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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
L & M WILLIAMS FAMILY FOUNDATION 080012214400

A Employer identification number
26-2029619

Number and street (or P O box number if mail is not delivered to street address)
P O BOX 3168

Room/suite

B Telephone number (see instructions)
(503) 275-4327

City or town, state, and ZIP code
PORTLAND, OR 97208

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)* ▶$ 6,172,075

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)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	46,725	46,725		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	126,304			
	b	Gross sales price for all assets on line 6a 1,727,668				
	7	Capital gain net income (from Part IV, line 2)		126,304		
	8	Net short-term capital gain			0	
	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)	-3,674	-3,674		
	12	**Total.** Add lines 1 through 11	169,355	169,355		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	17,403	15,662		1,740
	14	Other employee salaries and wages		0	0	0
	15	Pension plans, employee benefits		0	0	
	16a	Legal fees (attach schedule)				0
	b	Accounting fees (attach schedule)	1,500	0	0	1,500
	c	Other professional fees (attach schedule)				0
	17	Interest				0
	18	Taxes (attach schedule) (see instructions)	1,088	1,088		0
	19	Depreciation (attach schedule) and depletion	0	0		
	20	Occupancy				
	21	Travel, conferences, and meetings		0	0	
	22	Printing and publications		0	0	
	23	Other expenses (attach schedule)	16			16
	24	**Total operating and administrative expenses.** Add lines 13 through 23	20,007	16,750	0	3,256
	25	Contributions, gifts, grants paid	322,180			322,180
	26	**Total expenses and disbursements.** Add lines 24 and 25	342,187	16,750	0	325,436
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-172,832			
	b	**Net investment income** (if negative, enter -0-)		152,605		
	c	**Adjusted net income** (if negative, enter -0-)			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	336,779	167,639	167,639
	3 Accounts receivable ▶ 2,085			
	Less allowance for doubtful accounts ▶		2,085	2,085
	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 ▶ 0			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U S and state government obligations (attach schedule)	154,230	154,230	156,232
	b Investments—corporate stock (attach schedule)	1,149,812	1,195,615	1,344,752
	c Investments—corporate bonds (attach schedule)	940,206	887,528	931,591
	11 Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	3,563,775	3,569,776	3,569,776
	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)	6,144,802	5,976,873	6,172,075
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	6,144,802	5,976,873	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances** (see page 17 of the instructions)	6,144,802	5,976,873	
	31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	6,144,802	5,976,873	

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	6,144,802
2	Enter amount from Part I, line 27a	2	-172,832
3	Other increases not included in line 2 (itemize) ▶	3	4,904
4	Add lines 1, 2, and 3	4	5,976,874
5	Decreases not included in line 2 (itemize) ▶	5	1
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	5,976,873

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
a	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	126,304
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	

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	365,824	6,338,729	0 057713
2010	2,767,660	8,716,048	0 317536
2009	941,858	6,995,043	0 134646
2008	254,600	9,916,470	0 025674
2007			

2	**Total** of line 1, column (d).	2	0 535569
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 133892
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	6,131,241
5	Multiply line 4 by line 3.	5	820,924
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	1,526
7	Add lines 5 and 6.	7	822,450
8	Enter qualifying distributions from Part XII, line 4.	8	325,436

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	3,052
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0
3	Add lines 1 and 2			3	3,052
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	3,052
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	4,952		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	0		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	4,952
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	0
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	1,900
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 1,900	**Refunded** ▶		11	0

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		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) ▶ ________			
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 ▶

14 The books are in care of ▶US BANK Telephone no ▶(503) 275-4327

Located at ▶555 SW OAK PORTLAND OR ZIP+4 ▶97204

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		No
	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		No
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		No
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)*

			Yes	No
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
LARRY WILLIAMS PO BOX 8126 BOISE, ID 83707	TRUSTEE 1	0		
US BANK PO BOX 3168 PORTLAND, OR 97208	AGENT 1	18,903		

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	
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	
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	2,511,383
b	Average of monthly cash balances	1b	224,374
c	Fair market value of all other assets (see instructions)	1c	3,488,853
d	**Total** (add lines 1a, b, and c)	1d	6,224,610
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	6,224,610
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	93,369
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	6,131,241
6	**Minimum investment return.** Enter 5% of line 5	6	306,562

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	306,562
2a	Tax on investment income for 2012 from Part VI, line 5	2a	3,052		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	3,052
3	Distributable amount before adjustments Subtract line 2c from line 1			3	303,510
4	Recoveries of amounts treated as qualifying distributions			4	0
5	Add lines 3 and 4			5	303,510
6	Deduction from distributable amount (see instructions)			6	0
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	303,510

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	325,436
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	325,436
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	325,436

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					303,510
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only.				0	
b Total for prior years 2010, 20___, 20___			0		
3 Excess distributions carryover, if any, to 2012					
a From 2007.	409,998				
b From 2008.	254,600				
c From 2009.	594,990				
d From 2010.	2,347,568				
e From 2011.	53,839				
f **Total** of lines 3a through e.		3,660,995			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 325,436					
a Applied to 2011, but not more than line 2a				0	
b Applied to undistributed income of prior years (Election required—see instructions).			0		
c Treated as distributions out of corpus (Election required—see instructions).		0			
d Applied to 2012 distributable amount.					303,510
e Remaining amount distributed out of corpus		21,926			
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		3,682,921			
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					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)		0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . .		409,998			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		3,272,923			
10 Analysis of line 9					
a Excess from 2008. . . .	254,600				
b Excess from 2009. . . .	594,990				
c Excess from 2010. . . .	2,347,568				
d Excess from 2011. . . .	53,839				
e Excess from 2012. . . .	21,926				

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))

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**				322,180
b *Approved for future payment*				
Total . . . . ▶ **3b**				

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*				
BAA MENS BASKETBALL 1910 UNIVERSITY DR BOISE,ID 83725	NONE	PUBLIC	UNRESTRICTED	5,000
BAA MENS FOOTBALL 1910 UNIVERSITY DR BOISE,ID 83725	NONE	PUBLIC	UNRESTRICTED	10,000
THE CENTER AT BOISE STATE 1910 UNIVERSITY DRIVE BOISE,ID 83725	NONE	UNIVERSITY	UNRESTRICTED	25,000
CHRIST THE KING 103 3RD STREET SOUTH NAMPA,ID 83651	NONE	CHURCH	UNRESTRICTED	30,000
NATIONAL OLD TIME FIDDLERS INC 115 W IDAHO WEISER,ID 83672	NONE	PUBLIC	UNRESTRICTED	5,000
UNIVERSITY OF IDAHO FOUNDATION GARY HASENOEHRL MEM SCHOLARSHIP 709 DEAKIN AVENUE MOSCOW,ID 83844	NONE	FOUNDATION	SCHOLARSHIPS	20,000
MIDVALE CHURCH OF CHRIST PO BOX 157 MIDVALE,ID 83645	NONE	CHURCH	UNRESTRICTED	3,000
CSM FOUNDATION 1600 MAPLE STREET GOLDEN,CO 80401	NONE	PUBLIC	UNRESTRICTED	10,000
FELLOWSHIP OF CHRISTIAN ATHLETES 6809 LEISURE LANE NAMPA,ID 83687	NONE	PUBLIC CHARITY	UNRESTRICTED	20,000
CAMPUS CRUSADE FOR CHRIST PO BOX 628222 ORLANDO,FL 32862	NONE	PUBLIC	UNRESTRICTED	3,000
THE COLLEGE OF IDAHO 2112 CLEVELAND BLVD CALDWELL,ID 83605	NONE	PUBLIC	UNRESTRICTED	12,500
IDAHO YOUTH RANCH PO BOX 8538 BOISE,ID 83707	NONE	PUBLIC CHARITY	UNRESTRICTED	5,000
SAINT ALPHONSUS FOUNDATION 1055 N CURTIS ROAD BOISE,ID 83706	NONE	PUBLIC CHARITY	UNRESTRICTED	26,180
LOVE INC 16446 FRANKLIN RD NAMPA,ID 83687	NONE	PUBLIC CHARITY	UNRESTRICTED	5,000
DEEP STREAM MINISTRIES 2220 COUNTY ROAD 210 WEST STE 108 ST JOHNS,FL 32259	NONE	PUBLIC CHARITY	UNRESTRICTED	5,000

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*				
BOISE RESCUE MISSION 520 FRONT ST BOISE,ID 83702	NONE	PUBLIC CHARITY	UNRESTRICTED	5,000
ROCK BOTTOM FOUNDATION 248 CENTENNIAL PARKWAY LOUISVILLE,CO 80027	NONE	PUBLIC CHARITY	UNRESTRICTED	2,500
NORTHWEST NAZERENE UNIVERSITY ATTN SHAWN BLENKER 623 HOLLY STREET NAMPA,ID 83686	NONE	UNIVERSITY	UNRESTRICTED	20,000
JOE FOSS INSTITUTE 8925 E PIMA CENTER PARKWAY 100 SCOTTSDALE,AZ 85258	NONE	PUBLIC	UNRESTRICTED	50,000
HUMANITARIAN HALL OF FAME BRONCO STADIUM 1910 UNIVERSITY DRIVE BOISE,ID 83725	NONE	UNIVERSITY	UNRESTRICTED	10,000
PARMA SCHOOL DISTRICT #137 805 E MCCONNELL ST PARMA,ID 83660	NONE	PUBLIC	UNRESTRICTED	24,000
BISHOP KELLY FOUNDATION 7009 WEST FRANKLIN RD BOISE,ID 83709	NONE	FOUNDATION	UNRESTRICED	10,000
BOISE PHILHARMONIC FOUNDATION INC 516 S 9TH ST BOISE,ID 83702	NONE	PUBLIC	UNRESTRICTED	10,000
MIDVALE FIRE DEPARTMENT 607 E 7200 SOUTH MIDVALE,ID 84047	NONE	PUBLIC	UNRESTRICTED	1,000
TERRY REILLY HEALTH SERVICES HOMELESS HEALTH CARE 211 16TH AVE NORTH NAMPA,ID 83687	NONE	PUBLIC	UNRESTRICTED	5,000
Total . . . . ▶ **3a**				322,180

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					
4 Dividends and interest from securities. . . .			14	46,725	
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	126,304	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a D R EL DORADO LLC			14	-3,674	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .				169,355	

13 **Total.** Add line 12, columns (b), (d), and (e). **13** 169,355

(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

****** | 2013-04-23 | ******

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
BECKY NORLANDER	BECKY NORLANDER	2013-04-23		

Firm's name ▶	U S BANK	Firm's EIN ▶
Firm's address ▶	P O BOX 3168 PORTLAND, OR 97208	Phone no (503) 275-4327

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)
94 B A S F A G A D R		2011-12-09	2012-01-05
146 DIRECTV CL A		2011-12-09	2012-01-05
81 DOLLAR TREE INC		2011-12-09	2012-01-05
35 INTERNATIONAL BUSINESS MACHS CORP		2011-12-09	2012-01-05
221 ORACLE CORPORATION		2011-04-15	2012-01-05
68 PERRIGO CO		2011-12-09	2012-01-05
616 764 PIONEER FUND CL Y		2011-12-09	2012-01-05
116 POLARIS INDS INC		2011-12-09	2012-01-05
240 REPSOL S A		2011-10-05	2012-01-05
570 162 T ROWE PRICE INTL GR&INC FD		2011-10-05	2012-01-05
190 053 T ROWE PRICE SM CAP VAL		2009-07-16	2012-01-05
623 T ROWE PRICE SM CAP VAL		2009-12-15	2012-01-05
1 36 T ROWE PRICE SM CAP VAL		2011-01-24	2012-01-05
46 277 SCOUT INTERNATIONAL FUND		2009-04-15	2012-01-05
580 628 SCOUT INTERNATIONAL FUND		2011-10-20	2012-01-05
90 B M C SOFTWARE INC		2009-04-15	2012-01-10
295 891 AMERICAN EUROPACIFIC GRTH F2		2009-07-16	2012-01-10
228 446 AMERICAN GRW FD OF AMER F2		2009-07-16	2012-01-10
535 962 NUVEEN MID CAP INDEX FUND CL I		2009-07-16	2012-01-10
1102 321 TEMPLETON INSTL EMERGING MKT SER ADV		2012-01-05	2012-01-10
133 UNITED TECHNOLOGIES CORP		2010-08-26	2012-01-10
50000 BARCLAYS 18MO 200% EEM 1/12/12		2010-07-09	2012-01-12
50000 RBC 18MO 200% MID 1/12/12		2010-07-09	2012-01-12
67 114 INV BALANCE RISK COMM STR Y		2011-06-24	2012-02-03
1080 173 INV BALANCE RISK COMM STR Y		2011-12-09	2012-02-03
142 ASTRAZENECA P L C SPSD A D R		2012-01-05	2012-02-03
145 CAPITAL ONE FINANCIAL CORP		2012-01-10	2012-02-03
175 DR PEPPER SNAPPLE GROUP		2011-12-09	2012-02-03
78 EXXON MOBIL CORP		2012-01-05	2012-02-03
96 FOMENTO ECONOMICO MEX SP A D R		2012-01-05	2012-02-03

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)
11 GOOGLE INC CL A		2012-01-10	2012-02-03
116 ADR NOVARTIS AG SPONSORED ADR ISIN #US66987V1098		2012-01-05	2012-02-03
220 109 T ROWE PRICE INTL GR&INC FD		2009-07-16	2012-02-03
366 741 T ROWE PRICE INTL GR&INC FD		2011-10-05	2012-02-03
286 898 ROWE T PRICE MID-CAP VALUE FD INC		2011-10-20	2012-02-03
184 SANOFI A D R		2012-01-05	2012-02-03
639 SBERBANK SPONSORED A D R		2012-01-05	2012-02-03
780 593 SCOUT INTERNATIONAL FUND		2009-04-15	2012-02-03
129 UNITED HEALTH GROUP INCORPORATED		2012-01-05	2012-02-03
179 WILLIAMS SONOMA INC		2011-11-07	2012-02-03
229 NIELSEN HOLDINGS N V		2012-01-05	2012-02-03
24000 BARCLAYS 24MO IYR 4 000% 2/08/12		2010-02-03	2012-02-08
237 BAYERISCHE MOTOREN WERKE UNSPN A D R		2012-02-03	2012-03-05
104 763 CREDIT SUISSE COMM RET ST CO		2009-12-08	2012-03-05
831 002 CREDIT SUISSE COMM RET ST CO		2012-02-03	2012-03-05
211 DOW CHEM CO		2012-02-03	2012-03-05
818 103 EATON VANCE LARGE CAP VAL I			2012-03-05
1517 358 EATON VANCE LARGE CAP VAL I			2012-03-05
1066 15 PYXIS LONG SHORT EQUITY Z		2011-07-28	2012-03-05
30 MASTERCARD INC		2011-02-23	2012-03-05
281 NIPPON TELEGRAPH TELE A D R		2012-02-03	2012-03-05
570 7 NUVEEN MID CAP INDEX FUND CL I			2012-03-05
118 P N C FINANCIAL SERVICES GROUP INC		2012-02-03	2012-03-05
965 T ROWE PRICE SM CAP VAL		2011-06-20	2012-03-05
112 87 T ROWE PRICE SM CAP VAL		2011-10-20	2012-03-05
585 KONINKLIJKE ROYAL KPN NV SP ADR		2012-01-05	2012-03-05
59 KONINKLIJKE ROYAL KPN NV SP ADR		2011-01-03	2012-03-05
63 ABB LTD A D R		2010-06-25	2012-03-23
86 ANADARKO PETE CORP		2012-02-03	2012-03-23
13 APPLE COMPUTER INC		2010-05-28	2012-03-23

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)
129 BOC HONG KONG HLDGS LTD A D R		2012-03-05	2012-03-23
84 EXXON MOBIL CORP		2012-03-05	2012-03-23
226 MICROSOFT CORP		2012-03-05	2012-03-23
92 NATIONAL-OILWELL INC		2012-02-03	2012-03-23
416 613 NUVEEN MID CAP GRWTH OPP FD CL I		2010-03-01	2012-03-23
69 PERRIGO CO		2012-03-05	2012-03-23
24 187 PIONEER FUND CL Y		2011-12-09	2012-03-23
168 95 PIONEER FUND CL Y		2012-02-03	2012-03-23
267 VODAFONE GROUP PLC A D R		2012-03-05	2012-03-23
240 WILLIAMS COS INC		2012-03-05	2012-03-23
25000 BARCLAYS 24MO SPX TWIN 4/11/12		2010-04-06	2012-04-11
40000 RBC 18MO 200% EFA 4/12/12		2010-10-07	2012-04-12
112 ANHEUSER BUSCH INBEV NV A D R		2012-01-05	2012-08-24
257 BRISTOL-MYERS SQUIBB CO		2011-07-28	2012-08-24
159 CANON INC SPONS A D R		2012-02-03	2012-08-24
72 CATERPILLAR INC		2011-12-09	2012-08-24
116 DOVER CORP		2012-01-05	2012-08-24
61 GOLDMAN SACHS GROUP INC		2012-03-05	2012-08-24
89 HUMANA INC		2011-10-20	2012-08-24
288 INTEL CORP		2011-10-05	2012-08-24
90 INTEL CORP		2009-04-20	2012-08-24
141 QUALCOMM INC		2011-01-24	2012-08-24
206 VERIZON COMMUNICATIONS		2011-07-29	2012-08-24
134 WHITING PETROLEUM CORP		2012-03-23	2012-08-24
220 INGERSOLL RAND PLC		2011-10-20	2012-08-24
131 CHECK POINT SOFTWARE TECH LTD		2012-01-10	2012-08-24
211 JARDEN CORP		2012-02-03	2012-09-24
440 521 PIONEER FUND CL Y		2011-12-09	2012-09-24
1986 104 PIONEER FUND CL Y			2012-09-24
40000 BARCLAYS 24MO DJUBS 10/12/12		2010-10-07	2012-10-12

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)
5 THE ADT CORPORATION		2011-10-05	2012-10-17
2314 PENTAIR INC		2011-10-05	2012-10-17
871 527 AMERICAN CENTY SMALL CP GROWTH INSTL			2012-11-20
227 027 AMERICAN GRW FD OF AMER F2			2012-11-20
668 842 AMERICAN GRW FD OF AMER F2		2012-09-24	2012-11-20
10764 669 NUVEEN INTERMEDIATE TERM B CL I			2012-11-20
6047 562 NUVEEN DIVIDEND VALUE FUND CLASS I			2012-11-20
2362 759 NUVEEN MID CAP INDEX FUND CL I			2012-11-20
522 335 NUVEEN MID CAP INDEX FUND CL I		2012-01-05	2012-11-20
196 383 T ROWE PRICE SM CAP VAL			2012-11-20
6835 464 TEMPLETON INSTL EMERGING MKT SER ADV			2012-11-20
1884 476 TEMPLETON INSTL EMERGING MKT SER ADV			2012-11-20
3798 274 TURNER SPECTRUM FUND INSTL		2011-11-07	2012-11-20
1312 502 INV BALANCE RISK COMM STR Y		2011-06-24	2012-11-29
802 048 INV BALANCE RISK COMM STR Y			2012-11-29
936 392 CREDIT SUISSE COMM RET ST CO			2012-11-29
338 279 AMERICAN GRW FD OF AMER F2			2012-11-29
1033 339 PYXIS LONG SHORT EQUITY Z		2011-02-01	2012-11-29
414 426 NEUBERGER BERMAN GENESIS INSTL FD			2012-11-29
146 997 NEUBERGER BERMAN GENESIS INSTL FD		2011-12-09	2012-11-29
5996 31 NUVEEN INTERMEDIATE TERM B CL I		2011-01-19	2012-11-29
1485 957 TFS MARKET NEUTRAL FUND		2011-06-24	2012-11-29
292 27 VANGUARD WINDSOR II FUND ADMIRAL 573		2012-11-20	2012-11-29
157 EATON CORP		2012-08-24	2012-12-03
2338 069 INV BALANCE RISK COMM STR Y		2011-06-24	2012-12-19
115 AMERICAN TOWER CORP		2011-12-09	2012-12-19
1035 375 CREDIT SUISSE COMM RET ST CO			2012-12-19
7524 781 NUVEEN INTERMEDIATE TERM B CL I			2012-12-19
CAPITAL GAIN DIVIDENDS	P		

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)
6,834		6,778	56
6,475		6,732	-257
6,690		6,675	15
6,462		6,799	-337
5,923		7,558	-1,635
6,546		6,798	-252
24,331		24,134	197
6,551		6,977	-426
7,005		6,466	539
6,602		6,374	228
6,677		4,753	1,924
22		18	4
48		49	-1
1,311		958	353
16,449		16,403	46
2,866		2,964	-98
10,563		9,542	1,021
6,787		5,357	1,430
6,791		4,572	2,219
12,004		11,751	253
10,089		8,697	1,392
50,000		50,000	
58,100		50,000	8,100
732		727	5
11,785		11,245	540
6,703		6,667	36
7,095		6,886	209
6,779		6,624	155
6,589		6,688	-99
7,035		6,692	343

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)
6,532		6,836	-304
6,476		6,662	-186
2,762		2,307	455
4,603		4,100	503
6,685		6,315	370
6,707		6,580	127
8,038		6,678	1,360
24,113		16,158	7,955
6,558		6,785	-227
6,605		6,740	-135
6,899		6,730	169
27,660		24,000	3,660
7,335		7,219	116
892		923	-31
7,072		7,047	25
7,062		7,254	-192
15,135		15,230	-95
28,071		20,923	7,148
12,250		12,069	181
12,493		7,393	5,100
6,677		6,977	-300
7,767		7,682	85
6,882		7,252	-370
36		35	1
4,169		3,801	368
6,277		6,546	-269
633		882	-249
1,279		1,154	125
6,827		7,086	-259
7,765		3,309	4,456

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)
7,043		7,205	-162
7,206		7,295	-89
7,187		7,189	-2
7,384		7,373	11
19,835		14,386	5,449
7,054		7,266	-212
1,018		946	72
7,113		7,047	66
7,374		7,268	106
7,289		7,300	-11
29,385		25,000	4,385
40,000		40,000	
9,187		6,725	2,462
8,365		7,533	832
5,505		7,034	-1,529
6,291		6,874	-583
6,701		6,808	-107
6,395		7,175	-780
6,210		6,573	-363
7,157		6,313	844
2,237		1,370	867
8,779		7,246	1,533
8,860		7,305	1,555
5,973		7,500	-1,527
10,338		6,008	4,330
6,462		6,864	-402
11,224		7,115	4,109
18,823		17,238	1,585
84,866		62,478	22,388
42,264		40,000	2,264

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)
19		13	6
10		7	3
7,530		6,608	922
7,585		6,963	622
22,346		22,881	-535
116,474		113,713	2,761
87,750		89,012	-1,262
32,464		23,008	9,456
7,177		6,498	679
7,443		6,625	818
74,985		82,228	-7,243
20,673		21,714	-1,041
41,135		44,022	-2,887
14,175		14,214	-39
8,662		8,944	-282
7,753		9,070	-1,317
11,566		8,138	3,428
11,790		11,708	82
21,103		15,974	5,129
7,485		7,168	317
65,000		62,242	2,758
23,151		22,735	416
15,178		14,920	258
8,189		7,331	858
24,222		25,321	-1,099
8,799		6,715	2,084
8,345		8,533	-188
79,161		80,068	-907
			3

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	
			56
			-257
			15
			-337
			-1,635
			-252
			197
			-426
			539
			228
			1,924
			4
			-1
			353
			46
			-98
			1,021
			1,430
			2,219
			253
			1,392
			8,100
			5
			540
			36
			209
			155
			-99
			343

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	
			-304
			-186
			455
			503
			370
			127
			1,360
			7,955
			-227
			-135
			169
			3,660
			116
			-31
			25
			-192
			-95
			7,148
			181
			5,100
			-300
			85
			-370
			1
			368
			-269
			-249
			125
			-259
			4,456

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	
			-162
			-89
			-2
			11
			5,449
			-212
			72
			66
			106
			-11
			4,385
			2,462
			832
			-1,529
			-583
			-107
			-780
			-363
			844
			867
			1,533
			1,555
			-1,527
			4,330
			-402
			4,109
			1,585
			22,388
			2,264

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	
			6
			3
			922
			622
			-535
			2,761
			-1,262
			9,456
			679
			818
			-7,243
			-1,041
			-2,887
			-39
			-282
			-1,317
			3,428
			82
			5,129
			317
			2,758
			416
			258
			858
			-1,099
			2,084
			-188
			-907

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TY 2012 Accounting Fees Schedule

Name: L & M WILLIAMS FAMILY FOUNDATION 080012214400

EIN: 26-2029619

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREPARATION FEE (NON-ALLOC	1,500			1,500

TY 2012 Investments Corporate Bonds Schedule

Name: L & M WILLIAMS FAMILY FOUNDATION 080012214400

EIN: 26-2029619

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CREDIT SUISSE COMM RET ST CO		
ROYAL BANK OF CAN 4/12/12		
JPMORGAN CHASE 6/9/15	200,000	243,380
BARCLAYS BANK1/12/12		
BARCLAYS BANK 2/8/12		
BARCLAYS BANK 4/11/12		
BARCLAYS BANK 10/12/12		
BARCLAYS BANK 4/10/13	40,000	42,156
BARCLAYS BANK 2/6/15	12,990	11,430
BARCLAYS BANK 4/10/15	88,465	75,880
BARCLAYS BANK 4/10/15	25,000	31,085
NUVEEN INTERMEDIATE TERM B CL	228,267	230,157
INV BALANCE RISK COMM STR Y		
ROYAL BANK OF CANADA 1/12/2012		
DRIEHAUS ACTIVE INCOME FUND	11,942	12,009
ISHARES BARCLAYS TIPS BOND	27,137	26,953
LOOMIS SAYLES ABS STRAT Y	11,972	11,934
NUVEEN CORE PLUS BOND CLASS I	30,038	30,088
NUVEEN STRATEGIC INCOME I	47,772	48,101
OPPENHEIMER SR FLOAT RATE Y	23,982	24,030
PIMCO TOTAL RETURN FUND INST	49,963	48,496
RBC 2YR EEM TW MTN 5/14/14	30,000	33,315
RBC 2YR SPX TW MTN 5/14/14	30,000	31,407
BMO 2YR SPX BR MTN	30,000	31,170

TY 2012 Investments Corporate Stock Schedule

Name: L & M WILLIAMS FAMILY FOUNDATION 080012214400

EIN: 26-2029619

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ALLERGAN INC	6,804	7,981
AMERICAN TOWER CORP		
APPLE INC	12,688	17,030
B M C SOFTWARE INC		
BRISTOL-MYERS SQUIBB CO		
DOLLAR TREE INC	7,072	6,652
INTEL CORP		
J P MORGAN CHASE & CO	7,183	9,541
OCCIDENTAL PETROLEUM CORP	6,787	5,516
ORACLE CORPORATION		
QUALCOMM INC		
UNITED TECHNOLOGIES CORP	7,243	7,299
ACE LTD	6,663	7,900
ABB LTD ADR		
KONINKLIJE (ROYAL) KPN NV SP A		
NESTLE SA SPONSORED ADR	6,083	7,299
TOTAL SA ADR	6,198	7,229
AMERICAN EUROPACIFIC GRTH F2	48,770	54,218
AMERICAN GRW FD OF AMER F2	27,666	40,467
EATON VANCE LARGE CAP VALUE I		
ISHARES MSCI EMERGING MKTS ETF	67,840	78,366
NEUBERGER BERMAN GENESIS INSTL		
PIONEER FUND CL Y		
SCOUT INTERNATIONAL FUND	68,289	86,543
T ROWE PRICE INTL GR&INC FD	38,568	42,734
T ROWE PRICE SM CAP VAL		
TEMPLETON INSTL EMERGING MKT		
BASF AG ADR		
NOBLE ENERGY INC	6,221	8,648
BHP BILLITON PLC SPDS ADR	6,477	7,881

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ROYAL DUTCH SHELL PLC	6,244	6,895
CATERPILLAR INC		
COCA COLA COMPANY	6,148	6,815
DIRECT CL A		
DR PEPPER SNAPPLE GROUP	7,248	8,482
INTERNATIONAL PAPER CO		
PFIZER INC	5,355	8,953
STARBUCKS CORP	6,808	8,259
WILLIAMS SONONMA INC		
SCHLUMBERGER LTD	7,661	9,217
AMERICAN CENTY SMALL CP GROWTH		
SPDR S & P 500 ETF TRUST	114,172	134,862
BOEING CO	6,765	7,762
FIFTH THIRD BANCORP	6,847	8,573
HUMANA INC		
MACYS INC	6,533	8,662
MASTERCARD INC	7,579	8,843
PERRIGO CO		
PIONEER NAT RES CO		
POLARIS INDS INC		
PRUDENTIAL FINANCIAL INC	6,243	7,199
VERIZON COMMUNICATIONS INC		
WELLS FARGO CO	6,101	8,613
WYNDHAM WORLDWIDE CORP	6,165	11,547
INGERSOLL RAND PLC		
REPSOL S A		
TYCO INTERNATIONAL LTD	3,089	4,417
HIGHLAND LONG SHORT EQUITY Z		
NUVEEN MID CAP GRWTH OPP FD CL	39,273	43,042
NUVEEN MID CAP INDEX FUND CL I		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ROWE T PRICE MID CAP VALUE FD	31,674	39,197
TFS MARKET NEUTRAL FUND	56,615	58,294
TURNER SPECTRUM FUND INSTL		
ANADARKO PETROLEUM CORP	7,201	7,728
BANK OF AMERICA CORP	7,402	9,439
CITIGROUP INC	7,348	8,743
CVS CAREMARK CORP	7,351	7,881
EDISON INTL	7,546	7,411
EMERSON ELECTRIC CO	6,699	7,414
EXXON MOBIL CORP	7,441	7,010
FOOT LOCKER INC	7,225	8,544
GENERAL ELECTRIC CO	7,368	6,906
GOOGLE INC CL A	7,469	7,781
HOME DEPOT INC	7,407	7,731
INTERNATIONAL BUSINESS MACHINE	7,407	7,087
KRAFT FOODS GROUP INC	2,551	2,637
MAXIM INTEGRATED PRODS INC	7,274	8,056
MCKESSON CORPORATION	7,321	8,629
MICROSOFT CORP	7,228	6,330
MONDELEZ INTERNATIONAL W I	4,719	4,429
PENTAIR INC	1,098	1,769
PIONEER NAT RES CO	6,799	7,994
SIM CORP	7,345	7,777
THE ADT CORPORATION	1,997	3,487
AGRIUM INC	7,178	8,589
BRITISH AMERN TOB PLC	7,201	7,594
EATON CORP PLC	8,155	8,506
GLAXO SMITHKLINE PLC ADR	7,463	6,912
HITACHI LTD	7,338	7,543
HONDA MOTOR CO LTD A D R	7,051	7,314

Name of Stock	End of Year Book Value	End of Year Fair Market Value
KEPPEL CORP LTD SPONS A D R	7,334	7,231
NIELSEN HOLDINGS N V	7,347	7,403
NOVARTIS AG A D R	7,294	8,356
ROCHE HLDG LED A D R	7,286	8,484
SANOFI A D R	7,283	9,002
ABERDEEN FDS EMRGN MKT INSTL	77,768	82,579
I SHARES MSCI EAFE INDEX FUND	21,763	23,199
MIDCAP SPDR TRUST SERIES I	39,843	41,599
NUVEEN LARGE CAP GRWTH OPP CL	40,490	40,718
PYXIS LONG SHORT EQUITY Z	29,375	29,015
T ROWE PRICE SC STOCK	27,983	27,443
VANFUARD WINDSOR II FUND ADMIR	82,195	83,546

TY 2012 Investments Government Obligations Schedule

Name:	L & M WILLIAMS FAMILY FOUNDATION 080012214400
EIN:	26-2029619
US Government Securities - End of Year Book Value:	154,230
US Government Securities - End of Year Fair Market Value:	156,232
State & Local Government Securities - End of Year Book Value:	
State & Local Government Securities - End of Year Fair Market Value:	

TY 2012 Investments - Other Schedule

Name: L & M WILLIAMS FAMILY FOUNDATION 080012214400

EIN: 26-2029619

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
D.R. EL DORADO LLC	AT COST	1,791,984	1,791,984
JACKSON LIFE INS ANNUITY	AT COST	1,657,792	1,657,792
SURRENDER CHARGE	AT COST	120,000	120,000

TY 2012 Other Decreases Schedule

Name: L & M WILLIAMS FAMILY FOUNDATION 080012214400

EIN: 26-2029619

Description	Amount
ROUNDING ADJ	1

TY 2012 Other Expenses Schedule

Name: L & M WILLIAMS FAMILY FOUNDATION 080012214400

EIN: 26-2029619

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OTHER NONALLOCABLE EXPENSES -	16	0		16

TY 2012 Other Income Schedule

Name: L & M WILLIAMS FAMILY FOUNDATION 080012214400

EIN: 26-2029619

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
D R EL DORADO LLC	-3,674	-3,674	

TY 2012 Other Increases Schedule

Name: L & M WILLIAMS FAMILY FOUNDATION 080012214400

EIN: 26-2029619

Description	Amount
REC'D VS REP'T SECURITIES PY	1,282
TAX REFUND	3,622

TY 2012 Taxes Schedule

Name: L & M WILLIAMS FAMILY FOUNDATION 080012214400

EIN: 26-2029619

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	416	416		0
FOREIGN TAXES ON QUALIFIED FOR	621	621		0
FOREIGN TAXES ON NONQUALIFIED	51	51		0