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Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

2012

Department of the Treasury
Internal Revenue Service

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

For calendar year 2012, or tax year beginning **, 2012, and ending**The Susan Ileene Wirthlin Foundation
2625 Old Orchard Circle
Holladay, UT 84121

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

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16) **J** Accounting method Cash Accrual
 Other (specify) **(Part I, column (d) must be on cash basis)**

► \$ 1,050,868.

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
R E V E N U E	1 Contributions, gifts, grants, etc, received (attach schedule)				
	2 Ck ► <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	13.	13.	N/A	
	4 Dividends and interest from securities	22,893.	22,893.		
	5a Gross rents				
	b Net rental income or (loss)	4,428.			
	6a Net gain/(loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a	273,444.			
	7 Capital gain net income (from Part IV, line 2)		4,428	RECEIVED	
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
O P E R A T I N G A N D E X P E N S E S	b Less Cost of goods sold				
	c Gross profit/(loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	27,334.	27,334.		1,875.
	13 Compensation of officers, directors, trustees, etc	3,750.	1,875.		
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch) See St 1	1,700.			
	c Other prof fees (attach sch)				
	17 Interest				
A D M I N I S T R A T I V E	18 Taxes (attach schedule)(see instrs) See Stm 2	1,370.			
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) See Statement 3	4,482.	4,482.		
	24 Total operating and administrative expenses. Add lines 13 through 23	11,302.	6,357.		1,875.
	25 Contributions, gifts, grants paid Part XV	50,000.			50,000.
	26 Total expenses and disbursements. Add lines 24 and 25	61,302.	6,357.		51,875.
	27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements	-33,968.			
5 2013	b Net investment income (if negative, enter -0)		20,977.		
	c Adjusted net income (if negative, enter -0)				

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		699.	4,847.	4,847.
	2 Savings and temporary cash investments		-17,245.	18,874.	18,874.
	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 (attach schedule) (see instructions)				
	7 Other notes and loans receivable (attach sch)	►			
	Less: allowance for doubtful accounts	►			
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments – U.S. and state government obligations (attach schedule)				
	b Investments – corporate stock (attach schedule) Statement 4		1,045,675.	971,440.	1,027,147.
	c Investments – corporate bonds (attach schedule)				
	11 Investments – land, buildings, and equipment: basis	►			
	Less accumulated depreciation (attach schedule)	►			
	12 Investments – mortgage loans				
	13 Investments – other (attach schedule)				
	14 Land, buildings, and equipment: basis	►			
	Less accumulated depreciation (attach schedule)	►			
	15 Other assets (describe ►)				
	16 Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)		1,029,129.	995,161.	1,050,868.
LIABILITIES	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, & other disqualified persons				
	21 Mortgages and other notes payable (attach schedule)				
	22 Other liabilities (describe ►)				
	23 Total liabilities (add lines 17 through 22)		0.	0.	
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.	►	X		
	24 Unrestricted		1,029,129.	995,161.	
	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				
	28 Paid-in or capital surplus, or land, building, and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds				
	30 Total net assets or fund balances (see instructions)		1,029,129.	995,161.	
	31 Total liabilities and net assets/fund balances (see instructions)		1,029,129.	995,161.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year –Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,029,129.
2 Enter amount from Part I, line 27a	2	-33,968.
3 Other increases not included in line 2 (itemize) ►	3	
4 Add lines 1, 2, and 3	4	995,161.
5 Decreases not included in line 2 (itemize) ►	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) –Part II, column (b), line 30	6	995,161.

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 shares MLC Company)			(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a See Statement 5					
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					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69		(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any		
a					
b					
c					
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	4,428.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)				3	-1,730.
If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8					

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

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

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

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

 Yes No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2011	49,176.	1,046,034.	0.047012
2010	43,171.	989,182.	0.043643
2009	48,130.	884,178.	0.054435
2008	65,256.	1,141,235.	0.057180
2007	55,004.	1,340,104.	0.041045

2 Total of line 1, column (d)	2	0.243315
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	0.048663
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,023,327.
5 Multiply line 4 by line 3	5	49,798.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	210.
7 Add lines 5 and 6	7	50,008.
8 Enter qualifying distributions from Part XII, line 4	8	51,875.

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 ► <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter (attach copy of letter if necessary –see instrs)	1	210.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2 3 4 5	0. 210. 0. 210.
3	Add lines 1 and 2		
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		
6	Credits/Payments:		
a	2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a 6 b 6 c 6 d	1,200.
b	Exempt foreign organizations – tax withheld at source		
c	Tax paid with application for extension of time to file (Form 8868)		
d	Backup withholding erroneously withheld		
7	Total credits and payments. Add lines 6a through 6d	7 8 9 10 11	1,200. 0. 990. 0.
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> If Form 2220 is attached		
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		
11	Enter the amount of line 10 to be Credited to 2013 estimated tax ► 990. Refunded		

Part VII-A Statements Regarding Activities

1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

	Yes	No
1 a		X
1 b		X

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

	Yes	No
1 b		X
1 c		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

	Yes	No
1 c		X
2		X

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

	Yes	No
2		X
3		X
4 a		X

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year

	Yes	No
4 b		N/A
5		X
6		X

(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.

	Yes	No
7		X
8 a		X
8 b		X

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

	Yes	No
8 b		X
9		X
10		X

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

	Yes	No
9		X
10		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

	Yes	No
10		X
11		X
12		X

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

	Yes	No
11		X
12		X
13		X

b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?

	Yes	No
13		X
14		X

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

	Yes	No
14		X
15		X

If 'Yes,' attach the statement required by General Instruction T

	Yes	No
15		X
16		X

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:

	Yes	No
16		X
17		X

• By language in the governing instrument, or

	Yes	No
17		X
18		X

• 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?

	Yes	No
18		X
19		X

7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV

	Yes	No
19		X
20		X

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

	Yes	No
20		X
21		X

UT

	Yes	No
21		X
22		X

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

	Yes	No
22		X
23		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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If 'Yes,' complete Part XIV

	Yes	No
23		X
24		X

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

	Yes	No
24		X
25		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes,' attach schedule (see instructions)	11	X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12	X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X
Website address ► <u>N/A</u>			
14	The books are in care of ► <u>Douglas Grant</u> Telephone no ► <u>801-364-7777</u>		
	Located at ► <u>420 E S Temple, #450 Salt Lake City UT</u> ZIP + 4 ► <u>84111</u>		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A ► <u>15</u> N/A
16	At any time during calendar year 2012, 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	Yes 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
1 a	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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1 b	N/A
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 2012?	1 c	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	If 'Yes,' list the years ► <u>20 __ , 20 __ , 20 __ , 20 __</u>		
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)	2 b	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 ► <u>20 __ , 20 __ , 20 __ , 20 __</u>		
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If 'Yes,' did it have excess business holdings in 2012 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 2012)	3 b	N/A
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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 2012?	4 b	X

BAA

Form 990-PF (2012)

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)?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?

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

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 6		3,750.	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		
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	<u>N/A</u>	
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	N/A	
2		
All other program-related investments. See instructions.		
3		
Total. Add lines 1 through 3	►	0.

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a Average monthly fair market value of securities	1a	1,025,750.
b Average of monthly cash balances	1b	13,161.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	1,038,911.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	1,038,911.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	15,584.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,023,327.
6 Minimum investment return. Enter 5% of line 5	6	51,166.

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	51,166.
2a Tax on investment income for 2012 from Part VI, line 5	2a	210.
b Income tax for 2012 (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	210.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	50,956.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	50,956.
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	50,956.

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	51,875.
b Program-related investments – total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the: a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	51,875.
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	210.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	51,665.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				50,956.
2 Undistributed income, if any, as of the end of 2012			49,081.	
a Enter amount for 2011 only		0.		
b Total for prior years: 20 ____ , 20 ____				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e		0.		
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 51,875.			49,081.	
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required – see instructions)		0.		
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2012 distributable amount				2,794.
e Remaining amount distributed out of corpus		0.		
5 Excess distributions carryover applied to 2012 (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		0.		
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 2011 Subtract line 4a from line 2a Taxable amount – see instructions				0.
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				48,162.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		0.		
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)		0.		
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a		0.		
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

BAA

Form 990-PF (2012)

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 2012, enter the date of the ruling				►
b	Check box to indicate whether the foundation is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)				
2 a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed				
b	85% of line 2a				
c	Qualifying distributions from Part XII, line 4 for each year listed				
d	Amounts included in line 2c not used directly for active conduct of exempt activities				
e	Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c				
3	Complete 3a, b, or c for the alternative test relied upon.				
a	'Assets' alternative test – enter:				
(1)	Value of all assets				
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i)				
b	'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				
c	'Support' alternative test – enter:				
(1)	Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(ii)				
(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))

Jeralie Mae Wirthlin

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 or e-mail 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
<i>a Paid during the year</i> See Statement 7				
Total				► 3a 50,000.
<i>b Approved for future payment</i>				
Total				► 3b

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) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
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	13.	
4 Dividends and interest from securities			14	22,893.	
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	4,428.	
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)				27,334.	
13 Total. Add line 12, columns (b), (d), and (e).				13	27,334.

(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.)
N/A	

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	1 a (1)	X
(2) Other assets	1 a (2)	X
b Other transactions:		
(1) Sales of assets to a noncharitable exempt organization	1 b (1)	X
(2) Purchases of assets from a noncharitable exempt organization	1 b (2)	X
(3) Rental of facilities, equipment, or other assets	1 b (3)	X
(4) Reimbursement arrangements	1 b (4)	X
(5) Loans or loan guarantees	1 b (5)	X
(6) Performance of services or membership or fundraising solicitations	1 b (6)	X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1 c	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		

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.

**Sign
Here**

MaryAnn W. Grant 5-7-13 ► Treasurer
Signature of officer or trustee Date Title

May the IRS discuss
this return with the
preparer shown below
(see instructions)?

Paid Preparer Use Only	Print/Type preparer's name James R. Beaudoin, CPA	Preparer's signature <i>James R. Beaudoin</i>	Date 5/3/13	Check <input type="checkbox"/> if self employed	PTIN P00013299
	Firm's name ► Pinnock, Robbins, Posey&Richins	Firm's EIN ► 87-0381988			
	Firm's address ► 136 E. South Temple Suite 2250 Salt Lake City, UT 84111	Phone no (801) 533-0409			

BAA

Form 990-PF (2012)

SUSAN ILEENE WIRTHLIN FOUNDAT

2012 ANNUAL STATEMENT SUMMARY

199-B

2012 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

1e	Quantity	Transaction Description	1b Date of Acquisition	1a Date of Sale or Exchange	2a Amount	3 Cost Basis	5 Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
CDONALDS CORP	COM		CUSIP Number	580135101					
1 0000	Sale		05/25/11	01/06/12	100.56	82.88	0.00	17.68	
11 0000	Sale		05/25/11	04/20/12	1,063.33	911.65	0.00	151.68	
13 0000	Sale		05/26/11	05/09/12	1,199.03	1,071.64	0.00	127.39	
	Security Subtotal				2,362.92	2,066.17	0.00	296.75	
CROSOFT CORP			CUSIP Number	594918104					
1.0000	Sale		08/09/11	01/06/12	27.98	25.21	0.00	2.77	
ATIONAL-OILWELL VARCO			CUSIP Number	637071101					
4 0000	Sale		03/17/11	03/02/12	330.79	310.45	0.00	20.34	
8 0000	Sale		07/27/11	05/08/12	546.39	638.71	0.00	(92.32)	
	Security Subtotal				877.18	949.16	0.00	(71.98)	
ETFLIX COM INC			CUSIP Number	64110L106					
1 0000	Sale		11/04/11	01/06/12	86.67	90.49	0.00	(3.82)	
3 0000	Sale		11/04/11	01/26/12	347.16	271.48	0.00	75.68	
3 0000	Sale		11/04/11	05/30/12	202.19	271.48	0.00	(69.29)	
11 0000	Sale		11/04/11	05/31/12	706.37	995.42	0.00	(289.05)	
	Security Subtotal				1,342.39	1,628.87	0.00	(286.48)	
ETAPP INC			CUSIP Number	64110D104					
11.0000	Sale		02/21/12	05/17/12	378.57	471.96	0.00	(93.39)	
11 0000	Sale		02/21/12	06/12/12	332.14	471.96	0.00	(139.82)	
3 0000	Sale		02/21/12	06/13/12	90.92	128.72	0.00	(37.80)	
15 0000	Sale		03/22/12	06/13/12	454.60	679.28	0.00	(224.68)	
16 0000	Sale		03/26/12	06/13/12	484.91	739.08	0.00	(254.17)	
	Security Subtotal				1,741.14	2,491.00	0.00	(749.86)	
KE INC CL B			CUSIP Number	654106103					
10 0000	Sale		03/19/12	09/19/12	993.88	1,119.96	0.00	(126.08)	
6 0000	Sale		05/01/12	09/19/12	596.34	670.05	0.00	(73.71)	
	Security Subtotal				1,590.22	1,790.01	0.00	(199.79)	
CCIDENTAL PETE CORP CAL			CUSIP Number	674599105					
6 0000	Sale		02/03/12	06/12/12	500.45	615.43	0.00	(114.98)	
7.0000	Sale		02/06/12	06/12/12	583.86	717.80	0.00	(133.94)	
	Security Subtotal				1,084.31	1,333.23	0.00	(248.92)	

Statement 1
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Tax Return Preparation	\$ 1,700.	\$ 0.		\$ 0.
Total	\$ 1,700.	\$ 0.		\$ 0.

Statement 2
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Estimated taxes for 2012	\$ 1,200.			
Excise tax for 2011 paid in 2012	170.			
Total	\$ 1,370.	\$ 0.		\$ 0.

Statement 3
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Brokerage Fees	\$ 4,428.	\$ 4,428.		
Other investment expenses	54.	54.		
Total	\$ 4,482.	\$ 4,482.		\$ 0.

Statement 4
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
Merrill Lynch 88Q-04437 - see attached	Cost	\$ 119,448.	\$ 135,034.
Merrill Lynch 88Q-04439 - see attached	Cost	132,472.	151,705.
Merrill Lynch 88Q-04440 - see attached	Cost	118,968.	132,108.
Merrill Lynch 88Q-04381 - see attached	Cost	162,502.	168,407.
Merrill Lynch 88Q-04438 - see attached	Cost	253,050.	203,343.
Merrill Lynch 88Q-04441 - see attached	Cost	185,000.	236,550.
John Hancock Hedgd Eq & Inc - Ret of Cap	Cost	0.	0.
Clearbridge Energy Opp - Ret of Cap Div	Cost	0.	0.
	Total	\$ 971,440.	\$ 1,027,147.

Statement 5
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold				
1	137 shares John Hancock Hedgd Equit	Purchased	5/25/2011	1/06/2012				
2	363 shares John Hancock Hedgd Equit	Purchased	5/25/2011	1/20/2012				
3	500 shares Clearbridge Energy MLP	Purchased	6/09/2011	1/20/2012				
4	2732 shares Blackrock Global Alloc	Purchased	5/20/2008	12/24/2012				
5	.24 shares Blackrock Global Alloc	Purchased	6/18/2010	12/24/2012				
6	Securities Litigation	Purchased	Various	11/13/2012				
7	Merrill Lynch 04437 - ST - see schedule	Purchased	Various	Various				
8	Merrill Lynch 04437 - LT - see schedule	Purchased	Various	Various				
9	Merrill Lynch 04440 - ST - see schedule	Purchased	Various	Various				
10	Merrill Lynch 04440 - LT - see schedule	Purchased	Various	Various				
11	Merrill Lynch 04439 - ST - see schedule	Purchased	Various	Various				
12	Merrill Lynch 04439 - LT - see schedule	Purchased	Various	Various				
13	Sales posted in 2013 reported in 2012	Purchased	Various	Various				
14	Capital Gain Dividends							
Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i) - (j)	(l) Gain (Loss)
1	2,066.		2,693.	-627.				\$ -627.
2	5,655.		7,137.	-1,482.				-1,482.
3	9,865.		9,670.	195.				195.
4	49,996.		51,936.	-1,940.				-1,940.
5	4.		4.	0.				0.
6	128.		0.	128.				128.
7	64,324.		64,364.	-40.				-40.
8	46,102.		37,846.	8,256.				8,256.
9	9,541.		10,665.	-1,124.				-1,124.
10	35,209.		39,468.	-4,259.				-4,259.
11	16,440.		15,092.	1,348.				1,348.
12	31,966.		28,688.	3,278.				3,278.
13	2,082.		1,453.	629.				629.
14								66.
							Total \$ 4,428.	

Statement 6
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

Name and Address	Title and Average Hours Per Week Devoted	Compensation	Contri-bution to EBP & DC	Expense Account/Other
Jeralie Mae Wirthlin 2625 Old Orchard Circle Holladay, UT 84121	Trustee 1.00	\$ 500.	\$ 0.	\$ 0.
Richard L. Wirthlin 26408 MacMillan Ranch Road Santa Clarita, CA 91386	President 1.00	250.	0.	0.

Statement 6 (continued)
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

<u>Name and Address</u>	<u>Title and Average Hours Per Week Devoted</u>	<u>Compensation</u>	<u>Contri- bution to EBP & DC</u>	<u>Expense Account/ Other</u>
Mary Ann Grant 2628 East Nottingham Way Salt Lake City, UT 84108	Trustee 1.00	\$ 500.	\$ 0.	\$ 0.
J. Mark Wirthlin 1776 East Gracey Lane Sandy, UT 84092	Vice President 1.00	500.	0.	0.
Carolyn W. Crandall 1160 East Sunset Hallow Drive Bountiful, UT 84010	Secretary/Treas 1.00	500.	0.	0.
Michael B. Wirthlin 2625 Old Orchard Circle Salt Lake City, UT 84121	Trustee 1.00	500.	0.	0.
Jill W. Tyrell 2715 Duane Avenue Bellevue, NE 68123	Trustee 1.00	500.	0.	0.
John O. Wirthlin 9339 Fishers Hill San Antonio, TX 78240	Trustee 1.00	500.	0.	0.
Total		\$ 3,750.	\$ 0.	\$ 0.

Statement 7
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Church of Jesus Christ of LDS 50 East North Temple Street Salt Lake City, UT 84150	None	501(c) (3)	For the Perpetual Education Fund	\$ 15,000.
National Foundation for Facial Reconst 333 East 30th Street, Lobby Unit New York, NY 10016	None	501(c) (3)	For treatment of children born with cleft lip/palate.	15,000.

The Susan Illeene Wirthlin Foundation

20-1971647

Statement 7 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Utah Heritage Foundation 485 N. Canyon Rd Salt Lake City, UT 84103	None	501(c) (3)	Funding for the 2013 heritage (K-12) and public education program.	\$ 5,000.
Huntsman Cancer Foundation 500 Huntsman Way Salt Lake City, UT 84109	None	501(c) (3)	Funding for cancer research, the treatment of cancer patients, and cancer education.	15,000.
Total				\$ <u>50,000.</u>

2012

Federal Supporting Detail

Page 1

The Susan Ileene Wirthlin Foundation

20-1971647

Average Monthly Values
Month 12
Merrill Lynch 04381

less: outstanding checks	\$ 29,745.
	-32,250.
	Total \$ <u><u>-2,505.</u></u>

Balance Sheet
Savings and temporary cash investments

88Q-04381	\$ 29,486.
88Q-04437	68.
88Q-04438	21,243.
88Q-04439	258.
88Q-04440	69.
less: outstanding checks	-32,250.
	Total \$ <u><u>18,874.</u></u>

FMV of Assets (990-PF)
Savings and temporary cash investments

88Q-04381	\$ 29,486.
88Q-04437	68.
88Q-04438	21,243.
88Q-04439	258.
88Q-04440	69.
Less: outstanding checks	-32,250.
	Total \$ <u><u>18,874.</u></u>

**Average Monthly Fair Market Value of Securities
Form 990-PF, Part X, Line 1a**

Security	January	February	March	April	May	June	July	August	September	October	November	December
Merrill Lynch 04381	169,393	164,295	165,375	165,383	163,031	161,861	163,145	164,185	166,304	167,385	167,368	167,914
Merrill Lynch 04437	128,054	133,089	140,069	140,547	134,441	132,689	132,756	134,622	138,765	136,755	135,079	135,634
Merrill Lynch 04438	237,162	247,356	250,163	248,757	240,563	235,783	240,706	244,892	249,781	251,461	251,612	228,039
Merrill Lynch 04439	136,284	140,300	145,933	148,023	141,976	139,236	143,132	145,708	149,615	151,065	150,337	151,156
Merrill Lynch 04440	120,018	125,067	128,294	126,705	117,658	115,191	118,887	120,020	123,116	125,016	126,884	129,793
Merrill Lynch 04441	191,700	199,270	205,220	209,060	204,180	204,635	210,783	215,315	222,995	227,128	230,120	234,765
Averages	982,611	1,009,377	1,035,054	1,038,475	1,001,849	989,395	1,009,409	1,024,742	1,050,576	1,058,810	1,061,400	1,047,301

Average Monthly Fair Market Value 1,025,750

The Susan Ileene Wirthlin Foundation

**Average Monthly Cash Balances
Form 990-PF, Part X, Line 1b**

Cash Bal.	January	February	March	April	May	June	July	August	September	October	November	December
Merrill Lynch 04381												
-15,228	1,652	2,310	2,923	2,960	2,995	2,683	2,361	2,953	3,511	4,116		969
Merrill Lynch 04437												
3,497	4,486	3,309	4,646	4,754	3,096	4,661	4,668	4,068	4,893	4,180		3,196
Merrill Lynch 04438												
2,517	1	239	477	477	591	845	986	1,121	1,256	1,256		11,282
Merrill Lynch 04439												
3,456	2,783	2,760	2,785	2,740	2,778	2,828	2,768	2,871	3,214	3,304		2,517
Merrill Lynch 04440												
3,621	2,943	3,086	3,089	3,231	2,717	3,032	3,318	3,212	3,597	4,034		2,530
Merrill Lynch 04441												
1	1	1	1	1	1	1	1	1	1	1		1
Averages	-2,136	11,866	11,705	13,921	14,163	12,178	14,050	14,102	14,226	16,472	16,891	20,495

Totals 157,933 Number of Months 12

Average Monthly Cash Balances 13,161