,000	350 South 400 East	Salt Lake City	UT	84112
the Family Connection Center	\$3,000	1360 East 1450 South	Clearfield	UT	84015

MARINEER S. ECCLES FOUNDATION					
ACCOUNT # 050890					
TAX YEAR 4/1/11 - 3/31/12					
ORGANIZATION	AMOUNT	ADDRESS			
The Sharing Place	\$10,000	1695 East 3300 South	Salt Lake City	UT	84106
Treehouse Children's Museum	\$10,000	347 22nd Street	Ogden	UT	84401
University of Utah Museum of Fine Arts	\$15,000	410 Campus Center Drive	Salt Lake City	UT	84112
University of Utah - David Eccles School of Business	\$24,000	1645 E Campus Center Drive	Salt Lake City	UT	84112
University of Utah KUED Channel 7	\$30,000	101 South Wasatch Drive	Salt Lake City	UT	84112
University of Utah KUER FM90	\$5,000	101 South Wasatch Drive	Salt Lake City	UT	84112
University of Utah Lowell Bennion Community Center	\$17,000	200 South Central Campus Drive	Salt Lake City	UT	84112
University of Utah Neighborhood Partners	\$5,000	1060 South 900 West	Salt Lake City	UT	84104
University of Utah Pioneer Theatre Company	\$9,000	300 South 1400 East	Salt Lake City	UT	84112
University of Utah Spencer F. Eccles Business Building	\$20,000	1645 East Campus Center Drive	Salt Lake City	UT	84112
University of Utah - Office of Undergraduate Studies	\$8,000	195 South Central Campus Drive	Salt Lake City	UT	84112
University of Utah Women's Resource Center	\$3,000	200 South Central Campus Drive	Salt Lake City	UT	84112
University of Utah College of Law	\$15,000	332 South 1400 East	Salt Lake City	UT	84112
University of Utah College of Nursing - New Health Sciences	\$15,000	10 South 2000 East	Salt Lake City	UT	84112
University of Utah Health Sciences Huntsman Cancer Center	\$5,000	2000 Circle of Hope	Salt Lake City	UT	84112
University of Utah Health Sciences Teen Mother Program	\$10,000	201 President's Circle	Salt Lake City	UT	84112
University of Utah Health Sciences - Utah Diabetes Center	\$10,000	615 Arapsee Drive Suite 100	Salt Lake City	UT	84108
University of Utah Honors College	\$9,000	1975 DeTrobriand Street Douglas Building 619	Fort Salt Lake City	UT	84113
Utah Arts Festival Foundation Inc	\$3,000	230 South 500 West #120	Salt Lake City	UT	84101
Utah Council of the Blind	\$12,000	1301 West 500 South	Woods Cross	UT	84087
Utah Dispute Resolution	\$5,000	Law and Justice Center South 200 East	645 Salt Lake City	UT	84111

MARINEER S. ECCLES FOUNDATION					
ACCOUNT # 050890					
TAX YEAR 4/1/11 - 3/31/12					
ORGANIZATION	AMOUNT	ADDRESS			
Utah Food Bank	\$11,000	3150 South 900 West	Salt Lake City	UT	84119
Utah Hispanic Dance Alliance	\$2,000	2996 Danish Ridge Way	Cottonwood Heights	UT	84090
Utah Humanities Council	\$5,000	202 West 300 North	Salt Lake City	UT	84103
Utah Law Related Education Project	\$4,000	645 South 200 East Suite 101	Salt Lake City	UT	84111
Utah Legal Services	\$3,000	205 North 400 West	Salt Lake City	UT	84103
Utah Museum of Natural History - University of Utah	\$5,000	301 Wakara Way	Salt Lake City	UT	84108
Utah Shakespearen Festival Foundation	\$8,000	351 West Center Street	Cedar City	UT	84720
Utah State University Foundation	\$17,000	1420 Old Main Hill	Logan	UT	84322
Utah Sym[phony and Opera	\$55,000	123 West South Temple	Salt Lake City	UT	84101
Valley Mental Health Foundation - Alcohol & Drug Unit	\$3,000	4460 South Highland Drive	Salt Lake City	UT	84124
Volunteers of America - Cornerstone	\$3,000	511 West 200 South Suite 160	Salt Lake City	UT	84101
Volunteers of America - Homeless Youth Resouce Center	\$6,500	435 West Bearcat Drive	Salt Lake City	UT	84115
Volunteers of America - Outreach	\$6,500	435 West Bearcat Drive	Salt Lake City	UT	84115
Wasatch Community Gardens	\$4,000	824 South 400 West #127	Salt Lake City	UT	84101
Watach Homeless Healthcare - 4th Street Clinic	\$40,000	404 South 400 West	Salt Lake City	UT	84101
Weber State University - Mary E D Shaw Art Gallery	\$5,000	4018 University Circle	Ogden	UT	84408
Westminster College	\$20,000	1840 South 1300 East	Salt Lake City	UT	84105
Y M C A	\$5,000	3098 Highland Drive Suite 440	Salt Lake City	UT	84106
Y W C A -SLC	\$13,500	322 East 300 South	Salt Lake City	UT	84111
Your Community Connection	\$6,000	2261 Adams Avenue	Ogden	UT	84401
TOTAL	\$950,500				

Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

										Amount					
Long Term CG Distributions										0					
Short Term CG Distributions										0					
Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Totals						
									Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Net Gain or Loss	
1	X	AMAZON COM INC COM	023135106			7/13/2007		2/3/2012	18,534	7,440					11,094
2	X	ANADARKO PETROLEUM CO	032511107			10/10/2008		2/28/2012	8,625	2,697					5,928
3	X	APPLE INC	037833100			2/6/2007		6/7/2011	100,395	25,242					75,153
4	X	APPLE INC	037833100			12/9/2008		6/7/2011	33,465	10,089					23,376
5	X	AUTODESK INC	052769106			12/9/2008		8/3/2011	30,160	16,699					13,461
6	X	AUTODESK INC	052769106			1/6/2009		8/3/2011	10,053	6,457					3,596
7	X	AT & T INC	00206R102			7/19/2006		2/3/2012	8,961	8,252					709
8	X	B B & T CORP COM	054937107			5/15/2009		2/28/2012	5,906	4,264					1,642
9	X	B B & T CORP COM	054937107			5/19/2009		2/28/2012	8,859	6,988					1,871
10	X	BANK OF AMERICA CORP	060505104			8/24/2011		10/26/2011	22,032	23,086					-1,054
11	X	BANK OF AMERICA CORP	060505104			8/24/2011		2/3/2012	11,640	10,185					1,455
12	X	BANK OF AMERICA CORP	060505104			8/24/2011		2/28/2012	23,409	19,691					3,718
13	X	BOEING CO	097023105			1/6/2010		2/28/2012	7,501	5,914					1,587
14	X	BOEING CO	097023105			1/6/2010		3/23/2012	14,753	11,828					2,925
15	X	BOEING CO	097023105			4/11/2007		3/23/2012	29,506	36,182					-6,676
16	X	BRISTOL MYERS SQUIBB CO	110122108			4/11/2007		2/3/2012	9,657	8,311					1,346
17	X	CATERPILLAR INC	149123101			11/21/2006		2/28/2012	11,600	6,228					5,372
18	X	CATERPILLAR INC	149123101			11/21/2006		3/23/2012	32,442	18,683					13,759
19	X	CERNER CORP COM	156782104			3/25/2011		2/28/2012	7,527	5,462					2,065
20	X	CINTAS CORP	172908105			12/9/2010		2/3/2012	11,387	8,486					2,901
21	X	CINTAS CORP	172908105			12/9/2010		2/28/2012	11,541	8,486					3,055
22	X	CITIGROUP, INC	172967424			12/16/2009		2/28/2012	9,966	9,450					516
23	X	CONOCOPHILLIPS	20825C104			1/28/2008		2/3/2012	7,044	7,431					-387
24	X	CONOCOPHILLIPS	20825C104			1/28/2008		2/28/2012	15,358	14,861					497
25	X	WALT DISNEY CO	254687106			9/27/2006		4/20/2011	75,582	55,570					20,012
26	X	WALT DISNEY CO	254687106			4/13/2007		4/20/2011	8,398	6,868					1,530
27	X	DU PONT E I DE NEMOURS &	263534109			4/10/2007		2/3/2012	15,566	14,779					787
28	X	E M C CORP MASS	268648102			3/25/2011		2/28/2012	8,425	8,205					220
29	X	EBAY INC	278642103			4/20/2011		2/28/2012	14,636	12,684					1,952
30	X	EMERSON ELECTRIC CO	291011104			8/4/2006		8/3/2011	9,439	8,154					1,285
31	X	EMERSON ELECTRIC CO	291011104			11/14/2006		8/3/2011	28,316	26,373					1,943
32	X	EMERSON ELECTRIC CO	291011104			4/19/2007		8/3/2011	66,070	62,535					3,535
33	X	EQUITY RESIDENTIAL PPTYS	29476L107			9/13/2007		8/25/2011	34,583	24,168					10,415
34	X	EQUITY RESIDENTIAL PPTYS	29476L107			9/13/2007		9/20/2011	122,603	88,614					33,989
35	X	EXXON MOBIL CORPORATION	30231G102			2/25/2005		2/28/2012	26,091	19,058					7,033
36	X	FREEMPORT-MCMORAN COPP	35671D857			1/6/2009		4/20/2011	69,360	19,466					49,894
37	X	GENERAL ELECTRIC CO	369604103			1/31/1979		2/28/2012	9,565	502					9,063
38	X	INTEL CORP	458140100			9/27/2006		2/3/2012	5,366	4,124					1,242
39	X	INTEL CORP	458140100			9/27/2006		2/28/2012	8,157	6,186					1,971
40	X	INTERNATIONAL BUSINESS M	459200101			3/19/2008		11/15/2011	37,720	23,410					14,310
41	X	INTERNATIONAL BUSINESS M	459200101			3/19/2008		2/28/2012	19,833	11,705					8,128
42	X	ISHARES MSCI EAFE	464287465			4/12/2006		2/28/2012	433,276	512,026					-78,750
43	X	JPMORGAN CHASE & CO	46625H100			6/7/2011		8/24/2011	20,967	24,740					-3,773
44	X	JPMORGAN CHASE & CO	46625H100			11/9/2007		8/24/2011	41,933	51,539					-9,606
45	X	JOHNSON & JOHNSON	478160104			8/21/2007		11/15/2011	12,972	12,358					614
46	X	JOHNSON & JOHNSON	478160104			8/21/2007		2/3/2012	6,562	6,179					383
47	X	JOHNSON & JOHNSON	478160104			8/21/2007		2/28/2012	6,500	6,179					321
48	X	KIMBERLY CLARK CORP COM	494368103			3/29/2007		8/3/2011	96,391	102,838					-6,447
49	X	KOHL'S CORP	500255104			1/25/2008		8/17/2011	66,427	59,595					6,832
50	X	KRAFT FOODS INC	50075N104			12/9/2010		11/15/2011	10,641	9,338					1,303
51	X	LENNAR CORPORATION CLA	526057104			8/25/2010		2/28/2012	9,020	5,232					3,788

Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

										Amount					
Long Term CG Distributions										0					
Short Term CG Distributions										0					
Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Cost, Other Basis and Expenses		Net Gain or Loss	
												Expense of Sale and Cost of Improvements	Depreciation		
52	X	LOWES COS INC	548661107			11/21/2006		8/3/2011	49,031	73,897				-24,866	
53	X	LOWES COS INC	548661107			4/11/2007		8/3/2011	12,258	18,876				-6,618	
54	X	MCDONALDS CORP	580135101			3/29/2007		11/15/2011	18,900	8,998				9,902	
55	X	MCDONALDS CORP	580135101			3/29/2007		2/3/2012	9,974	4,499				5,475	
56	X	MICROSOFT CORP	594918104			4/11/2007		2/28/2012	9,504	8,480				1,024	
57	X	NATIONAL SEMICONDUCTOR	637640103			1/6/2009		9/26/2011	4,800	2,153				2,647	
58	X	NATIONAL SEMICONDUCTOR	637640103			1/7/2009		9/26/2011	1,950	813				1,137	
59	X	OCCIDENTAL PETE CORP	674599105			1/17/2008		11/15/2011	9,819	6,871				2,948	
60	X	PNC FINANCIAL SERVICES G	693475105			9/29/2009		10/26/2011	10,686	9,408				1,278	
61	X	PNC FINANCIAL SERVICES G	693475105			9/29/2009		11/15/2011	5,319	4,704				615	
62	X	PNC FINANCIAL SERVICES G	693475105			2/4/2010		11/15/2011	5,319	5,109				210	
63	X	PNC FINANCIAL SERVICES G	693475105			2/4/2010		2/28/2012	23,800	20,434				3,366	
64	X	PEABODY ENERGY CORP	704549104			12/9/2010		8/3/2011	54,020	61,430				-7,410	
65	X	PETROLEO BRASILEIRO S A	71654V408			6/12/2010		8/3/2011	65,019	73,106				-8,087	
66	X	PFIZER INC	717081103			3/29/2007		11/15/2011	11,910	15,258				-3,348	
67	X	PFIZER INC	717081103			3/29/2007		2/28/2012	6,324	7,629				-1,305	
68	X	T ROWE PRICE GROUP INC	74144T108			4/26/2010		11/15/2011	27,164	29,196				-2,032	
69	X	T ROWE PRICE GROUP INC	74144T108			4/26/2010		2/28/2012	12,317	11,678				639	
70	X	PROCTER & GAMBLE CO	742718109			8/21/2007		11/15/2011	12,732	12,902				-170	
71	X	QUALCOMM INC	747525103			12/9/2010		11/15/2011	11,440	9,786				1,654	
72	X	QUALCOMM INC	747525103			12/9/2010		2/28/2012	12,590	9,786				2,804	
73	X	SCHLUMBERGER LTD	806857108			11/9/2007		2/28/2012	7,876	9,613				-1,737	
74	X	SEMICONDUCTOR HOLDERS T	816636203			1/7/2009		12/20/2011	17,073	9,674				7,399	
75	X	SEMICONDUCTOR HOLDERS T	816636203			1/6/2009		12/20/2011	42,026	25,191				16,835	
76	X	TEVA PHARMACEUTICAL IND	881624209			2/13/2009		8/3/2011	54,894	56,929				-2,035	
77	X	TEVA PHARMACEUTICAL IND	881624209			3/3/2009		8/3/2011	4,223	4,323				-100	
78	X	US BANCORP DEL NEW	902973304			3/11/2009		11/15/2011	15,240	7,703				7,537	
79	X	US BANCORP DEL NEW	902973304			3/11/2009		2/28/2012	8,742	3,851				4,891	
80	X	UNITED PARCEL SERVICE-CL	911312106			11/9/2007		8/17/2011	98,359	107,367				-9,008	
81	X	UNITED STS STL CORP NEW	912909108			12/23/2008		8/3/2011	59,013	56,319				2,694	
82	X	UNITED STS STL CORP NEW	912909108			2/5/2010		8/3/2011	7,377	8,952				-1,575	
83	X	UNITED TECHNOLOGIES COR	913017109			7/27/2006		11/15/2011	7,872	6,243				1,629	
84	X	UNITED TECHNOLOGIES COR	913017109			7/27/2006		2/28/2012	8,369	6,243				2,126	
85	X	VIACOM INC NEW	92553P201			3/29/2007		11/15/2011	8,992	8,114				878	
86	X	VIACOM INC NEW	92553P201			3/29/2007		2/28/2012	4,694	4,057				637	
87	X	WAL MART STORES INC	931142103			9/13/2007		2/28/2012	23,508	17,296				6,212	
88	X	WF ADV SMALL/MID CAP VAL	949915276			12/15/2011		3/7/2012	11,806	10,492				1,314	
89	X	WF ADV SMALL/MID CAP VAL	949915276			12/14/2007		3/7/2012	38,194	35,897				2,297	
90	X	WF ADV DISCOVERY FUND-A	949915359			4/12/2006		3/7/2012	50,000	42,154				7,846	
91	X	WELLS FARGO INTERM TERM	949999585			9/12/2004		10/18/2011	11,085	11,448				-363	
92	X	WELLS FARGO INTERM TERM	949999585			10/12/2004		10/18/2011	11,157	11,505				-348	
93	X	WELLS FARGO INTERM TERM	949999585			11/12/2004		10/18/2011	11,675	12,079				-404	
94	X	WELLS FARGO INTERM TERM	949999585			1/3/2005		10/18/2011	12,351	12,664				-313	
95	X	WELLS FARGO INTERM TERM	949999585			2/1/2005		10/18/2011	7,988	8,180				-192	
96	X	WELLS FARGO INTERM TERM	949999585			3/1/2011		10/18/2011	187	186				1	
97	X	WELLS FARGO INTERM TERM	949999585			4/1/2011		10/18/2011	197	195				2	
98	X	WELLS FARGO INTERM TERM	949999585			5/2/2011		10/18/2011	194	193				1	
99	X	WELLS FARGO INTERM TERM	949999585			6/1/2011		10/18/2011	186	187				-1	
100	X	WELLS FARGO INTERM TERM	949999585			7/1/2011		10/18/2011	189	189				0	
101	X	WELLS FARGO INTERM TERM	949999585			8/1/2011		10/18/2011	184	186				-2	
102	X	WELLS FARGO INTERM TERM	949999585			9/1/2011		10/18/2011	193	195				-2	
Totals									Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss				
Securities									3,385,185	2,550,763	834,422				
Other sales									0	0	0				

Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Totals					
									Gross Sales Price	Cost or Other Basis	Valuation Method	Cost, Other Basis and Expenses	Net Gain or Loss	
103	X	WELLS FARGO INTERM TERM	949999585			10/3/2011		10/18/2011	206	206			0	
104	X	WHIRLPOOL CORP	963320106			12/9/2010		8/17/2011	43,515	59,591			-16,076	
105	X	ZIONS BANCORP	989701107			12/9/2010		9/20/2011	59,156	82,401			-23,245	
106	X	ACCENTURE PLC	G1151C101			3/23/2010		2/28/2012	11,914	8,485			3,429	
107	X	LT CAPITAL GAIN DIVIDENDS							82,302				82,302	
108	X	UNRECAPTURED 1250 GAIN							304				304	
109	X	SECTION 1231 LOSS								252			-252	
110	X	SECTION 1256 LOSS								807			-807	
111	X	BNY SALE												
112	X	ST GAIN KEYSTONE PARTNER							421,548				421,548	
113	X	LT GAIN KEYSTONE PARTNER							30,916				30,916	
114	X	LT LOSS UV PARTNERS							78,625				78,625	
115	X	LT GAIN CARLYLE PARTNERS								61,546			-61,546	
116	X	LT GAIN CARLYLE PARTNERS							43,259				43,259	
									0				0	
Long Term CG Distributions									Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss	
Short Term CG Distributions									3,385,185		2,550,763		834,422	
Amount									0		0		0	
									Securities					
									Other sales		0		0	

Line 11 (990-PF) - Other Income

		-4,509	3,362	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	Ordinary Business Loss From Partnership	-9,936	-9,936	
2	Net Rental Real Estate From Partnership	2,157	2,157	
3	Royalties From Partnership K-1	15	15	
4	UBTI	-7,871		
5	Other Taxable Income	11,126	11,126	
6			0	
7			0	
8			0	
9			0	
10			0	

Line 16a (990-PF) - Legal Fees

		1,147	0	0	1,147
	Name of Organization or Person Providing Service	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	LEGAL FEES	1,147			1,147
2					
3					
4					
5					
6					
7					
8					
9					
10					

Line 18 (990-PF) - Taxes

		27,585	5,698	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	PY FED EXCISE TAX	18,000			
2	ESTIMATED EXCISE TAX PAID	3,887			
3	FOREIGN TAX WITHHELD	5,698	5,698		
4					
5					
6					
7					
8					
9					
10					

Line 23 (990-PF) - Other Expenses

		260,910	215,380	0	45,530
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	PARTNERSHIP EXPENSES	215,085	215,085		
2	OTHER WAGES & SALARIES	25,500			25,500
3	MISC EXPENSES	9,248			9,248
4	INVESTMENT EXPENSES	295	295		
5	OCCUPANCY	10,782			10,782
6					
7					
8					
9					

Part II, Line 10b (990-PF) - Investments - Corporate Stock

		14,752,651	8,366,818	22,186,505	15,449,149
	Description	Num Shares/ Face Value	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year
1	INVESTMENTS - CORP STOCK		14,752,651	8,366,818	22,186,505
2					
3					
4					
5					
6					
7					
8					
9					
10					

Part II, Line 10c (990-PF) - Investments - Corporate Bonds

		56,062		0		53,791		0	
	Description	Interest Rate	Maturity Date	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year		
1	INVESTMENTS - CORP BONDS			56,062		53,791			
2									
3									
4									
5									
6									
7									
8									
9									
10									

Part II, Line 13 (990-PF) - Investments - Other

			4,482,817	10,628,548	11,800,868
	Item or Category	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1	INVESTMENTS - OTHER		4,482,817	10,628,548	11,800,868
2					
3					
4					
5					
6					
7					
8					
9					
10					

Part III (990-PF) - Changes in Net Assets or Fund Balances

Line 3 - Other increases not included in Part III, Line 2

1	PARTNERSHIP INCOME ADJUSTMENT	1	39,853
2	PARTNERSHIP DISTRIBUTIONS	2	143,683
3	FEDERAL EXCISE TAX REFUND	3	3,003
4	RETURN OF PRIOR YEAR GRANT	4	4,000
5	Total	5	190,539

Line 5 - Decreases not included in Part III, Line 2

1	CAPITAL CALL	1	200,562
2	PRIOR YEAR RETURN OF CAPITAL	2	26,846
3	COST BASIS ADJUSTMENT	3	76,637
4	Total	4	304,045

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

Amount													
0													
Long Term CG Distributions													
Short Term CG Distributions													
	Kind(s) of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
1	AMAZON COM INC COM	023135106		7/13/2007	2/3/2012	18,534	0	7,440	11,094			0	11,094
2	ANADARKO PETROLEUM CORP	032511107		10/10/2008	2/28/2012	8,625	0	2,697	5,928			0	5,928
3	APPLE INC	037833100		2/6/2007	6/7/2011	100,395	0	25,242	75,153			0	75,153
4	APPLE INC	037833100		12/9/2008	8/3/2011	33,465	0	10,089	23,376			0	23,376
5	AUTODESK INC	052769106		12/9/2008	8/3/2011	30,160	0	16,699	13,461			0	13,461
6	AUTODESK INC	052769106		1/6/2009	8/3/2011	10,053	0	6,457	3,596			0	3,596
7	AT & T INC	00206R102		7/19/2006	2/3/2012	8,961	0	8,252	709			0	709
8	B B & T CORP COM	054937107		5/15/2009	2/28/2012	5,906	0	4,264	1,642			0	1,642
9	B B & T CORP COM	054937107		5/19/2009	2/28/2012	8,859	0	6,988	1,871			0	1,871
10	BANK OF AMERICA CORP	060505104		8/24/2011	10/26/2011	22,032	0	23,086	-1,054			0	-1,054
11	BANK OF AMERICA CORP	060505104		8/24/2011	2/3/2012	11,640	0	10,185	1,455			0	1,455
12	BANK OF AMERICA CORP	060505104		8/24/2011	2/28/2012	23,409	0	19,691	3,718			0	3,718
13	BOEING CO	097023105		1/6/2010	2/28/2012	7,501	0	5,914	1,587			0	1,587
14	BOEING CO	097023105		1/6/2010	3/23/2012	14,753	0	11,828	2,925			0	2,925
15	BOEING CO	097023105		4/11/2007	3/23/2012	29,506	0	36,182	-6,676			0	-6,676
16	BRISTOL MYERS SQUIBB CO	110122108		4/11/2007	2/3/2012	9,657	0	8,311	1,346			0	1,346
17	CATERPILLAR INC	149123101		11/21/2006	2/28/2012	11,600	0	6,228	5,372			0	5,372
18	CATERPILLAR INC	149123101		11/21/2006	3/23/2012	32,442	0	18,683	13,759			0	13,759
19	CERNER CORP COM	156782104		3/25/2011	2/28/2012	7,527	0	5,462	2,065			0	2,065
20	CINTAS CORP	172908105		12/9/2010	2/3/2012	11,387	0	8,486	2,901			0	2,901
21	CINTAS CORP	172908105		12/9/2010	2/28/2012	11,541	0	8,486	3,055			0	3,055
22	CITIGROUP INC	172987424		12/16/2009	2/28/2012	9,966	0	9,450	516			0	516
23	CONOCOPHILLIPS	20825C104		1/28/2008	2/3/2012	7,044	0	7,431	-387			0	-387
24	CONOCOPHILLIPS	20825C104		1/28/2008	2/28/2012	15,358	0	14,861	497			0	497
25	WALT DISNEY CO	254687106		9/27/2006	4/20/2011	75,582	0	55,570	20,012			0	20,012
26	WALT DISNEY CO	254687106		4/13/2007	4/20/2011	8,398	0	6,868	1,530			0	1,530
27	DU PONT E I DE NEMOURS & CO	263534109		4/10/2007	2/3/2012	15,566	0	14,779	787			0	787
28	E M C CORP MASS	268648102		3/25/2011	2/28/2012	8,425	0	8,205	220			0	220
29	EBAY INC	278642103		4/20/2011	2/28/2012	14,636	0	12,684	1,952			0	1,952
30	EMERSON ELECTRIC CO	291011104		8/4/2006	8/3/2011	9,439	0	8,154	1,285			0	1,285
31	EMERSON ELECTRIC CO	291011104		11/14/2006	8/3/2011	28,316	0	26,373	1,943			0	1,943
32	EMERSON ELECTRIC CO	291011104		4/19/2007	8/3/2011	66,070	0	62,535	3,535			0	3,535
33	EQUITY RESIDENTIAL PPTYS TR SH BE29476L107			9/13/2007	8/25/2011	34,583	0	24,168	10,415			0	10,415
34	EQUITY RESIDENTIAL PPTYS TR SH BE29476L107			9/13/2007	9/20/2011	122,603	0	88,614	33,989			0	33,989
35	EXXON MOBIL CORPORATION	30231G102		2/25/2005	2/28/2012	26,091	0	19,058	7,033			0	7,033
36	FREEMPORT-MCMORAN COPPER & GOLD	35671D857		1/6/2009	4/20/2011	69,360	0	19,466	49,894			0	49,894
37	GENERAL ELECTRIC CO	369604103		1/31/1979	2/28/2012	9,565	0	502	9,063			0	9,063
38	INTEL CORP	458140100		9/27/2006	2/3/2012	5,366	0	4,124	1,242			0	1,242
39	INTEL CORP	458140100		9/27/2006	2/28/2012	8,157	0	6,186	1,971			0	1,971
40	INTERNATIONAL BUSINESS MACHS CO	459200101		3/19/2008	11/15/2011	37,720	0	23,410	14,310			0	14,310
41	INTERNATIONAL BUSINESS MACHS CO	459200101		3/19/2008	2/28/2012	19,833	0	11,705	8,128			0	8,128
42	ISHARES MSCI EAFE	464287465		4/12/2006	2/28/2012	433,276	0	512,026	-78,750			0	-78,750
43	JPMORGAN CHASE & CO	46625H100		6/7/2011	8/24/2011	20,967	0	24,740	-3,773			0	-3,773
44	JPMORGAN CHASE & CO	46625H100		11/9/2007	8/24/2011	41,933	0	51,539	-9,606			0	-9,606
45	JOHNSON & JOHNSON	478160104		8/21/2007	11/15/2011	12,972	0	12,358	614			0	614
46	JOHNSON & JOHNSON	478160104		8/21/2007	2/3/2012	6,562	0	6,179	383			0	383
47	JOHNSON & JOHNSON	478160104		8/21/2007	2/28/2012	6,500	0	6,179	321			0	321
48	KIMBERLY CLARK CORP COM	494368103		3/29/2007	8/3/2011	96,391	0	102,838	-6,447			0	-6,447
49	KOHL'S CORP	500255104		1/25/2008	8/17/2011	66,427	0	59,595	6,832			0	6,832
50	KRAFT FOODS INC	50075N104		12/9/2010	11/15/2011	10,641	0	9,338	1,303			0	1,303
51	LENNAR CORPORATION CLASS A COM	526037104		8/25/2010	2/28/2012	9,020	0	5,232	3,788			0	3,788
52	LOWES COS INC	548661107		11/21/2006	8/3/2011	49,031	0	73,897	-24,866			0	-24,866
53	LOWES COS INC	548661107		4/11/2007	8/3/2011	12,258	0	18,876	-6,618			0	-6,618
54	MCDONALDS CORP	580135101		3/29/2007	11/15/2011	18,900	0	8,998	9,902			0	9,902
55	MCDONALDS CORP	580135101		3/29/2007	2/3/2012	9,974	0	4,499	5,475			0	5,475
56	MICROSOFT CORP	594918104		4/11/2007	2/28/2012	9,504	0	8,480	1,024			0	1,024
57	NATIONAL SEMICONDUCTOR CORP	637640103		1/6/2009	9/26/2011	4,800	0	2,153	2,647			0	2,647
58	NATIONAL SEMICONDUCTOR CORP	637640103		1/7/2009	9/26/2011	1,950	0	813	1,137			0	1,137

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

Amount													
Long Term CG Distributions													
Short Term CG Distributions													
	Kind(s) of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
59	OCCIDENTAL PETE CORP	674599105		1/17/2008	11/15/2011	9,819	0	6,871	2,948			0	2,948
60	PNC FINANCIAL SERVICES GROUP	693475105		9/29/2009	10/26/2011	10,686	0	9,408	1,278			0	1,278
61	PNC FINANCIAL SERVICES GROUP	693475105		9/29/2009	11/15/2011	5,319	0	4,704	615			0	615
62	PNC FINANCIAL SERVICES GROUP	693475105		2/14/2010	11/15/2011	5,319	0	5,109	210			0	210
63	PNC FINANCIAL SERVICES GROUP	693475105		2/14/2010	2/28/2012	23,800	0	20,434	3,366			0	3,366
64	PEABODY ENERGY CORPORATION	704549104		12/9/2010	8/3/2011	54,020	0	61,430	-7,410			0	-7,410
65	PETROLEO BRASILEIRO S A - COMM - AT1654V408			6/1/2010	8/3/2011	65,019	0	73,106	-8,087			0	-8,087
66	PFIZER INC	717081103		3/29/2007	11/15/2011	11,910	0	15,258	-3,348			0	-3,348
67	PFIZER INC	717081103		3/29/2007	2/28/2012	6,324	0	7,629	-1,305			0	-1,305
68	T ROWE PRICE GROUP INC	74144T108		4/26/2010	11/15/2011	27,164	0	29,196	-2,032			0	-2,032
69	T ROWE PRICE GROUP INC	74144T108		4/26/2010	2/28/2012	12,317	0	11,678	639			0	639
70	PROCTER & GAMBLE CO	742718109		8/21/2007	11/15/2011	12,732	0	12,902	-170			0	-170
71	QUALCOMM INC	747525103		12/9/2010	11/15/2011	11,440	0	9,786	1,654			0	1,654
72	QUALCOMM INC	747525103		12/9/2010	2/28/2012	12,590	0	9,786	2,804			0	2,804
73	SCHLUMBERGER LTD	806857108		11/9/2007	2/28/2012	7,876	0	9,613	-1,737			0	-1,737
74	SEMICONDUCTOR HOLDERS TR	816636203		1/7/2009	12/20/2011	17,073	0	9,674	7,399			0	7,399
75	SEMICONDUCTOR HOLDERS TR	816636203		1/6/2009	12/20/2011	42,026	0	25,191	16,835			0	16,835
76	TEVA PHARMACEUTICAL INDUSTRIES	881624209		2/13/2009	8/3/2011	54,894	0	56,929	-2,035			0	-2,035
77	TEVA PHARMACEUTICAL INDUSTRIES	881624209		3/3/2009	8/3/2011	4,223	0	4,323	-100			0	-100
78	US BANCORP DEL NEW	902973304		3/11/2009	11/15/2011	15,240	0	7,703	7,537			0	7,537
79	US BANCORP DEL NEW	902973304		3/11/2009	2/28/2012	8,742	0	3,851	4,891			0	4,891
80	UNITED PARCEL SERVICE-CL B	911312106		11/9/2007	8/17/2011	98,359	0	107,367	-9,008			0	-9,008
81	UNITED STS STL CORP NEW	912909108		12/23/2008	8/3/2011	59,013	0	56,319	2,694			0	2,694
82	UNITED STS STL CORP NEW	912909108		2/5/2010	8/3/2011	7,377	0	8,952	-1,575			0	-1,575
83	UNITED TECHNOLOGIES CORP	913017109		7/27/2006	11/15/2011	7,872	0	6,243	1,629			0	1,629
84	UNITED TECHNOLOGIES CORP	913017109		7/27/2006	2/28/2012	8,369	0	6,243	2,126			0	2,126
85	VIACOM INC NEW	92553P201		3/29/2007	11/15/2011	8,992	0	8,114	878			0	878
86	VIACOM INC NEW	92553P201		3/29/2007	2/28/2012	4,694	0	4,057	637			0	637
87	WAL MART STORES INC	931142103		9/13/2007	2/28/2012	23,508	0	17,296	6,212			0	6,212
88	WF ADV SMALLMID CAP VALUE-ADM #	949915276		12/15/2011	3/7/2012	11,806	0	10,492	1,314			0	1,314
89	WF ADV SMALLMID CAP VALUE-ADM #	949915276		12/14/2007	3/7/2012	38,194	0	35,897	2,297			0	2,297
90	WF ADV DISCOVERY FUND-ADM #3703	949915359		4/12/2006	3/7/2012	50,000	0	42,154	7,846			0	7,846
91	WELLS FARGO INTERM TERM BOND FL	949999585		9/1/2004	10/18/2011	11,085	0	11,448	-363			0	-363
92	WELLS FARGO INTERM TERM BOND FL	949999585		10/1/2004	10/18/2011	11,157	0	11,505	-348			0	-348
93	WELLS FARGO INTERM TERM BOND FL	949999585		11/1/2004	10/18/2011	11,675	0	12,079	-404			0	-404
94	WELLS FARGO INTERM TERM BOND FL	949999585		1/3/2005	10/18/2011	12,351	0	12,664	-313			0	-313
95	WELLS FARGO INTERM TERM BOND FL	949999585		2/1/2005	10/18/2011	7,988	0	8,180	-192			0	-192
96	WELLS FARGO INTERM TERM BOND FL	949999585		3/1/2011	10/18/2011	187	0	186	1			0	1
97	WELLS FARGO INTERM TERM BOND FL	949999585		4/1/2011	10/18/2011	197	0	195	2			0	2
98	WELLS FARGO INTERM TERM BOND FL	949999585		5/2/2011	10/18/2011	194	0	193	1			0	1
99	WELLS FARGO INTERM TERM BOND FL	949999585		6/1/2011	10/18/2011	186	0	187	-1			0	-1
100	WELLS FARGO INTERM TERM BOND FL	949999585		7/1/2011	10/18/2011	189	0	189	0			0	0
101	WELLS FARGO INTERM TERM BOND FL	949999585		8/1/2011	10/18/2011	184	0	186	-2			0	-2
102	WELLS FARGO INTERM TERM BOND FL	949999585		9/1/2011	10/18/2011	193	0	195	-2			0	-2
103	WELLS FARGO INTERM TERM BOND FL	949999585		10/3/2011	10/18/2011	206	0	206	0			0	0
104	WHIRLPOOL CORP	963320106		12/9/2010	8/17/2011	43,515	0	59,591	-16,076			0	-16,076
105	ZIONS BANCORP	989701107		12/9/2010	9/20/2011	59,156	0	82,401	-23,245			0	-23,245
106	ACCENTURE PLC	G1151C101		3/23/2010	2/28/2012	11,914	0	8,485	3,429			0	3,429
107	LIT CAPITAL GAIN DIVIDENDS					82,302	0	0	82,302			0	82,302
108	UNRECAPTURED 1250 GAIN					304	0	0	304			0	304
109	SECTION 1231 LOSS					0	0	252	-252			0	-252
110	SECTION 1256 LOSS					0	0	807	-807			0	-807
111	BNY SALE					421,548	0	0	421,548			0	421,548
112	ST GAIN KEYSTONE PARTNERSHIP					30,916	0	0	30,916			0	30,916
113	LT GAIN KEYSTONE PARTNERSHIP					78,625	0	0	78,625			0	78,625
114	LT LOSS UV PARTNERS					0	0	61,546	-61,546			0	-61,546
115	LT GAIN CARLYLE PARTNERSHIP					43,259	0	0	43,259			0	43,259
116						0	0	0	0			0	0

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

	Amount		Totals	Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	FMV as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
	Long Term CG Distributions	Short Term CG Distributions								
Kind(s) of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold						

63,295

63,295

Part

	0	0	0
	Benefits	Expense Account	Explanation
1			
2			
3			
4			
5			
6			
7			
8			
9			
10			

Part VI, Line 6a (990-PF) - Estimated Tax Payments

	Date	Amount
1 Credit from prior year return		1 8,234
2 First quarter estimated tax payment	12/9/2011	2 106
3 Second quarter estimated tax payment	3/9/2012	3 3,781
4 Third quarter estimated tax payment		4
5 Fourth quarter estimated tax payment		5
6 Other payments		6 0
7 Total		7 12,121

STATEMENT A

MARRINER S. ECCLES FOUNDATION

050890

23-7185855

FYE 03/31/2012

The State of Utah does not require and prefers that we do not file a copy of the 990-PF with their Attorney General's office.

MARRINER S ECCLES FOUNDATION

ACCOUNT # 050890

FYE 03/31/2012

BALANCE SHEET

<u>SECURITY CATEGORY</u>	<u>ACCOUNT #</u>	<u>CUSIP</u>	<u>ASSET NAME</u>	<u>FMV</u>	<u>FED COST</u>
Invest - Corp Stock	050890	V7780T103	ROYAL CARIBBEAN CRUISE	85,347 00	73,709 30
Invest - Corp Stock	050890	001055102	AFLAC INC	55,188 00	80,953 68
Invest - Corp Stock	050890	00724F101	ADOBE SYS INC	51,465 00	34,536 00
Invest - Corp Stock	050890	020002101	ALLSTATE CORP	65,840 00	123,120 60
Invest - Corp Stock	050890	023135106	AMAZON COM INC COM	81,004 00	29,760 20
Invest - Corp Stock	050890	032511107	ANADARKO PETROLEUM CORP	141,012 00	105,328 98
Invest - Corp Stock	050890	037411105	APACHE CORP	70,308 00	56,137 62
Invest - Corp Stock	050890	037833100	APPLE INC	119,910 00	20,177 70
Invest - Corp Stock	050890	052769106	AUTODESK INC	63,480 00	36,400 25
Invest - Corp Stock	050890	054937107	B B & T CORP COM	141,255 00	153,899 66
Invest - Corp Stock	050890	097023105	BOEING CO	74,370 00	90,456 20
Invest - Corp Stock	050890	110122108	BRISTOL MYERS SQUIBB CO	111,375 00	91,422 54
Invest - Corp Stock	050890	149123101	CATERPILLAR INC	106,520 00	62,275 10
Invest - Corp Stock	050890	156782104	CERNER CORP COM	114,240 00	81,935 25
Invest - Corp Stock	050890	165167107	CHESAPEAKE ENERGY CORP COM	53,291 00	80,198 70
Invest - Corp Stock	050890	17275R102	CISCO SYSTEMS INC	84,600 00	108,704 43
Invest - Corp Stock	050890	172908105	CINTAS CORP	117,360 00	86,122 95
Invest - Corp Stock	050890	235851102	DANAHER CORP	95,200 00	78,815 40
Invest - Corp Stock	050890	244199105	DEERE & CO	80,900 00	75,204 00
Invest - Corp Stock	050890	254687106	WALT DISNEY CO	91,938 00	72,116 84
Invest - Corp Stock	050890	263534109	DU PONT E I DE NEMOURS & CO	116,380 00	108,379 70
Invest - Corp Stock	050890	268648102	E M C CORP MASS	125,496 00	115,807 30
Invest - Corp Stock	050890	35671D857	FREEMPORT-MCMORAN COPPER & GOLD INC	76,080 00	80,072 20
Invest - Corp Stock	050890	369604103	GENERAL ELECTRIC CO	4,724,478 00	1,382,162 89
Invest - Corp Stock	050890	406216101	HALLIBURTON CO	49,785 00	78,381 90
Invest - Corp Stock	050890	437076102	HOME DEPOT INC	120,744 00	78,471 60
Invest - Corp Stock	050890	458140100	INTEL CORP	132,140 50	99,146 00
Invest - Corp Stock	050890	459200101	INTERNATIONAL BUSINESS MACHS CORP	146,055 00	81,935 28
Invest - Corp Stock	050890	478160104	JOHNSON & JOHNSON	105,536 00	102,778 58
Invest - Corp Stock	050890	526057104	LENNAR CORPORATION CLASS A COMMON	119,592 00	89,161 32
Invest - Corp Stock	050890	580135101	MCDONALDS CORP	107,910 00	49,488 01
Invest - Corp Stock	050890	594918104	MICROSOFT CORP	129,020 00	113,066 00
Invest - Corp Stock	050890	617446448	MORGAN STANLEY	62,848 00	81,105 20
Invest - Corp Stock	050890	674599105	OCCIDENTAL PETE CORP	95,230 00	68,711 90
Invest - Corp Stock	050890	68389X105	ORACLE CORPORATION	90,396 00	58,932 55

Invest - Corp Stock	050890	693475105	PNC FINANCIAL SERVICES GROUP	154,776 00	153,729 02
Invest - Corp Stock	050890	717081103	PFIZER INC	133,605 50	150,041 13
Invest - Corp Stock	050890	73755L107	POTASH CORP SASK	95,949 00	92,652 43
Invest - Corp Stock	050890	742718109	PROCTER & GAMBLE CO	114,257 00	116,070 13
Invest - Corp Stock	050890	747525103	QUALCOMM INC	136,120 00	102,128 81
Invest - Corp Stock	050890	806857108	SCHLUMBERGER LTD	90,909 00	124,965 10
Invest - Corp Stock	050890	907818108	UNION PACIFIC CORP	128,976 00	57,053 64
Invest - Corp Stock	050890	913017109	UNITED TECHNOLOGIES CORP	107,822 00	82,439 14
Invest - Corp Stock	050890	931142103	WAL MART STORES INC	104,040 00	74,599 51
Invest - Corp Stock	050890	931422109	WALGREEN CO	73,678 00	80,349 94
Invest - Corp Stock	050890	942683103	WATSON PHARMACEUTICALS INC COM	80,472 00	78,892 56
Invest - Corp Stock	050890	191216100	COCA COLA CO	88,812 00	72,583 20
Invest - Corp Stock	050890	278642103	EBAY INC	84,870 00	72,935 30
Invest - Corp Stock	050890	949746101	WELLS FARGO & CO	3,414,000 00	374,550 95
Invest - Corp Stock	050890	060505104	BANK OF AMERICA CORP	120,582 00	325,350 43
Invest - Corp Stock	050890	38141G104	GOLDMAN SACHS GROUP INC	87,059 00	105,141 19
Invest - Corp Stock	050890	22160K105	COSTCO WHOLESALE CORP	90,800 00	75,685 30
Invest - Corp Stock	050890	30231G102	EXXON MOBIL CORPORATION	164,787 00	120,702 25
Invest - Corp Stock	050890	31428X106	FEDEX CORPORATION	82,764 00	72,489 15
Invest - Corp Stock	050890	91324P102	UNITEDHEALTH GROUP INC	123,774 00	77,236 11
Invest - Corp Stock	050890	92343V104	VERIZON COMMUNICATIONS	91,752 00	80,529 12
Invest - Corp Stock	050890	61166W101	MONSANTO CO NEW	87,736 00	78,811 70
Invest - Corp Stock	050890	088606108	BHP BILLITON LIMITED - ADR	65,160 00	32,081 04
Invest - Corp Stock	050890	343412102	FLUOR CORP NEW	66,044 00	81,306 83
Invest - Corp Stock	050890	46625H100	JPMORGAN CHASE & CO	128,744 00	121,543 98
Invest - Corp Stock	050890	74144T108	T ROWE PRICE GROUP INC	163,250 00	147,852 25
Invest - Corp Stock	050890	902973304	US BANCORP DEL NEW	155,232 00	139,716 28
Invest - Corp Stock	050890	G1151C101	ACCENTURE PLC	103,200 00	67,877 12
Invest - Corp Stock	050890	50075N104	KRAFT FOODS INC	83,622 00	68,475 44
Invest - Corp Stock	050890	166764100	CHEVRON CORP	75,047 00	61,990 25
Invest - Corp Stock	050890	58933Y105	MERCK & CO INC NEW	80,640 00	117,620 80
Invest - Corp Stock	050890	20825C104	CONOCOPHILLIPS	114,015 00	124,370 17
Invest - Corp Stock	050890	910047109	UNITED CONTINENTAL HOLDINGS, INC	172,967 50	156,901 44
Invest - Corp Stock	050890	37045V100	GENERAL MOTORS CO	102,882 15	132,363 00
Invest - Corp Stock	050890	38259P508	GOOGLE INC	128,248 00	112,252 92
Invest - Corp Stock	050890	172967424	CITIGROUP, INC	129,423 55	111,541 50
Invest - Corp Stock	050890	00206R102	AT & T INC	112,428 00	103,860 79
Invest - Corp Stock	050890	92553P201	VIACOM INC NEW	104,412 00	89,252 24
Invest - Other	050890	298706409	AMERICAN EUROPAC GROWTH-F #416	981,429 12	1,074,693 54
Invest - Other	050890	94975P751	WELLS FARGO ADV EMG MK E-INS #4146	967,671 30	987,368 94

Invest - Other	050890	949915359	WF ADV DISCOVERY FUND-ADM #3703	1,990,033 43	1,616,822 56
Invest - Other	050890	949915276	WF ADV SMALL/MID CAP VALUE-ADM #3706	1,476,600 68	1,556,598 04
Invest - Other	050890	57060U233	MARKET VECTORS SEMICONDUCTOR	161,100 00	108,427 76
Invest - Other	050890	78464A888	SPDR SERIES TRUST	91,805 00	59,004 17
Other Assets	050890	MS6242312	UTAH VENTURES IV LP *CH*	1,692,588 00	1,049,328 00
Other Assets	050890	MS6242445	KEYSTONE PRIVATE EQUITY II LP *CH*	2,695,203 00	2,438,790 00
Other Assets	050890	MS6375179	CARLYLE GLOBAL FIN SERV LP *CH*	737,867 00	721,322 00
Other Assets	050890	MS6410463	PEER VENTURES GROUP III, L P *CH*	1,006,570 00	1,016,193 00
Savings & Temp Inv	050890	VP4500022	WF ADV CASH INVT MM FD-SVC #250	393,477 42	393,477 42
			TOTALS:	27,643,494 15	19,388,843 42
			TOTAL INVEST - CORP STOCK:	15,449,149 20	8,366,817 99
			TOTAL OTHER INVESTMENTS:	11,800,867 53	10,628,548 01
			TOTAL SAVINGS & TEMP INV:	393,477 42	

Form **8868**
(Rev. January 2012)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

► File a separate application for each return.

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed)

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete

Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	MARRINER S ECCLES FOUNDATION	☒ 23-7185855
	Number, street, and room or suite no. If a P.O. box, see instructions	Social security number (SSN)
	Wells Fargo Bank N A - PO Box 53456 MAC S4101-22G	☐
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	Phoenix	AZ 85072-3456

Enter the Return code for the return that this application is for (file a separate application for each return)

06

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► WELLS FARGO BANK N A

Telephone No ► (888) 730-4933

FAX No ►

- If the organization does not have an office or place of business in the United States, check this box ☐

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 11/15/2012 to file the exempt organization return for the organization named above. The extension is for the organization's return for
► ☐ calendar year _____ or

► ☒ tax year beginning 4/1/2011 and ending 3/31/2012

2 If the tax year entered in line 1 is for less than 12 months, check reason ☐ Initial return ☐ Final return
☐ Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	7,000
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	
c	Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	7,000

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2012)

(HTA)

Form 8868 (Rev 1-2012)

Page **2**

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed)

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions	Name of exempt organization	Employer identification number (EIN) or
	MARRINER S ECCLES FOUNDATION	☒ 23-7185855
	Number, street, and room or suite no. If a P.O. box, see instructions	Social security number (SSN)
	Wells Fargo Bank N A - PO Box 53456 MAC S4101-22G	☐
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	Phoenix	AZ 85072-3456

Enter the Return code for the return that this application is for (file a separate application for each return) . . .

04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868

- The books are in the care of **WELLS FARGO BANK N A**
Telephone No. **(888) 730-4933** FAX No.
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- I request an additional 3-month extension of time until **2/15/2013**
- For calendar year , or other tax year beginning **4/1/2011**, and ending **3/31/2012**
- If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period
- State in detail why you need the extension **More time is requested to acquire all information needed to complete and file an accurate return**

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a	\$
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	\$
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c	\$

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature **Sara Gasowski** Title **Tax Manager.**Date **11/2/2012**Form **8868** (Rev 1-2012)