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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

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation
THE SILK FAMILY FOUNDATION

A Employer identification number
20-3997071

Number and street (or P O box number if mail is not delivered to street address) 1613 CHELSEA ROAD ROOM/SUITE 267
Room/suite

B Telephone number (see instructions)
(310) 562-9100

City or town, state, and ZIP code
SAN MARINO, CA 91108

C If exemption application is pending, check here ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 3,738,390

J Accounting method ☑ Cash ☐ Accrual ☐ Other (specify) _
(Part I, column (d) must be on cash basis.)

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

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

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	506,257			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	2,199	2,199		
	4	Dividends and interest from securities	76,854	76,854		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	-11,954			
	b	Gross sales price for all assets on line 6a 856,272				
	7	Capital gain net income (from Part IV, line 2)				
	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) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	573,356	79,053		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	5,635	5,635		
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	13,235	1,063		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	26,655	26,655		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	45,525	33,353		0
	25	Contributions, gifts, grants paid	198,000			198,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	243,525	33,353		198,000
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	329,831			
	b	**Net investment income** (if negative, enter -0-)		45,700		
	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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets				
1	Cash—non-interest-bearing			
2	Savings and temporary cash investments	127,165	143,617	143,617
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 page 15 of the instructions)			
7	Other notes and loans receivable (attach schedule) ▶ 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)	2,120,263	2,895,456	3,536,882
c	Investments—corporate bonds (attach schedule)	199,728	49,728	57,891
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 ▶)	504,452		
16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	2,951,608	3,088,801	3,738,390
Liabilities				
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)		0	
Net Assets or Fund Balances				
	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☑ and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds			
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	2,951,608	3,088,801	
30	**Total net assets or fund balances** (see page 17 of the instructions)	2,951,608	3,088,801	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	2,951,608	3,088,801	

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	2,951,608
2	Enter amount from Part I, line 27a	2	329,831
3	Other increases not included in line 2 (itemize) ▶	3	4,835
4	Add lines 1, 2, and 3	4	3,286,274
5	Decreases not included in line 2 (itemize) ▶	5	197,473
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	3,088,801

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Additional Data Table			
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	See Additional Data Table			
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a	See Additional Data Table			
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	-11,954
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	-9,564

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 page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	156,280	2,630,357	0 059414
2010	163,751	2,163,611	0 075684
2009	114,500	1,970,246	0 058115
2008	97,250	1,199,459	0 081078
2007	141,500	1,448,500	0 097687

2	**Total** of line 1, column (d)	2	0 371978
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 074396
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	3,200,954
5	Multiply line 4 by line 3	5	238,138
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	457
7	Add lines 5 and 6	7	238,595
8	Enter qualifying distributions from Part XII, line 4	8	198,000

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 page 18 of the 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	914
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	
3	Add lines 1 and 2			3	914
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	914
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	2,643		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	2,643
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	1,729
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 1,729	**Refunded** ▶		11	

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		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*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		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
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		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	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		No
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	Yes	
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	Yes	
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	Yes	
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*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶STEPHEN SILK Telephone no ▶(310) 562-9100

Located at ▶1613 CHELSEA ROAD SAN MARINO CA ZIP +4 ▶91108

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 |

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		No

See 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 page 20 of the instructions)?		1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		1c		
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?	☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)		2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 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.)*		3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		No
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?		4b		No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? . . . ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions). . . ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?. . . ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? . . .	**5b**		
	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?. . . ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?. . . ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?. . .	**6b**		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? . . .	**7b**		

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
STEPHEN SILK 1272 SHERWOOD ROAD SAN MARINO, CA 91108	PRES/TRUSTEE 0 10	0	0	0
SUSAN SILK 1272 SHERWOOD ROAD SAN MARINO, CA 91108	TRUSTEE 0 10	0	0	0

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

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

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

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. . . . . ▶

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	
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 page 24 of the instructions	
3	

Total. Add lines 1 through 3. . . . . ▶

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	3,089,445
b	Average of monthly cash balances	1b	160,255
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	3,249,700
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	3,249,700
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	48,746
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,200,954
6	**Minimum investment return.** Enter 5% of line 5	6	160,048

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	160,048
2a	Tax on investment income for 2012 from Part VI, line 5	2a	914		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	914
3	Distributable amount before adjustments Subtract line 2c from line 1			3	159,134
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	159,134
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	159,134

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	198,000
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	198,000
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	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	198,000

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				159,134
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.				
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2012				
a From 2007. 69,953				
b From 2008. 37,761				
c From 2009. 16,253				
d From 2010. 56,328				
e From 2011. 34,403				
f **Total** of lines 3a through e.	214,698			
4 Qualifying distributions for 2012 from Part XII, line 4 ► $ 198,000				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2012 distributable amount.				159,134
e Remaining amount distributed out of corpus	38,866			
5 Excess distributions carryover applied to 2012				
(If an amount appears in column (d), the same amount must be shown in column (a).)				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	253,564			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount —see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . .	69,953			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	183,611			
10 Analysis of line 9				
a Excess from 2008. . . . 37,761				
b Excess from 2009. . . . 16,253				
c Excess from 2010. . . . 56,328				
d Excess from 2011. . . . 34,403				
e Excess from 2012. . . . 38,866				

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

1a 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 organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2012	**(b)** 2011	**(c)** 2010	**(d)** 2009	**(e) Total**
2a 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 organization 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))

STEPHEN SILK

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

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

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

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

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

c Any submission deadlines

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				198,000
b *Approved for future payment*				
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) Exclusion 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	2,199	
4 Dividends and interest from securities. . . .			14	76,854	
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			26	-11,954	
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). .				67,099	

13 Total. Add line 12, columns (b), (d), and (e). **13** 67,099

(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)

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

****** | 2013-05-15 | ******

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
KENNETH PIERCE	KENNETH PIERCE	2013-05-15		

Firm's name ▶	LALLMAN FELTON PETERSON & PIERCE PA	Firm's EIN ▶
Firm's address ▶	PO BOX 989 KETCHUM, ID 833400989	Phone no (208) 726-7500

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
CARNIVAL CORP	P	2012-01-03	2012-01-24
BHP BILLITON LIMITED	P	2012-01-03	2012-03-09
FMC TECHNOLOGIES INC	P	2012-01-03	2012-06-19
SANDISK CORP COM	P	2012-01-12	2012-10-10
FMC TECHNOLOGIES INC	P	2011-05-16	2012-06-19
PRAXAIR INC COM	P	2006-07-17	2012-05-18
EXXON MOBIL CORPORATION	P	2009-06-16	2012-08-16
CARNIVAL CORP	P	2011-12-13	2012-01-24
BHP BILLITON LIMITED	P	2011-12-19	2012-03-09
COMPANHIA DE BEBIDAS-PRF ADR	P	2011-09-19	2012-06-21
CELANESE CORP	P	2012-02-28	2012-10-10
FMC TECHNOLOGIES INC	P	2011-06-03	2012-06-19
PRAXAIR INC COM	P	2009-06-16	2012-05-18
CELGENE CORP COM	P	2008-09-04	2012-08-16
ABBOTT LABORATORIES	P	2012-01-03	2012-02-17
HMS HLDGS CORP	P	2011-12-19	2012-03-09
COMPANHIA DE BEBIDAS-PRF ADR	P	2012-01-03	2012-06-21
NETAPP INC	P	2012-02-28	2012-10-10
COMPANHIA DE BEBIDAS-PRF ADR	P	2011-06-03	2012-06-21
EXXON MOBIL CORPORATION	P	2009-06-16	2012-05-18
EXXON MOBIL CORPORATION	P	2006-03-09	2012-08-16
APPLE COMPUTER INC COM	P	2012-01-03	2012-02-17
HALLIBURTON CO	P	2011-12-19	2012-03-09
COOPER INDUSTRIES PLC NEW IRELAND	P	2012-03-09	2012-06-27
KRAFT FOODS GROUP INC	P	2012-09-11	2012-10-11
COMPANHIA DE BEBIDAS-PRF ADR	P	2011-05-16	2012-06-21
ISHARES MSCI EAFE	P	2007-01-04	2012-06-14
POTASH CORP SASK	P	2009-12-01	2012-10-10
AMAZON COM INC	P	2011-06-03	2012-02-17
HMS HLDGS CORP	P	2012-01-03	2012-03-09

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
NATIONAL OILWELL INC COM	P	2012-01-03	2012-06-27
UNIVERSAL HEALTH SVCS INC CL B	P	2012-03-09	2012-11-21
DIAGEO PLC - ADR	P	2011-09-19	2012-11-21
ISHARES MSCI EAFE	P	2006-03-09	2012-06-14
POTASH CORP SASK	P	2009-06-16	2012-10-10
AMAZON COM INC	P	2011-12-19	2012-02-17
HALLIBURTON CO	P	2012-01-03	2012-03-09
NATIONAL OILWELL INC COM	P	2011-12-13	2012-06-27
ORACLE CORPORATION	P	2012-02-17	2012-11-21
FEDEX CORPORATION	P	2011-06-03	2012-12-11
ISHARES S&P INDIA NIFTY 50 I	P	2011-05-11	2012-06-14
MLN MORGAN STANLEY 11/09/12	P	2007-11-02	2012-11-09
COCA COLA CO	P	2011-09-19	2012-02-28
EXXON MOBIL CORPORATION	P	2012-01-03	2012-03-09
LAS VEGAS SANDS CORP	P	2012-06-19	2012-08-16
UNIVERSAL HEALTH SVCS INC CL B	P	2012-10-10	2012-11-21
NESTLE S A REGISTERED SHARES - ADR	P	2008-01-04	2012-01-12
ISHARES MSCI EAFE	P	2010-03-24	2012-06-14
DIAGEO PLC - ADR	P	2008-09-04	2012-11-21
COCA COLA CO	P	2011-07-27	2012-02-28
EXXON MOBIL CORPORATION	P	2012-01-03	2012-05-18
LAS VEGAS SANDS CORP	P	2012-02-17	2012-08-16
KRAFT FOODS GROUP INC	P	2012-09-11	2012-11-21
MEDCO HEALTH SOLUTIONS INC	P	2009-06-16	2012-01-12
TRACTOR SUPPLY CO COM	P	2009-12-01	2012-06-19
TEF 5% HOLDBACK	P	2011-06-30	2012-03-14
GOOGLE INC	P	2012-01-03	2012-02-28
EXXON MOBIL CORPORATION	P	2011-06-03	2012-05-18
MARVELL TECHNOLOGY GROUP	P	2012-01-12	2012-08-31
STARWOOD HOTELS & RESORTS WORLDWIDE	P	2012-02-28	2012-11-21

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
MEDCO HEALTH SOLUTIONS INC	P	2009-12-01	2012-01-12
ISHARES S&P INDIA NIFTY 50 I	P	2011-05-11	2012-07-05
GOOGLE INC	P	2011-12-19	2012-02-28
HONEYWELL INTERNATIONAL INC	P	2012-01-03	2012-05-18
CHIPOTLE MEXICAN GRILL INC	P	2012-01-03	2012-08-31
ORACLE CORPORATION	P	2012-10-10	2012-11-21
INTERNATIONAL BUSINESS MACHS CORP	P	2007-01-11	2012-01-12
ISHARES TR FTSE XINHAU HK CHINA 25	P	2011-02-09	2012-07-05
COCA COLA CO	P	2012-01-03	2012-02-28
DOW CHEMICAL CO	P	2012-01-03	2012-05-18
COGNIZANT TECH SOLUTIONS CRP COM	P	2012-05-18	2012-09-11
FEDEX CORPORATION	P	2012-01-03	2012-12-11
MEDCO HEALTH SOLUTIONS INC	P	2009-06-16	2012-02-17
ISHARES TR FTSE XINHAU HK CHINA 25	P	2011-05-11	2012-07-05
AMERICAN TOWER REIT	P	2012-01-03	2012-02-28
BHP BILLITON LIMITED	P	2011-12-19	2012-05-18
COGNIZANT TECH SOLUTIONS CRP COM	P	2012-03-09	2012-09-11
ISHARES BARCLAYS TIPS BOND FUND	P	2011-12-30	2012-06-14
EXXON MOBIL CORPORATION	P	2008-05-27	2012-02-28
MLN HSBC BANK USA 7/0 7/20/12	P	2007-07-13	2012-07-20
AMERICAN TOWER REIT	P	2011-06-03	2012-02-28
WATERS CORP	P	2012-03-09	2012-05-18
POTASH CORP SASK	P	2012-06-19	2012-10-10
ISHARES TR FTSE XINHAU HK CHINA 25	P	2011-08-19	2012-07-05
EXXON MOBIL CORPORATION	P	2008-05-27	2012-03-09
EXXON MOBIL CORPORATION	P	2009-06-16	2012-08-16
PRECISION CASTPARTS CORP	P	2011-09-19	2012-03-09
CONCHO RESOURCES INC	P	2011-11-10	2012-06-19
POTASH CORP SASK	P	2012-05-18	2012-10-10
ISHARES S&P INDIA NIFTY 50 I	P	2011-08-11	2012-07-05

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
NESTLE S A REGISTERED SHARES - ADR	P	2008-01-04	2012-05-18
EXXON MOBIL CORPORATION	P	2009-12-01	2012-08-16
PRECISION CASTPARTS CORP	P	2012-01-03	2012-03-09
"EOG RESOURCES, INC"	P	2011-12-19	2012-06-19
GILEAD SCIENCES INC	P	2012-01-03	2012-10-10
PRAXAIR INC COM	P	2011-02-09	2012-03-09
NESTLE S A REGISTERED SHARES - ADR	P	2009-06-16	2012-05-18
EXXON MOBIL CORPORATION	P	2008-09-04	2012-08-16

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
3,331		3,488	-157
5,203		5,255	-52
620		789	-169
8,500		10,075	-1,575
11,156		11,237	-81
3,683		1,824	1,859
1,259		1,022	237
8,564		9,269	-705
372		341	31
2			2
9,685		13,103	-3,418
3,719		3,963	-244
5,261		3,589	1,672
5,624		5,528	96
10,114		10,235	-121
1,721		1,681	40
2			2
8,775		13,032	-4,257
3			3
67		59	8
3,551		2,358	1,193
15,052		12,353	2,699
4,040		3,589	451
8,964		8,192	772
30		28	2
4			4
2,917		4,397	-1,480
4,770		4,422	348
5,456		5,743	-287
3,912		3,911	1

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
2,169		2,489	-320
10,516		10,740	-224
5,876		3,807	2,069
26,741		34,111	-7,370
4,977		4,346	631
909		908	1
5,094		4,984	110
6,197		7,064	-867
5,280		5,036	244
7,657		7,699	-42
10,350		14,135	-3,785
80,180		100,000	-19,820
6,885		7,030	-145
12,828		13,105	-277
8,842		9,939	-1,097
4,507		4,709	-202
5,110		4,084	1,026
18,962		21,462	-2,500
5,876		3,673	2,203
7,918		7,931	-13
2,297		2,432	-135
8,225		10,610	-2,385
4,089		3,801	288
4,519		3,307	1,212
17,257		4,491	12,766
5,775		5,775	
3,078		3,325	-247
7,827		7,809	18
6,315		9,537	-3,222
12,389		12,901	-512

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
603		640	-37
5,511		7,067	-1,556
12,311		12,463	-152
17,632		17,834	-202
4,336		5,138	-802
5,280		5,350	-70
9,016		4,970	4,046
17,030		20,698	-3,668
4,131		4,219	-88
5,159		5,238	-79
12,077		10,751	1,326
6,306		6,000	306
11,172		7,715	3,457
17,030		21,890	-4,860
11,135		10,575	560
9,379		10,218	-839
9,728		10,555	-827
56,755		55,254	1,501
4,345		4,431	-86
50,000		50,000	
13,609		11,471	2,138
7,670		8,685	-1,015
4,355		4,293	62
34,060		36,560	-2,500
268		282	-14
6,302		4,153	2,149
4,367		4,258	109
3,115		3,376	-261
5,392		5,087	305
5,511		6,572	-1,061

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
1,436		1,135	301
630		429	201
1,747		1,694	53
11,493		11,583	-90
20,319		12,531	7,788
8,249		7,126	1,123
9,768		6,093	3,675
1,576		1,169	407

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			-157
			-52
			-169
			-1,575
			-81
			1,859
			237
			-705
			31
			2
			-3,418
			-244
			1,672
			96
			-121
			40
			2
			-4,257
			3
			8
			1,193
			2,699
			451
			772
			2
			4
			-1,480
			348
			-287
			1

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			-320
			-224
			2,069
			-7,370
			631
			1
			110
			-867
			244
			-42
			-3,785
			-19,820
			-145
			-277
			-1,097
			-202
			1,026
			-2,500
			2,203
			-13
			-135
			-2,385
			288
			1,212
			12,766
			-247
			18
			-3,222
			-512

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			-37
			-1,556
			-152
			-202
			-802
			-70
			4,046
			-3,668
			-88
			-79
			1,326
			306
			3,457
			-4,860
			560
			-839
			-827
			1,501
			-86
			2,138
			-1,015
			62
			-2,500
			-14
			2,149
			109
			-261
			305
			-1,061

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			301
			201
			53
			-90
			7,788
			1,123
			3,675
			407

Form 990PF Part XV Line 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*				
BOY SCOUTS OF AMERICA - LOS ANGELES 2333 SCOUT WAY LOS ANGELES, CA 90026	NONE	501(C)3	GENERAL	5,000
NATIONAL MULTIPLE SCLEROSIS SOCIETY 733 THIRD AVE NEW YORK, NY 10017	NONE	501(C)3	GENERAL	12,000
SAN MARINO SCHOOLS 2701 HUNTINGTON DRIVE SAN MARINO, CA 91108	NONE	501(C)3	GENERAL	20,700
SANTA MONICA BAYKEEPER 120 BROADWAY SANTA MONICA, CA 90401	NONE	501(C)3	GENERAL	10,000
THE GUIDANCE CENTER - LONG BEACH 4335 ATLANTIC AVENUE LONG BEACH, CA 90807	NONE	501(C)3	GENERAL	1,000
HUNTINGTON MEMORIAL HOSPITAL 100 W CALIFORNIA PASADENA, CA 91109	NONE	501(C)3	GENERAL	20,000
SAN GABRIEL VALLEY COUNCIL 3450 E SIERRA MADRE BLVD PASADENA, CA 91107	NONE	501(C)3	GENERAL	1,000
MIRACLES FOR KIDS 3002 DOW AVENUE TUSTIN, CA 92780	NONE	501(C)3	GENERAL	10,000
YMCA OF SILICON VALLEY 1922 THE ALAMEDA SAN JOSE, CA 95126	NONE	501(C)3	GENERAL	2,000
YMCA OF SO PASADENA 1605 GARFIELD AVENUE SOUTH PASADENA, CA 91030	NONE	501(C)3	GENERAL	10,250
CANCER SUPPORT COMMUNITY 1040 17TH STREET WASHINGTON, DC 20036	NONE	501(C)3	GENERAL	10,000
ACHEIVMENT TRUST 1918 UNIVERSITY AVENUE BERKELEY, CA 94704	NONE	501(C)3	GENERAL	500
LA CASA DE SAN GABRIEL COMMUNITY 203 EAST MISSION ROAD SAN GABRIEL, CA 91776	NONE	501(C)3	GENERAL	5,000
PEPPERDINE YOUTH 6100 CENTER DRIVE LOS ANGELES, CA 90045	NONE	501(C)3	GENERAL	10,000
TICK-BORNE DISEASE ALLIANCE 244 FIFTH AVENUE NEW YORK, NY 10001	NONE	501(C)3	GENERAL	25,000

Form 990PF Part XV Line 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*				
HOMEBOY INDUSTRIES 130 W BRUNO ST LOS ANGELES,CA 90012	NONE	501(C)3	GENERAL	10,000
CAMP RONALD MCDONALD 1250 LYMAN PLACE LOS ANGELES,CA 90029	NONE	501(C)3	GENERAL	1,500
HUNTINGTON LIBRARY 1151 OXFORD ROAD SAN MARINO,CA 91108	NONE	501(C)3	GENERAL	10,750
SAN MARINO COMMUNITY CHURCH 1750 VIRGINIA ROAD SAN MARINO,CA 91108	NONE	501(C)3	GENERAL	15,000
ULI FOUNDATION 1025 THOMAS JEFFERSON ST WASHINGTON,DC 20007	NONE	501(C)3	GENERAL	500
KCRW 1900 PICO ROAD SANTA MONICA,CA 90405	NONE	501(C)3	GENERAL	2,550
MUSCULAR DYSTROPHY ASSOCIATION 3300 E SUNRISE DRIVE TUCSON,AZ 85718	NONE	501(C)3	GENERAL	1,000
ABILITY FIRST 1300 E GREENT STREET PASADENA,CA 91106	NONE	501(C)3	GENERAL	2,000
VISTA DEL MAR 3200 MOTOR AVENUE LOS ANGELES,CA 90034	NONE	501(C)3	GENERAL	1,000
CHILDRENS HOSPITAL OF LA 4650 SUNSET BLVD LOS ANGELES,CA 90027	NONE	501(C)3	GENERAL	5,000
THE HELP GROUP 13130 BURBANK BLVD SHERMAN OAKS,CA 91401	NONE	501(C)3	GENERAL	5,000
RETT SYNDROME TRUST 67 UNDER CLIFF ROAD TRUMBULL,CT 06611	NONE	501(C)3	GENERAL	1,000
NEWPORT HARBOR SAILING FOUNDATION 720 W BAY AVENUE BALBOA,CA 92661	NONE	501(C)3	GENERAL	250
Total . . . . ▶ **3a**				198,000

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Schedule B

(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2012

Name of the organization	Employer identification number
THE SILK FAMILY FOUNDATION	20-3997071

Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☑ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

☑ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor Complete Parts I and II

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not total to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of $5,000 or more during the year . . . . ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization
THE SILK FAMILY FOUNDATION

Employer identification number
20-3997071

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	STEPHEN SILK 1272 SHERWOOD ROAD SAN MARINO, CA 91108	$ 499,537	Person ☐ Payroll ☐ Noncash ☑ (Complete Part II if there is a noncash contribution)
2	STEPHEN SILK 1272 SHERWOOD ROAD SAN MARINO, CA 91108	$ 6,720	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization	Employer identification number
THE SILK FAMILY FOUNDATION	20-3997071

Part II **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	2 SHARES BERKSHIRE HATHAWAY	$ 271,233	2012-12-20

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	3770 SHRS - COCA COLA CO	$ 139,773	2012-12-20

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	1755 SHRS - WALT DISNEY CO	$ 88,531	2012-12-20

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization	**Employer identification number**
THE SILK FAMILY FOUNDATION	20-3997071

Part III *Exclusively* **religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year.** Complete columns **(a)** through **(e) and** the following line entry
For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc ,
contributions of **$1,000 or less** for the year (Enter this information once See instructions) ▶ $
Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	

TY 2012 Accounting Fees Schedule

Name: THE SILK FAMILY FOUNDATION

EIN: 20-3997071

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	5,635	5,635		

TY 2012 Compensation Explanation

Name: THE SILK FAMILY FOUNDATION

EIN: 20-3997071

Person Name	Explanation
STEPHEN SILK	
SUSAN SILK	

TY 2012 Investments Corporate Bonds Schedule

Name: THE SILK FAMILY FOUNDATION

EIN: 20-3997071

Name of Bond	End of Year Book Value	End of Year Fair Market Value
HSC BANK USA SER EEM		
DEERE & COMPANY	49,728	57,891
MORGAN STANLEY		

TY 2012 Investments Corporate Stock Schedule

Name: THE SILK FAMILY FOUNDATION

EIN: 20-3997071

Name of Stock	End of Year Book Value	End of Year Fair Market Value
AMAZON.COM	20,887	33,867
CHIPOTLE MEXICAN GRILL INC.	8,190	8,924
COACH INC.	15,091	13,878
LAS VEGAS SANDS	17,240	18,464
POLARIS INDS	11,352	12,623
PRICELINE.COM	14,473	15,510
RALPH LAUREN CORPORATION	16,720	14,992
TRACTOR SUPPLY	9,218	34,460
ULTRA SALON COSMETICS	12,011	12,283
WALT DISNEY CO.	49,968	87,381
COCA COLA	102,868	160,225
COSTCO	17,731	20,733
ESTE LAUDER	21,186	23,046
BHP BILLITON LIMITED		
CARNIVAL CORP		
CATAMARAN CORPORATION	19,577	25,905
COMPANHIA DE BEDIDAS	22,536	28,973
DIAGEO PLC	13,251	20,402
ENSICO PLC	11,678	11,856
MONDELEZ INTERNATIONAL	12,549	12,090
NESTLE SA		
WHOLE FOODS	17,808	22,334
CONCHO RESOURCES INC.	15,968	14,098
EOG RESOURCES		
EXXON MOBIL		
FMC TECHNOLOGIES		
HALLIBURTON COMPANY		
NATIONAL OILWELL VARCO INC.		
SCHLUMBERGER LTD	25,745	25,987
SXC HEALTH SOLLUTIONS CORP		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
POTASH CORP		
BERKSHIRE HATHEWAY	176,619	268,120
INTERCONTINENTAL EXCHANGE INC	14,065	21,048
ALEXION PHARMACEUTICALS	11,756	11,718
ALLERGAN, INC.	24,798	27,060
CELGENE CORP COM	14,577	18,048
CERNER CORP	18,777	19,378
HMS HLDGS CORP	12,216	11,794
INTUITIVE SURGICAL INC.	15,421	14,711
MEDCO HEALTH SOLUTIONS, INC		
DANAHER CORP	14,377	25,714
FASTENAL	11,419	16,328
FEDEX CORP		
PRECISION CASTPARTS CORP	21,416	38,831
STERICYCLE INC. COM	15,196	22,854
UNION PACIFIC CORP	22,070	33,944
ACCENTURE LTD	17,921	28,263
APPLE INC.	44,207	85,148
CITRIX SYS INC.	9,693	15,749
GOOGLE INC.	36,042	45,980
INTERNATIONAL BUSINESS MACHINES	4,970	9,578
INTUIT	19,394	22,601
MICROSOFT CORP	18,960	18,963
NETAPP INC.	10,721	11,743
ORACLE CORPORATION	17,825	20,825
QUALCOMM INC.	29,824	37,116
RACKSPACE HOSTING INC.	14,384	25,252
SANDISC CORP	14,120	17,400
TERADATA CORP	11,271	9,284
CELANESE CORP	11,706	13,359

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ECOLAB INC.	15,877	25,525
MONSANTO CO	24,425	28,395
POTASH CORP SASK		
PRAXAIR INC. COM		
AMERICAN TOWER SYSTEM		
ISHARES MSCI EAFE	26,574	28,430
ISHARES S & P INDIA NIFTY 50		
ISHARES TR	167,969	203,400
ISHARES RUSSELL 1000 GROWTH	99,762	99,872
ISHARES MSCI EMERGING MARKETS IND FD	40,536	44,350
ISHARES S & P LATIN AMERICA 40	38,151	32,880
ISHARES THRFTSE XINHAU HK CHINA		
VANGUARD LARGE CAP VIPER	52,800	65,160
VANGUARD SMALL CAP VIPER	67,601	80,900
VANGUARD REIT VIPER	41,243	59,220
ARTIO GLOBAL HIGH INCOME	157,688	157,945
ISHARES BARCLAYS TIPS BOND FD	174,658	202,390
PRINCIPAL INVESTORS PREFERRED	91,908	107,291
T ROWE CORPORATE INCOME FUND 112	45,000	50,707
TEMPLETON GLOBAL BOND FUND - ADVISOR	81,663	97,818
LOOMIS SAYLES BOND FUND	196,979	217,271
DJ WILSHIRE INTERNATIONAL REAL EST.	26,455	31,012
HOME DEPOT	13,194	12,989
GATEWAY FUND Y	243,281	249,487
DOUGLASS EMMETT INC.	199,900	233,000

TY 2012 Other Assets Schedule

Name: THE SILK FAMILY FOUNDATION

EIN: 20-3997071

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
DEPOSITS IN TRANSIT	498,677		
OTHER MISC ASSETS	5,775		

TY 2012 Other Decreases Schedule

Name: THE SILK FAMILY FOUNDATION

EIN: 20-3997071

Description	Amount
UNREALIZED LOSSES	197,473

TY 2012 Other Expenses Schedule

Name: THE SILK FAMILY FOUNDATION

EIN: 20-3997071

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
AGENCY FEES	26,614	26,614		
OTHER INVESTMENT EXPENSES	16	16		
BANK CHARGES	25	25		

TY 2012 Other Increases Schedule

Name: THE SILK FAMILY FOUNDATION

EIN: 20-3997071

Description	Amount
NON-DIVIDEND DISTRIBUTIONS	4,835

TY 2012 Taxes Schedule

Name: THE SILK FAMILY FOUNDATION

EIN: 20-3997071

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	818	818		
CA FILINGS FEES	245	245		
FEDERAL TAXES	12,172			