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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 , and ending

Name of foundation THE RED CABIN FOUNDATION TRUST AGREEMENT DTD 123008		A Employer identification number 26-6704556
Number and street (or P.O. box number if mail is not delivered to street address) P.O. BOX 598	Room/suite	B Telephone number (see instructions) 509-662-7111
City or town, state, and ZIP code WENATCHEE WA 98807-0598		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) \$ 1,339,134	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) (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 <input checked="" type="checkbox"/> if the foundation is not required to attach Schedule B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	36,030	36,030	36,030	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	70,868			
	b Gross sales price for all assets on line 6a 225,385				
	7 Capital gain net income (from Part IV, line 2)		70,868		
	8 Net short-term capital gain			80	
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	106,898	106,898	36,110		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 1	2,842	2,842		
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 2	1,063	1,063		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (att. sch) STMT 3	7,081	7,081		
	24 Total operating and administrative expenses. Add lines 13 through 23	10,986	10,986	0	0
	25 Contributions, gifts, grants paid SEE STATEMENT 4	50,000			50,000
26 Total expenses and disbursements. Add lines 24 and 25	60,986	10,986	0	50,000	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	45,912				
b Net investment income (if negative, enter -0-)		95,912			
c Adjusted net income (if negative, enter -0-)			36,110		

For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash – non-interest-bearing	45,218	8,888	8,888
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶ 1,390			
	Less allowance for doubtful accounts ▶	1,827	1,390	1,390
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (att. schedule) ▶ Less allowance for doubtful accounts ▶ 0			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	636		
	10a Investments – U.S. and state government obligations (attach schedule)			
	b Investments – corporate stock (attach schedule) SEE STMT 5	437,893	533,796	742,587
	c Investments – corporate bonds (attach schedule) SEE STMT 6	533,343	519,755	586,269
	11 Investments – land, buildings, and equipment, basis ▶ Less accumulated depreciation (attach sch.) ▶			
	12 Investments – mortgage loans			
Liabilities	13 Investments – other (attach schedule)			
	14 Land, buildings, and equipment, basis ▶ Less accumulated depreciation (attach sch.) ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers – see the instructions Also, see page 1, item i)	1,018,917	1,063,829	1,339,134
	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 ▶ SEE STATEMENT 7)	1,000		
Net Assets or Fund Balances	23 Total liabilities (add lines 17 through 22)	1,000	0	
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input checked="" type="checkbox"/>			
	24 Unrestricted	1,017,917	1,063,829	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	1,017,917	1,063,829	
	31 Total liabilities and net assets/fund balances (see instructions)	1,018,917	1,063,829	

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	1,017,917
2 Enter amount from Part I, line 27a	2	45,912
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	1,063,829
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	1,063,829

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Form 990-PF (2012) **THE RED CABIN FOUNDATION TRUST****26-6704556**Page **3****Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Co.)		(b) How acquired P – Purchase D – Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE WORKSHEET				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) FMV 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				
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	70,868
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	80

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	66,958	1,280,523	0.052290
2010	60,215	1,233,745	0.048807
2009	11,198	1,076,432	0.010403
2008		41,042	
2007			
2 Total of line 1, column (d)			2 0.111500
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 0.037167
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 1,267,149
5 Multiply line 4 by line 3			5 47,096
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 959
7 Add lines 5 and 6			7 48,055
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 50,000

Form 990-PF (2012) **THE RED CABIN FOUNDATION TRUST****26-6704556**Page **4****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)		
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	1	959
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	959
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	959
6 Credits/Payments		
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	971
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	971
8 Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	12
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	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax Refunded	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the 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
c 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 \$ (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		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) 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

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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 ► LARRY HEIKEL PO BOX 598 Located at ► WENATCHEE	Telephone no ► 509-662-7111 WA ZIP+4 ► 98807		
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	► <input type="checkbox"/>	
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 ► <input type="checkbox"/> 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? N/A	1c	
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years ► 20 , 20 , 20 , 20 <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
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 ► 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? <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

Form 990-PF (2012) **THE RED CABIN FOUNDATION TRUST****26-6704556**Page **6****Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **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 **6b**

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No **7b**

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 **N/A**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
J STEPHEN GOODFELLOW PO BOX 598 TAMAR CHOTZEN GOODFELLOW PO BOX 598	WENATCHEE WA 98807 WENATCHEE WA 98807	TRUSTEE 1.00 TRUSTEE 1.00	0 0	0 0

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

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

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

0

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

Total number of others receiving over \$50,000 for professional services**Part IX-A Summary of Direct Charitable Activities**

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

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

	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	

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Form 990-PF (2012) **THE RED CABIN FOUNDATION TRUST****26-6704556**Page **8****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	1,264,196
b	Average of monthly cash balances	1b	22,250
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	1,286,446
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	1,286,446
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	19,297
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,267,149
6	Minimum investment return. Enter 5% of line 5	6	63,357

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	63,357
2a	Tax on investment income for 2012 from Part VI, line 5	2a	959
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	959
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	62,398
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	62,398
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	62,398

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	50,000
b	Program-related investments – total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	50,000
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	959
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	49,041

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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Form 990-PF (2012) **THE RED CABIN FOUNDATION TRUST****26-6704556**Page **9****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				62,398
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			40,058	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e				
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 50,000				
a Applied to 2011, but not more than line 2a			40,058	
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2012 distributable amount				9,942
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount – see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount – see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				52,456
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

Form **990-PF** (2012)

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

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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 foundation had \$5,000 or more in assets at any time during the year – see instructions.)

1 Information Regarding Foundation Managers:

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

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
N/A

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

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

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed
N/A

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

c Any submission deadlines
N/A

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

Form 990-PF (2012) **THE RED CABIN FOUNDATION TRUST****26-6704556**Page **11****Part XV** Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

<div>Recipient</div> <div>Name and address (home or business)</div>	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 STATEMENT 8				50,000
Total			▶ 3a	50,000
b Approved for future payment SEE STATEMENT 9				52,660
Total			▶ 3b	52,660

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, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

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

**Sign
Here**

Signature of officer or trustee

Date _____

TRUSTEE
Title

Title

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

Check ☐ if self-employed

JOHN D. WEINSTEIN, CPA

JOHN D. WEINSTEIN, CPA

08/05/13

Firm's name ▶ **WEINSTEIN & SCHWAB, PLLC**

PTIN	P00082086
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Firm's address ▶ **7 N. WENATCHEE AVE., SUITE 300
WENATCHEE, WA 98801**

Firm's EIN ► 20-5973159

Phone no 509-662-1491

Form 990-PF	Capital Gains and Losses for Tax on Investment Income	2012
For calendar year 2012, or tax year beginning _____, and ending _____		

Name THE RED CABIN FOUNDATION TRUST AGREEMENT DTD 123008	Employer Identification Number 26-6704556
--	---

(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.)
(1) AMERICAN FUNDS GROWTH FUND OF AMER F	P	12/21/11	06/11/12
(2) AMERICAN FUNDS GROWTH FUND OF AMER F	P	01/14/09	06/11/12
(3) MFS BOND FUND A	P	01/14/09	06/11/12
(4) PIMCO TOTAL RETURN FUND CLASS A	P	01/14/09	06/11/12
(5) AMERICAN FUNDS GROWTH FUND OF AMER F	P	12/22/09	06/11/12
(6) AMERICAN FUNDS GROWTH FUND OF AMER F	P	08/11/10	06/11/12
(7) AMERICAN FUNDS GROWTH FUND OF AMER F	P	12/22/10	06/11/12
(8) UBS FINANCIAL SERVICES			
(9)			
(10)			
(11)			
(12)			
(13)			
(14)			
(15)			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
(1) 1,247		1,167	80
(2) 154,372		98,966	55,406
(3) 22,656		17,673	4,983
(4) 31,357		28,688	2,669
(5) 1,735		1,548	187
(6) 5,703		4,947	756
(7) 1,532		1,528	4
(8) 6,783			6,783
(9)			
(10)			
(11)			
(12)			
(13)			
(14)			
(15)			

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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
(1)			80
(2)			55,406
(3)			4,983
(4)			2,669
(5)			187
(6)			756
(7)			4
(8)			6,783
(9)			
(10)			
(11)			
(12)			
(13)			
(14)			
(15)			

Federal Statements

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INDIRECT ACCOUNTING FEES	\$ 2,842	\$ 2,842	\$	\$
TOTAL	\$ 2,842	\$ 2,842	\$ 0	\$ 0

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FOREIGN TAX PAID	\$ 396	\$ 396	\$	\$
LICENSE	25	25		
EXCISE TAX PAID	642	642		
TOTAL	\$ 1,063	\$ 1,063	\$ 0	\$ 0

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
EXPENSES	\$	\$	\$	\$
INVESTMENT FEES	7,081	7,081		
TOTAL	\$ 7,081	\$ 7,081	\$ 0	\$ 0

Statement 4 - Form 990-PF, Part I, Line 25 - Noncash Contributions, Gifts, Grants

<u>Amount</u>	<u>Noncash Description</u>	<u>FMV Explanation</u>	<u>Book Value Amount</u>	<u>Book Value Explanation</u>	<u>Date</u>
5,000					1/19/12
2,000					7/31/12
1,000					10/25/12
5,000					5/28/13
860					6/28/13
2,000					7/31/12
1,000					11/02/12
10,000					1/04/13
5,000					1/06/12
1,000					1/23/12
1,000					1/04/13
1,000					1/19/12
5,000					1/04/13
10,000					1/19/12
5,000					1/04/13
2,000					6/19/13
1,000					1/04/13
1,800					1/04/13
4,000					7/31/12
10,000					7/31/12
6,000					7/31/12
10,000					5/28/13
10,000					5/28/13
1,000					1/04/13
1,000					7/31/12
1,000					7/31/12

Federal Statements**Statement 5 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments**

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
	\$ 437,893	\$ 533,796	COST	\$ 742,587
TOTAL	\$ 437,893	\$ 533,796		\$ 742,587

Statement 6 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
	\$ 533,343	\$ 519,755	COST	\$ 586,269
TOTAL	\$ 533,343	\$ 519,755		\$ 586,269

Statement 7 - Form 990-PF, Part II, Line 22 - Other Liabilities

Description	Beginning of Year	End of Year
OUTSTANDING CHECK	\$ 1,000	\$
TOTAL	\$ 1,000	\$ 0

Federal Statements

Statement 8 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name		Address		Relationship	Status	Purpose	Amount
BOOK TRUST HAWAII		WIALUKU HI 96793		NONE	PO BOX 2465	GENERAL SUPPORT	5,000
BOOK TRUST HAWAII		WIALUKU HI 96793		NONE	PO BOX 2465	GENERAL SUPPORT	2,000
CHELAN-DOUGLAS LAND TRUST		WENATCHEE WA 98801		NONE	15 PALOUSE STREET	GENERAL SUPPORT	1,000
DOCTORS WITHOUT BORDERS		NEW YORK NY 10001		NONE	333 7TH AVE 2ND FLOOR	GENERAL SUPPORT	2,000
HANAHUOLI SCHOOL		HONOLULU HI 96822		NONE	1922 MAKIKI STREET	GENERAL SUPPORT	1,000
HAWAII STATE JUNIOR GOLF		LIHUE HI 96766		NONE	4330 KUKUI GROVE ST.	GENERAL SUPPORT	5,000
HAWAII STATE JUNIOR GOLF		LIHUE HI 96766		NONE	4330 KUKUI GROVE ST.	GENERAL SUPPORT	1,000
JOSIAH VENTURE		WHEATON IL 60189		NONE	PO BOX 4317	GENERAL SUPPORT	1,000
MAUI ARTS & CULTURAL		KAHULUI HI 96732		NONE	ONE CAMERON WAY	GENERAL SUPPORT	10,000
THE GIFT FOUNDATION		HONOLULU HI 96814		NONE	1288 ALA MOANA BLVD,	GENERAL SUPPORT	4,000
THE GIFT FOUNDATION		HONOLULU HI 96814		NONE	1288 ALA MOANA BLVD,	GENERAL SUPPORT	10,000
THE GIFT FOUNDATION		HONOLULU HI 96814		NONE	1288 ALA MOANA BLVD,	GENERAL SUPPORT	6,000
THE V FOUNDATION		CARY NC 27513		NONE	106 TOWERVIEW COURT	GENERAL SUPPORT	1,000
TRI-ISLE RESOURCE CONSERV		KAHULUI HI 96732		NONE	77 HO'OKELE ST, STE 191	GENERAL SUPPORT	1,000
TOTAL							50,000

Federal Statements

Statement 9 - Form 990-PF, Part XV, Line 3b - Grants and Contributions Approved for Future Pmt

Name		Address		Relationship	Status	Purpose	Amount
CONVOY OF HOPE		330 S. PATTERSON AVENUE				GENERAL SUPPORT	5,000
SPRINGFIELD MO 65802	NONE	PO BOX 752				GENERAL SUPPORT	860
DESTINY RESCUE USA INC		NORTH WEBSTER IN 46555-07				GENERAL SUPPORT	10,000
HAWAII CANINES FOR INDEPENDENCE	NONE	PO BOX 1803				GENERAL SUPPORT	1,000
MAKAWA HI 96768	NONE	PO BOX 4317				GENERAL SUPPORT	5,000
JOSIAH VENTURE		ONE CAMERON WAY				GENERAL SUPPORT	2,000
WHEATON IL 60189	NONE	480 OLINDA ROAD				GENERAL SUPPORT	1,000
MAUI ARTS & CULTURAL		480 OLINDA ROAD				GENERAL SUPPORT	5,000
KAHULUI HI 96732	NONE	480 OLINDA ROAD				GENERAL SUPPORT	5,000
SEABURY HALL		3032 AZALEA GLEN ROAD				GENERAL SUPPORT	1,000
MAKAWAO HI 96768	NONE	89A REVERE ST.				GENERAL SUPPORT	1,800
SEABURY HALL		1288 ALA MOANA BLVD,				GENERAL SUPPORT	10,000
MAKAWAO HI 96768	NONE	1288 ALA MOANA BLVD,				GENERAL SUPPORT	10,000
SMALL MIRACLES FOUNDATION		930 WAINEE ST, SUITE 8				GENERAL SUPPORT	1,000
THE GIFT FOUNDATION	NONE					GENERAL SUPPORT	52,660
THE GIFT FOUNDATION	NONE						
HONOLULU HI 96814	NONE						
THE GIFT FOUNDATION	NONE						
HONOLULU HI 96814	NONE						
THE MARK & DEBI ROLFING CHARITABLE	NONE						
LAHAINA HI 96761	NONE						
TOTAL							

Taxable Dividends from Securities

<u>Description</u>	<u>Amount</u>	<u>Unrelated Business Code</u>	<u>Exclusion Code</u>	<u>Postal Code</u>	<u>US Obs (\$ or %)</u>
UBS FINANCIAL SERVICES	\$ 36,030			14	
TOTAL	<u>\$ 36,030</u>				

Form 990-PF Return Summary

For calendar year 2012, or tax year beginning , and ending

THE RED CABIN FOUNDATION TRUST
AGREEMENT DTD 123008

26-6704556

Investment Income

Interest	
Dividends	<u>36,030</u>
Gross rents	
Capital gain net income	<u>70,868</u>
Other income	
Total investment income	<u>106,898</u>

Expenses

Officer compensation	
Salaries / employee benefits	
Other expenses	<u>10,986</u>
Total expenses	<u>10,986</u>

Net investment income

95,912

Taxes / Credits

Regular tax	<u>959</u>
Section 511 tax	
Subtitle A tax	
Total tax	<u>959</u>

Payments / Penalties / Application

Estimated tax payments	<u>971</u>
Tax withheld	
Other payments	
Estimated tax penalty	<u>12</u>
Overpayment applied to next year's tax	
Payments / penalty / application	<u>959</u>

Net tax due

0

Interest on late payments

Failure to file penalty

Failure to pay penalty

Additions to tax

Balance due

Refund

Revenue / Expenses per Books Adjusted Net Income

Total contributions		
Interest		
Dividends	<u>36,030</u>	<u>36,030</u>
Capital gains / losses	<u>70,868</u>	<u>80</u>
Income modifications		
Sale of inventory		
Other income		
Total revenue	<u>106,898</u>	<u>36,110</u>
Total expenses	<u>60,986</u>	
Excess / ANI	<u>45,912</u>	<u>36,110</u>

Next Year's Estimates

1st quarter	<u>959</u>
2nd quarter	
3rd quarter	
4th quarter	
Total	<u>959</u>

Miscellaneous Information

Amended return

Return / extended due date **08/15/13**

Balance Sheet

	Beginning	Ending	Differences
Assets	<u>1,018,917</u>	<u>1,063,829</u>	
Liabilities	<u>1,000</u>		
Net assets	<u><u>1,017,917</u></u>	<u><u>1,063,829</u></u>	<u><u>45,912</u></u>

THE RED CABIN FOUNDATION TRUST 26-6704556 FORM 990-PF ESTIMATES
AGREEMENT DTD 123008

Form **990-W**
 (Worksheet)
 Department of the Treasury
 Internal Revenue Service

**Estimated Tax on Unrelated Business Taxable
 Income for Tax-Exempt Organizations**
 (and on Investment Income for Private Foundations)
 (Keep for your records. Do not send to the Internal Revenue Service.)

OMB No 1545-0976

2013

1	Unrelated business taxable income expected in the tax year	1	
2	Tax on the amount on line 1. See instructions for tax computation	2	
3	Alternative minimum tax (see instructions)	3	
4	Total Add lines 2 and 3	4	
5	Estimated tax credits (see instructions)	5	
6	Subtract line 5 from line 4	6	
7	Other taxes (see instructions)	7	
8	Total Add lines 6 and 7	8	
9	Credit for federal tax paid on fuels (see instructions)	9	
10a	Subtract line 9 from line 8 Note. If less than \$500, the organization is not required to make estimated tax payments Private foundations, see instructions	10a	959
b	Enter the tax shown on the 2012 return (see instructions) Caution. If zero or the tax year was for less than 12 months, skip this line and enter the amount from line 10a on line 10c	10b	959
c	2013 Estimated Tax. Enter the smaller of line 10a or line 10b If the organization is required to skip line 10b, enter the amount from line 10a on line 10c	10c	959

	(a)	(b)	(c)	(d)
11 Installment due dates (see instructions)	11 05/15/13	06/17/13	09/16/13	12/16/13
12 Required installments. Enter 25% of line 10c in columns (a) through (d) unless the organization uses the annualized income installment method, the adjusted seasonal installment method, or is a "large organization" (see instructions)	12 959			
13 2012 Overpayment (see instructions)	13			
14 Payment due. (Subtract line 13 from line 12)	14 959			

For Paperwork Reduction Act Notice, see instructions.

Form **990-W** (2013)