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

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

MARJORIE LINDSEY CHARITABLE TRUST UAD
AUGUST 26, 2009
10202 DUTCH IRIS DRIVE
BAKERSFIELD, CA 93311-3770

A Employer identification number: 26-6906657
B Telephone number (see the instructions): (661) 664-1101
C If exemption application is pending, check here ☐
D 1 Foreign organizations, check here ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ☐
E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16) ► $ 29,691,852.

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

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 (att sch)	19,730,694.			
	2 Ck ► ☐ if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	7,393.	7,393.	N/A	
	4 Dividends and interest from securities	998,141.	998,141.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	1,587,870.			
	b Gross sales price for all assets on line 6a 23,264,003.				
	7 Capital gain net income (from Part IV, line 2)		1,587,870.		
	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/(loss) (att sch)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	22,324,098.	2,593,404.		
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	256,109.	153,665.		102,444.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch) See St 1	2,527.	2,527.		
	c Other prof fees (attach sch)				
	17 Interest				
	18 Taxes (attach schedule)(see instrs) See Stm 2	13,701.	13,701.		
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) See Statement 3	85.	85.		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	272,422.	169,978.		102,444.
	25 Contributions, gifts, grants paid Part XV	2,742,000.			2,742,000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	3,014,422.	169,978.		2,844,444.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	19,309,676.			
	b **Net investment income** (if negative, enter -0-)		2,423,426.		
	c **Adjusted net income** (if negative, enter -0-)				

5 C18

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			
	2 Savings and temporary cash investments	560,467.	1,759,134.	1,759,134.
	3 Accounts receivable ►			
	Less: allowance for doubtful accounts ►			
	4 Pledges receivable ►			
	Less: allowance for doubtful accounts ►			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch) ►			
	Less allowance for doubtful accounts ►			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments – U.S and state government obligations (attach schedule)			
	b Investments – corporate stock (attach schedule)	8,846,960.	26,858,087.	27,932,718.
	c Investments – corporate bonds (attach schedule)			
	11 Investments – land, buildings, and equipment basis ►			
	Less: accumulated depreciation (attach schedule) ►			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule)			
	14 Land, buildings, and equipment: basis ►			
	Less. accumulated depreciation (attach schedule) ►			
	15 Other assets (describe ►)			
	16 **Total assets** (to be completed by all filers – see the instructions. Also, see page 1, item I)	9,407,427.	28,617,221.	29,691,852.
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ►)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
NET ASSETS OR FUND BALANCES	**Foundations that follow SFAS 117, check here ► ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	9,407,427.	28,617,221.	
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances** (see instructions)	9,407,427.	28,617,221.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	9,407,427.	28,617,221.	

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	9,407,427.
2	Enter amount from Part I, line 27a	2	19,309,676.
3	Other increases not included in line 2 (itemize) ► See Statement 4	3	713.
4	Add lines 1, 2, and 3	4	28,717,816.
5	Decreases not included in line 2 (itemize) ► See Statement 5	5	100,595.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	28,617,221.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	SCHEDULE 1	P	Various	Various
b	Capital gain dividends			
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	23,174,964.		21,676,133.	1,498,831.
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				1,498,831.
b				89,039.
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	1,587,870.
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	1,498,831.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2011	2,277,486.	11,645,952.	0.195560
2010	2,853,961.	12,459,004.	0.229068
2009	400,555.	3,184,736.	0.125773
2008			
2007			

2	**Total** of line 1, column (d)	2	0.550401
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	0.183467
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	27,557,748.
5	Multiply line 4 by line 3	5	5,055,937.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	24,234.
7	Add lines 5 and 6	7	5,080,171.
8	Enter qualifying distributions from Part XII, line 4	8	2,844,444.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ► [ ] and enter 'N/A' on line 1. Date of ruling or determination letter: _______ **(attach copy of letter if necessary – see instrs)**			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► [ ] and enter 1% of Part I, line 27b.		1	48,469.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	48,469.
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	48,469.
6 Credits/Payments			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6a 16,920.		
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 35,805.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	52,725.
8 Enter any **penalty** for underpayment of estimated tax. Check here [X] if Form 2220 is attached		8	669.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed ►		9	0.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ►		10	3,587.
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ► 3,587.	**Refunded** ►	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1b		X
*If the answer is 'Yes' to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. **(1)** On the foundation ► $ 0. **(2)** On foundation managers ► $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If 'Yes,' attach a detailed description of the activities.*	2		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*	3		X
4 a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T*	5		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?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ► N/A			
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If 'No,' attach explanation*	8b	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*	9		X
10 Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses* See Statement 6	10	X	

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► N/A

14 The books are in care of ► THOMAS S. CHAN, CPA Telephone no. ► (661) 549-9511

Located at ► 2510 UNIVERSITY AVENUE BAKERSFIELD CA ZIP + 4 ► 93306

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here. N/A ► ☐

and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If 'Yes,' enter the name of the foreign country ►			

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.

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

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

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

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

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

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

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

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

b If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b** N/A

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).

6 a 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 (No)

If 'Yes' to 6b, file Form 8870.

7 a 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 (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
MARJORIE R. LINDSEY 10202 DUTCH IRIS DRIVE BAKERSFIELD, CA 93311-3770	Trustee 2.00	0.	0.	0.
BANK OF AMERICA, N. A. P O BOX 1501 PENNINGTON, NJ 08534	Trustee 4.00	256,109.	0.	0.

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

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

Total number of other employees paid over $50,000 ► 0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
None		
Total number of others receiving over $50,000 for professional services ►		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 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 ►	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes:		
a	Average monthly fair market value of securities	1a	26,137,934.
b	Average of monthly cash balances	1b	1,839,475.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	27,977,409.
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	27,977,409.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	419,661.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	27,557,748.
6	**Minimum investment return.** Enter 5% of line 5	6	1,377,887.

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	1,377,887.
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 48,469.		
b	Income tax for 2012. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	48,469.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	1,329,418.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,329,418.
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	1,329,418.

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	2,844,444.
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	2,844,444.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,844,444.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII **Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				1,329,418.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			0.	
b Total for prior years. 20 ___, 20 ___, 20 ___		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007					
b From 2008				
c From 2009 302,347.				
d From 2010 2,240,963.				
e From 2011 1,704,130.				
f **Total** of lines 3a through e	4,247,440.			
4 Qualifying distributions for 2012 from Part XII, line 4 ► $ 2,844,444.				
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				1,329,418.
e Remaining amount distributed out of corpus	1,515,026.			
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	5,762,466.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount – see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions).	0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	5,762,466.			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009 302,347.				
c Excess from 2010 2,240,963.				
d Excess from 2011 1,704,130.				
e Excess from 2012 1,515,026.				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling. ►

b Check box to indicate whether the foundation is a private operating foundation described in section [ ] 4942(j)(3) or [ ] 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2012	**(b)** 2011	**(c)** 2010	**(d)** 2009	**(e) Total**
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a 'Assets' alternative test – enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test – enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(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).)

None

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

None

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Statement 7				
Total			► **3a**	2,742,000.
b *Approved for future payment*				
Total			► **3b**	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions.)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	7,393.	
4 Dividends and interest from securities			14	998,141.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	1,498,831.	89,039.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				2,504,365.	89,039.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 2,593,404.

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions)
N/A	

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of:			
(1) Cash	1 a (1)		X
(2) Other assets	1 a (2)		X
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization	1 b (1)		X
(2) Purchases of assets from a noncharitable exempt organization	1 b (2)		X
(3) Rental of facilities, equipment, or other assets	1 b (3)		X
(4) Reimbursement arrangements	1 b (4)		X
(5) Loans or loan guarantees	1 b (5)		X
(6) Performance of services or membership or fundraising solicitations	1 b (6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1 c		X

d If the answer to any of the above is 'Yes,' complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
N/A			

2 a 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		

Sign Here

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

Bank of America, N.A.

[signature] 6/26/2013 Trustee

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
Thomas S. Chan	Thomas S Chan [signature]	6/20/13	X	P00291369

Firm's name ► THOMAS S. CHAN CPA — Firm's EIN ►

Firm's address ► 2510 UNIVERSITY AVE BAKERSFIELD, CA 93306-1955 — Phone no (661) 549-9511

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 MARJORIE LINDSEY CHARITABLE TRUST UAD AUGUST 26, 2009

Employer identification number 26-6906657

Organization type (check one).

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

Check if your organization is covered by the **General Rule** or a **Special Rule**

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

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

Special Rules

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

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

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

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

Name of organization	Employer identification number
MARJORIE LINDSEY CHARITABLE TRUST UAD	26-6906657

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

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	MARJORIE R. LINDSEY 10202 DUTCH IRIS DRIVE BAKERSFIELD, CA 93311-3770	$ 19,730,694.	Person [X] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

Name of organization	Employer identification number
MARJORIE LINDSEY CHARITABLE TRUST UAD	26-6906657

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	VARIOUS PUBLICLY TRADED SECURITIES (SEE ATTACHED) (TAX BASIS $698,649, FMV $799,244)	$ 799,244.	1/24/12

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

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

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

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

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

Name of organization	Employer identification number
MARJORIE LINDSEY CHARITABLE TRUST UAD	26-6906657

Part III ***Exclusively* religious, charitable, etc, individual contributions to section 501(c)(7), (8) or (10) organizations that total more than $1,000 for the year.** Complete columns (a) through (e) and the following line entry.

For organizations completing Part III, enter total of *exclusively* religious, charitable, etc, contributions of **$1,000 or less** for the year. (Enter this information once. See instructions.) ► $ N/A

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	N/A		

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Accounting Fees	$ 2,527.	$ 2,527.		
Total	$ 2,527.	$ 2,527.		$ 0.

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Excise Tax	$ 10,000.	$ 10,000.		
Foreign Taxes Paid on Dividends	3,701.	3,701.		
Total	$ 13,701.	$ 13,701.		$ 0.

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Filing Fees	$ 85.	$ 85.		
Total	$ 85.	$ 85.		$ 0.

Statement 4
Form 990-PF, Part III, Line 3
Other Increases

Tax exempt dividends and interest	$ 713.
Total	$ 713.

Statement 5
Form 990-PF, Part III, Line 5
Other Decreases

Net Unrealized Gains or Losses on Investments	$ 100,595.
Total	$ 100,595.

Statement 6
Form 990-PF, Part VII-A, Line 10
Substantial Contributors During the Tax Year

Name of Substantial Contributor	Address of Substantial Contributor
MARJORIE R. LINDSEY	10202 DUTCH IRIS DRIVE BAKERSFIELD, CA 93311-3770

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

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
BAKERSFIELD COLLEGE FOUNDATION 1801 PANORAMA DRIVE BAKERSFIELD, CA 93305	N/A	PUBLIC	VARIOUS CHARITABLE PURPOSES	$ 84,000.
FIRST PRESBYTERIAN CHURCH 1705 17TH STREET BAKERSFIELD, CA 93301	N/A	PUBLIC	VARIOUS CHARITABLE PURPOSES	120,000.
HAGGAI INSTITUTE P O BOX 13 ATLANTA, GA 30370	N/A	PUBLIC	VARIOUS CHARITABLE PURPOSES	1,000,000.
LEADING THE WAY P O BOX 20100 ATLANTA, GA 30325	N/A	PUBLIC	VARIOUS CHARITABLE PURPOSES	870,000.
PUREHOPE 800 COMPTON ROAD, SUITE 9224 CINCINNATI, OH 45231	N/A	PUBLIC	VARIOUS CHARITABLE PURPOSES	120,000.
TEEN CHALLENGE P O BOX 1011 BAKERSFIELD, CA 93302	N/A	PUBLIC	VARIOUS CHARITABLE PURPOSES	60,000.
YOUTH FOR CHRIST P O BOX 763 BAKERSFIELD, CA 93302	N/A	PUBLIC	VARIOUS CHARITABLE PURPOSES	240,000.
CAMPUS CRUSADE FOR CHRIST P O BOX 628222 ORLANDO, FL 32862	N/A	PUBLIC	VARIOUS CHARITABLE PURPOSES	26,400.
INTERNATIONAL TEAMS 411 W. RIVER ROAD ELGIN, IL 60123	N/A	PUBLIC	VARIOUS CHARITABLE PURPOSES	12,000.

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

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
INTERVARSITY CHRISTIAN FELLOWSHIP 6400 SCHROEDER ROAD MADISON, WI 53707	N/A	PUBLIC	VARIOUS CHARITABLE PURPOSES	$ 7,200.
TURNING POINT MINISTRIES P O BOX 3838 SAN DIEGO, CA 92163	N/A	PUBLIC	VARIOUS CHARITABLE PURPOSES	100,000.
WORLD SPORT, INC. P O BOX 2607 BONITA SPRINGS, FL 34133	N/A	PUBLIC	VARIOUS CHARITABLE PURPOSES	100,000.
CITIZENS AGAINST GOVERNMENT WASTE 1301 PENNSYLVANIA AVE., NW, #1075 WASHINGTON, DC 20004	N/A	PUBLIC	VARIOUS CHARITABLE PURPOSES	800.
MEDIA RESEARCH CENTER 325 SOUTH PATRICK STREET ALEXANDRIA, VA 22314	N/A	PUBLIC	VARIOUS CHARITABLE PURPOSES	800.
NATIONAL LEGAL & POLICY CENTER 107 PARK WASHINGTON COURT FALLS CHURCH, VA 22046	N/A	PUBLIC	VARIOUS CHARITABLE PURPOSES	800.
			Total	$ 2,742,000.

Gift Valuation Report

As-of Date: 01/24/2012
Valuation Date: 01/24/2012
Processing Date: 10/11/2012

Estate of: M. R. Lindsey Charitable Foundation
Account: 7HR-74008 / 74009
Report Type: Distribution Date
Number of Securities: 18
File ID: 7HR-74008-74009 Lindsey Char Fdn 01-24-2012

	Shares or Par	Security Description	High/Ask	Low/Bid	Mean	Security Value
1)	2000	CAREFUSION CORP (14170T101) COM New York Stock Exchange 01/24/2012	23.97000	23.42000 H/L	23.695000	47,390.00
2)	1400	BP PLC (055622104) SPONSORED ADR New York Stock Exchange 01/24/2012	44.75000	44.28000 H/L	44.515000	62,321.00
3)	1700	ANGLOGOLD ASHANTI LTD (035128206) SPONSORED ADR New York Stock Exchange 01/24/2012	44.01000	43.03000 H/L	43.520000	73,984.00
4)	1000	XYLEM INC (98419M100) COM New York Stock Exchange 01/24/2012	26.21000	25.60000 H/L	25.905000	25,905.00
5)	1300	QEP RES INC (74733V100) COM New York Stock Exchange 01/24/2012	29.11000	28.20000 H/L	28.655000	37,251.50
6)	1300	PLAINS EXPL& PRODTN CO (726505100) COM New York Stock Exchange 01/24/2012	37.37000	36.25000 H/L	36.810000	47,853.00
7)	1800	NEWMONT MINING CORP (651639106) COM New York Stock Exchange 01/24/2012	58.82000	57.25000 H/L	58.035000	104,463.00
8)	2600	MYLAN INC (628530107) COM The NASDAQ Stock Market LLC 01/24/2012	21.49000	20.72000 H/L	21.105000	54,873.00
9)	3600	MCDERMOTT INTL INC (580037109) COM New York Stock Exchange 01/24/2012	12.22000	11.83000 H/L	12.025000	43,290.00
10)	1700	MARRIOTT VACATIONS WRLDWDE CP (57164Y107) COM New York Stock Exchange 01/24/2012	19.43000	18.69200 H/L	19.061000	32,403.70
11)	1200	MOTOROLA SOLUTIONS INC (620076307) COM NEW New York Stock Exchange 01/24/2012	47.86000	46.95000 H/L	47.405000	56,886.00
12)	1200	MADISON SQUARE GARDEN CO (55826P100) CL A The NASDAQ Stock Market LLC 01/24/2012	29.71000	29.50000 H/L	29.605000	35,526.00

As-of Date: 01/24/2012
Valuation Date: 01/24/2012
Processing Date: 10/11/2012

Estate of: M. R. Lindsey Charitable Foundation
Account: 7HR-74008 / 74009
Report Type: Distribution Date
Number of Securities: 18
File ID: 7HR-74008-74009 Lindsey Char Fdn 01-24-2012

	Shares or Par	Security Description	High/Ask	Low/Bid	Mean	Security Value
13)	500	ITT CORP NEW (450911201) COM NEW New York Stock Exchange 01/24/2012	21.33990	21.04000 H/L	21.189950	10,594.98
14)	3000	GENERAL ELECTRIC CO (369604103) COM New York Stock Exchange 01/24/2012	18.86000	18.75000 H/L	18.805000	56,415.00
15)	3500	EXELIS INC (30162A108) COM New York Stock Exchange 01/24/2012	9.87000	9.55000 H/L	9.710000	33,985.00
16)	450	DEVON ENERGY CORP NEW (25179M103) COM New York Stock Exchange 01/24/2012	64.80000	64.05000 H/L	64.425000	28,991.25
17)	1600	CITIGROUP INC (172967424) COM NEW New York Stock Exchange 01/24/2012	29.99000	28.90000 H/L	29.445000	47,112.00
18)	166492.16	Cash (CASH)				166,492.16
Total Value:						$965,736.59

Cash $166,492.16

Stocks (Tax Basis: $698,649) $799,244.43

MARJORIE R. LINDSEY CHARITABLE TRUST **FID # 26-6906657**
SUPPLEMENT TO FORM 990-PF, PART I, LINE 6
NET GAIN FROM NON-INVENTORY SALES
FOR YEAR ENDED DECEMBER 31, 2012 **SCHEDULE 1**

DATE ACQ	INVESTMENT DESCRIPTION	# OF SHARES	DATE SOLD	SELLING PRICE	COST	GAIN (LOSS)
	MERRILL LYNCH - A/C # 4008					
01/06/12	BARCLAYS BANK	2,649	01/20/12	60,660 99	57,317 43	3,343 56
10/15/09	COLUMBIA DIVIDEND INCOME	8,672	01/06/12	118,811 13	99,992 38	18,818 75
10/19/09	COLUMBIA DIVIDEND INCOME	8,688	01/06/12	119,026 93	100,000 00	19,026 93
10/23/09	COLUMBIA DIVIDEND INCOME	9,475	01/06/12	129,801 90	110,000 00	19,801 90
10/28/09	COLUMBIA DIVIDEND INCOME	9,675	01/06/12	132,541 77	110,000 00	22,541 77
11/03/09	COLUMBIA DIVIDEND INCOME	9,615	01/06/12	131,730 77	107,500 00	24,230 77
10/15/09	COLUMBIA SELECT LARGE CAP	10,277	01/06/12	124,968 00	99,995 21	24,972 79
10/19/09	COLUMBIA SELECT LARGE CAP	10,288	01/06/12	125,102 88	100,000 00	25,102 88
10/23/09	COLUMBIA SELECT LARGE CAP	15,369	01/06/12	186,885 24	150,000 00	36,885 24
10/28/09	COLUMBIA SELECT LARGE CAP	15,625	01/06/12	190,000 00	150,000 00	40,000 00
11/03/09	COLUMBIA SELECT LARGE CAP	18,108	01/06/12	220,194 60	167,500 00	52,694 60
10/15/09	COLUMBIA VALUE AND RESTR	2,364	01/06/12	107,958 64	99,991 18	7,967 46
10/19/09	COLUMBIA VALUE AND RESTR	2,374	01/06/12	108,404 56	100,000 00	8,404 56
10/23/09	COLUMBIA VALUE AND RESTR	3,533	01/06/12	161,304 77	150,000 00	11,304 77
10/28/09	COLUMBIA VALUE AND RESTR	3,682	01/06/12	168,114 87	150,000 00	18,114 87
11/03/09	COLUMBIA VALUE AND RESTR	4,278	01/06/12	195,324 62	170,000 00	25,324 62
10/19/09	EATON VANCE MID CAP FUND	8,224	01/06/12	132,647 12	99,999 36	32,647 76
10/21/09	EATON VANCE MID CAP FUND	8,278	01/06/12	133,526 49	100,000 00	33,526 49
10/26/09	EATON VANCE MID CAP FUND	9,205	01/06/12	148,476 99	110,000 00	38,476 99
10/29/09	EATON VANCE MID CAP FUND	9,666	01/06/12	155,913 89	110,000 00	45,913 89
11/03/09	EATON VANCE MID CAP FUND	9,772	01/06/12	157,624 46	111,500 00	46,124 46
12/23/10	EATON VANCE MID CAP FUND	176	01/06/12	2,841 83	2,713 22	128 61
12/23/10	EATON VANCE MID CAP FUND	84	01/06/12	1,352 36	1,291 15	61 21
12/23/11	EATON VANCE MID CAP FUND	161	01/06/12	2,592 99	2,560 85	32 14
12/23/11	EATON VANCE MID CAP FUND	89	01/06/12	1,439 02	1,421 18	17 84
01/29/10	ISHARES MSCI BRAZIL FREE	1,100	01/06/12	64,611 66	71,533 00	(6,921 34)
10/28/09	ISHARES EMERG MKT INDEX	1,700	01/06/12	65,186 44	64,651 00	535 44
10/28/09	ISHARES EMERG MKT INDEX	4,100	01/06/12	157,214 35	155,923 00	1,291 35
10/30/09	ISHARES EMERG MKT INDEX	2,900	01/06/12	111,200 39	108,837 00	2,363 39
10/19/09	JOHN HANCOCK MID-CAP FUND	11,135	01/06/12	128,169 36	99,996 78	28,172 58
10/21/09	JOHN HANCOCK MID-CAP FUND	11,136	01/06/12	128,173 72	100,000 00	28,173 72
10/26/09	JOHN HANCOCK MID-CAP FUND	7,287	01/06/12	83,873 32	65,000 00	18,873 32
10/29/09	JOHN HANCOCK MID-CAP FUND	7,647	01/06/12	88,017 65	65,000 00	23,017 65
11/03/09	JOHN HANCOCK MID-CAP FUND	8,235	01/06/12	94,788 23	70,000 00	24,788 23
12/18/09	JOHN HANCOCK MID-CAP FUND	341	01/06/12	3,923 57	3,078 18	845 39
12/22/10	JOHN HANCOCK MID-CAP FUND	137	01/06/12	1,577 56	1,533 70	43 86
12/19/11	JOHN HANCOCK MID-CAP FUND	100	01/06/12	1,145 88	1,084 15	61 73
12/19/11	JOHN HANCOCK MID-CAP FUND	94	01/06/12	1,079 38	1,021 24	58 14
12/19/11	JOHN HANCOCK MID-CAP FUND	49	01/06/12	564 44	534 04	30 40
10/28/09	MARKET VECTORS AGRICULT	1,700	01/06/12	83,026 41	66,333 44	16,692 97
11/02/09	POWERSHARES WATER RES	3,250	01/06/12	56,231 40	50,472 50	5,758 90
02/05/10	POWERSHARES WATER RES	4,250	01/06/12	73,533 36	65,577 50	7,955 86
02/05/10	POWERSHARES WATER RES	4,300	01/06/12	74,398 46	65,704 00	8,694 46
02/05/10	POWERSHARES WATER RES	1,000	01/06/12	17,301 97	15,530 00	1,771 97
10/19/09	PRUDENTIAL JENNISON MID CAP	4,347	01/06/12	127,423 82	99,991 88	27,431 94
10/21/09	PRUDENTIAL JENNISON MID CAP	4,331	01/06/12	126,938 06	100,000 00	26,938 06
10/26/09	PRUDENTIAL JENNISON MID CAP	2,857	01/06/12	83,742 86	65,000 00	18,742 86
10/29/09	PRUDENTIAL JENNISON MID CAP	2,994	01/06/12	87,754 49	65,000 00	22,754 49
11/03/09	PRUDENTIAL JENNISON MID CAP	3,234	01/06/12	94,786 93	70,500 00	24,286 93
11/24/09	PRUDENTIAL JENNISON MID CAP	83	01/06/12	2,447 21	1,907 83	539 38
12/02/11	PRUDENTIAL JENNISON MID CAP	60	01/06/12	1,757 49	1,748 50	8 99
12/02/11	PRUDENTIAL JENNISON MID CAP	92	01/06/12	2,699 83	2,686 02	13 81
11/25/11	MARRIOTT VACATIONS	1,700	01/25/12	31,959 56	29,380 08	2,579 48
08/05/11	MOTOROLA SOLUTIONS	1,200	01/25/12	55,210 94	50,627 04	4,583 90
02/28/97	PEPSICO, INC	2,000	01/06/12	130,865 09	64,064 26	66,800 83
07/23/97	PEPSICO, INC	8,692	01/06/12	568,739 67	286,463 25	282,276 42
12/15/11	PLAINS EXPL AND PROD	1,300	01/25/12	48,305 77	41,357 94	6,947 83
02/22/10	THE MADISON SQ GARDEN	1,200	01/06/12	35,420 07	23,694 76	11,725 31
06/22/11	XYLEM INC	600	01/25/12	15,632 10	19,841 19	(4,209 09)
08/02/11	XYLEM INC	400	01/25/12	10,421 40	12,071 04	(1,649 64)
01/06/12	FRT TRT VAL INDX	9,912	02/24/12	165,827 74	158,780 33	7,047 41
02/17/12	FRT TRT VAL INDX	7,703	02/24/12	128,871 19	127,541 65	1,329 54
01/06/12	AM BEACON SM CAP GROWTH FI	10,595	03/22/12	144,410 78	127,034 87	17,375 91
01/09/12	BLACKROCK INTL OPPORT	7,546	03/22/12	243,893 15	222,311 02	21,582 13
01/26/12	DOUBLELINE TOTAL RETURN	898	03/22/12	10,062 90	10,000 00	62 90
01/26/12	FRANKLIN HI YIELD TAX FR	1,898	03/22/12	20,000 00	20,000 00	0 00

MARJORIE R. LINDSEY CHARITABLE TRUST **FID # 26-6906657**
SUPPLEMENT TO FORM 990-PF, PART I, LINE 6
NET GAIN FROM NON-INVENTORY SALES
FOR YEAR ENDED DECEMBER 31, 2012 **SCHEDULE 1**

DATE ACQ	INVESTMENT DESCRIPTION	# OF SHARES	DATE SOLD	SELLING PRICE	COST	GAIN (LOSS)
01/06/12	LOOMIS SAYLES MID CAP GR	8,370	03/22/12	251,857 60	222,311 00	29,546 60
01/26/12	LORD ABBETT SH DUR INC	2,188	03/22/12	10,043 76	10,000 00	43 76
01/26/12	MFS MUNI HI INCOME FD	1,279	03/22/12	10,076 72	10,000 00	76 72
01/26/12	NUVEEN PFD SEC FUND	1,282	03/22/12	21,051 28	20,000 00	1,051 28
01/06/12	PENNSYLVANIA MUTUAL FD	8,693	03/22/12	103,708 43	95,276 15	8,432 28
01/25/12	PIMCO HI YIELD FD	1,091	03/22/12	10,141 77	10,000 00	141 77
01/26/12	TEMPLETON GLOBAL BOND FD	773	03/22/12	10,077 29	10,000 01	77 28
01/06/12	AEGON NV PFD 7 25%	2,311	04/05/12	57,819 92	53,719 57	4,100 35
01/06/12	CREDIT SUISSE PFD 7 90%	1,828	04/05/12	47,782 85	47,209 00	573 85
01/06/12	DB CONT CAP TR III PFD	2,230	04/05/12	56,594 05	52,254 22	4,339 83
01/06/12	WACHOVIA PFD PERP 7 25%	1,868	04/05/12	48,797 86	48,213 49	584 37
01/06/12	HEALTHCARE SEL SPDR	4,521	04/10/12	166,552 91	158,924 00	7,628 91
01/06/12	ISHARES TR LARGE VAL IND	3,200	04/12/12	196,799 59	191,552 00	5,247 59
01/06/12	VICTORY LARGE CAP GR FD	17,880	04/18/12	290,007 81	254,069 73	35,938 08
02/17/12	VICTORY LARGE CAP GR FD	14,880	04/18/12	241,346 71	229,591 84	11,754 87
03/19/12	VICTORY LARGE CAP GR FD	5,743	04/18/12	93,155 99	91,835 03	1,320 96
03/27/12	VICTORY LARGE CAP GR FD	10,204	04/18/12	165,510 19	165,306 11	204 08
01/06/12	ABBOTT LABS	775	04/05/12	47,517 68	43,341 49	4,176 19
01/06/12	AIR PRODUCTS & CHEM	387	04/05/12	35,060 64	33,466 10	1,594 54
01/06/12	BAXTER INTL	851	04/05/12	50,612 10	42,473 75	8,138 35
01/06/12	COCA COLA	559	04/05/12	40,998 43	38,554 18	2,444 25
01/06/12	EATON CORP	638	04/05/12	30,708 87	28,910 84	1,798 03
01/06/12	EMERSON ELEC CO	722	04/05/12	36,924 85	34,143 24	2,781 61
01/06/12	GAP INC	4,718	04/05/12	125,411 53	85,678 41	39,733 12
02/17/12	GAP INC	3,438	04/05/12	91,387 22	76,544 66	14,842 56
01/06/12	GENERAL DYNAMICS	535	04/05/12	38,420 17	36,106 67	2,313 50
01/06/12	HOME DEPOT	1,049	04/05/12	53,051 99	45,222 39	7,829 60
01/06/12	HONEYWELL INTL	626	04/05/12	37,374 49	34,603 84	2,770 65
01/06/12	JOHNSON & JOHNSON	485	04/05/12	31,662 52	31,520 15	142 37
01/06/12	KIMBERLY CLARK	475	04/05/12	35,249 58	34,485 05	764 53
01/06/12	MICROSOFT CORP	1,434	04/05/12	45,247 43	40,119 73	5,127 70
01/06/12	NORFOLK SOUTHERN	1,127	04/10/12	73,487 41	85,753 43	(12,266 02)
02/17/12	NORFOLK SOUTHERN	1,086	04/10/12	70,813 96	76,550 19	(5,736 23)
01/06/12	PROCTER & GAMBLE	1,290	04/10/12	86,260 36	85,676 90	583 46
02/17/12	PROCTER & GAMBLE	1,191	04/10/12	79,640 39	76,557 48	3,082 91
01/06/12	UNITED TECHS	453	04/05/12	37,097 61	33,604 54	3,493 07
01/06/12	V F CORP	638	04/12/12	92,743 97	85,664 83	7,079 14
02/17/12	V F CORP	537	04/12/12	78,061 95	76,447 32	1,614 63
01/06/12	WALGREEN CO	2,621	04/10/12	84,325 42	85,731 34	(1,405 92)
02/17/12	WALGREEN CO	2,223	04/10/12	71,520 57	76,553 01	(5,032 44)
01/06/12	KIMBERLY CLARK	706	05/01/12	55,365 68	51,255 67	4,110 01
02/17/12	KIMBERLY CLARK	1,071	05/01/12	83,989 58	76,557 22	7,432 36
01/06/12	ISHARES TR DOW TECH	2,902	06/19/12	208,507 22	190,754 84	17,752 38
02/17/12	ISHARES TR DOW TECH	1,764	06/19/12	126,742 50	127,501 92	(759 42)
03/19/12	ISHARES TR DOW TECH	666	06/19/12	47,851 76	51,110 84	(3,259 08)
03/27/12	ISHARES TR DOW TECH	1,193	06/19/12	85,716 45	91,813 28	(6,096 83)
02/17/12	MARKET VECTORS EMERG MKT	4,806	06/19/12	121,737 14	127,461 11	(5,723 97)
03/19/12	MARKET VECTORS EMERG MKT	1,941	06/19/12	49,166 00	51,019 09	(1,853 09)
03/27/12	MARKET VECTORS EMERG MKT	3,519	06/19/12	89,137 13	91,797 51	(2,660 38)
03/19/12	SPDR S P OIL GAS EXPL	852	06/19/12	41,059 34	50,977 29	(9,917 95)
03/27/12	SPDR S P OIL GAS EXPL	1,593	06/19/12	76,769 42	91,756 80	(14,987 38)
05/04/12	C H ROBINSON WORLDWIDE	2,288	06/05/12	128,883 18	139,693 61	(10,810 43)
04/11/12	CONAGRA FOODS	4,981	06/05/12	122,087 24	131,885 42	(9,798 18)
01/06/12	UNION PACIFIC	794	06/05/12	84,281 21	85,736 12	(1,454 91)
02/17/12	UNION PACIFIC	679	06/05/12	72,074 24	76,465 52	(4,391 28)
02/15/12	DELAWARE EMERG MKT	12,674	07/05/12	158,420 36	178,571 43	(20,151 07)
03/15/12	DELAWARE EMERG MKT	5,023	07/05/12	62,787 66	71,427 24	(8,639 58)
03/23/12	DELAWARE EMERG MKT	9,223	07/05/12	115,290 03	128,571 44	(13,281 41)
02/15/12	EATON VANCE SMID CAP FD	2,663	07/05/12	46,143 82	45,797 66	346 16
01/06/12	FIRST EAGLE GLOBAL	2,134	07/05/12	101,858 48	97,164 15	4,694 33
01/06/12	NEUBERGER BERMAN EQ INC	9,441	07/05/12	108,007 35	104,325 04	3,682 31
01/06/12	OPPENHEIMER DEV MKT FD	3,419	07/05/12	108,549 91	99,968 97	8,580 94
01/06/12	R W MID CAP VALUE FUND	20,560	07/05/12	217,322 76	205,808 46	11,514 30
01/06/12	EMERSON ELEC CO	1,089	07/03/12	49,695 44	51,498 59	(1,803 15)
02/17/12	EMERSON ELEC CO	1,490	07/03/12	67,994 69	76,521 04	(8,526 35)
01/06/12	HOME DEPOT	937	07/03/12	48,538 81	40,394 07	8,144 74
02/17/12	HOME DEPOT	1,671	07/03/12	86,561 75	76,538 48	10,023 27
07/05/12	HOME DEPOT	409	07/03/12	21,187 17	21,580 93	(393 76)

MARJORIE R. LINDSEY CHARITABLE TRUST
SUPPLEMENT TO FORM 990-PF, PART I, LINE 6
NET GAIN FROM NON-INVENTORY SALES
FOR YEAR ENDED DECEMBER 31, 2012

FID # 26-6906657

SCHEDULE 1

DATE ACQ	INVESTMENT DESCRIPTION	# OF SHARES	DATE SOLD	SELLING PRICE	COST	GAIN (LOSS)
01/06/12	HONEYWELL INTL	924	07/03/12	51,619 58	51,076 60	542 98
02/17/12	HONEYWELL INTL	1,284	07/03/12	71,731 12	76,508 94	(4,777 82)
04/11/12	ILLINOIS TOOL WORKS	2,343	07/03/12	123,215 61	131,816 95	(8,601 34)
01/06/12	GENERAL MILLS	2,123	08/02/12	80,657 33	85,746 70	(5,089 37)
02/17/12	GENERAL MILLS	1,923	08/02/12	73,058 90	76,506 56	(3,447 66)
07/05/12	GENERAL MILLS	565	08/02/12	21,465 57	21,530 68	(65 11)
01/06/12	JOHNSON & JOHNSON	834	08/02/12	56,902 54	54,201 66	2,700 88
02/17/12	JOHNSON & JOHNSON	1,186	08/02/12	80,918 97	76,499 37	4,419 60
07/05/12	JOHNSON & JOHNSON	319	08/02/12	21,764 89	21,543 67	221 22
01/06/12	WAL-MART STORES	1,448	08/02/12	107,075 97	85,721 60	21,354 37
02/17/12	WAL-MART STORES	1,232	08/02/12	91,103 31	76,523 34	14,579 97
07/05/12	WAL-MART STORES	312	08/02/12	23,071 63	21,577 08	1,494 55
06/22/12	MATERIAL SELECT SECTOR	7,975	09/04/12	280,245 58	282,394 75	(2,149 17)
09/06/12	MATERIAL SELECT SECTOR	1,072	09/04/12	37,670 64	38,145 40	(474 76)
08/07/12	KIMBERLY CLARK	2,119	09/06/12	176,704 62	183,974 62	(7,270 00)
04/11/12	OCCIDENTAL PETE	1,402	09/06/12	118,794 22	131,769 91	(12,975 69)
07/05/12	OCCIDENTAL PETE	256	09/06/12	21,691 39	21,557 61	133 78
06/08/12	TIFFANY & CO	2,725	09/06/12	165,249 14	149,882 73	15,366 41
07/05/12	TIFFANY & CO	411	09/06/12	24,923 82	21,607 22	3,316 60
06/06/12	NEUBERGER BERMAN GENESIS	5,414	10/16/12	271,979 21	250,000 00	21,979 21
06/22/12	SELECT SPDR ENERGY	4,276	10/02/12	315,400 09	282,558 08	32,842 01
09/06/12	SELECT SPDR ENERGY	533	10/02/12	39,314 38	38,059 13	1,255 25
04/11/12	RAYTHEON	2,522	10/02/12	138,030 25	131,896 82	6,133 43
07/05/12	RAYTHEON	384	10/02/12	21,016 51	21,577 73	(561 22)
01/06/12	DB CONT CAP TR III PFD	2,601	11/16/12	67,830 95	60,947 63	6,883 32
02/17/12	DB CONT CAP TR III PFD	4,013	11/16/12	104,562 71	100,258 90	4,303 81
01/06/12	WACHOVIA PFD PERP 7 25%	2,569	11/06/12	70,003 68	66,306 46	3,697 22
02/17/12	WACHOVIA PFD PERP 7 25%	3,922	11/06/12	106,939 78	102,219 50	4,720 28
10/09/12	AMEX TECHNLGY SELCT SPDR	10,194	11/08/12	289,205 46	315,912 06	(26,706 60)
02/15/12	EATON VANCE SMID CAP FD	15,135	11/09/12	270,159 74	260,324 79	9,834 95
03/15/12	EATON VANCE SMID CAP FD	1,851	11/09/12	33,049 98	32,639 79	410 19
01/06/12	FIRST EAGLE GLOBAL	2,748	11/09/12	134,184 83	125,146 87	9,037 96
02/15/12	FIRST EAGLE GLOBAL	5,307	11/09/12	259,091 98	255,102 06	3,989 92
03/15/12	FIRST EAGLE GLOBAL	2,081	11/09/12	101,615 23	102,038 93	(423 70)
03/23/12	FIRST EAGLE GLOBAL	3,755	11/09/12	183,356 65	183,673 47	(316 82)
09/04/12	FIRST EAGLE GLOBAL	1,574	11/09/12	76,893 59	76,530 60	362 99
01/06/12	NEUBERGER BERMAN EQ INC	7,803	11/09/12	90,514 79	86,227 26	4,287 53
02/15/12	NEUBERGER BERMAN EQ INC	18,044	11/09/12	209,310 40	204,081 63	5,228 77
03/15/12	NEUBERGER BERMAN EQ INC	7,111	11/09/12	82,487 60	81,631 13	856 47
03/23/12	NEUBERGER BERMAN EQ INC	12,833	11/09/12	148,862 80	146,938 78	1,924 02
09/04/12	NEUBERGER BERMAN EQ INC	5,215	11/09/12	60,500 30	61,224 48	(724 18)
01/06/12	AIR PRODUCTS & CHEM	604	11/06/12	48,040 11	52,231 32	(4,191 21)
02/17/12	AIR PRODUCTS & CHEM	850	11/06/12	67,606 13	76,490 48	(8,884 35)
07/05/12	AIR PRODUCTS & CHEM	271	11/06/12	21,554 43	21,556 78	(2 35)
10/05/12	NORFOLK SOUTHERN	2,170	11/06/12	132,487 86	139,608 69	(7,120 83)
01/06/12	UNITED TECHS	702	11/06/12	55,477 81	52,075 90	3,401 91
02/17/12	UNITED TECHS	909	11/06/12	71,836 66	76,455 99	(4,619 33)
07/05/12	UNITED TECHS	287	11/06/12	22,681 11	21,574 91	1,106 20
09/11/12	WAL-MART STORES	2,349	11/06/12	172,757 51	175,000 50	(2,242 99)
01/06/12	EATON CORP	1,253	12/03/12	65,037 72	56,779 45	8,258 27
02/17/12	EATON CORP	1,487	12/03/12	77,183 63	76,521 32	662 31
07/05/12	EATON CORP	553	12/03/12	28,703 79	21,598 74	7,105 05
	SUBTOTAL - A/C #4008			17,594,608 11	16,089,294 15	1,505,313 96
	MERRILL LYNCH - A/C # 4009					
10/15/09	ARTIO GLOBAL HIGH INCOME	10,070	01/06/12	94,356 68	99,995 95	(5,639 27)
10/19/09	ARTIO GLOBAL HIGH INCOME	10,070	01/06/12	94,360 52	100,000 00	(5,639 48)
10/26/09	ARTIO GLOBAL HIGH INCOME	14,985	01/06/12	140,409 59	150,000 00	(9,590 41)
10/29/09	ARTIO GLOBAL HIGH INCOME	15,045	01/06/12	140,972 91	150,000 00	(9,027 09)
11/03/09	ARTIO GLOBAL HIGH INCOME	14,661	01/06/12	137,376 14	145,000 00	(7,623 86)
10/26/11	COLUMBIA BOND FUND CL Z	47,468	01/06/12	449,996 64	449,996 64	0 00
11/03/09	COLUMBIA SHORT TERM BOND	4,877	01/06/12	48,135 99	48,706 08	(570 09)
01/09/12	DWS FLOATING RATE BOND	24,812	01/18/12	227,769 94	226,529 36	1,240 58
01/09/12	EATON VANCE ABS RTN FUND	14,708	01/18/12	134,138 26	133,844 06	294 20
03/04/11	METRO WEST T/R BD CL I	84,239	01/06/12	874,405 67	875,163 75	(758 08)
01/09/12	NUVEEN PREFERRED SEC FUND	56	01/18/12	870 53	859 24	11 29

MARJORIE R. LINDSEY CHARITABLE TRUST
SUPPLEMENT TO FORM 990-PF, PART I, LINE 6
NET GAIN FROM NON-INVENTORY SALES
FOR YEAR ENDED DECEMBER 31, 2012

FID # 26-6906657

SCHEDULE 1

DATE ACQ	INVESTMENT DESCRIPTION	# OF SHARES	DATE SOLD	SELLING PRICE	COST	GAIN (LOSS)
12/29/11	PIMCO TOTAL RETURN FUND	159,273	01/18/12	1,742,129 03	1,726,518 60	15,610 43
01/09/12	PIMCO TOTAL RETURN FUND	7,665	01/18/12	84,161 71	83,548 62	613 09
01/09/12	RIDGEWORTH SEIX HI INC FUND	26,068	01/18/12	227,311 40	226,529 36	782 04
01/09/12	TEMPLETON GLOBAL BOND	124	01/18/12	1,572 23	1,541 24	30 99
01/09/12	DOUBLELINE TOTAL RETURN	30,039	07/20/12	339,744 58	331,333 37	8,411 21
01/09/12	EATON VANCE ABS RTN FUND	24,419	07/20/12	221,972 24	221,259 37	712 87
01/19/12	MANAGERS PIMCO BOND FD	1,558	07/20/12	17,205 38	16,550 86	654 52
03/04/11	METRO WEST T/R BD CL I	231	07/20/12	2,496 72	2,392 05	104 67
01/19/12	PRUDENTIAL S T CORP BD	20,010	07/20/12	231,312 93	228,511 56	2,801 37
02/15/12	PRUDENTIAL S T CORP BD	27,349	07/20/12	316,159 48	315,339 00	820 48
04/09/12	PRUDENTIAL S T CORP BD	4,628	07/20/12	53,497 07	53,219 40	277 67
	SUBTOTAL - A/C #4009			5,580,355 64	5,586,838 51	(6,482 87)
	TOTAL			23,174,963 75	21,676,132 66	1,498,831 09

MARJORIE R. LINDSEY CHARITABLE TRUST **FID # 26-6906657**
SUPPLEMENT TO FORM 990-PF, PART II, LINE 10(b)
INVESTMENTS - CORPORATE STOCK
FOR YEAR ENDED DECEMBER 31, 2012 **SCHEDULE 2**

INVESTMENT DESCRIPTION	# OF SHARES	BOOK VALUE	F M V
MERRILL LYNCH - A/C # 4008			
AEGON NV PFD 7 25%	2,626	61,041 79	65,833 82
AEGON NV PFD 7 25%	4,156	102,167 60	104,190 92
BARCLAYS BANK PFD 7 10%	2,649	57,252 93	66,383.94
BARCLAYS BANK PFD 7 10%	2,084	51,016 32	52,225 04
CREDIT SUISSE PFD 7 90%	2,611	67,430 35	66,241 07
CREDIT SUISSE PFD 7 90%	3,875	102,088 25	98,308 75
JP MORGAN CHASE 8 625% PFD	2,100	55,503 00	54,537 00
LLOYDS BANK GR 7 75% NTES	1,187	30,410 94	32,547 54
LLOYDS BANK GR 7 75% NTES	1,185	30,348 28	32,492 70
LLOYDS BANK GR 7 75% NTES	1,974	51,042 12	54,127 08
BARON ASSET FUND	3,896	197,780 05	192,636 83
CALAMOS GLOBAL EQUITY	19,701	250,000 00	260,835 31
CALAMOS GLOBAL EQUITY	20,747	250,000 00	274,688 80
DWS RREEF GLOB INFRST FUND	33,145	377,184 54	391,105 23
EATON VANCE SMID CAP FD	5,094	89,806 91	93,016 11
EATON VANCE SMID CAP FD	12,580	220,408 15	229,717 63
EATON VANCE SMID CAP FD	3,945	68,877 55	72,033 45
GOLDMAN SACHS SAT STRAT FD	228,426	1,800,000 00	1,875,380 71
HARBOR CAPITAL APPREC	9,291	349,345 89	395,058 17
HARBOR CAPITAL APPREC	6,150	255,102 04	261,498 04
HARBOR CAPITAL APPREC	2,360	102,038 92	100,339 84
HARBOR CAPITAL APPREC	4,218	183,673 48	179,329 42
HARBOR CAPITAL APPREC	1,455	61,224 47	61,879 36
HENDERSON EUROPEAN FOCUS	15,541	377,184 51	406,712 76
INVESCO DEVELOPING MKT FD	10,755	333,514 84	364,704 56
INVESCO DEVELOPING MKT FD	1,219	38,265 33	41,324 12
INVESCO SELECT COS FUND	7,416	153,061 22	146,016 26
INVESCO SELECT COS FUND	2,962	61,223 34	58,320 64
INVESCO SELECT COS FUND	5,365	110,199 75	105,639 39
INVESCO SELECT COS FUND	1,845	38,265 28	36,328 03
IVY ASSET STRATEGY	10,073	250,000 00	262,590 65
IVY ASSET STRATEGY	10,776	250,000 00	280,926 72
JP MORGAN LARGE CAP GROWTI	31,462	790,020 69	753,524 31
JP MORGAN LARGE CAP GROWTI	2,851	68,877 55	68,278 86
MAINSTAY ICAP SEL EQ FD	5,567	204,081 64	214,547 36
MAINSTAY ICAP SEL EQ FD	2,174	81,631 15	83,783 34
MAINSTAY ICAP SEL EQ FD	3,912	146,938 78	150,772 64
MAINSTAY ICAP SEL EQ FD	1,654	61,224 49	63,738 30
OPPENHEIMER DEV MKT FD	3,098	90,583 34	108,056 22
OPPENHEIMER DEV MKT FD	5,481	178,571 44	191,177 77
OPPENHEIMER DEV MKT FD	2,142	71,427 26	74,704 14
OPPENHEIMER DEV MKT FD	3,921	128,566 38	136,761 06
OPPENHEIMER DEV MKT FD	1,677	53,571 43	58,502 55
PUTNAM CAPITAL SPECTRUM	23,898	600,326 68	645,255 59
PUTNAM CAPITAL SPECTRUM	2,674	68,877 55	72,193 09
R W MID CAP VALUE FUND	1,649	16,502 55	19,370 52
R W MID CAP VALUE FUND	14,185	153,061 22	166,679 27
R W MID CAP VALUE FUND	5,516	61,223 35	64,808 50
R W MID CAP VALUE FUND	10,055	110,200 26	118,143 52
R W MID CAP VALUE FUND	3,524	38,265 30	41,401 22
SELECT SPDR FINANCIAL	19,953	315,855 99	327,029 67
SELECT SPDR INDUSTRIAL	7,919	282,470 73	300,130 10
SELECT SPDR INDUSTRIAL	1,050	38,102 09	39,795 00
YACKTMAN FOCUSED FUND	29,601	593,206 08	607,414 61
ABBOTT LABS	757	42,334 84	49,583 50
ABBOTT LABS	1,395	76,571 41	91,372 50
ABBOTT LABS	339	21,602 81	22,204 50
AMERICAN INTL GROUP	2,800	79,344 72	98,840 00
ANGLOGOLD ASHANTI	1,400	49,375 10	43,918 00
ANGLOGOLD ASHANTI	300	6,321 40	9,411 00
AUTOMATIC DATA PROC	2,378	131,926 92	135,379 54

MARJORIE R. LINDSEY CHARITABLE TRUST **FID # 26-6906657**
SUPPLEMENT TO FORM 990-PF, PART II, LINE 10(b)
INVESTMENTS - CORPORATE STOCK
FOR YEAR ENDED DECEMBER 31, 2012

SCHEDULE 2

INVESTMENT DESCRIPTION	# OF SHARES	BOOK VALUE	F M V
AUTOMATIC DATA PROC	391	21,558 72	22,259 63
BAXTER INTL	867	43,272 32	57,794 22
BAXTER INTL	1,351	76,487 95	90,057 66
BAXTER INTL	410	21,603 31	27,330 60
BERKSHIRE HATH CL A	2	252,480 00	268,120 00
BP PLC	1,000	45,235 50	41,640 00
BP PLC	400	16,409 16	16,656 00
BP PLC	1,200	56,697 36	49,968 00
C H ROBINSON WORLDWIDE	2,045	125,002 10	129,284 90
CAREFUSION CORP	2,000	39,179 57	57,160 00
CAREFUSION CORP	1,800	46,451 16	51,444 00
CHEVRON CORP	787	85,680 61	85,106 18
CHEVRON CORP	721	76,473 87	77,968 94
CHEVRON CORP	206	21,594 42	22,276 84
CITIGROUP	1,600	41,700 32	63,296 00
CITIGROUP	1,400	49,551 60	55,384 00
COCA COLA	1,368	47,175 41	49,590 00
COCA COLA	2,226	76,487 59	80,692 50
COCA COLA	554	21,538 16	20,082 50
CSX CORP	3,727	85,741 50	73,533 71
CSX CORP	3,512	76,519 46	69,291 76
DEVON ENERGY	200	12,150 38	10,408 00
DEVON ENERGY	250	15,415 58	13,010 00
DEVON ENERGY	1,000	64,411 00	52,040 00
EATON CORP PLC	3,293	170,925 14	178,414 74
EXELIS INC	600	8,003 98	6,762 00
EXELIS INC	400	4,869 48	4,508 00
EXELIS INC	2,500	27,458 25	28,175 00
EXXON MOBIL	1,552	131,881 20	134,325 60
EXXON MOBIL	254	21,550 63	21,983 70
GENERAL DYNAMICS	735	49,604 49	50,913 45
GENERAL DYNAMICS	1,102	76,491 25	76,335 54
GENERAL DYNAMICS	329	21,560 65	22,789 83
GENERAL ELECTRIC	100	1,597 00	2,099 00
GENERAL ELECTRIC	800	10,506 85	16,792 00
GENERAL ELECTRIC	400	6,555 76	8,396 00
GENERAL ELECTRIC	1,700	27,760 83	35,683 00
GENERAL ELECTRIC	2,600	51,571 00	54,574 00
HONEYWELL INTL	2,287	139,792 42	145,155 89
ITT CORP	300	6,595 37	7,038 00
ITT CORP	200	4,012 52	4,692 00
ITT CORP	500	11,508 80	11,730 00
LINEAR TECHNOLOGY	4,269	139,739 31	146,426 70
MCDERMOTT INTL	3,600	40,929 84	39,672 00
MCDONALDS CORP	852	85,722 45	75,154 92
MCDONALDS CORP	772	76,547 58	68,098 12
MCDONALDS CORP	244	21,592.71	21,523 24
MEDTRONIC INC	2,204	85,713 34	90,408 08
MEDTRONIC INC	1,920	76,481 28	78,758.40
MEDTRONIC INC	559	21,571 81	22,930 18
MICROSOFT CORP	1,629	45,575 35	43,510 10
MICROSOFT CORP	2,551	76,422 09	68,136 44
MICROSOFT CORP	708	21,572 76	18,910 47
MYLAN INC	1,500	12,685 19	41,175 00
MYLAN INC	1,100	26,003 89	30,195 00
MYLAN INC	800	18,284 96	21,960 00
NEWMONT MNG	400	18,284 00	18,576 00
NEWMONT MNG	200	8,358 70	9,288 00
NEWMONT MNG	500	21,703 20	23,220 00
NEWMONT MNG	500	19,525 99	23,220 00
NEWMONT MNG	200	11,265 72	9,288 00
NEWMONT MNG	1,600	86,504 00	74,304 00
PAYCHEX	4,198	131,852 04	130,557 80

MARJORIE R. LINDSEY CHARITABLE TRUST **FID # 26-6906657**
SUPPLEMENT TO FORM 990-PF, PART II, LINE 10(b)
INVESTMENTS - CORPORATE STOCK
FOR YEAR ENDED DECEMBER 31, 2012 **SCHEDULE 2**

INVESTMENT DESCRIPTION	# OF SHARES	BOOK VALUE	F M V
PAYCHEX	686	21,558 51	21,334 60
PEPSICO, INC	1,308	43,107 91	89,506 44
PEPSICO, INC	1,201	76,508 50	82,184 43
QEP RESOURCES	1,300	39,773 76	39,351 00
SEALED AIR CORP	4,000	79,786 00	70,040 00
THE MADISON SQUARE	4,400	144,967 50	195,140 00
WAL-MART STORES INC	1,882	134,976 85	128,408 86
3M COMPANY	1,498	139,653 60	139,089 30
SUB-TOTAL - MERRILL LYNCH A/C #4008		14,904,252 51	15,588,876 83
MERRILL LYNCH - A/C # 4009			
BLACKROCK HI YLD BD	30,407	226,529 36	245,989 60
BLACKROCK HI YLD BD	102	765 94	826 19
BLACKROCK HI YLD BD	40,434	310,934 15	327,107 58
BLACKROCK HI YLD BD	6,408	49,466 12	51,836 90
BLACKROCK HI YLD BD	1,380	10,724 19	11,165 86
DOUBLELINE TOTAL RETURN	43,896	484,172 31	497,340 88
DOUBLELINE TOTAL RETURN	177	1,960 49	2,001 12
DOUBLELINE TOTAL RETURN	101,371	1,135,359 09	1,148,537 36
DOUBLELINE TOTAL RETURN	17,168	192,113 51	194,517 08
EATON VANCE ABS RTN FUND	10,659	96,298 10	96,571 82
EATON VANCE ABS RTN FUND	48,604	440,808 96	440,348 18
EATON VANCE ABS RTN FUND	8,194	74,247 98	74,236 90
IVY HIGH INCOME FUND	73,091	612,506 00	624,200 62
LORD ABBETT S DUR INC FD	80,179	365,618 50	372,032 86
LORD ABBETT S DUR INC FD	110,213	505,878 25	511,388 90
LORD ABBETT S DUR INC FD	18,048	82,658 28	83,741 14
LORD ABBETT S DUR INC FD	4,143	19,099 94	19,224 23
MANAGERS PIMCO BOND FD	84,510	897,495 40	922,848 41
MANAGERS PIMCO BOND FD	117,646	1,261,163 82	1,284,693 00
MANAGERS PIMCO BOND FD	20,371	217,769 82	222,455 23
MANAGERS PIMCO BOND FD	9,050	100,000 00	98,823 53
METRO WEST T/R BD CL I	55,221	572,443 42	601,361 30
METRO WEST T/R BD CL I	23,946	250,000 00	260,775 86
METRO WEST T/R BD CL I	8,049	83,548 62	87,653 61
METRO WEST T/R BD CL I	189	1,968 49	2,059 26
METRO WEST T/R BD CL I	119,673	1,260,158 21	1,303,240 54
METRO WEST T/R BD CL I	19,775	208,429 12	215,350 39
METRO WEST T/R BD CL I	9,158	100,000 00	99,725 27
NUVEEN PREFERRED SEC FUND	23,711	361,587 72	413,039 85
NUVEEN PREFERRED SEC FUND	30,926	494,203 86	538,737 87
NUVEEN PREFERRED SEC FUND	3,940	64,337 10	68,631 49
NUVEEN PREFERRED SEC FUND	603	9,976 52	10,500 97
TCW EMERGING MKT INC FUND	67,905	612,506 00	632,877 60
TEMPLETON GLOBAL BOND	25,390	315,599 86	338,704 92
TEMPLETON GLOBAL BOND	32,545	428,613 21	434,145 80
TEMPLETON GLOBAL BOND	5,962	78,043 99	79,534 52
TEMPLETON GLOBAL BOND	2,070	26,848 13	27,614 04
SUB-TOTAL - MERRILL LYNCH A/C #4009		11,953,834 46	12,343,840 69
GRAND TOTAL		26,858,086 97	27,932,717 53