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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 NOV 1, 2011 **, and ending** OCT 31, 2012

Name of foundation: GILES W. & ELISE G. MEAD FOUNDATION

A Employer identification number: 95-6040921

Number and street (or P O box number if mail is not delivered to street address): PO BOX 2218 — Room/suite:

B Telephone number: 707-226-2164

City or town, state, and ZIP code: NAPA, CA 94558

C If exemption application is pending, check here ▶ [ ]

G Check all that apply: [ ] Initial return [ ] Initial return of a former public charity [ ] Final return [ ] Amended return [ ] Address change [ ] Name change

D 1. Foreign organizations, check here ▶ [ ]
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

H Check type of organization: [X] Section 501(c)(3) exempt private foundation [ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 20,489,113.

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

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc., received			N/A	
2 Check ▶ [X] if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	48.	48.		
4 Dividends and interest from securities	359,819.	390,099.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	786,744.			STATEMENT1
b Gross sales price for all assets on line 6a 3,746,188.				
7 Capital gain net income (from Part IV, line 2)		840,753.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income	31,075.	11,400.		STATEMENT2
12 **Total.** Add lines 1 through 11	1,177,686.	1,242,300.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	3,300.	0.		3,300.
14 Other employee salaries and wages	33,170.	4,976.		28,194.
15 Pension plans, employee benefits	2,764.	415.		2,349.
16a Legal fees				
b Accounting fees STMT 3	7,000.	3,500.		3,500.
c Other professional fees STMT 4	71,626.	71,626.		0.
17 Interest				
18 Taxes STMT 5	2,526.	0.		0.
19 Depreciation and depletion	216.	0.		
20 Occupancy				
21 Travel, conferences, and meetings	11,227.	0.		11,227.
22 Printing and publications	1,513.	0.		1,513.
23 Other expenses STMT 6	6,938.	17,888.		6,938.
24 **Total operating and administrative expenses.** Add lines 13 through 23	140,280.	98,405.		57,021.
25 Contributions, gifts, grants paid	874,728.			824,728.
26 **Total expenses and disbursements.** Add lines 24 and 25	1,015,008.	98,405.		881,749.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	162,678.			
b **Net investment income** (if negative, enter -0-)		1,143,895.		
c **Adjusted net income** (if negative, enter -0-)			N/A	

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123501 12-02-11 LHA **For Paperwork Reduction Act Notice, see instructions.**

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets			
1 Cash - non-interest-bearing	79.	183.	183.
2 Savings and temporary cash investments	32,919.	117,408.	117,408.
3 Accounts receivable ▶			
Less: allowance for doubtful accounts ▶			
4 Pledges receivable ▶			
Less: allowance for doubtful accounts ▶			
5 Grants receivable			
6 Receivables due from officers, directors, trustees, and other disqualified persons			
7 Other notes and loans receivable ▶			
Less: allowance for doubtful accounts ▶			
8 Inventories for sale or use			
9 Prepaid expenses and deferred charges	19,700.		
10a Investments - U.S. and state government obligations			
b Investments - corporate stock STMT 9	10,402,886.	11,795,781.	11,795,781.
c Investments - corporate bonds STMT 10	4,993,690.	5,043,396.	5,043,396.
11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶			
12 Investments - mortgage loans			
13 Investments - other STMT 11	3,055,116.	3,531,695.	3,531,695.
14 Land, buildings, and equipment: basis ▶ 3,693.			
Less accumulated depreciation ▶ 3,043.	866.	650.	650.
15 Other assets (describe ▶)			
16 **Total assets** (to be completed by all filers)	18,505,256.	20,489,113.	20,489,113.
Liabilities			
17 Accounts payable and accrued expenses	74.	68.	
18 Grants payable		50,000.	
19 Deferred revenue			
20 Loans from officers, directors, trustees, and other disqualified persons			
21 Mortgages and other notes payable			
22 Other liabilities (describe ▶)			
23 **Total liabilities** (add lines 17 through 22)	74.	50,068.	
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	16,547,958.	16,547,958.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	1,957,224.	3,891,087.	
30 **Total net assets or fund balances**	18,505,182.	20,439,045.	
31 **Total liabilities and net assets/fund balances**	18,505,256.	20,489,113.	

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	18,505,182.
2	Enter amount from Part I, line 27a	2	162,678.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	1,790,885.
4	Add lines 1, 2, and 3	4	20,458,745.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	19,700.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	20,439,045.

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	CUPPS SMALL CAP GROWTH FUND, LLC	P	VARIOUS	VARIOUS
b	MARKETABLE SECURITIES	P	VARIOUS	VARIOUS
c	TCW MEZZANINE FUND	P	VARIOUS	VARIOUS
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	54,009.			54,009.
b	3,741,894.		2,959,444.	782,450.
c	4,294.			4,294.
d				
e				

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				54,009.
b				782,450.
c				4,294.
d				
e				

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** 840,753.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 **3** N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	1,041,190.	20,246,987.	.051424
2009	952,247.	18,907,744.	.050363
2008	842,200.	16,635,624.	.050626
2007	1,109,591.	22,149,918.	.050095
2006	1,189,372.	23,919,989.	.049723

2	**Total** of line 1, column (d)	2	.252231
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	.050446
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	19,878,646.
5	Multiply line 4 by line 3	5	1,002,798.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	11,439.
7	Add lines 5 and 6	7	1,014,237.
8	Enter qualifying distributions from Part XII, line 4	8	881,749.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	22,878.
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	22,878.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	22,878.
6 Credits/Payments:				
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	12,000.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	16,625.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	28,625.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	5,747.
11 Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶ 5,747. **Refunded** ▶			11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	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. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CA			
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

123531
12-02-11

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 ▶ WWW.GILESWMEADFOUNDATION.ORG

14 The books are in care of ▶ JUDI OUELLETTE Telephone no. ▶ 707-226-2164

Located at ▶ 3027 ATLAS PEAK ROAD, NAPA, CA ZIP+4 ▶ 94558

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 ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

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

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A — 7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12		3,300.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	0.

123561
12-02-11

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	16,593,912.
b	Average of monthly cash balances	1b	107,132.
c	Fair market value of all other assets	1c	3,480,323.
d	**Total** (add lines 1a, b, and c)	1d	20,181,367.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	20,181,367.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	302,721.
5	**Net value of noncharitable-use assets**. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	19,878,646.
6	**Minimum investment return**. Enter 5% of line 5	6	993,932.

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	993,932.
2a	Tax on investment income for 2011 from Part VI, line 5	2a: 22,878.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b:		
c	Add lines 2a and 2b		2c	22,878.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	971,054.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	971,054.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	971,054.

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	881,749.
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	0.
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	0.
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	881,749.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	881,749.

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.

123571
12-02-11

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				971,054.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007 29,072.				
c From 2008 17,479.				
d From 2009 34,705.				
e From 2010 98,586.				
f Total of lines 3a through e	179,842.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 881,749.				
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				881,749.
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).)	89,305.			89,305.
6 **Enter the net total of each column as indicated below:**				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	90,537.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	90,537.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010 90,537.				
e Excess from 2011				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling ▶

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

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

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

1 **Information Regarding Foundation Managers:**

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

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:

SEE STATEMENT 13

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				
AUDUBON CALIFORNIA, STARR RANCH 100 BELL CANYON ROAD TRABUCO CANYON, CA 92679	N/A	509(A)(1) OR (A)(2)	ENVIRONMENT	10,000.
CALIFORNIA TROUT 870 MARKET STREET, SUITE 528 SAN FRANCISCO, CA 94102	N/A	509(A)(1) OR (A)(2)	ENVIRONMENT	20,000.
COOK INLET KEEPER PO BOX 3269 SAN FRANCISCO, CA 99603	N/A	509(A)(1) OR (A)(2)	ENVIRONMENT	20,000.
EARTHWATCH INSTITUTE PO BOX 75 MAYNARD, MA 01754	N/A	509(A)(1) OR (A)(2)	ENVIRONMENT	20,000.
FORTERRA 615 2ND AVENUE, SUITE 600 SEATTLE, WA 98104	N/A	509(A)(1) OR (A)(2)	ENVIRONMENT	25,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	824,728.
b Approved for future payment				
POINT REYES BIRD OBSERVATORY 3820 CYPRESS DRIVE, SUITE 11 PETALUMA, CA 94954	N/A	509(A)(1) OR (A)(2)	ENVIRONMENT	30,000.
REDWOOD FOREST FOUNDATION PO BOX 12 MENDOCINO, CA 95460	N/A	509(A)(1) OR (A)(2)	ENVIRONMENT	20,000.
Total			▶ 3b	50,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	48.	
4 Dividends and interest from securities			14	359,819.	
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			18	31,075.	
8 Gain or (loss) from sales of assets other than inventory			18	786,744.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		1,177,686.	0.

13 Total. Add line 12, columns (b), (d), and (e) .... 13 1,177,686.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

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

Signature of officer or trustee: [signature] Date: 6/24/13 Title: PRESIDENT

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JANE M. SEARING	JANE M. SEARING	06/17/13		P00000565

Firm's name ▶ CLARK NUBER, PS — Firm's EIN ▶ 94-1194016

Firm's address ▶ 10900 NE 4TH STREET, SUITE 1700, BELLEVUE, WA 98004 — Phone no. 425-454-1919

123622
12-02-11

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
GEOS INSTITUTE 84 FOURTH STREET ASHLAND, OR 97520	N/A	509(A)(1) OR (A)(2)	ENVIRONMENT	25,000.
GIFFORD PINCHOT TASK FORCE 917 SW OAK STREET, SUITE 410 PORTLAND, OR 97205	N/A	509(A)(1) OR (A)(2)	ENVIRONMENT	25,000.
GOLDEN GATE AUDUBON SOCIETY 2530 SAN PABLO AVENUE, SUITE G BERKELEY, CA 94702	N/A	509(A)(1) OR (A)(2)	ENVIRONMENT	20,000.
HIGH DESERT MUSEUM 59800 S HIGHWAY 97 BEND, OR 97702	N/A	509(A)(1) OR (A)(2)	ENVIRONMENT	15,000.
INSTITUTE FOR LOCAL SELF RELIANCE 2001 S STREET, SUITE 570 WASHINGTON, DC 20009	N/A	509(A)(1) OR (A)(2)	ENVIRONMENT	50,000.
LAND TRUST OF NAPA COUNTY 1700 SOSCOL, SUITE 20 NAPA, CA 94559	N/A	509(A)(1) OR (A)(2)	ENVIRONMENT	10,000.
LEWIS AND CLARK COLLEGE FOR PEAC 10015 SW TERWILLIGER BOULEVARD PORTLAND, OR 97219	N/A	509(A)(1) OR (A)(2)	ENVIRONMENT	20,000.
MISSOURI BOTANICAL GARDEN PO BOX 299 ST. LEWIS, MO 63166	N/A	509(A)(1) OR (A)(2)	ENVIRONMENT	10,000.
OREGON WILD 5825 N GREENLEY AVENUE PORTLAND, OR 97217	N/A	509(A)(1) OR (A)(2)	ENVIRONMENT	25,000.
PACIFIC RIVERS COUNCIL 317 SW ALDER STREETM SUITE 900 PORTLAND, OR 97294	N/A	509(A)(1) OR (A)(2)	ENVIRONMENT	25,000.
Total from continuation sheets				729,728.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
PEPPERWOOD PRESERVE 2130 PEPPERWOOD PRESERVE ROAD SANTA ROSA, CA 95404	N/A	509(A)(1) OR (A)(2)	ENVIRONMENT	20,000.
POINT REYES BIRD OBSERVATORY 3820 CYPRESS DRIVE, SUITE 11 PETALUMA, CA 94954	N/A	509(A)(1) OR (A)(2)	ENVIRONMENT	30,000.
REDWOOD FOREST FOUNDATION PO BOX 12 MENDOCINO, CA 95460	N/A	509(A)(1) OR (A)(2)	ENVIRONMENT	20,000.
RESOURCE RENEWAL INSTITUTE 187 E BLITHDALE AVENUE MILL VALLEY, CA 94941	N/A	509(A)(1) OR (A)(2)	ENVIRONMENT	35,000.
RESTORE HETCH HETCHY PO BOX 565 SAN FRANCISCO, CA 94104	N/A	509(A)(1) OR (A)(2)	ENVIRONMENT	25,000.
SOCIAL AND ENVIRONMENTAL ENTREPRENEURS, INC. 22231 MULHOLLAND HIGHWAY, SUITE 209 CALABASAS, CA 91302	N/A	509(A)(1) OR (A)(2)	ENVIRONMENT	15,000.
TUOLUMNE RIVER TRUST 111 NEW MONTGOMERY STREET, SUITE 205 SAN FRANCISCO, CA 94105	N/A	509(A)(1) OR (A)(2)	ENVIRONMENT	20,000.
UTAH MUSEUM OF NATURAL HISTORY 1390 E PRESIDENTS CIRCLE SALT LAKE CITY, UT 84112	N/A	509(A)(1) OR (A)(2)	ENVIRONMENT	35,000.
WESTERN RIVERS CONSERVANCY 71 SW OAK STREET PORTLAND, OR 97204	N/A	509(A)(1) OR (A)(2)	ENVIRONMENT	30,000.
ALDEA CHILDREN AND FAMILY SERVICES 1546 FIRST STREET NAPA, CA 94558	N/A	509(A)(1) OR (A)(2)	SOCIAL SERVICES	25,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
EAR CANDY CHARITY PO BOX 2555 TEMPE, AZ 85280	N/A	509(A)(1) OR (A)(2)	SOCIAL SERVICES	30,000.
COUNCIL ON FOUNDATIONS 2121 CRYSTAL DRIVE, SUITE 700 ARLINGTON, VA 22202	N/A	509(A)(1) OR (A)(2)	EDUCATION	1,660.
MANZANAR HISTORY ASSOCIATION PO BOX 149 INDEPENDENCE, CA 93526	N/A	509(A)(1) OR (A)(2)	EDUCATION	8,068.
HUNTINGTON LIBRARY 1151 OXFORD ROAD SAN MARINO, CA 91108	N/A	509(A)(1) OR (A)(2)	EDUCATION	25,000.
THE JAMES GANG - IOWA YOUTH WRITING PROJECT PO BOX 563 IOWA CITY, IA 52244	N/A	509(A)(1) OR (A)(2)	EDUCATION	10,000.
FRED HUTCHINSON CANCER RESEARCH CENTER PO BOX 19024 SEATTLE, WA 98109	N/A	509(A)(1) OR (A)(2)	SCIENCE	75,000.
JUVENILE DIABETES RESEARCH FOUNDATION 26 BROADWAY, 14TH FLOOR NEW YORK, NY 10004	N/A	509(A)(1) OR (A)(2)	SCIENCE	75,000.
QUEEN OF THE VALLEY MEDICAL CENTER FOUNDATION 1000 TRANCAS NAPA, CA 94558	N/A	509(A)(1) OR (A)(2)	SCIENCE	25,000.
Total from continuation sheets				

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CUPPS SMALL CAP GROWTH FUND, LLC	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
54,009.	54,009.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MARKETABLE SECURITIES	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3,741,894.	0.	2,959,444.	0.	782,450.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
TCW MEZZANINE FUND	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
4,294.	0.	0.	0.	4,294.

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	786,744.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
OTHER PARTNERSHIP INCOME	31,148.	11,400.	
RETURN OF CAPITAL	<73.>	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	31,075.	11,400.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	7,000.	3,500.		3,500.
TO FORM 990-PF, PG 1, LN 16B	7,000.	3,500.		3,500.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	71,626.	71,626.		0.
TO FORM 990-PF, PG 1, LN 16C	71,626.	71,626.		0.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX	2,526.	0.		0.
TO FORM 990-PF, PG 1, LN 18	2,526.	0.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE EXPENSES	3,772.	0.		3,772.
REPAIRS	91.	0.		91.
MEMBERSHIP DUES	1,500.	0.		1,500.
DEDUCTIONS FROM K-1'S	0.	17,888.		0.
INSURANCE	1,575.	0.		1,575.
TO FORM 990-PF, PG 1, LN 23	6,938.	17,888.		6,938.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 7

DESCRIPTION	AMOUNT
PRIOR PERIOD ADJUSTMENT TO REPORT INVESTMENTS AT FAIR MARKET VALUE	1,790,885.
TOTAL TO FORM 990-PF, PART III, LINE 3	1,790,885.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 8

DESCRIPTION	AMOUNT
PRIOR PERIOD ADJUSTMENT TO REMOVE PREPAID EXCISE TAXES THAT HAVE BEEN PAID	19,700.
TOTAL TO FORM 990-PF, PART III, LINE 5	19,700.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SCHWAB (DENVER) (SEE ATTACHMENT A)	836,284.	836,284.
SCHWAB (DSM CAPITAL) (SEE ATTACHMENT B)	2,488,549.	2,488,549.
SCHWAB (SEE ATTACHMENT C)	8,470,948.	8,470,948.
TOTAL TO FORM 990-PF, PART II, LINE 10B	11,795,781.	11,795,781.

FORM 990-PF — CORPORATE BONDS — STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
LEGG MASON BW GLOBAL	2,154,208.	2,154,208.
PIMCO SHORT TERM INSTL	21,839.	21,839.
PIMCO TOTAL RETURN FUND	2,867,349.	2,867,349.
TOTAL TO FORM 990-PF, PART II, LINE 10C	5,043,396.	5,043,396.

FORM 990-PF — OTHER INVESTMENTS — STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BHC INTERIM FUNDING II, L.P.	FMV	368,254.	368,254.
BHC INTERIM FUNDING III, L.P.	FMV	352,050.	352,050.
CUPPS SMALL CAP GROWTH FUND, LLC	FMV	1,060,175.	1,060,175.
L-R GLOBAL LIQUIDATING FUND	FMV	50,551.	50,551.
OIL LEASES	FMV	821.	821.
PACIFIC DIVERSIFIED STRATEGIES, LLC	FMV	1,699,844.	1,699,844.
TOTAL TO FORM 990-PF, PART II, LINE 13		3,531,695.	3,531,695.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 12

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
CALDER M. MACKAY PO BOX 2218 NAPA, CA 94558	PRESIDENT 1.00	0.	0.	0.
PARRY W. MEAD PO BOX 2218 NAPA, CA 94558	VICE PRESIDENT 1.00	1,100.	0.	0.
JANE W. MEAD PO BOX 2218 NAPA, CA 94558	VICE PRESIDENT 1.00	1,100.	0.	0.
RICHARD N. MACKAY PO BOX 2218 NAPA, CA 94558	SECRETARY/TREASURER 1.00	0.	0.	0.
GILES W. MEAD PO BOX 2218 NAPA, CA 94558	DIRECTOR 1.00	0.	0.	0.
KATHERINE CONE KECK PO BOX 2218 NAPA, CA 94558	DIRECTOR 1.00	1,100.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		3,300.	0.	0.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 13
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

GILES W. & ELISE G. MEAD FOUNDATION
PO BOX 2218
NAPA, CA 94558

TELEPHONE NUMBER	NAME OF GRANT PROGRAM
707-226-2164	GILES W. AND ELISE G. MEAD FOUNDATION

FORM AND CONTENT OF APPLICATIONS

SUPPORTED ENVIRONMENTAL ORGANIZATIONS GENERALLY HAVE AS THEIR PRIMARY MISSION FORESTRY, FISHERIES AND THE SUSTAINABLE USE OF NATURAL RESOURCES IN WESTERN NORTH AMERICA.
SUPPORTED SCIENTIFIC AND MEDICAL ORGANIZATIONS GENERALLY HAVE AS THEIR PRIMARY MISSION THE ENDOCRINE SYSTEM AND IN PARTICULAR, DIABETES AND ITS COMPLICATIONS.
THE FOUNDATION BOARD MEETS IN EARLY JANUARY, JUNE AND OCTOBER OF EACH YEAR.
A COMPLETE PROPOSAL WOULD INCLUDE THE FOLLOWING:
1. A DETAILED DESCRIPTION OF THE PROJECT (3-5 PAGES)
2. PROJECT BUDGET AND TIMEFRAME
3. OTHER FUNDING SOURCES
4. A COPY OF IRS QUALIFIED TAX EXEMPTION LETTER
5. A LIST OF STAFF AND DIRECTORS ASSOCIATED WITH THE PROJECT
6. CURRENT FINANCIAL STATEMENTS AND AN ANNUAL PROGRAM REPORT, IF AVAILABLE

ANY SUBMISSION DEADLINES

N/A

RESTRICTIONS AND LIMITATIONS ON AWARDS

N/A

GENERAL EXPLANATION
FORM AND LINE REFERENCES
STATEMENT 14

FORM/LINE IDENTIFIER

PART VII-B, LINE 1A(3) AND (4)

GENERAL EXPLANATION STATEMENT 15

GILES W. & ELISE G. MEAD FOUNDATION COMPENSATES SOME OF ITS BOARD MEMBERS IN A MANNER THAT IS REASONABLE AND NOT EXCESSIVE. THE SERVICES OF THE BOARD MEMBERS ARE NECEESSARY IN CARRYING OUT THE FOUNDATION'S EXEMPT PURPOSE. AS SUCH, THE COMPENSATION IS NOT AN ACT OF SELF DEALING UNDER IRC SECTION 4941(D)(2)(E). ADDITIONALLY, OTHER BOARD MEMBERS PROVIDE SERVICES TO THE FOUNDATION AND DO NOT RECEIVE COMPENSATION. THE SERVICES PROVIDED BY THEM ALSO ARE NOT CONSIDERED AN ACT OF SELF DEALING.

Investment Detail - Equities

Accounting Method
Equities: First In First Out [FIFO]

Equities	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
ACTUANT CORP CL A NEW	**310.0000**	**28.2400**	**8,754.40**		**(172.29)**	**0.14%**	**12.40**
SYMBOL: ATU	310 0000	28.7957	8,926.69	02/28/12	(172.29)	246	Short-Term

Schwab has provided accurate gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings.
Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.

Attachment A

SIPC

Investment Detail - Equities (continued)

Accounting Method
Equities: First In First Out [FIFO]

Equities (continued)	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
ALTERRA CAPITAL HLDGS F	**960.0000**	**24.4300**	**23,452.80**		**2,484.24**	**2.61%**	**614.40**
SYMBOL: ALTE	180.0000	22.9800	4,136.40 t	09/22/06	261.00	2231	Long-Term
	110.0000	24.4875	2,693.63 t	05/19/08	(6.33)	1626	Long-Term
	30.0000	19.7633	592.90 t	10/13/08	140.00	1479	Long-Term
	190 0000	19.6205	3,727.90 t	07/09/10	913.80	845	Long-Term
	120.0000	19.5033	2,340.40 t	09/02/10	591.20	790	Long-Term
	140.0000	20 3412	2,847.77	10/14/11	572.43	383	Long-Term
	190.0000	24.3661	4,629.56	09/25/12	12.14	36	Short-Term
Cost Basis			*20,968.56*				
AMERN EQTY INVT LIFE HLD	**1,330.0000**	**11.5100**	**15,308.30**		**(476.30)**	**1.04%**	**159.60**
SYMBOL: AEL	200.0000	13.2483	2,649.66 t	12/27/06	(347.66)	2135	Long-Term
	360.0000	13 1055	4,717.98 t	01/17/07	(574.38)	2114	Long-Term
	270.0000	14.0291	3,787.87 t	02/09/07	(680 17)	2091	Long-Term
	420.0000	9.8235	4,125.89 t	02/26/08	708.31	1709	Long-Term
	80.0000	6.2900	503.20 t	10/13/08	417.60	1479	Long-Term
Cost Basis			*15,784.60*				
ASPEN INSURANCE HOLDINGF	**480.0000**	**32.3500**	**15,528.00**		**2,519.16**	**2.10%**	**326.40**
SYMBOL· AHL	480.0000	27.1017	13,008.84	02/01/12	2,519.16	273	Short-Term
BANK OF THE OZARKS INC	**350.0000**	**32.7400**	**11,459.00**		**4,039.49**	**1.71%**	**196.00**
SYMBOL: OZRK	180.0000	21.2330	3,821.94	09/20/11	2,071.26	407	Long-Term
	170.0000	21.1621	3,597.57	09/30/11	1,968.23	397	Long-Term
Cost Basis			*7,419.51*				
BELDEN INC	**325.0000**	**35.8000**	**11,635.00**		**92.51**	**0.55%**	**65.00**
SYMBOL: BDC	175 0000	38.3846	6,717.32 t	09/22/06	(452 32)	2231	Long-Term
	120.0000	33.6289	4,035.47 t	07/21/08	260.53	1563	Long-Term
	30.0000	26.3233	789 70 t	10/13/08	284.30	1479	Long-Term
Cost Basis			*11,542.49*				

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SIPC

Attachment A

Investment Detail - Equities (continued)

Accounting Method
Equities: First In First Out [FIFO]

Equities (continued)	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
BERRY PETROLEUM CO CL A	**400.0000**	**38.5100**	**15,404.00**		**(61.79)**	**0.83%**	**128.00**
SYMBOL: BRY	200.0000	37.5722	7,514.44 t	11/12/10	187.56	719	Long-Term
	70.0000	38.1018	2,667.13	12/20/11	28.57	316	Short-Term
	130.0000	40.6478	5,284.22	09/20/12	(277.92)	41	Short-Term
Cost Basis			*15,465.79*				
BLACKBAUD INC	**470.0000**	**23.7700**	**11,171.90**		**(512.66)**	**2.01%**	**225.60**
SYMBOL: BLKB	350.0000	24.9967	8,748.87	08/22/12	(429.37)	70	Short-Term
	120 0000	24.4640	2,935.69	09/20/12	(83 29)	41	Short-Term
Cost Basis			*11,684.56*				
BOB EVANS FARMS INC	**434.0000**	**38.0700**	**16,522.38**		**3,348.62**	**2.88%**	**477.40**
SYMBOL: BOBE	274.0000	29 9159	8,196.96 t	09/22/06	2,234.22	2231	Long-Term
	140.0000	31 3986	4,395.81 t	06/26/08	933.99	1588	Long-Term
	20.0000	29.0495	580.99 t	10/13/08	180.41	1479	Long-Term
Cost Basis			*13,173.76*				
BRINKS CO	**740.0000**	**26.3100**	**19,469.40**		**(644.38)**	**1.52%**	**296.00**
SYMBOL: BCO	100.0000	25.0300	2,503.00 t	12/26/08	128.00	1405	Long-Term
	100.0000	25.5334	2,553.34 t	12/29/08	77.66	1402	Long-Term
	90.0000	30.3550	2,731 95 t	02/06/09	(364.05)	1363	Long-Term
	90.0000	26.6544	2,398.90 t	09/29/09	(31.00)	1128	Long-Term
	190 0000	29.7237	5,647 51 t	07/18/11	(648.61)	471	Long-Term
	170.0000	25.1710	4,279 08	09/21/12	193.62	40	Short-Term
Cost Basis			*20,113.78*				
BRISTOW GROUP INC	**360.0000**	**49.9200**	**17,971.20**		**664.80**	**1.60%**	**288.00**
SYMBOL: BRS	190.0000	44.5105	8,457.00 t	06/13/11	1,027.80	506	Long-Term
	170.0000	52.0552	8,849.40 t	07/18/11	(363.00)	471	Long-Term
Cost Basis			*17,306.40*				

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Attachment A

SIPC

Investment Detail - Equities (continued)

Accounting Method
Equities: First In First Out [FIFO]

Equities (continued)	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
BUCKEYE TECHNOLOGIES INC	**607.0000**	**26.2000**	**15,903.40**		**1,564.13**	**1.22%**	**194.24**
SYMBOL: BKI	540.0000	22.9440	12,389.80 t	06/20/11	1,758.20	499	Long-Term
	67.0000	29.0965	1,949.47	07/12/12	(194.07)	111	Short-Term
Cost Basis			*14,339.27*				
C E C ENTERTAINMENT INC	**410.0000**	**31.0000**	**12,710.00**		**(2,437.11)**	**2.83%**	**360.80**
SYMBOL· CEC	120 0000	36.7255	4,407.06	02/14/12	(687.06)	260	Short-Term
	110.0000	38.0315	4,183 47	03/14/12	(773.47)	231	Short-Term
	180.0000	36.4254	6,556.58	05/16/12	(976.58)	168	Short-Term
Cost Basis			*15,147.11*				
C T S CORPORATION	**760.0000**	**8.2800**	**6,292.80**		**(1,799.97)**	**1.69%**	**106.40**
SYMBOL: CTS	350 0000	9 6042	3,361.47 t	03/29/10	(463 47)	947	Long-Term
	410.0000	11.5397	4,731.30 t	05/13/10	(1,336 50)	902	Long-Term
Cost Basis			*8,092.77*				
CABOT CORPORATION	**212.0000**	**35.7600**	**7,581.12**		**2,345.12**	**2.23%**	**169.60**
SYMBOL: CBT	212.0000	24.6981	5,236.00 t	12/07/09	2,345.12	1059	Long-Term
CASEYS GEN STORES INC	**280.0000**	**51.5500**	**14,434.00**		**587.93**	**1.28%**	**184.80**
SYMBOL: CASY	80 0000	47.0818	3,766.55	09/20/11	357.45	407	Long-Term
	80.0000	45 7176	3,657.41	09/28/11	466.59	399	Long-Term
	40.0000	49 8290	1,993.16	12/20/11	68.84	316	Short-Term
	80.0000	55.3618	4,428.95	03/27/12	(304.95)	218	Short-Term
Cost Basis			*13,846.07*				

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SIPC

Attachment A

Investment Detail - Equities (continued)

Accounting Method
Equities: First In First Out [FIFO]

Equities (continued)	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
CASH AMERICA INTL INC	**425.0000**	**39.0900**	**16,613.25**		**(1,183.91)**	**0.35%**	**59.50**
SYMBOL: CSH	60.0000	37 7095	2,262.57 t	05/15/08	82.83	1630	Long-Term
	60.0000	39.8166	2,389 00 t	09/22/08	(43.60)	1500	Long-Term
	20.0000	40.2900	805.80 t	10/13/08	(24.00)	1479	Long-Term
	50.0000	38.7494	1,937 47 t	11/12/10	17.03	719	Long-Term
	105.0000	46.8485	4,919.10	02/03/12	(814.65)	271	Short-Term
	50.0000	48.8310	2,441.55	03/27/12	(487.05)	218	Short-Term
	80.0000	38.0208	3,041.67	09/24/12	85.53	37	Short-Term
Cost Basis			*17,797.16*				
COMMUNITY BANK SYSTEM	**400.0000**	**27.5900**	**11,036.00**		**3,081.94**	**3.91%**	**432.00**
SYMBOL: CBU	110.0000	15.5335	1,708.69 t	06/01/09	1,326.21	1248	Long-Term
	90.0000	16 6244	1,496.20 t	07/24/09	986.90	1195	Long-Term
	100.0000	22.9628	2,296 28 t	03/01/10	462.72	975	Long-Term
	100.0000	24.5289	2,452.89 t	05/26/11	306.11	524	Long-Term
Cost Basis			*7,954.06*				
COMPASS MINERALS INTL	**247.0000**	**78.8500**	**19,475.95**		**858.69**	**2.51%**	**489.06**
SYMBOL: CMP	60.0000	73.2931	4,397.59	04/18/12	333.41	196	Short-Term
	60.0000	76 7386	4,604.32	05/01/12	126 68	183	Short-Term
	57.0000	75.9689	4,330.23	07/12/12	164.22	111	Short-Term
	70.0000	75.5017	5,285.12	09/20/12	234.38	41	Short-Term
Cost Basis			*18,617.26*				
CUBESMART	**1,140.0000**	**13.1200**	**14,956.80**		**1,859.37**	**2.43%**	**364.80**
SYMBOL: CUBE	740.0000	11 2551	8,328.84	06/21/12	1,379.96	132	Short-Term
	400.0000	11 9214	4,768.59	07/06/12	479.41	117	Short-Term
Cost Basis			*13,097.43*				

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Attachment A

SIPC

Investment Detail - Equities (continued)

Accounting Method
Equities: First In First Out [FIFO]

Equities (continued)	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
CUBIC CORPORATION	**278.0000**	**48.8000**	**13,566.40**		**674.52**	**0.49%**	**66.72**
SYMBOL: CUB	50.0000	40.6290	2,031.45	09/20/11	408.55	407	Long-Term
	45.0000	39.9788	1,799.05	10/04/11	396.95	393	Long-Term
	90.0000	50.6074	4,554.67	02/06/12	(162.67)	268	Short-Term
	93 0000	48.4592	4,506.71	07/12/12	31.69	111	Short-Term
Cost Basis			*12,891.88*				
CURTISS WRIGHT CORP	**230.0000**	**30.8700**	**7,100.10**		**(1,706.76)**	**1.16%**	**82.80**
SYMBOL: CW	230.0000	38.2906	8,806 86 t	03/07/11	(1,706.76)	604	Long-Term
CYPRESS SEMICONDUCTOR	**666.0000**	**9.9100**	**6,600.06**		**(1,363.66)**	**0.00%**	**0.00**
SYMBOL: CY	666 0000	11.9575	7,963 72	07/13/12	(1,363.66)	110	Short-Term
EBIX INC	**440.0000**	**21.7345**	**9,563.18**		**1,602.61**	**0.92%**	**88.00**
SYMBOL: EBIX	240.0000	16.8310	4,039.46	11/16/11	1,176.82	350	Short-Term
	200.0000	19.6055	3,921.11	11/28/11	425.79	338	Short-Term
Cost Basis			*7,960.57*				
EL PASO ELECTRIC CO NEW	**420.0000**	**33.9900**	**14,275.80**		**737.40**	**2.94%**	**420.00**
SYMBOL: EE	220.0000	30.3706	6,681.55	05/17/12	796.25	167	Short-Term
	200.0000	34.2842	6,856.85	09/28/12	(58.85)	33	Short-Term
Cost Basis			*13,538.40*				
ENDURANCE SPECALTY HLDGF	**540.0000**	**40.5500**	**21,897.00**		**591.38**	**3.05%**	**669.60**
SYMBOL: ENH	280.0000	37.7027	10,556.77 t	09/10/10	797.23	782	Long-Term
	260.0000	41.3417	10,748.85 t	07/13/11	(205 85)	476	Long-Term
Cost Basis			*21,305.62*				

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Attachment A

SIPC

Investment Detail - Equities (continued)

Accounting Method
Equities: First In First Out [FIFO]

Equities (continued)	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
FINISH LINE INC CL A	**780.0000**	**20.8050**	**16,227.90**		**5,860.03**	**1.15%**	**187.20**
SYMBOL: FINL	260.0000	9.8712	2,566.53 t	12/22/09	2,842.77	1044	Long-Term
	280.0000	14.4278	4,039.80 t	10/04/10	1,785.60	758	Long-Term
	240.0000	15.6730	3,761 54 t	11/12/10	1,231.66	719	Long-Term
Cost Basis			*10,367.87*				
FRANKLIN ELECTRIC CO INC	**150.0000**	**57.9400**	**8,691.00**		**4,375.71**	**1.00%**	**87.00**
SYMBOL: FELE	150 0000	28.7686	4,315.29 t	06/25/10	4,375.71	859	Long-Term
FULTON FINANCIAL CORP	**1,630.0000**	**9.7250**	**15,851.75**		**(36.04)**	**3.29%**	**521.60**
SYMBOL: FULT	710.0000	10.2125	7,250.91 t	05/19/10	(346.16)	896	Long-Term
	310.0000	10.1387	3,143.01 t	06/01/10	(128.26)	883	Long-Term
	390.0000	8.6900	3,389.13 t	08/19/10	403.62	804	Long-Term
	220.0000	9.5670	2,104.74 t	08/05/11	34.76	453	Long-Term
Cost Basis			*15,887.79*				
HECLA MINING COMPANY	**1,400.0000**	**6.5800**	**9,212.00**		**(181.29)**	**0.15%**	**14.00**
SYMBOL· HL	1,400.0000	6.7094	9,393 29	09/24/12	(181.29)	37	Short-Term
INNOPHOS HOLDINGS INC	**190.0000**	**47.6500**	**9,053.50**		**3,666.98**	**2.26%**	**205.20**
SYMBOL· IPHS	80 0000	24 4168	1,953.35 t	03/04/10	1,858.65	972	Long-Term
	110 0000	31.2106	3,433.17 t	09/28/10	1,808.33	764	Long-Term
Cost Basis			*5,386.52*				
INTERSIL CORP CL A	**1,512.0000**	**7.0500**	**10,659.60**		**(5,100.85)**	**6.80%**	**725.76**
CLASS A	810.0000	10 9702	8,885 90	04/20/12	(3,175.40)	194	Short-Term
SYMBOL: ISIL	432.0000	10 2307	4,419 67	07/09/12	(1,374.07)	114	Short-Term
	270.0000	9.0921	2,454.88	09/20/12	(551.38)	41	Short-Term
Cost Basis			*15,760.45*				

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Attachment A

SIPC

Investment Detail - Equities (continued)

Accounting Method
Equities: First In First Out [FIFO]

Equities (continued)	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
MAXIMUS INC	**380.0000**	**55.1800**	**20,968.40**		**9,054.88**	**0.65%**	**136.80**
SYMBOL: MMS	240 0000	30.5816	7,339.60 t	10/06/10	5,903.60	756	Long-Term
	140.0000	32.6708	4,573.92 t	01/20/11	3,151.28	650	Long-Term
Cost Basis			*11,913.52*				
MEDICIS PHARM CL A NEW	**570.0000**	**43.4100**	**24,743.70**		**7,508.04**	**0.92%**	**228.00**
SYMBOL: MRX	300.0000	22.4027	6,720.82 t	07/07/10	6,302.18	847	Long-Term
	270.0000	38.9438	10,514.84 t	07/14/11	1,205.86	475	Long-Term
Cost Basis			*17,235.66*				
MERIDIAN BIOSCIENCE INC	**720.0000**	**19.7500**	**14,220.00**		**1,479.62**	**3.84%**	**547.20**
SYMBOL· VIVO	420 0000	16.1900	6,799.80 t	09/22/06	1,495.20	2231	Long-Term
	20.0000	26.5000	530.00 t	10/13/08	(135.00)	1479	Long-Term
	120.0000	19.6589	2,359.07 t	04/28/10	10.93	917	Long-Term
	160.0000	19 0719	3,051.51	03/26/12	108.49	219	Short-Term
Cost Basis			*12,740.38*				
OWENS &MINOR INC HLDG CO	**420.0000**	**28.4700**	**11,957.40**		**4,893.45**	**3.09%**	**369.60**
SYMBOL: OMI	405.0130	16.3558	6,624.35 t	05/24/04	4,906.37	3082	Long-Term
	14.9870	29 3320	439.60 t	10/13/08	(12.92)	1479	Long-Term
Cost Basis			*7,063.95*				
PARK ELECTROCHEMICL CORP	**200.0000**	**24.8200**	**4,964.00**		**176.50**	**1.61%**	**80.00**
SYMBOL: PKE	35.0000	23.9745	839.11 t	02/15/08	29.59	1720	Long-Term
	20.0000	21.9300	438.60 t	10/13/08	57.80	1479	Long-Term
	145 0000	24 2054	3,509.79 t	06/24/10	89.11	860	Long-Term
Cost Basis			*4,787.50*				

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Attachment A

SIPC

Investment Detail - Equities (continued)

Accounting Method
Equities: First In First Out [FIFO]

Equities (continued)	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
PLANTRONICS INC	**730.0000**	**32.4400**	**23,681.20**		**(1,524.69)**	**1.23%**	**292.00**
SYMBOL: PLT	220.0000	37.6679	8,286.94 t	12/22/10	(1,150.14)	679	Long-Term
	140 0000	36.2250	5,071.50 t	03/07/11	(529.90)	604	Long-Term
	100.0000	36.6190	3,661.90 t	05/17/11	(417.90)	533	Long-Term
	270.0000	30.3168	8,185.55	09/20/11	573.25	407	Long-Term
Cost Basis			*25,205.89*				
PORTLAND GENERAL ELEC	**710.0000**	**27.4000**	**19,454.00**		**2,754.53**	**3.94%**	**766.80**
SYMBOL: POR	540 0000	23.3528	12,610 55 t	03/15/11	2,185.45	596	Long-Term
	170 0000	24 0524	4,088.92	09/27/11	569.08	400	Long-Term
Cost Basis			*16,699.47*				
PROTECTIVE LIFE CORP	**450.0000**	**27.3000**	**12,285.00**		**4,387.46**	**2.63%**	**324.00**
SYMBOL: PL	90.0000	21.3225	1,919.03 t	09/22/10	537.97	770	Long-Term
	360.0000	16.6069	5,978.51	09/27/11	3,849.49	400	Long-Term
Cost Basis			*7,897.54*				
REGIS CORP MINN	**700.0000**	**16.6600**	**11,662.00**		**(209.86)**	**1.44%**	**168.00**
SYMBOL: RGS	40.0000	14.6700	586.80 t	03/30/09	79.60	1311	Long-Term
	100.0000	14 7100	1,471 00 t	03/30/09	195.00	1311	Long-Term
	90.0000	17.8244	1,604 20 t	04/27/09	(104.80)	1283	Long-Term
	200.0000	17.8900	3,578.00 t	07/02/09	(246.00)	1217	Long-Term
	270.0000	17.1550	4,631.86 t	03/08/10	(133.66)	968	Long-Term
Cost Basis			*11,871.86*				
SCHWEITZER-MAUDUIT INTL	**680.0000**	**35.0300**	**23,820.40**		**5,622.62**	**1.71%**	**408.00**
SYMBOL: SWM	360.0000	24.2383	8,725.79 t	05/26/11	3,885.01	524	Long-Term
	120.0000	28.5033	3,420.40 t	07/11/11	783.20	478	Long-Term
	140.0000	28.8657	4,041.20 t	08/04/11	863.00	454	Long-Term
	60.0000	33.5065	2,010.39	09/25/12	91.41	36	Short-Term
Cost Basis			*18,197.78*				

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SIPC

Attachment A

Investment Detail - Equities (continued)

Accounting Method
Equities: First In First Out [FIFO]

Equities (continued)	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
SENSIENT TECHNOLOGIES CP	**425.0000**	**36.3800**	**15,461.50**		**(164.47)**	**2.41%**	**374.00**
SYMBOL: SXT	120.0000	36.7802	4,413 63 t	04/12/11	(48.03)	568	Long-Term
	115 0000	38.0012	4,370.14 t	04/26/11	(186.44)	554	Long-Term
	120.0000	35.1555	4,218.67	09/20/11	146.93	407	Long-Term
	70.0000	37.4790	2,623.53	03/26/12	(76.93)	219	Short-Term
Cost Basis			*15,625.97*				
STAGE STORES INC NEW	**410.0000**	**24.5000**	**10,045.00**		**7,026.10**	**1.63%**	**164.00**
SYMBOL: SSI	30.0000	10.6300	318.90 t	10/13/08	416.10	1479	Long-Term
	380 0000	7.1052	2,700.00 t	12/26/08	6,610.00	1405	Long-Term
Cost Basis			*3,018.90*				
STANCORP FINL GROUP INC	**330.0000**	**34.3500**	**11,335.50**		**3,153.77**	**2.59%**	**293.70**
SYMBOL: SFG	230.0000	18.8439	4,334.10 t	03/16/09	3,566 40	1325	Long-Term
	100 0000	38.4763	3,847.63	01/31/12	(412 63)	274	Short-Term
Cost Basis			*8,181 73*				
THE JONES GROUP INC	**1,290.0000**	**11.8100**	**15,234.90**		**1,109.36**	**1.69%**	**258.00**
SYMBOL: JNY	830.0000	11 6652	9,682.19	10/27/11	120.11	370	Long-Term
	460.0000	9.6594	4,443.35	02/10/12	989.25	264	Short-Term
Cost Basis			*14,125.54*				
TIDEWATER INC (CITIZEN)	**426.0000**	**47.5100**	**20,239.26**		**(1,528.68)**	**2.10%**	**426.00**
US CITIZEN CERTIFICATES	100.0000	60.4200	6,042.00 t	08/29/08	(1,291.00)	1524	Long-Term
SYMBOL: TDW	70.0000	47.4014	3,318 10 t	09/23/09	7.60	1134	Long-Term
	80.0000	44.3600	3,548.80 t	09/27/10	252.00	765	Long-Term
	80.0000	54.3400	4,347.20 t	07/12/11	(546.40)	477	Long-Term
	96 0000	46.9983	4,511.84	07/09/12	49.12	114	Short-Term
Cost Basis			*21,767.94*				

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Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.

Attachment A

SIPC

Investment Detail - Equities (continued)

Accounting Method
Equities: First In First Out [FIFO]

Equities (continued)	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
TORO COMPANY	**270.0000**	**42.2200**	**11,399.40**		**6,207.83**	**1.04%**	**118.80**
SYMBOL: TTC	120.0000	23.8100	2,857.20 t	02/15/08	2,209.20	1720	Long-Term
	40.0000	18 6350	745 40 t	10/13/08	943.40	1479	Long-Term
	110.0000	14.4451	1,588.97 t	04/24/09	3,055.23	1286	Long-Term
Cost Basis			*5,191.57*				
TRUSTMARK CORP	**480.0000**	**23.4700**	**11,265.60**		**906.88**	**3.91%**	**441.60**
SYMBOL: TRMK	350.0000	22.1392	7,748.75 t	11/24/10	465.75	707	Long-Term
	130 0000	20.0766	2,609.97 t	08/08/11	441.13	450	Long-Term
Cost Basis			*10,358.72*				
U N S ENERGY CORP	**350.0000**	**42.6400**	**14,924.00**		**2,003.50**	**4.03%**	**602.00**
SYMBOL: UNS	180.0000	36.3144	6,536.60	05/17/12	1,138.60	167	Short-Term
	170.0000	37.5523	6,383.90	06/11/12	864.90	142	Short-Term
Cost Basis			*12,920.50*				
WASHINGTON FEDERAL INC	**540.0000**	**16.7800**	**9,061.20**		**75.54**	**1.90%**	**172.80**
SEATTLE	280.0000	16.7209	4,681.87	09/28/12	16.53	33	Short-Term
SYMBOL: WAFD	260.0000	16.5530	4,303.79	10/16/12	59.01	15	Short-Term
Cost Basis			*8,985.66*				
WEBSTER FINANCIAL CORP	**480.0000**	**22.0000**	**10,560.00**		**(320.47)**	**1.81%**	**192.00**
WATERBURY CONN	480.0000	22 6676	10,880.47	02/08/12	(320.47)	266	Short-Term
SYMBOL: WBS							
WEST PHARM SRVC INC	**550.0000**	**53.8700**	**29,628.50**		**4,341.26**	**1.41%**	**418.00**
SYMBOL: WST	400.0000	46 4200	18,568.00 t	07/22/11	2,980.00	467	Long-Term
	90.0000	39.6694	3,570 25	09/20/11	1,278.05	407	Long-Term
	60.0000	52.4831	3,148.99	09/26/12	83.21	35	Short-Term
Cost Basis			*25,287.24*				

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Attachment A

SIPC

Investment Detail - Equities (continued)

Accounting Method
Equities: First In First Out [FIFO]

Equities (continued)	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
WESTAMERICA BANCORP	**376.0000**	**44.1200**	**16,589.12**		**(1,322.70)**	**3.35%**	**556.48**
SYMBOL· WABC	119.1170	49.8507	5,938.07 t	09/22/06	(682.63)	2231	Long-Term
	1.8830	50 5576	95.20 t	11/17/06	(12.12)	2175	Long-Term
	50.0000	47.1800	2,359.00 t	05/24/07	(153.00)	1987	Long-Term
	10.0000	59.0100	590.10 t	10/13/08	(148.90)	1479	Long-Term
	65.0000	51.3153	3,335 50 t	08/20/10	(467.70)	803	Long-Term
	30.0000	52.4433	1,573.30 t	11/12/10	(249.70)	719	Long-Term
	100.0000	40.2065	4,020 65	09/20/11	391 35	407	Long-Term
Cost Basis			*17,911.82*				
WINTRUST FINANCIAL CORP	**240.0000**	**36.9500**	**8,868.00**		**1,307.29**	**0.48%**	**43.20**
SYMBOL: WTFC	90.0000	26.4441	2,379.97 t	09/11/08	945 53	1511	Long-Term
	50.0000	36.7500	1,837.50 t	09/22/08	10.00	1500	Long-Term
	10.0000	31.3300	313.30 t	10/13/08	56.20	1479	Long-Term
	90.0000	33.6660	3,029.94 t	01/24/11	295.56	646	Long-Term
Cost Basis			*7,560.71*				

[redacted]

Estimated Annual Income ("EAI") and Estimated Yield ("EY") calculations are for informational purposes only The actual income and yield might be lower or higher than the estimated amounts. EY is based upon EAI and the current price of the security and will fluctuate. For certain types of securities, the calculations could include a return of principal or capital gains in which case EAI and EY would be overstated. EY and EAI are not promptly updated to reflect when an issuer has missed a regular payment or announced changes to future payments, in which case EAI and EY will continue to display at a prior rate.

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Attachment A

SIPC

Investment Detail - Equities

Accounting Method
Equities: First In First Out [FIFO]

Equities	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
ALLERGAN INC	**1,290.0000**	**89.9200**	**115,996.80**		**19,404.87**	**0.22%**	**258.00**
SYMBOL: AGN	310.0000	64.4863	19,990.78 t	04/20/10	7,884.42	925	Long-Term
	190.0000	65.5917	12,462 44 t	09/10/10	4,622.36	782	Long-Term
	350.0000	72.6311	25,420.89 t	08/10/11	6,051.11	448	Long-Term
	110.0000	88.7873	9,766.61	01/23/12	124 59	282	Short-Term
	130.0000	85.5452	11,120 88	02/03/12	568.72	271	Short-Term
	80.0000	94.4793	7,558.35	03/28/12	(364.75)	217	Short-Term
	120.0000	85.5998	10,271.98	08/06/12	518.42	86	Short-Term
Cost Basis			*96,591.93*				

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Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.

Attachment B

SIPC

Investment Detail - Equities (continued)

Accounting Method
Equities: First In First Out [FIFO]

Equities (continued)	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
APPLE INC	**420.0000**	**595.3200**	**250,034.40**		**195,087.96**	**1.78%**	**4,452.00**
SYMBOL: AAPL	120.0000	107.3267	12,879.21 t	04/01/09	58,559.19	1309	Long-Term
	150.0000	143.2740	21,491.10 t	06/09/09	67,806.90	1240	Long-Term
	150.0000	137.1742	20,576.13 t	06/18/09	68,721.87	1231	Long-Term
Cost Basis			*54,946.44*				
CELGENE CORP	**1,895.0000**	**73.3500**	**138,998.25**		**14,015.55**	**0.00%**	**0.00**
SYMBOL: CELG	495.0000	65.0467	32,198.12 t	10/25/07	4,110.13	1833	Long-Term
	1,400.0000	66.2747	92,784.58 t	09/08/08	9,905.42	1514	Long-Term
Cost Basis			*124,982 70*				
COGNIZANT TECH SOL CL A	**1,050.0000**	**66.6500**	**69,982.50**		**6,547.68**	**0.00%**	**0.00**
SYMBOL: CTSH	170.0000	54 8667	9,327.35 t	08/18/11	2,003.15	440	Long-Term
	200.0000	56.1158	11,223.16 t	08/19/11	2,106.84	439	Long-Term
	150.0000	57.6763	8,651.45 t	08/22/11	1,346 05	436	Long-Term
	160.0000	67.1677	10,746.84	12/20/11	(82.84)	316	Short-Term
	140.0000	70.3261	9,845.66	02/08/12	(514.66)	266	Short-Term
	230.0000	59.3059	13,640.36	05/08/12	1,689.14	176	Short-Term
Cost Basis			*63,434.82*				
DISCOVERY COMMUN SER A	**1,260.0000**	**59.0200**	**74,365.20**		**19,616.90**	**0.00%**	**0.00**
SERIES A	130.0000	40.1333	5,217.33 t	01/07/11	2,455.27	663	Long-Term
SYMBOL: DISCA	240.0000	42.0275	10,086.62 t	04/27/11	4,078.18	553	Long-Term
	160.0000	43.5186	6,962.99 t	04/28/11	2,480.21	552	Long-Term
	270.0000	44.9267	12,130.21 t	05/02/11	3,805.19	548	Long-Term
	110.0000	44.7020	4,917.23 t	05/03/11	1,574.97	547	Long-Term
	250.0000	43.7199	10,929.98	02/02/12	3,825.02	272	Short-Term
	100.0000	45.0394	4,503.94	02/06/12	1,398.06	268	Short-Term
Cost Basis			*54,748.30*				

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Attachment B

SIPC

Investment Detail - Equities (continued)

Accounting Method
Equities: First In First Out [FIFO]

Equities (continued)	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
DISNEY WALT CO	**1,240.0000**	**49.1200**	**60,908.80**		**5,806.45**	**1.22%**	**744.00**
SYMBOL: DIS	230.0000	43.5736	10,021.95	03/23/12	1,275.65	222	Short-Term
	290.0000	44.3526	12,862 26	03/26/12	1,382.54	219	Short-Term
	420.0000	44.3248	18,616 43	03/27/12	2,013.97	218	Short-Term
	300.0000	45.3390	13,601.71	05/09/12	1,134.29	175	Short-Term
Cost Basis			*55,102.35*				
DOLLAR GENERAL CORP NEW	**2,190.0000**	**48.6200**	**106,477.80**		**30,660.42**	**0.00%**	**0.00**
SYMBOL: DG	300 0000	32.7329	9,819.87 t	04/07/11	4,766.13	573	Long-Term
	190.0000	32.8402	6,239.64 t	04/27/11	2,998.16	553	Long-Term
	280.0000	33.2172	9,300.84 t	04/28/11	4,312.76	552	Long-Term
	250 0000	32.8888	8,222.20 t	05/06/11	3,932.80	544	Long-Term
	160.0000	32.9061	5,264.99 t	05/09/11	2,514.21	541	Long-Term
	270 0000	33.3721	9,010.49 t	05/11/11	4,116.91	539	Long-Term
	220.0000	32.6725	7,187.95 t	06/01/11	3,508.45	518	Long-Term
	260.0000	32.7628	8,518 35 t	08/24/11	4,122.85	434	Long-Term
	260.0000	47.1271	12,253.05	06/05/12	388.15	148	Short-Term
Cost Basis			*75,817.38*				
E M C CORP MASS	**1,040.0000**	**24.4200**	**25,396.80**		**(2,575.90)**	**0.00%**	**0.00**
SYMBOL: EMC	470.0000	24 8964	11,701.33	01/24/12	(223 93)	281	Short-Term
	570 0000	28.5462	16,271.37	04/27/12	(2,351.97)	187	Short-Term
Cost Basis			*27,972.70*				

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Attachment B

SIPC

Investment Detail - Equities (continued)

Accounting Method
Equities: First In First Out [FIFO]

Equities (continued)	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
EBAY INC	**2,390.0000**	**48.2600**	**115,341.40**		**10,062.49**	**0.00%**	**0.00**
SYMBOL: EBAY	330.0000	39.1756	12,927 95	06/04/12	2,997.85	149	Short-Term
	390.0000	43.3495	16,906.31	06/20/12	1,915.09	133	Short-Term
	890.0000	44.0535	39,207.69	07/19/12	3,743.71	104	Short-Term
	280.0000	44.8560	12,559.70	08/06/12	953.10	86	Short-Term
	210.0000	47.2922	9,931.37	08/24/12	203.23	68	Short-Term
	290.0000	47.3996	13,745.89	08/31/12	249.51	61	Short-Term
Cost Basis			*105,278.91*				
ECOLAB INC	**1,260.0000**	**69.6000**	**87,696.00**		**8,529.52**	**1.14%**	**1,008.00**
SYMBOL: ECL	120.0000	61.9860	7,438.32	02/08/12	913.68	266	Short-Term
	160.0000	60.9087	9,745.40	02/10/12	1,390.60	264	Short-Term
	170.0000	61.8672	10,517.43	02/15/12	1,314.57	259	Short-Term
	170.0000	62.7310	10,664.28	02/24/12	1,167.72	250	Short-Term
	160.0000	61 6620	9,865.93	02/28/12	1,270.07	246	Short-Term
	190.0000	64.3314	12,222.98	05/01/12	1,001.02	183	Short-Term
	170.0000	64.8780	11,029 27	08/06/12	802.73	86	Short-Term
	120.0000	64.0239	7,682 87	09/19/12	669.13	42	Short-Term
Cost Basis			*79,166.48*				
FAMILY DOLLAR STORES INC	**740.0000**	**65.9600**	**48,810.40**		**6,596.93**	**1.27%**	**621.60**
SYMBOL: FDO	170.0000	53.9620	9,173.55	01/13/12	2,039.65	292	Short-Term
	125.0000	54.9732	6,871.65	01/19/12	1,373.35	286	Short-Term
	95.0000	55.0222	5,227.11	01/20/12	1,039.09	285	Short-Term
	210.0000	55.8875	11,736 38	01/24/12	2,115 22	281	Short-Term
	140.0000	65.7484	9,204.78	08/06/12	29.62	86	Short-Term
Cost Basis			*42,213.47*				

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Attachment B

SIPC

Investment Detail - Equities (continued)

Accounting Method
Equities: First In First Out [FIFO]

Equities (continued)	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
GENERAL ELECTRIC COMPANY	**5,460.0000**	**21.0600**	**114,987.60**		**4,229.62**	**3.22%**	**3,712.80**
SYMBOL: GE	690.0000	20.3669	14,053.17 t	01/28/11	478.23	642	Long-Term
	950.0000	20.8552	19,812.50 t	02/07/11	194.50	632	Long-Term
	720.0000	21.3168	15,348.13 t	02/09/11	(184.93)	630	Long-Term
	730.0000	20.4438	14,924.01 t	02/23/11	449.79	616	Long-Term
	500 0000	19.8754	9,937.70 t	03/28/11	592.30	583	Long-Term
	390 0000	20.3547	7,938.37 t	04/21/11	275.03	559	Long-Term
	410.0000	20.3168	8,329.89 t	05/11/11	304.71	539	Long-Term
	540.0000	19.2552	10,397.86	01/26/12	974.54	279	Short-Term
	530.0000	18.8987	10,016.35	02/02/12	1,145.45	272	Short-Term
Cost Basis			*110,757.98*				
GOOGLE INC CLASS A	**110.0000**	**680.2976**	**74,832.74**		**20,618.95**	**0.00%**	**0.00**
SYMBOL: GOOG	36.0000	533.1322	19,192.76 t	04/18/08	5,297.95	1657	Long-Term
	40.0000	352.4487	14,097.95 t	02/04/09	13,113.95	1365	Long-Term
	17.0000	620 6964	10,551.84	03/01/12	1,013.22	244	Short-Term
	17.0000	610 0729	10,371.24	07/20/12	1,193 82	103	Short-Term
Cost Basis			*54,213.79*				
GRAINGER W W INC	**200.0000**	**201.4100**	**40,282.00**		**2,987.08**	**1.58%**	**640.00**
SYMBOL: GWW	130.0000	187.3321	24,353.18	06/20/12	1,830.12	133	Short-Term
	70.0000	184.8820	12,941.74	06/22/12	1,156.96	131	Short-Term
Cost Basis			*37,294.92*				
INTUITIVE SURGICAL NEW	**115.0000**	**542.2200**	**62,355.30**		**29,910.46**	**0.00%**	**0.00**
SYMBOL: ISRG	25.0000	317.8988	7,947.47 t	07/22/10	5,608.03	832	Long-Term
	40.0000	289.6615	11,586.46 t	09/15/10	10,102.34	777	Long-Term
	50.0000	258.2182	12,910.91 t	10/20/10	14,200 09	742	Long-Term
Cost Basis			*32,444 84*				

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SIPC

Investment Detail - Equities (continued)

Accounting Method
Equities: First In First Out [FIFO]

Equities (continued)	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
LAS VEGAS SANDS CORP	**2,030.0000**	**46.4400**	**94,273.20**		**4,125.27**	**2.15%**	**2,030.00**
SYMBOL: LVS	140.0000	45.8460	6,418.44	09/22/11	83.16	405	Long-Term
	330.0000	45 1892	14,912.46	09/23/11	412.74	404	Long-Term
	150.0000	42.0486	6,307.30	09/26/11	658.70	401	Long-Term
	170.0000	45.6675	7,763.49	09/27/11	131.31	400	Long-Term
	100.0000	39.1273	3,912.73	09/30/11	731.27	397	Long-Term
	240 0000	45 0288	10,806.93	10/11/11	338.67	386	Long-Term
	190.0000	50.9311	9,676.92	02/02/12	(853.32)	272	Short-Term
	140.0000	56.7650	7,947.10	04/26/12	(1,445.50)	188	Short-Term
	400.0000	36.1475	14,459.03	07/26/12	4,116.97	97	Short-Term
	170.0000	46.7266	7,943 53	09/19/12	(48.73)	42	Short-Term
Cost Basis			*90,147.93*				
MONSANTO CO NEW DEL	**1,380.0000**	**86.0700**	**118,776.60**		**19,254.97**	**1.74%**	**2,070.00**
SYMBOL: MON	160 0000	70.5680	11,290.88	11/21/11	2,480.32	345	Short-Term
	190.0000	68.3258	12,981.92	11/23/11	3,371.38	343	Short-Term
	210.0000	70.2305	14,748.41	11/28/11	3,326.29	338	Short-Term
	130.0000	67.8912	8,825.86	12/14/11	2,363.24	322	Short-Term
	130 0000	70.1283	9,116.69	12/20/11	2,072.41	316	Short-Term
	110.0000	77 4324	8,517.57	02/23/12	950.13	251	Short-Term
	140.0000	77.6881	10,876.34	04/27/12	1,173.46	187	Short-Term
	130.0000	71 4658	9,290 56	05/11/12	1,898.54	173	Short-Term
	180 0000	77.0744	13,873.40	05/31/12	1,619.20	153	Short-Term
Cost Basis			*99,521.63*				
PHILIP MORRIS INTL INC	**560.0000**	**88.5600**	**49,593.60**		**11,702.46**	**3.83%**	**1,904.00**
SYMBOL: PM	110.0000	65.1080	7,161.89	09/12/11	2,579.71	415	Long-Term
	290.0000	67.7167	19,637.85	09/14/11	6,044.55	413	Long-Term
	160.0000	69.3212	11,091.40	09/16/11	3,078.20	411	Long-Term
Cost Basis			*37,891.14*				

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Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.

Attachment B

SIPC

Investment Detail - Equities (continued)

Accounting Method
Equities: First In First Out [FIFO]

Equities (continued)	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
PRAXAIR INC	**395.0000**	**106.2100**	**41,952.95**		**3,964.98**	**2.07%**	**869.00**
SYMBOL: PX	15.0000	103 5833	1,553 75 t	07/29/11	39.40	460	Long-Term
	200.0000	94 1412	18,828.24 t	08/10/11	2,413.76	448	Long-Term
	70.0000	96.8461	6,779 23 t	08/11/11	655.47	447	Long-Term
	110.0000	98.4250	10,826.75 t	08/12/11	856.35	446	Long-Term
Cost Basis			*37,987.97*				
PRECISION CASTPARTS CORP	**450.0000**	**173.0700**	**77,881.50**		**5,323.61**	**0.06%**	**54.00**
SYMBOL: PCP	150.0000	158.2547	23,738.21	08/08/12	2,222.29	84	Short-Term
	80.0000	160.3195	12,825.56	08/09/12	1,020.04	83	Short-Term
	60.0000	160.5801	9,634.81	08/14/12	749.39	78	Short-Term
	80.0000	162.3478	12,987.83	08/24/12	857.77	68	Short-Term
	80.0000	167.1435	13,371.48	10/26/12	474.12	5	Short-Term
Cost Basis			*72,557.89*				
SABMILLER PLC SPONS ADRF	**1,765.0000**	**43.3000**	**76,424.50**		**19,434.59**	**0.00%**	**0.00**
SPONSORED ADR	40.0000	27.8147	1,112.59 t	05/26/10	619.41	889	Long-Term
SYMBOL: SBMRY	525.0000	29.5230	15,499.58 t	06/24/10	7,232.92	860	Long-Term
	440 0000	28.8812	12,707.73 t	08/25/10	6,344 27	798	Long-Term
	280.0000	33.3953	9,350.71 t	08/10/11	2,773.29	448	Long-Term
	280.0000	33.6885	9,432.80	12/15/11	2,691.20	321	Short-Term
	200.0000	44.4325	8,886.50	08/28/12	(226.50)	64	Short-Term
Cost Basis			*56,989.91*				
SCHLUMBERGER LTD F	**1,075.0000**	**69.5300**	**74,744.75**		**4,380.58**	**1.58%**	**1,182.50**
SYMBOL: SLB	50 0000	66.9040	3,345.20 t	04/06/10	131.30	939	Long-Term
	250.0000	67 2381	16,809 53 t	04/15/10	572 97	930	Long-Term
	325.0000	60.5004	19,662.66 t	05/27/10	2,934.59	888	Long-Term
	200 0000	63.1385	12,627.70 t	08/04/10	1,278 30	819	Long-Term
	250.0000	71.6763	17,919.08 t	11/03/10	(536 58)	728	Long-Term
Cost Basis			*70,364.17*				

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Attachment B

SIPC

Investment Detail - Equities (continued)

Accounting Method
Equities: First In First Out [FIFO]

Equities (continued)	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
SHIRE PLC ADR F	**590.0000**	**84.3900**	**49,790.10**		**536.68**	**0.00%**	**0.00**
SPONSORED ADR	70.0000	72.5348	5,077.44 t	11/16/10	829.86	715	Long-Term
1 ADR REP 3 ORD	180 0000	73.9067	13,303.22 t	01/07/11	1,886.98	663	Long-Term
SYMBOL: SHPG	140.0000	77.9780	10,916.92 t	01/14/11	897.68	656	Long-Term
	110 0000	98.7881	10,866 70	01/23/12	(1,583 80)	282	Short-Term
	90.0000	100.9904	9,089.14	03/29/12	(1,494.04)	216	Short-Term
Cost Basis			*49,253.42*				
STARBUCKS CORP	**1,550.0000**	**45.9000**	**71,145.00**		**723.07**	**1.48%**	**1,054.00**
SYMBOL: SBUX	480.0000	44.6129	21,414.22	08/01/12	617.78	91	Short-Term
	380.0000	44.0476	16,738.12	08/06/12	703.88	86	Short-Term
	260 0000	46.6072	12,117.89	08/14/12	(183.89)	78	Short-Term
	180.0000	47.4212	8,535.82	10/11/12	(273.82)	20	Short-Term
	250 0000	46.4635	11,615.88	10/25/12	(140.88)	6	Short-Term
Cost Basis			*70,421.93*				
T J X COS INC	**1,430.0000**	**41.6300**	**59,530.90**		**(1,802.37)**	**1.10%**	**657.80**
SYMBOL: TJX	510 0000	43 3286	22,097.61	10/15/12	(866.31)	16	Short-Term
	270.0000	43.2024	11,664 67	10/17/12	(424.57)	14	Short-Term
	250.0000	43.3094	10,827 35	10/18/12	(419.85)	13	Short-Term
	400.0000	41.8591	16,743.64	10/25/12	(91.64)	6	Short-Term
Cost Basis			*61,333.27*				
TENCENT HOLDINGS ADR F	**2,450.0000**	**35.1600**	**86,142.00**		**26,692.11**	**0.00%**	**0.00**
UNSPONSORED ADR	200.0000	23 2176	4,643.52 t	10/29/10	2,388.48	733	Long-Term
1 ADR REPS 1 ORD	470.0000	23.0292	10,823.77 t	11/11/10	5,701.43	720	Long-Term
SYMBOL: TCEHY	500.0000	22.9446	11,472.30 t	11/16/10	6,107.70	715	Long-Term
	400.0000	26.2209	10,488.36 t	01/18/11	3,575.64	652	Long-Term
	330.0000	24.6373	8,130.31 t	03/22/11	3,472.49	589	Long-Term
	550.0000	25 2575	13,891.63 t	03/25/11	5,446.37	586	Long-Term
Cost Basis			*59,449.89*				

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SIPC

Attachment B

Investment Detail - Equities (continued)

Accounting Method
Equities: First In First Out [FIFO]

Equities (continued)	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
UNILEVER N V NY SHS NEWF	**1,290.0000**	**36.6900**	**47,330.10**		**558.24**	**3.20%**	**1,515.83**
N Y REGISTRY SHARES	380.0000	36 2272	13,766.37	10/04/12	175.83	27	Short-Term
1 NEW YORK SH REP 1 ORD	390.0000	36.5909	14,270.47	10/05/12	38.63	26	Short-Term
SYMBOL: UN	520.0000	36 0288	18,735.02	10/11/12	343.78	20	Short-Term
Cost Basis			*46,771.86*				
UNION PACIFIC CORP	**600.0000**	**123.0300**	**73,818.00**		**83.58**	**1.95%**	**1,440.00**
SYMBOL: UNP	190.0000	123.2181	23,411.45	08/29/12	(35.75)	63	Short-Term
	120.0000	121.7135	14,605.62	09/07/12	157.98	54	Short-Term
	150.0000	123.9653	18,594.80	09/11/12	(140.30)	50	Short-Term
	140.0000	122 3039	17,122.55	10/26/12	101.65	5	Short-Term
Cost Basis			*73,734.42*				
VISA INC CL A	**620.0000**	**138.7600**	**86,031.20**		**37,792.51**	**0.63%**	**545.60**
CLASS A	30.0000	74.9066	2,247.20 t	03/30/11	1,915.60	581	Long-Term
SYMBOL: V	150.0000	75.8160	11,372.40 t	04/06/11	9,441.60	574	Long-Term
	100 0000	77.5731	7,757.31 t	04/21/11	6,118.69	559	Long-Term
	100.0000	78.4077	7,840.77 t	04/27/11	6,035.23	553	Long-Term
	240.0000	79.2542	19,021.01 t	05/06/11	14,281.39	544	Long-Term
Cost Basis			*48,238.69*				
YUM BRANDS INC	**1,350.0000**	**70.1100**	**94,648.50**		**14,627.80**	**1.91%**	**1,809.00**
SYMBOL: YUM	20.0000	49.2305	984.61 t	08/10/11	417.59	448	Long-Term
	200.0000	51.3101	10,262 02 t	08/17/11	3,759.98	441	Long-Term
	330 0000	49.9480	16,482.87 t	08/19/11	6,653 43	439	Long-Term
	180.0000	64.3706	11,586.71	06/14/12	1,033 09	139	Short-Term
	150.0000	64 9241	9,738.62	08/23/12	777.88	69	Short-Term

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Attachment B

Investment Detail - Equities (continued)

Accounting Method
Equities: First In First Out [FIFO]

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
YUM BRANDS INC	180 0000	64 0913	11,536.45	08/27/12	1,083.35	65	Short-Term
	170.0000	66.3560	11,280 53	09/12/12	638.17	49	Short-Term
	120.0000	67.9074	8,148.89	09/19/12	264.31	42	Short-Term
Cost Basis			*80,020.70*				

[redacted]

Estimated Annual Income ("EAI") and Estimated Yield ("EY") calculations are for informational purposes only. The actual income and yield might be lower or higher than the estimated amounts. EY is based upon EAI and the current price of the security and will fluctuate. For certain types of securities, the calculations could include a return of principal or capital gains in which case EAI and EY would be overstated EY and EAI are not promptly updated to reflect when an issuer has missed a regular payment or announced changes to future payments, in which case EAI and EY will continue to display at a prior rate.

[redacted]

[redacted]

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Attachment B

SIPC

Giles W. & Elise G. Mead Foundation
2011 Form 990-PF
Part II, Lines 10a & 10b Detail

Investment Detail - Mutual Funds (continued)

Accounting Method
Mutual Funds: First In First Out [FIFO]

Equity Funds	Quantity	Market Price	Market Value	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
ABERDEEN EMERGING ◊ MARKETS INST CL SYMBOL: ABEMX	75,559.6980	15 0200	1,134,906.66	13.53	1,022,174.09	112,732 57
ARTISAN INTL FUND ◊ SYMBOL: ARTIX	44,958 9490	23.4700	1,055,186.53	26.10	1,173,546.60 ᵗ	(118,360.07)
CAUSEWAY INTERNATIONAL ◊ VALUE FUND INST CL SYMBOL: CIVIX	105,510.3650	12.7500	1,345,257.15	13.52	1,456,735.12 ᵗ	(111,477.97)
COHEN & STEERS DIVIDEND ◊ VALUE FUND CL I SYMBOL: DVFIX	104,406.5560	13.0200	1,359,373.36	12.12	1,264,949.74	94,423.62
DODGE & COX STOCK FUND ◊ SYMBOL: DODGX	10,564.6060	118.2100	1,248,842.08	132.77	1,402,697.13 ᵗ	(153,855.05)
LAZARD EMRG MKTS INST ◊ SHARE SYMBOL: LZEMX	43,471.8400	19.3000	839,006.51	17.38	755,491.21 ᵗ	83,515.30
MANAGERS AMG TIMES SQ ◊ MID CAP GWTH I SYMBOL: TMDIX	60,797 3590	15.3200	931,415.54	9.86	599,302.79 ᵗ	332,112.75

Schwab has provided accurate gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings. Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.

Attachment C

SIPC

charles SCHWAB
INSTITUTIONAL

Schwab One® Account of
G.W. AND E.G. MEAD FOUNDATION

Giles W. & Elise G. Mead Foundation
2011 Form 990-PF
Part II, Lines 10a & 10b Detail

Account Number 7772-4004
Statement Period October 1-31, 2012

Investment Detail - Mutual Funds (continued)

Accounting Method
Mutual Funds: First In First Out [FIFO]

Equity Funds (continued)	Quantity	Market Price	Market Value	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
VAUGHAN NELSON VALUE ◊ OPPORTUNITY CL Y SYMBOL: VNVYX	36,025.8720	15 4600	556,959.98	13.97	503,113.09	53,846 89
[redacted]						
			[redacted]			

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Attachment C

SIPC