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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

2012

Open to public inspection

For calendar year 2012 or tax year beginning

and ending

Name of foundation ANDUIN FOUNDATION		A Employer identification number 26-3904200
Number and street (or P.O. box number if mail is not delivered to street address) 601 UNION STREET	Room/suite 4600	B Telephone number (206) 682-8060
City or town, state, and ZIP code SEATTLE, WA 98101		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 1,306,554	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc. received	395,909		N/A	
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	1,516	1,516		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-10,073			STATEMENT 1
	b Gross sales price for all assets on line 6a	1,427,534			
	7 Capital gain net income (from Part IV, line 2)		168,608		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11	387,352	170,124			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	STMT 3	1,540	770	0
	c Other professional fees				
	17 Interest				
	18 Taxes	STMT 4	3,357	0	0
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
23 Other expenses	STMT 5	4,312	4,299	0	
24 Total operating and administrative expenses. Add lines 13 through 23		9,209	5,069	0	
25 Contributions, gifts, grants paid		472,500		472,500	
26 Total expenses and disbursements. Add lines 24 and 25		481,709	5,069	472,500	
27 Subtract line 26 from line 12		-94,357			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter 0)			165,055		
c Adjusted net income (if negative, enter 0)			N/A		

Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash non interest bearing			
	2 Savings and temporary cash investments	123,280	23,750	23,750.
	3 Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers directors trustees and other disqualified persons			
	7 Other notes and loans receivable ▶ Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments U.S. and state government obligations			
	b Investments corporate stock STMT 6	1,230,894	1,165,640	1,282,804
	c Investments corporate bonds			
	11 Investments land buildings and equipment basis ▶ Less accumulated depreciation ▶			
	12 Investments mortgage loans			
	13 Investments other			
Liabilities	14 Land buildings and equipment basis ▶ Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	1,354,174	1,189,390	1,306,554
	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			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117 check here ▶ <input type="checkbox"/> 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 ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31			
	27 Capital stock trust principal or current funds	0	0	
	28 Paid in or capital surplus or land bldg and equipment fund	0	0	
	29 Retained earnings accumulated income endowment or other funds	1,354,174	1,189,390	
	30 Total net assets or fund balances	1,354,174	1,189,390	
	31 Total liabilities and net assets/fund balances	1,354,174	1,189,390	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year Part II column (a) line 30 (must agree with end of year figure reported on prior year's return)	1	1,354,174
2 Enter amount from Part I line 27a	2	-94,357
3 Other increases not included in line 2 (itemize) ▶	3	0
4 Add lines 1 2 and 3	4	1,259,817
5 Decreases not included in line 2 (itemize) ▶ BOOK COST BASIS ADJUSTMENT	5	70,427
6 Total net assets or fund balances at end of year (line 4 minus line 5) Part II, column (b), line 30	6	1,189,390

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 MERRILL LYNCH - SEE ATTACHED	P	VARIOUS	12/31/12
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 1,427,534		1,258,926	168,608
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k) but not less than 0) or Losses (from col (h))
(l) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j) if any	
a			168,608
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I line 7</div> <div>If (loss), enter 0 in Part I line 7</div> </div>	2	168,608
3 Net short term capital gain or (loss) as defined in sections 1222(5) and (6)	<div> <div>If gain, also enter in Part I line 8 column (c)</div> <div>If (loss), enter 0 in Part I line 8</div> </div>	3	N/A

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

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

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

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

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year. See 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	352,992	1,504,000	234702
2010	526,813	1,198,871	439424
2009	238,544	1,116,064	213737
2008	0	1,020,802	000000
2007			

2 Total of line 1 column (d)	2	887863
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	221966
4 Enter the net value of noncharitable use assets for 2012 from Part X line 5.	4	1,320,261
5 Multiply line 4 by line 3.	5	293,053
6 Enter 1% of net investment income (1% of Part I line 27b).	6	1,651
7 Add lines 5 and 6.	7	294,704
8 Enter qualifying distributions from Part XII line 4. 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.	8	472,500

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

1a	Exempt operating foundations described in section 4940(d)(2) check here <input type="checkbox"/> and enter N/A on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary see instructions)	1	1,651.
b	Domestic foundations that meet the section 4940(e) requirements in Part V check here <input checked="" type="checkbox"/> and enter 1% of Part I line 27b		
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I line 12 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	1,651
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	1,651
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	
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	0
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	36
9	Tax due If the total of lines 5 and 8 is more than line 7 enter amount owed	9	1,687
10	Overpayment If line 7 is more than the total of lines 5 and 8 enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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		X
1c Did the foundation file Form 1120 POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ 0 (2) On foundation managers <input type="checkbox"/> \$ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If Yes attach a detailed description of the activities		X
3 Has the foundation made any changes not previously reported to the IRS in its governing instrument articles of incorporation or bylaws or other similar instruments? If Yes attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1 000 or more during the year?		X
b If Yes has it filed a tax return on Form 990 T for this year?		
5 Was there a liquidation termination dissolution or substantial contraction during the year? If Yes attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5 000 in assets at any time during the year? If Yes complete Part II col (c) and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> WA		
b If the answer is Yes to line 7 has the foundation furnished a copy of Form 990 PF to the Attorney General (or designate) of each state as required by General Instruction G? If No attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If Yes complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If Yes attach a schedule listing their names and addresses	X	

N/A

STMT 7

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year did the foundation directly or indirectly own a controlled entity within the meaning of section 512(b)(13)? If "Yes" attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes" attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► STEPHEN J ZEVENBERGEN Telephone no ► (206) 682-8060 Located at ► 9709 THIRD AVENUE NE, SUITE 203, SEATTLE, WA ZIP+4 ► 98115			
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? See the instructions for exceptions and filing requirements for Form TD F 90 22 1 If "Yes" enter the name of the foreign country ►	16	Yes	No X

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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from lend money to or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods services or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to or pay or reimburse the expenses of a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception Check No if the foundation agreed to make a grant to or to employ the official for a period after termination of government service if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is Yes to 1a(1) (6) did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d) 3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A	1b	
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	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2012 did the foundation have any undistributed income (lines 6d and 6e Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes" list the years ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed answer No and attach statement see instructions) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a list the years here ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes" did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26 1969 (2) the lapse of the 5 year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10 15 or 20 year first phase holding period? (Use Schedule C Form 4720 to determine if the foundation had excess business holdings in 2012) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

(1) Carry on propaganda or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955) or to carry on directly or indirectly any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel study or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable etc organization described in section 509(a)(1) (2) or (3) or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious charitable scientific literary or educational purposes or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1) (5) did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒**c** If the answer is "Yes" to question 5a(4) does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

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

6b

X

If "Yes" to 6b file Form 8870

7a At any time during the tax year was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers directors trustees foundation managers and their compensation**

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (If not paid enter 0)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account other allowances
JOHN W ZEVENBERGEN JR 23520 WOODWAY PARK ROAD WOODWAY, WA 98020	DIRECTOR & PRESIDENT 1 00	0	0	0
NANCY A ZEVENBERGEN JR 23520 WOODWAY PARK ROAD WOODWAY, WA 98020	DIRECTOR & VICE PRESIDENT 1 00	0	0	0

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

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

Total number of other employees paid over \$50,000

0

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Part VIII**Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3** Five highest paid independent contractors for professional services. If none, enter **NONE**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 THE ORGANIZATION MAKES DONATIONS TO OTHER CHARITABLE ORGANIZATIONS FOR EDUCATIONAL, RELIGIOUS AND OTHER CHARITABLE PURPOSES	0
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 NONE	0
2	
All other program-related investments. See instructions.	
3 NONE	0
Total. Add lines 1 through 3	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable etc purposes		
a	Average monthly fair market value of securities	1a	1,277,210.
b	Average of monthly cash balances	1b	63,157
c	Fair market value of all other assets	1c	
d	Total (add lines 1a b and c)	1d	1,340,367
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	1,340,367
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount see instructions)	4	20,106
5	Net value of noncharitable use assets Subtract line 4 from line 3 Enter here and on Part V line 4	5	1,320,261
6	Minimum investment return Enter 5% of line 5	6	66,013

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	66,013
2a	Tax on investment income for 2012 from Part VI line 5	2a	1,651
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,651
3	Distributable amount before adjustments Subtract line 2c from line 1	3	64,362
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	64,362
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	64,362

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	472,500
b	Program related investments total from Part IX B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable etc purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions Add lines 1a through 3b Enter here and on Part V line 8 and Part XIII line 4	4	472,500
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I line 27b	5	1,651
6	Adjusted qualifying distributions Subtract line 5 from line 4	6	470,849

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.

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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				64,362
2 Undistributed income if any as of the end of 2012				
a Enter amount for 2011 only			0	
b Total for prior years		0		
3 Excess distributions carryover if any to 2012				
a From 2007				
b From 2008				
c From 2009	185,653			
d From 2010	473,243			
e From 2011	296,808			
f Total of lines 3a through e	955,704			
4 Qualifying distributions for 2012 from Part XII line 4 ▶ \$ 472,500				
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				64,362
e Remaining amount distributed out of corpus	408,138			
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	1,363,842			
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)	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0			
9 Excess distributions carryover to 2013 Subtract lines 7 and 8 from line 6a	1,363,842			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009	185,653			
c Excess from 2010	473,243			
d Excess from 2011	296,808			
e Excess from 2012	408,138			

N/A

▶

☐ 4942(i)(3) or ☐ 4942(i)(5)

(4) Gross investment income

[illegible]

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	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
Name and address (home or business)				
a Paid during the year				
EARL PALMER MINISTRIES PO BOX 85117 SEATTLE, WA 98145 1117	N/A	501(C)(3)	RELIGIOUS	5,000.
FRED HUTCHINSON CANCER RESEARCH 1100 FAIRVIEW AVE N SEATTLE, WA 98109-1024	N/A	501(C)(3)	CANCER RESEARCH	25,000.
GOOSEFOOT PO BOX 114 LANGLEY, WA 98260	N/A	501(C)(3)	COMMUNITY REVITALIZATION	10,000.
HEDGEBROOK 216 1ST AVE SOUTH SUITE 4AS SEATTLE, WA 98104	N/A	501(C)(3)	WRITING PROGRAM	5,000.
MENTORING PARTNERSHIP OF NY 122 EAST 42ND ST SUITE 1520 NEW YORK, NY 10168	N/A	501(C)(3)	MENTORING PROGRAM	2,500.
Total			SEE CONTINUATION SHEET(S)	472,500.
b Approved for future payment				
NONE				
Total				0.

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

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527 relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of		
	(1) Cash	1a(1)	X
	(2) Other assets	1a(2)	X
b	Other transactions		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
	(3) Rental of facilities equipment or other assets	1b(3)	X
	(4) Reimbursement arrangements	1b(4)	X
	(5) Loans or loan guarantees	1b(5)	X
	(6) Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities equipment mailing lists other assets or paid employees	1c	X
d	If the answer to any of the above is "Yes" complete the following schedule. Column (b) should always show the fair market value of the goods other assets or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement show in column (d) the value of the goods other assets or services received.		

[illegible]



2a Is the foundation directly or indirectly affiliated with or related to one or more tax exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

b If 'Yes, complete the following schedule


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

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

Sign Here  15/7/13 

Signature of officer or trustee Date Title

May the IRS discuss this return with the preparer shown below (see instr. 1)? ☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name STEPHEN J ZEVENBERGEN	Preparer's signature 	Date 05/03/13	Check <input type="checkbox"/> if self employed	PTIN P00010562
	Firm's name ▶ WILLETT, ZEVENBERGEN & BENNETT, LLP			Firm's EIN ▶ 91-0954290	
	Firm's address ▶ 9709 3RD AVENUE NE, SUITE 203 SEATTLE, WA 98115			Phone no 206-682-8060	

Form **990-PF** (2012)

Schedule B(Form 990 990 EZ
or 990 PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990 Form 990 EZ or Form 990 PF

OMB No 1545 0047

2012

Name of the organization

ANDUIN FOUNDATION

Employer identification number

26-3904200

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)

LHA For Paperwork Reduction Act Notice see the Instructions for Form 990 990 EZ or 990 PF Schedule B (Form 990 990 EZ or 990 PF) (2012)

Name of organization

Employer identification number

ANDUIN FOUNDATION

26-3904200

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	JOHN W & NANCY A ZEVENBERGEN JR 23520 WOODWAY PARK ROAD WOODWAY, WA 98020	\$ 395,909	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Employer identification number

26-3904200

[illegible]

Employer identification number

26-3904200

Use duplicate copies of Part III if additional space is needed

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MONTE CERRISTO MINISTRIES 3525 DEL MAR HEIGHTS ROAD PMB 359 SAN DIEGO, CA 92130	N/A	501(C)(3)	RELIGIOUS	5,000.
NORTH SOUND CHURCH 404 BELL STREET EDMONDS, WA 98020	N/A	501(C)(3)	RELIGIOUS	170,000.
SEATTLE PACIFIC FOUNDATION 3307 THIRD AVENUE WEST SUITE 108 SEATTLE, WA 98119-1922	N/A	PRIVATE UNIVERSITY	EDUCATION	50,000.
STREET YOUTH MINISTRIES 4540 - 15TH NE SEATTLE, WA 98105	N/A	501(C)(3)	MINISTER TO HOMELESS YOUTH	20,000.
UNIVERSITY OF WASHINGTON CREW FUND BOX 359505 SEATTLE, WA 98195-9505	N/A	WASHINGTON STATE UNIVERSITY	EDUCATION AND ATHLETICS	50,000.
UNIVERSITY OF WASHINGTON FOUNDATION BOX 359504 SEATTLE, WA 98195-9504	N/A	WASHINGTON STATE UNIVERSITY	EDUCATION AND ATHLETICS	50,000.
UNIVERSITY PRESBYTERIAN CHURCH 4540 - 15TH NE SEATTLE, WA 98105	N/A	501(C)(3)	RELIGIOUS	5,000.
NATIONAL MULTIPLE SCLEROSIS SOCIETY 192 NICKERSON STREET STE 100 SEATTLE, WA 98109	N/A	501(C)(3)	MS RESEARCH	2,500.
SOUTH WHIDBEY SCHOOLS FOUNDATION PO BOX 976 LANGLEY, WA 98260	N/A	501(C)(3)	EDUCATION	5,000.
BOYS AND GIRLS CLUBS OF KING COUNTY 603 STEWART STREET #300 SEATTLE, WA 98101	N/A	501(C)(3)	MENTORING PROGRAM	10,000.
Total from continuation sheets				425,000.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
KIWANIS PO BOX 31033 SEATTLE, WA 98103	N/A	501(C)(3)	YOUTH SUMMER CAMP	25,000
YMCA OF GREATER SEATTLE 909 FOURTH AVENUE SEATTLE, WA 98104	N/A	501(C)(3)	YOUTH SUMMER CAMP	10,000
UNION GOSPEL MISSION PO BOX 202 SEATTLE, WA 98111	N/A	501(C)(3)	MINISTER TO HOMELESS	5,000
EVERETT GOSPEL MISSION PO BOX 423 EVERETT, WA 98206	N/A	501(C)(3)	MINISTER TO HOMELESS	5,000
OUR SAVIOR LUTHERAN 1015 VENETA AVE BREMERTON, WA 98337	N/A	501(C)(3)	RELIGIOUS	10,000
PULLMAN PRESBYTERIAN CHURCH 1630 NE STADIUM WAY PULLMAN, WA 99163	N/A	501(C)(3)	RELIGIOUS	2,500
Total from continuation sheets				

FORM 990-PF	GAIN OR (LOSS) FROM SALE OF ASSETS	STATEMENT	1
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(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED PURCHASED	(F) DATE ACQUIRED VARIOUS	DATE SOLD 12/31/12
MERRILL LYNCH - SEE ATTACHED	1 427 534	1,437,607	0	0		
CAPITAL GAINS DIVIDENDS FROM PART IV						0
TOTAL TO FORM 990-PF, PART I, LINE 6A						-10,073

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	2
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MERRILL LYNCH	1,516	0	1,516
TOTAL TO FM 990-PF, PART I, LN 4	1,516	0	1,516

FORM 990-PF	ACCOUNTING FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING & TAX RETURN PREPARATION	1,540	770		0
TO FORM 990-PF, PG 1, LN 16B	1,540	770		0

FORM 990-PF	TAXES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
SECTION 4940 TAX	3,357	0		0	
TO FORM 990-PF, PG 1, LN 18	3,357	0		0	

FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
WASHINGTON STATE FEES	25	12		0	
INVESTMENT MANAGEMENT FEE	4,287	4,287		0	
TO FORM 990-PF, PG 1, LN 23	4,312	4,299		0	

FORM 990-PF	CORPORATE STOCK		STATEMENT	6
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
SECURITIES HELD AT MERRILL LYNCH	1,165,640	1,282,804		
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,165,640	1,282,804		

FORM 990-PF	LIST OF SUBSTANTIAL CONTRIBUTORS PART VII-A, LINE 10	STATEMENT	7
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<u>NAME OF CONTRIBUTOR</u>	<u>ADDRESS</u>
NANCY A ZEVENBERGEN JR	23520 WOODWAY PARK ROAD WOODWAY, WA 98020
JOHN W ZEVENBERGEN JR	23520 WOODWAY PARK ROAD WOODWAY, WA 98020

FORM 990-PF	PART XV - LINE 1A LIST OF FOUNDATION MANAGERS	STATEMENT	8
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<u>NAME OF MANAGER</u>
JOHN W ZEVENBERGEN JR
NANCY A ZEVENBERGEN JR

Anduin Foundation

C/O Zevenbergen Capital Investments LLC

601 Union Street Suite 4600

Seattle Washington 98020

November 20 2012

John and Nancy Zevenbergen Jr
23520 Woodway Park Road
Woodway Washington 98020

RE Receipt of gift of securities to Anduin Foundation for 2012

Dear John and Nancy,

Thank you for the following gifts to the Anduin Foundation for 2012

ticker	date/lot acquisition	cost price	shares	purchase cost	ACTUAL DATE OF GIFT & AVE PRICE		
					19 Apr 12	19 Apr 12	
					hi lo	AVE Price CALC for GIFT	
ISRG	11/19/2008	\$ 121 87	300	\$ 36 561 00	493 05 to 485 01	\$ 489 03	\$ 146 709 00
QCOM	12/12/2008	\$ 33 95	1000	\$ 33 950 00	62 63 to 61 97	\$ 62 30	\$ 62 300 00
QCOM	7/6/2000	\$ 30 38	1000	\$ 30 380 00	62 63 to 61 97	\$ 62 30	\$ 62 300 00
QCOM	9/25/2000	\$ 35 03	600	\$ 21 018 00	62 63 to 61 97	\$ 62 30	\$ 37 380 00
QCOM	1/2/2001	\$ 35 44	400	\$ 14 176 00	62 63 to 61 97	\$ 62 30	\$ 24 920 00
QCOM	9/18/2001	\$ 23 43	1000	\$ 23,430 00	62 63 to 61 97	\$ 62 30	\$ 62,300 00
				\$ 159 515 00			
2012 Gift Value to Anduin							\$ 395 909 00

No goods or services were provided in exchange for the above gifts Please use this receipt for your tax records Anduin Foundation is a Private Foundation in the State of Washington

Sincerely



Nancy A Zevenbergen
Anduin Foundation
Vice President and Treasurer

Zevenbergen Capital Investments LLC
REALIZED GAINS AND LOSSES
ANDUIN FOUNDATION 2012 REALIZED G/L AMMENDED
From 01-01-12 Through 12-31-12

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
11 24 09	01 05 12	30	priceline com Incorporated	6 307	14 305		7 998
05 02 11	01 05 12	300	Aruba Networks Inc	10 369	5 418	(4 951)	
11 24 09	01 06 12	10	priceline com Incorporated	2 102	4 846		2 744
05 02 11	01 09 12	600	Dendreon Corporation	25 771	8 214	(17 558)	
12 12 08	01 13 12	50	F5 Networks Inc	1 145	5 429		4 285
12 22 11	01 19 12	300	MAKO Surgical Corp	8 233	10 848	2 615	
07 08 11	01 23 12	100	Netflix Inc	29 413	9 559	(19 854)	
07 08 11	01 24 12	35	Netflix Inc	10 295	3 283	(7 012)	
07 08 11	01 24 12	88	Netflix Inc	25 883	8 149	(17 735)	
11 08 11	01 24 12	12	Netflix Inc	1 087	1 111	24	
05 02 11	01 25 12	100	BroadSoft, Inc	4 412	3 046	(1 367)	
05 02 11	01 25 12	100	Aruba Networks Inc	3 456	2 254	(1 202)	
07 08 11	01 25 12	20	Netflix Inc	5 883	1 897	(3 986)	
01 25 12	01 25 12	400	EMC Corporation	10 248	10 260	12	
11 25 03	01 26 12	50	Cognizant Technology Solutions Corporation	583	3 593		3 011
12 12 08	01 30 12	20	F5 Networks Inc	458	2 390		1 933
08 07 09	02 06 12	40	MercadoLibre Inc	1 367	3 913		2 546
01 05 12	02 07 12	100	OpenTable Inc	3 883	4 847	964	
11 25 03	02 10 12	100	Cognizant Technology Solutions Corporation	1 165	6 990		5 825
01 03 12	02 14 12	600	Zynga Inc	5 766	8 586	2 820	
12 22 11	02 14 12	100	Zynga Inc	951	1 431	480	
12 22 11	02 15 12	400	Zynga Inc	3 802	4 874	1 072	
12 22 11	02 16 12	100	Zynga Inc	951	1 219	268	
12 22 11	02 17 12	100	Zynga Inc	951	1 251	300	
08 07 09	02 22 12	20	MercadoLibre Inc	684	1 947		1 263
01 06 12	02 22 12	100	NII Holdings Inc	2 154	2 343	189	
01 04 12	02 22 12	100	NII Holdings Inc	2 122	2 343	221	
01 25 12	02 22 12	50	MercadoLibre Inc	4 411	4 869	458	
12 22 11	02 23 12	100	Zynga Inc	951	1 280	329	
05 02 11	02 23 12	400	Dendreon Corporation	17 181	5 759	(11 422)	
11 24 09	02 24 12	10	priceline com Incorporated	2 102	5 941		3 839
12 22 11	03 07 12	200	Zynga Inc	1 901	2 832	931	
03 05 12	03 08 12	25	Chipotle Mexican Grill Inc	9 860	9 909	49	
11 19 08	03 12 12	200	lululemon athletica inc	747	14 480		13 733
05 02 11	03 13 12	100	Tesla Motors Inc	2 748	3 589	841	
12 16 11	03 13 12	200	Tesla Motors Inc	5 684	7 179	1 495	
01 05 12	03 15 12	300	Altera Corporation	11 123	11 757	634	
05 02 11	03 15 12	200	BroadSoft, Inc	8 825	7 882	(943)	
05 02 11	03 21 12	200	BroadSoft, Inc	8 825	7 912	(913)	

Zevenbergen Capital Investments LLC
REALIZED GAINS AND LOSSES
ANDUIN FOUNDATION 2012 REALIZED G/L AMMENDED
From 01-01-12 Through 12-31-12

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
01 04 12	03 21 12	50	QUALCOMM Incorporated	2 799	3 296	498	
05 02 11	03 22 12	100	BroadSoft, Inc	4 412	3 916	(496)	
05 02 11	03 22 12	400	Aruba Networks Inc	13 826	9 398	(4 427)	
01 04 12	03 27 12	200	NII Holdings Inc	4 244	3 602	(642)	
12 21 11	03 27 12	900	Berry Petroleum Company	35 067	45 657	10 590	
01 25 12	03 27 12	100	Energy XXI (Bermuda) Limited	3 317	3 466	149	
12 16 11	03 27 12	1 100	Energy XXI (Bermuda) Limited	31 119	38 123	7 004	
01 04 12	03 29 12	100	NII Holdings Inc	2 122	1 780	(342)	
02 24 12	03 29 12	100	NII Holdings Inc	2 031	1 780	(251)	
05 02 11	03 30 12	200	Aruba Networks Inc	6 913	4 419	(2 494)	
01 04 12	03 30 12	100	Active Network Inc	1 335	1 683	348	
05 07 09	04 09 12	100	Amazon com Inc	7 878	19 291		11 413
12 22 08	04 09 12	580	F5 Networks Inc	12 209	76 954		64 745
01 04 12	04 18 12	200	Active Network Inc	2 670	3 316	646	
05 02 11	04 18 12	100	BroadSoft, Inc	4 412	4 141	(272)	
07 08 11	04 19 12	100	VeriFone Systems Inc	4 583	5 432	849	
11 18 11	04 20 12	100	Aruba Networks Inc	2 232	2 066	(166)	
07 08 11	04 20 12	275	VeriFone Systems Inc	12 603	14 851	2 248	
12 22 11	04 20 12	625	VeriFone Systems Inc	22 875	33 752	10 877	
11 18 11	04 25 12	200	Aruba Networks Inc	4 465	4 090	(375)	
11 08 11	05 08 12	2 000	Dendreon Corporation	14 958	17 860	2 902	
12 21 11	05 08 12	1 500	Dendreon Corporation	11 475	13 395	1 920	
11 18 11	05 09 12	300	Zillow Inc	8 253	12 768	4 514	
11 18 11	05 15 12	200	Aruba Networks Inc	4 465	3 233	(1 232)	
11 18 11	05 16 12	200	Aruba Networks Inc	4 465	3 172	(1 293)	
11 18 11	05 18 12	300	Aruba Networks Inc	6 697	4 251	(2 446)	
08 31 06	05 21 12	10	Apple Inc	684	5 476		4 792
05 07 09	05 21 12	100	Amazon com Inc	7 878	21 734		13 856
12 16 11	05 21 12	100	Active Network Inc	1 316	1 285	(31)	
04 19 12	05 21 12	100	Skyworks Solutions Inc	2 616	2 338	(278)	
02 16 12	05 22 12	10	Amazon com Inc	1 786	2 174	388	
02 01 12	05 22 12	10	Amazon com Inc	1 727	2 174	447	
11 18 11	05 22 12	300	Zillow Inc	8 253	11 296	3 042	
11 19 08	05 22 12	100	lululemon athletica inc	374	6 974		6 601
05 02 11	05 22 12	200	Tesla Motors Inc	5 496	6 067		571
02 21 12	05 25 12	100	Zillow Inc	3 131	4 033	902	
01 03 12	05 29 12	100	Skyworks Solutions Inc	1 722	2 622	900	
01 03 12	05 30 12	50	Skyworks Solutions Inc	861	1 285	424	
11 19 08	06 05 12	150	lululemon athletica inc	560	10 428		9 868
11 18 11	06 05 12	100	Zillow Inc	2 751	3 428	677	
12 16 11	06 05 12	100	Zillow Inc	2 325	3 428	1 103	
05 02 11	06 07 12	200	Acme Packet Inc	15 688	4 752		(10 936)

Zevenbergen Capital Investments LLC
 REALIZED GAINS AND LOSSES
ANDUIN FOUNDATION 2012 REALIZED G/L AMMENDED
 From 01-01-12 Through 12-31-12

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
02 08 12	06 15 12	50	OpenTable Inc	2 397	2 180	(217)	
03 28 12	06 15 12	50	OpenTable Inc	2 141	2 180	40	
01 27 05	06 18 12	10	Google Inc	1 877	5 673		3 797
12 22 11	06 21 12	1 000	Mitek Systems Inc	8 058	4 510	(3 548)	
05 15 09	06 27 12	10	Amazon com Inc	738	2 270		1 532
02 21 12	06 28 12	100	Zillow Inc	3 131	3 489	358	
03 27 12	06 28 12	150	HMS Holdings Corp	4 824	4 738	(86)	
02 22 12	07 12 12	50	Zillow Inc	1 456	2 029	573	
03 07 12	07 12 12	50	Zillow Inc	1 449	2 029	580	
12 22 11	07 12 12	75	Portfolio Recovery Associates Inc	10	6 634	6 625	
05 02 11	07 13 12	200	Acme Packet Inc	15 688	3 206		(12 482)
05 02 11	07 13 12	500	Acme Packet Inc	39 222	8 105		(31 117)
11 10 11	07 13 12	300	Acme Packet Inc	11 129	4 863	(6 267)	
11 10 11	07 19 12	300	Acme Packet Inc	11 129	5 304	(5 826)	
03 27 12	07 19 12	100	Acme Packet Inc	2 677	1 768	(909)	
01 23 12	07 20 12	200	Acme Packet Inc	6 012	3 411	(2 601)	
03 27 12	07 20 12	300	Acme Packet Inc	8 032	5 117	(2 915)	
06 21 12	07 20 12	100	Zillow Inc	3 435	4 175	740	
05 02 11	07 25 12	100	Acme Packet Inc	7 844	1 697		(6 147)
12 16 11	07 25 12	300	Zillow Inc	6 975	12 332	5 357	
05 15 09	07 26 12	20	Amazon com Inc	1 476	4 378		2 902
11 10 11	07 27 12	400	Acme Packet Inc	14 840	5 728	(9 113)	
01 04 12	07 27 12	100	Acme Packet Inc	2 564	1 432	(1 132)	
12 22 11	08 03 12	50	Portfolio Recovery Associates Inc	7	4 993	4 986	
05 09 12	08 09 12	30	MercadoLibre Inc	2 306	2 584	278	
03 13 12	08 09 12	100	MercadoLibre Inc	9 598	8 540	(1 058)	
03 27 12	08 10 12	100	Ubiquiti Networks Inc	3 255	892	(2 363)	
03 26 12	08 14 12	100	Ubiquiti Networks Inc	3 226	811	(2 415)	
05 02 12	08 14 12	100	Ubiquiti Networks Inc	2 889	811	(2 078)	
03 21 12	08 15 12	200	Ubiquiti Networks Inc	5 650	1 584	(4 066)	
05 25 12	08 15 12	100	Ubiquiti Networks Inc	2 055	792	(1 263)	
03 27 12	08 15 12	200	HMS Holdings Corp	6 432	7 312	880	
12 16 11	08 22 12	200	Active Network Inc	2 631	2 242	(389)	
12 22 11	08 23 12	300	Mitek Systems Inc	2 417	1 468	(949)	
12 22 11	08 24 12	600	Mitek Systems Inc	4 835	2 943	(1 892)	
12 16 11	08 29 12	300	Active Network Inc	3 947	3 279	(668)	
01 27 05	08 30 12	5	Google Inc	938	3 419		2 481
03 27 12	08 30 12	50	OpenTable Inc	2 117	2 118	1	
06 07 12	08 30 12	100	lululemon athletica inc	6 350	6 487	137	
06 28 12	08 30 12	100	lululemon athletica inc	5 779	6 487	708	
07 19 12	08 30 12	100	lululemon athletica inc	5 897	6 487	590	
12 16 11	08 31 12	200	Active Network Inc	2 631	2 193	(438)	
06 28 12	09 05 12	50	lululemon athletica inc	2 890	3 318	429	
05 09 12	09 05 12	100	MercadoLibre Inc	7 801	8 086	285	

Zevenbergen Capital Investments LLC
REALIZED GAINS AND LOSSES
ANDUIN FOUNDATION 2012 REALIZED G/L AMMENDED
From 01-01-12 Through 12-31-12

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
07 08 11	09 07 12	25	VeriFone Systems Inc	1 146	761		(385)
01 03 12	09 07 12	175	VeriFone Systems Inc	6 617	5 329	(1 288)	
12 22 11	09 17 12	700	MAKO Surgical Corp	19 209	12 606	(6 604)	
03 27 12	09 17 12	1 700	SandRidge Energy Inc	13 950	12 937	(1 013)	
01 03 12	09 19 12	25	VeriFone Systems Inc	945	811	(134)	
12 22 11	09 19 12	75	VeriFone Systems Inc	2 745	2 434	(311)	
07 18 12	09 19 12	100	Tesla Motors Inc	3 213	3 099	(114)	
03 27 12	09 19 12	50	OpenTable Inc	2 117	2 343	226	
03 21 12	09 19 12	50	OpenTable Inc	2 106	2 343	237	
12 22 11	09 20 12	200	VeriFone Systems Inc	7 320	6 351	(969)	
03 21 12	09 20 12	50	OpenTable Inc	2 106	2 296	190	
01 05 12	09 20 12	50	OpenTable Inc	1 942	2 296	354	
03 27 12	09 20 12	800	SandRidge Energy Inc	6 565	5 563	(1 001)	
03 28 12	09 20 12	3 000	SandRidge Energy Inc	23 840	20 862	(2 978)	
01 05 12	09 24 12	100	OpenTable Inc	3 883	4 511	628	
05 25 12	09 24 12	50	VeriFone Systems Inc	2 016	1 551	(464)	
05 29 12	09 24 12	50	VeriFone Systems Inc	1 788	1 551	(237)	
06 15 12	09 24 12	100	VeriFone Systems Inc	3 065	3 103	38	
11 19 08	09 25 12	300	Intuitive Surgical Inc	36 561	153 795		117 234
09 12 12	09 25 12	1 000	QUALCOMM Incorporated	62 300	63 639	1 339	
09 12 12	09 25 12	1 000	QUALCOMM Incorporated	62 300	63 639	1 339	
08 31 06	09 25 12	10	Apple Inc	684	6 864		6 180
02 22 12	09 26 12	20	LinkedIn Corporation	1 818	2 366	547	
01 05 12	09 26 12	150	OpenTable Inc	5 825	6 250	426	
07 24 12	09 26 12	50	OpenTable Inc	1 876	2 083	207	
11 19 08	09 26 12	100	lululemon athletica inc	374	7 319		6 946
12 22 11	09 26 12	400	MAKO Surgical Corp	10 977	6 956	(4 021)	
05 08 12	09 26 12	400	MAKO Surgical Corp	10 804	6 956	(3 848)	
08 08 12	10 02 12	10	priceline com Incorporated	5 808	6 212	405	
03 15 12	10 18 12	100	Cognizant Technology Solutions Corporation	7 633	6 898	(735)	
11 08 11	10 19 12	175	Netflix Inc	15 859	11 347	(4 512)	
12 22 11	10 19 12	25	Netflix Inc	1 821	1 621	(200)	
08 31 06	11 02 12	5	Apple Inc	342	2 924		2 582
07 25 12	11 06 12	100	Netflix Inc	6 213	7 701	1 488	
09 26 12	11 06 12	100	Netflix Inc	5 565	7 701	2 136	
11 19 08	11 08 12	200	lululemon athletica inc	747	13 844		13 097
09 12 12	11 13 12	1 200	QUALCOMM Incorporated	74 760	74 962	202	
03 27 12	11 13 12	200	Financial Engines Inc	4 567	5 087	521	
12 16 11	11 15 12	300	Financial Engines Inc	6 528	7 608	1 080	
12 16 11	11 15 12	400	Financial Engines Inc	8 704	10 179	1 475	

Zevenbergen Capital Investments LLC
REALIZED GAINS AND LOSSES
ANDUIN FOUNDATION 2012 REALIZED G/L AMMENDED
From 01-01-12 Through 12 31-12

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
01 04 12	11 16 12	50	QUALCOMM Incorporated	2 799	3 049	251	
07 08 11	11 29 12	45	Netflix Inc	13 236	3 706		(9 530)
11 08 11	11 29 12	5	Netflix Inc	453	412		(41)
03 27 12	12 03 12	200	Financial Engines Inc	4 567	5 204	638	
12 16 11	12 03 12	900	Financial Engines Inc	19 585	23 418	3 834	
04 25 12	12 27 12	50	Netflix Inc	4 100	4 454	354	
05 02 11	12 31 12	100	BroadSoft, Inc	4 412	3 580		(833)
TOTAL GAINS						104 612	315 771
TOTAL LOSSES						(180 304)	(71 471)
				1,258,926	1,427,534	(75,692)	244,300
TOTAL REALIZED GAIN/LOSS 168 608							

Realized Gains and Losses reports are provided for informational purposes only
please consult your tax advisor to determine specific tax consequences