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 5/1/2011 **, and ending** 4/30/2012

Name of foundation: MARIE A. CARNEY TUW FBO UNIVERSITY OF WASHINGTON

A Employer identification number: 91-6249721

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

Room/suite:

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)* ▶ $ 1,041,230

J Accounting method ☒ 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) (see instructions))*

	Line	Description		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)					
	2	Check ▶ ☒ 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		20,350	20,030		
	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		14,846			
	b	Gross sales price for all assets on line 6a	174,638				
	7	Capital gain net income (from Part IV, line 2)			14,846		
	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)		0	0	0	
	12	**Total.** Add lines 1 through 11		35,196	34,876	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc		14,798	11,098		3,699
	14	Other employee salaries and wages					
	15	Pension plans, employee benefits					
	16 a	Legal fees (attach schedule)		712	0	0	712
	b	Accounting fees (attach schedule)		796	0	0	796
	c	Other professional fees (attach schedule)		0	0	0	0
	17	Interest					
	18	Taxes (attach schedule) (see instructions)		465	398	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)		25	0	0	25
	24	**Total operating and administrative expenses.** Add lines 13 through 23		16,796	11,496	0	5,232
	25	Contributions, gifts, grants paid		50,162			50,162
	26	**Total expenses and disbursements.** Add lines 24 and 25		66,958	11,496	0	55,394
	27	Subtract line 26 from line 12					
	a	**Excess of revenue over expenses and disbursements**		-31,762			
	b	**Net investment income** (if negative, enter -0-)			23,380		
	c	**Adjusted net income** (if negative, enter -0-)				0	

ENVELOPE POSTMARK DATE AUG 0 2 2012

SCANNED AUG 0 9 2012

RECEIVED AUG 0 3 2012 IRS-OSC OGDEN, UT

For Paperwork Reduction Act Notice, see instructions.

(HTA)

P 8

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	0	0	
	2	Savings and temporary cash investments	35,822	8,297	8,297
	3	Accounts receivable ▶ 0			
		Less allowance for doubtful accounts ▶ 0	0	0	0
	4	Pledges receivable ▶ 0			
		Less allowance for doubtful accounts ▶ 0	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) ▶ 0			
		Less allowance for doubtful accounts ▶ 0	0	0	0
	8	Inventories for sale or use	0	0	
	9	Prepaid expenses and deferred charges		0	
	10 a	Investments—U S and state government obligations (attach schedule)	0	0	0
	b	Investments—corporate stock (attach schedule)	0	344,471	463,718
	c	Investments—corporate bonds (attach schedule)	0	0	0
	11	Investments—land, buildings, and equipment basis ▶ 0			
		Less accumulated depreciation (attach schedule) ▶ 0	0	0	0
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	895,006	545,103	569,215
	14	Land, buildings, and equipment basis ▶ 0			
		Less accumulated depreciation (attach schedule) ▶ 0	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)	930,828	897,871	1,041,230
Liabilities	17	Accounts payable and accrued expenses	0	0	
	18	Grants payable			
	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	
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	930,828	897,871	
	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)	930,828	897,871	
	31	**Total liabilities and net assets/fund balances** (see instructions)	930,828	897,871	

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	930,828
2	Enter amount from Part I, line 27a	2	-31,762
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	254
4	Add lines 1, 2, and 3	4	899,320
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	1,449
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	897,871

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	0
b	0	0	0	0
c	0	0	0	0
d	0	0	0	0
e	0	0	0	0

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a	0	0	0	0
b	0	0	0	0
c	0	0	0	0
d	0	0	0	0
e	0	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	14,846
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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	58,064	1,003,546	0 057859
2009	63,891	976,262	0.065445
2008	69,300	1,062,765	0 065207
2007	70,487	1,349,090	0 052248
2006	68,390	1,294,571	0.052828

2	**Total** of line 1, column (d)	2	0 293587
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	0.058717
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	1,004,679
5	Multiply line 4 by line 3	5	58,992
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	234
7	Add lines 5 and 6	7	59,226
8	Enter qualifying distributions from Part XII, line 4	8	55,394

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)

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	1	468
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	468
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	468
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011 — 6a: 99		
b	Exempt foreign organizations—tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 0		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	99
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	0
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	369
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	0
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 0 **Refunded** ▶	11	0

Part VII-A Statements Regarding Activities

			Yes	No
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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ________ (2) On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		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
4 a	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?	4b	N/A	
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	
8 a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ WA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	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*	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 ▶ WELLS FARGO BANK N A Telephone no ▶ 888-730-4933

Located at ▶ PO Box 53456 MAC S4101-22G Phoenix AZ ZIP+4 ▶ 85072-3456

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)?	1b		X
	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 ▶ 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** 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? **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
Wells Fargo Bank, N.A. PO Box 53456 MAC S4101-22G Phoenix AZ 85	Trustee 4 00	14,798	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
Total number of others receiving over $50,000 for professional services ▶		

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 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	1,000,915
b	Average of monthly cash balances	1b	19,064
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	1,019,979
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	1,019,979
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	15,300
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,004,679
6	**Minimum investment return.** Enter 5% of line 5	6	50,234

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	50,234
2a	Tax on investment income for 2011 from Part VI, line 5	2a	468		
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	0		
c	Add lines 2a and 2b			2c	468
3	Distributable amount before adjustments Subtract line 2c from line 1			3	49,766
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	49,766
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	49,766

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	55,394
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	55,394
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	55,394

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					49,766
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	4,272				
b	From 2007	4,379				
c	From 2008	16,584				
d	From 2009	15,340				
e	From 2010	8,085				
f	**Total** of lines 3a through e		48,660			
4	Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 55,394					
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					49,766
e	Remaining amount distributed out of corpus		5,628			
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		54,288			
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)		4,272			
9	**Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a		50,016			
10	Analysis of line 9					
a	Excess from 2007	4,379				
b	Excess from 2008	16,584				
c	Excess from 2009	15,340				
d	Excess from 2010	8,085				
e	Excess from 2011	5,628				

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	0				0
b 85% of line 2a	0	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed	0				0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	0	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon a "Assets" alternative test—enter (1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	0				0
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					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 ▶ [X] 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**				50,162
b *Approved for future payment* NONE				
Total . . . . ▶ **3b**				0

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 (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	20,350	
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	14,846	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a		0		0	0
b		0		0	0
c		0		0	0
d		0		0	0
e		0		0	0
12 Subtotal Add columns (b), (d), and (e)		0		35,196	0

13 Total. Add line 12, columns (b), (d), and (e) 13 35,196

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
	Not Applicable

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
	0	Not Applicable	
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		

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 Salentic | 7/20/2012 | VP AND TAX DIRECTOR

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		7/20/2012		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

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

Recipient(s) paid during the year

Name	UNIVERSITY OF WASHINGTON
Street	4311 11TH AVENUE NE, SUITE 600
City	SEATTLE
State	WA
Zip Code	98105-4608
Foreign Country	
Relationship	NONE
Foundation Status	501(C)(3) PUBLIC CHARITY
Purpose of grant/contribution	GENERAL SUPPORT GRANT
Amount	50,162

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

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

	Amount
Long Term CG Distributions	380
Short Term CG Distributions	

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Securities	174,638	159,792	14,846
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	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Net Gain or Loss
1	X	IPATH DOW JONES-UBS COM	06738C778			5/20/2010		12/8/2011	17,386	14,952				2,434
2	X	IPATH DOW JONES-UBS COM	06738C778			5/20/2010		12/22/2011	6,343	5,538				805
3	X	CISCO SYSTEMS INC	17275R102			3/22/2001		7/1/2011	7,774	9,463				-1,689
4	X	CISCO SYSTEMS INC	17275R102			5/7/2001		7/1/2011	159	193				-34
5	X	EMERSON ELECTRIC CO	291011104			11/12/2001		7/1/2011	9,954	4,586				5,368
6	X	ISHARES INC MSCI PACIFIC E	464286665			3/30/2004		12/8/2011	5,104	3,196				1,908
7	X	ISHARES INC MSCI PACIFIC E	464286665			3/30/2004		3/2/2012	2,214	1,278				936
8	X	MEDCO HEALTH SOLUTIONS	58405U102			8/25/2010		2/21/2012	12,088	8,592				3,496
9	X	AMEX FINANCIAL SELECT SP	81369Y605			6/6/2008		3/2/2012	5,194	8,292				-3,098
10	X	US BANCORP DEL NEW	902973304			1/7/2009		7/1/2011	5,202	4,745				457
11	X	US BANCORP DEL NEW	902973304			5/20/2009		7/1/2011	2,601	1,926				675
12	X	ISHARES MSCI EAFE	464287465			1/9/2008		3/2/2012	2,734	3,823				-1,089
13	X	ISHARES S&P EUROPE 350	464287861			5/6/2004		12/8/2011	6,776	6,482				294
14	X	UNITED TECHNOLOGIES COR	913017109			7/16/2003		7/1/2011	2,247	900				1,347
15	X	UNITED TECHNOLOGIES COR	913017109			3/21/2007		7/1/2011	6,741	4,914				1,827
16	X	UNITED TECHNOLOGIES COR	913017109			1/15/2008		7/1/2011	6,741	5,375				1,366
17	X	TAXABLE SHORT-TERM BONI	999612906			4/7/2004		8/15/2011	75,000	75,350				-350
18	X	SHORT TERM CTF LOSS							0	70				-70
19	X	LONG TERM CTF LOSS							0	117				-117

Line 16a (990-PF) - Legal Fees

		712	0	0	712
	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	712	0		712
2					
3					
4					
5					
6					
7					
8					
9					
10					

Line 16b (990-PF) - Accounting Fees

		796	0	0	796
	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	TAX PREP FEES	796	0		796
2					
3					
4					
5					
6					
7					
8					
9					
10					

Line 18 (990-PF) - Taxes

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		465	398	0	0
1	PY FED EXCISE TAX	0			
2	ESTIMATED EXCISE TAX PAID	67			
3	FOREIGN TAX WITHHELD	398	398		
4					
5					
6					
7					
8					
9					
10					

Line 23 (990-PF) - Other Expenses

		25	0	0	25
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	TRUSTEE FEES				
2	ADR FEES				
3	STATE AG FEES	25			25
4					
5					
6					
7					
8					
9					

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

	Description	Num. Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year
			0	344,471	0	463,718
1				344,471		463,718
2						
3						
4						
5						
6						
7						
8						
9						
10						

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

	Item or Category	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
			895,006	545,103	569,215
1			895,006	545,103	569,215
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	CTF Income timing difference	1	54
2	Undistributed CTF capital gain	2	200
3	Total	3	254

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

1	CTF Book to tax difference	1	551
2	PY return of capital adjustment	2	524
3	Cost basis adjustment	3	374
4	Total	4	1,449

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

	Amount
Long Term CG Distributions	380
Short Term CG Distributions	0

	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
					Totals	174,258	0	159,792	14,466	0	0	0	14,466
1	IPATH DOW JONES-UBS COMMODITY I	06738C778		5/20/2010	12/8/2011	17,386	0	14,952	2,434			0	2,434
2	IPATH DOW JONES-UBS COMMODITY I	06738C778		5/20/2010	12/22/2011	6,343	0	5,538	805			0	805
3	CISCO SYSTEMS INC	17275R102		3/22/2001	7/1/2011	7,774	0	9,463	-1,689			0	-1,689
4	CISCO SYSTEMS INC	17275R102		5/7/2001	7/1/2011	159	0	193	-34			0	-34
5	EMERSON ELECTRIC CO	291011104		11/12/2001	7/1/2011	9,954	0	4,586	5,368			0	5,368
6	ISHARES INC MSCI PACIFIC EX-JAPAN	464286665		3/30/2004	12/8/2011	5,104	0	3,196	1,908			0	1,908
7	ISHARES INC MSCI PACIFIC EX-JAPAN	464286665		3/30/2004	3/2/2012	2,214	0	1,278	936			0	936
8	MEDCO HEALTH SOLUTIONS INC	58405U102		8/25/2010	2/21/2012	12,088	0	8,592	3,496			0	3,496
9	AMEX FINANCIAL SELECT SPDR	81369Y605		6/6/2008	3/2/2012	5,194	0	8,292	-3,098			0	-3,098
10	US BANCORP DEL NEW	902973304		1/7/2009	7/1/2011	5,202	0	4,745	457			0	457
11	US BANCORP DEL NEW	902973304		5/20/2009	7/1/2011	2,601	0	1,926	675			0	675
12	ISHARES MSCI EAFE	464287465		1/9/2008	3/2/2012	2,734	0	3,823	-1,089			0	-1,089
13	ISHARES S&P EUROPE 350	464287861		5/6/2004	12/8/2011	6,776	0	6,482	294			0	294
14	UNITED TECHNOLOGIES CORP	913017109		7/16/2003	7/1/2011	2,247	0	900	1,347			0	1,347
15	UNITED TECHNOLOGIES CORP	913017109		3/21/2007	7/1/2011	6,741	0	4,914	1,827			0	1,827
16	UNITED TECHNOLOGIES CORP	913017109		1/15/2008	7/1/2011	6,741	0	5,375	1,366			0	1,366
17	TAXABLE SHORT-TERM BOND FUND	999612906		4/7/2004	8/15/2011	75,000	0	75,350	-350			0	-350
18	SHORT TERM CTF LOSS					0	0	70	-70			0	-70
19	LONG TERM CTF LOSS					0	0	117	-117			0	-117

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

14,798

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Average Hours	Compensation
1	Wells Fargo Bank N A. Trust T		PO Box 53456 MAC S4101-22G	Phoenix	AZ	85072-3456		Trustee	4 00	14,798
2										
3										
4										
5										
6										
7										
8										
9										
10										

Part

	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	32
2	First quarter estimated tax payment	9/8/2011	2	67
3	Second quarter estimated tax payment		3	
4	Third quarter estimated tax payment		4	
5	Fourth quarter estimated tax payment		5	
6	Other payments		6	0
7	Total		7	99

Invest - Corp Stock	858912108	STERICYCLE INC COM	8,227.00	8,618.40
Invest - Corp Stock	78505P100	SXC HEALTH SOLUTIONS CORP	9,058.00	6,174 99
Invest - Corp Stock	87612E106	TARGET CORP	13,036.50	7,454.50
Invest - Corp Stock	883556102	THERMO FISHER SCIENTIFIC INC	10,017 00	6,514.20
Invest - Corp Stock	892356106	TRACTOR SUPPLY CO COM	16,729 70	3,314.15
Invest - Corp Stock	92826C839	VISA INC-CLASS A SHRS	10,453.30	4,776 31
			463,718 09	344,471.33
Invest - Other	81369Y506	AMEX ENERGY SELECT SPDR	16,385 20	14,372 10
Invest - Other	81369Y605	AMEX FINANCIAL SELECT SPDR	37,032 00	38,271 69
Invest - Other	123998007	CB RICHARD ELLIS REALTY TRUST	13,043.48	11,090 26
Invest - Other	277923728	EATON VANCE GLOBAL MACRO - I #0088	10,594 96	10,994.66
Invest - Other	367829884	GATEWAY FUND - Y #1986	31,508 97	30,000 00
Invest - Other	448108100	HUSSMAN STRATEGIC GROWTH FUND #601	21,780 30	30,000.00
Invest - Other	06738C778	IPATH DOW JONES-UBS COMMODITY INDEX	29,484 00	29,115 64
Invest - Other	464286665	ISHARES INC MSCI PACIFIC EX-JAPAN	31,972 50	17,712 95
Invest - Other	464286657	ISHARES MSCI BRIC INDEX FUND	7,015 75	8,204 75
Invest - Other	464287465	ISHARES MSCI EAFE	29,562.50	38,881.49
Invest - Other	464287655	ISHARES RUSSELL 2000	22,404 25	13,832 50
Invest - Other	464287234	ISHARES TR MSCI EMERGING MARKETS	37,993.50	38,566.38
Invest - Other	46625H365	JP MORGAN ALERIAN MLP INDEX	15,003 75	14,080 48
Invest - Other	589509108	MERGER FD SH BEN INT #260	9,875.08	10,000.00
Invest - Other	72201F516	PIMCO EMERGING LOCAL BOND IS #332	23,441 33	23,545.27
Invest - Other	76628T645	RIDGEWORTH SEIX HY BD-I #5855	18,359.24	18,000.00
Invest - Other	78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	5,984.00	6,352.00
Invest - Other	78462F103	SPDR S & P 500 ETF TRUST	12,588 30	10,486 80
Invest - Other	78467Y107	SPDR S&P MIDCAP 400 ETF TRUST	45,050.00	31,577.50
Invest - Other	999612906	TAXABLE SHORT-TERM BOND FUND	102,206.36	103,282.04
Invest - Other	921937819	VANGUARD INTERMEDIATE TERM B	19,775 25	19,766 18
Invest - Other	922908553	VANGUARD REIT VIPER	7,856 40	6,525 29
Invest - Other	921937827	VANGUARD SHORT TERM BOND ETF	20,297 50	20,444 95
			569,214.62	545,102.93

Name: CARNEY, MARIE A. TUW CHAR FBO UW
Account # 18-410700
FYE: 04/30/12

Security Category	CUSIP	Asset Name	FMV	Fed Cost
Cash			-	-
Savings & Temp Inv	YY1001204	BLACKROCK INSTL FUNDS T-FUND #60	7,590 85	7,590.85
Savings & Temp Inv	YY1001204	BLACKROCK INSTL FUNDS T-FUND #60	705 93	705.93
			8,296 78	8,296.78
Invest - Corp Bonds	78423APF3	MLN TSAR FUND LINKED BUFFER 8/09/13	38,755.00	50,000.00
Invest - Corp Stock	002824100	ABBOTT LABS	7,757 50	7,396 25
Invest - Corp Stock	001055102	AFLAC INC	9,008 00	9,674 25
Invest - Corp Stock	023135106	AMAZON COM INC COM	5,797 50	4,361.50
Invest - Corp Stock	037833100	APPLE INC	29,199.00	7,870 90
Invest - Corp Stock	143658300	CARNIVAL CORP	8,123 75	9,360 65
Invest - Corp Stock	150870103	CELANESE CORP	3,149.90	2,863 90
Invest - Corp Stock	151020104	CELGENE CORP COM	9,115.62	5,013 75
Invest - Corp Stock	166764100	CHEVRON CORP	21,312 00	8,961 00
Invest - Corp Stock	G24140108	COOPER INDUSTRIES PLC NEW IRELAND	8,759.80	5,790.39
Invest - Corp Stock	126650100	CVS/CAREMARK CORPORATION	12,270 50	11,089 75
Invest - Corp Stock	235851102	DANAHER CORP	9,217 40	5,145 05
Invest - Corp Stock	244199105	DEERE & CO	8,236 00	8,424 00
Invest - Corp Stock	25243Q205	DIAGEO PLC - ADR	15,168 00	6,396.38
Invest - Corp Stock	268648102	E M C CORP MASS	11,284.00	5,479.52
Invest - Corp Stock	278865100	ECOLAB INC	11,464 20	8,340 71
Invest - Corp Stock	30231G102	EXXON MOBIL CORPORATION	25,902 00	11,982 00
Invest - Corp Stock	31428X106	FEDEX CORPORATION	7,500 40	8,187.20
Invest - Corp Stock	38259P508	GOOGLE INC	9,072 75	7,707 45
Invest - Corp Stock	40425J101	HMS HLDGS CORP	2,406 00	3,249 99
Invest - Corp Stock	458140100	INTEL CORP	17,037.00	20,033 62
Invest - Corp Stock	459200101	INTERNATIONAL BUSINESS MACHS CORP	15,531 00	8,556 00
Invest - Corp Stock	478160104	JOHNSON & JOHNSON	13,020.00	8,850 62
Invest - Corp Stock	46625H100	JPMORGAN CHASE & CO	9,670.50	9,511.19
Invest - Corp Stock	48203R104	JUNIPER NETWORKS INC	5,357 50	8,010 00
Invest - Corp Stock	580135101	MCDONALDS CORP	12,181 25	8,002 50
Invest - Corp Stock	594918104	MICROSOFT CORP	12,005 62	16,475 91
Invest - Corp Stock	641069406	NESTLE S A REGISTERED SHARES - ADR	7,642 50	6,291 25
Invest - Corp Stock	713448108	PEPSICO INC	13,200 00	7,524 00
Invest - Corp Stock	73755L107	POTASH CORP SASK	4,885.20	6,414 64
Invest - Corp Stock	740189105	PRECISION CASTPARTS CORP	19,400 70	12,107.40
Invest - Corp Stock	747525103	QUALCOMM INC	12,766.00	8,547.01