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 ,

Xie Foundation
325 Sharon Park Drive, #802
Menlo Park, CA 94025

A Employer identification number 27-1208110

B Telephone number (see the instructions) (650) 496-7458

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) ► $ 17,010,166.

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)	2,734,250.			
2 Ck ► ☐ if the foundn is **not** req to att Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	17,750.	17,750.	17,750.	
5a Gross rents	7,527.	7,527.	7,527.	
b Net rental income or (loss) -35,220.				
6a Net gain/(loss) from sale of assets not on line 10				
b Gross sales price for all assets on line 6a 3,090,429.				
7 Capital gain net income (from Part IV, line 2)		2,617,313.		
8 Net short-term capital gain			0.	
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit/(loss) (att sch)				
11 Other income (attach schedule) See Statement 1	-596,556.			
12 **Total.** Add lines 1 through 11	2,162,971.	2,642,590.	25,277.	
ADMINISTRATIVE EXPENSES				
13 Compensation of officers, directors, trustees, etc	0.			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach sch) See St 2	20,201.			
c Other prof fees (attach sch) See St 3	5,833.	2,518.		
17 Interest				
18 Taxes (attach schedule)(see instrs) See Stm 4	17,220.	107.		
19 Depreciation (attach sch) and depletion	4,842.	4,842.		
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) See Statement 5	494.	37,905.		
24 **Total operating and administrative expenses.** Add lines 13 through 23	48,590.	45,372.		
25 Contributions, gifts, grants paid Part XV	1,653,615.			750,060.
26 **Total expenses and disbursements.** Add lines 24 and 25	1,702,205.	45,372.	0.	750,060.
27 Subtract line 26 from line 12:				
a **Excess of revenue over expenses and disbursements**	460,766.			
b **Net investment income** (if negative, enter -0-)		2,597,218.		
c **Adjusted net income** (if negative, enter -0-)			25,277.	

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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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
ASSETS 1	Cash — non-interest-bearing			
2	Savings and temporary cash investments	1,775,971.	1,418,043.	1,418,043.
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	7,432.	45,078.	45,078.
10a	Investments — U.S and state government obligations (attach schedule)			
b	Investments — corporate stock (attach schedule)	13,696,680.	14,252,041.	14,252,041.
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) Statement 6	176,013.	294,690.	294,690.
14	Land, buildings, and equipment basis ► 1,005,156.			
	Less. accumulated depreciation (attach schedule) See Stmt 7 ► 4,842.		1,000,314.	1,000,314.
15	Other assets (describe ►)			
16	**Total assets** (to be completed by all filers — see the instructions Also, see page 1, item I)	15,656,096.	17,010,166.	17,010,166.
LIABILITIES 17	Accounts payable and accrued expenses	15,251.	5,000.	
18	Grants payable	941,336.	1,844,891.	
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)	956,587.	1,849,891.	
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 ► X and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds			
28	Paid-in or capital surplus, or land, building, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	14,699,509.	15,160,275.	
30	**Total net assets or fund balances** (see instructions)	14,699,509.	15,160,275.	
31	**Total liabilities and net assets/fund balances** (see instructions)	15,656,096.	17,010,166.	

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	14,699,509.
2	Enter amount from Part I, line 27a	2	460,766.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	15,160,275.
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	15,160,275.

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	UBS See #1 Statement Attached	D	Various	Various
b	UBS See #2 Statement Attached	D	Various	Various
c	UBS See #3 Statement Attached	D	Various	Various
d	UBS See #4 Statement Attached	P	Various	Various
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	1,263,435.			1,263,435.
b	663,322.		125.	663,197.
c	697,873.		3,375.	694,498.
d	465,799.		469,616.	-3,817.
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				1,263,435.
b				663,197.
c				694,498.
d				-3,817.
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	2,617,313.
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	-3,817.

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	249,622.	12,747,728.	0.019582
2010	205,277.	1,381,514.	0.148588
2009		175,133.	
2008			
2007			

2	**Total** of line 1, column (d)	2	0.168170
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	0.056057
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	17,971,156.
5	Multiply line 4 by line 3	5	1,007,409.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	25,972.
7	Add lines 5 and 6	7	1,033,381.
8	Enter qualifying distributions from Part XII, line 4	8	750,060.

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	51,944.
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	51,944.
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	51,944.
6	Credits/Payments:			
a	2012 estimated tax pmts and 2011 overpayment credited to 2012	6a 77,432.		
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	77,432.
8	Enter any **penalty** for underpayment of estimated tax Check here ☒ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ►		9	0.
10	**Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►		10	25,488.
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ► 25,488.	**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) ► CA DE			
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 8	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 ► UBS Financial Services Telephone no ► (650) 496-7458

Located at ► 775 Page Mill Road Palo Alto CA ZIP + 4 ► 94304

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?	☐ Yes ☒ No			
	If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement – see instructions)		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)*

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (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
Yuyi Wu 325 Sharon Park Drive, #802 Menlo Park, CA 94025	Vice Pres/Di 1.00	0.	0.	0.
Bing Xie 325 Sharon Park Drive, #802 Menlo Park, CA 94025	Vice Pres/Di 1.00	0.	0.	0.
Ken Xie 325 Sharon Park Drive, #802 Menlo Park, CA 94025	Co-Prs/Dir/S 3.00	0.	0.	0.
Michael Xie 325 Sharon Park Drive, #802 Menlo Park, CA 94025	Co-Prs/Dir 1.00	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

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	15,062,907.
b Average of monthly cash balances	1b	2,258,818.
c Fair market value of all other assets (see instructions)	1c	923,103.
d **Total** (add lines 1a, b, and c)	1d	18,244,828.
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	18,244,828.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	273,672.
5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	17,971,156.
6 **Minimum investment return.** Enter 5% of line 5	6	898,558.

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	898,558.
2a Tax on investment income for 2012 from Part VI, line 5 2a 51,944.		
b Income tax for 2012 (This does not include the tax from Part VI) 2b		
c Add lines 2a and 2b	2c	51,944.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	846,614.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	846,614.
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	846,614.

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	750,060.
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	750,060.
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	750,060.

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				846,614.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			203,089.	
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				
d From 2010				
e From 2011				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4 ► $ 750,060.				
a Applied to 2011, but not more than line 2a			203,089.	
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				546,971.
e Remaining amount distributed out of corpus	0.			
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	0.			
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				299,643.
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	0.			
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				

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).)

See Statement 9

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 10				
Total			► **3a**	750,060.
b *Approved for future payment*				
See Statement 11				
Total			► **3b**	1,203,555.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	17,750.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property	531110	-35,220.			
6 Net rental income or (loss) from personal property					
7 Other investment income			1	-596,556.	
8 Gain or (loss) from sales of assets other than inventory			18		
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)		-35,220.		-578,806.	

13 **Total.** Add line 12, columns (b), (d), and (e) 13 -614,026.

(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

Signature of officer or trustee: [signature] Date: 11/6/2013 Title: Co-Prs/Dir/Sec

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
Michael J. McCabe	Michael J. McCabe	11/1/13		P01203354

Firm's name ► McCabe & Totah, LLP — Firm's EIN ► 77-0368613

Firm's address ► 1760 The Alameda #300, San Jose, CA 95126 — Phone no (408) 977-7090

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	Employer identification number
Xie Foundation	27-1208110

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: Xie Foundation

Employer identification number: 27-1208110

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	Ken Xie 325 Sharon Park Drive, #802 Menlo Park, CA 94025	$ 1,282,800.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
2	Bing Xie & Yuyi Wu 325 Sharon Park Drive, #802 Menlo Park, CA 94025	$ 1,451,450.	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: Xie Foundation

Employer identification number: 27-1208110

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	Fortinet, Inc. - 48,000 shs	$ 1,282,800.	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	Fortinet, Inc. - 57,000 shs	$ 1,451,450.	

(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
Xie Foundation

Employer identification number
27-1208110

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 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Other Investment Income	$ -596,556.		
Total	$ -596,556.	$ 0.	$ 0.

Statement 2
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Fee-Auditor	$ 9,965.			
McCabe & Totah, LLP	10,236.			
Total	$ 20,201.	$ 0.	$ 0.	$ 0.

Statement 3
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Legal Fees	$ 3,315.			
Portfolio Management Fees	2,518.	$ 2,518.		
Total	$ 5,833.	$ 2,518.	$ 0.	$ 0.

Statement 4
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	$ 17,113.			
Foreign Taxes	107.	$ 107.		
Total	$ 17,220.	$ 107.	$ 0.	$ 0.

Statement 5
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Other Expenses	$ 494.			
Rental Expenses		$ 37,905.		
Total	$ 494.	$ 37,905.	$ 0.	$ 0.

Statement 6
Form 990-PF, Part II, Line 13
Investments - Other

Other Investments	Valuation Method	Book Value	Fair Market Value
WI Harper Fund VII, LP	Cost	$ 294,690.	$ 294,690.
	Total	$ 294,690.	$ 294,690.

Statement 7
Form 990-PF, Part II, Line 14
Land, Buildings, and Equipment

Category	Basis	Accum. Deprec.	Book Value	Fair Market Value
Buildings	$ 456,335.	$ 4,842.	$ 451,493.	$ 451,493.
Land	548,821.		548,821.	548,821.
Total	$ 1,005,156.	$ 4,842.	$ 1,000,314.	$ 1,000,314.

Statement 8
Form 990-PF, Part VII-A, Line 10
Substantial Contributors During the Tax Year

Name of Substantial Contributor	Address of Substantial Contributor
Ken Xie	325 Sharon Park Drive, #802 Menlo Park, CA 94025
Bing Xie & Yuyi Wu	325 Sharon Park Drive, #802 Menlo Park, CA 94025

Statement 9
Form 990-PF, Part XV, Line 1a
Foundation Managers - 2% or More Contributors

Ken Xie
Michael Xie

Statement 10
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
Sacred Heart Schools 150 Valparaiso Ave Atherton, CA 94027	N/A	509(a)(1)	Capital Campaign.	$ 250,000.
Stanford University PO Box 20466 Stanford, CA 94305	N/A	509(a)(1)	Professors Frank Scioscia & Philip Wong.	40,000.
Pen-tung Sah Education & Scientific Res 1356 Forest Hills Blvd Cleveland Hts, OH 44118	N/A	501(c)(3)	General Purpose.	10,060.
University of Miami P.O. Box 025388 Coral Gables, FL 33102	N/A	501(c)(3)	General Purpose.	200,000.
Clear Lake Chinese Church 503 N Austin St Webster, TX 77598	N/A	501(c)(3)	General Purpose.	10,000.
Lucile Packard Foundation 400 Hamilton Ave., Ste 340 Palo Alto, CA 94301	N/A	501(c)(3)	General Purpose.	10,000.
Pinewood School 477 Fremont Ave Los Altos, CA 94024	N/A	501(c)(3)	General Purpose.	30,000.
Tsinghua University Education Foundation Tsinghua University Beijing, Haidian District 100084 China	N/A	Fgn Char	General Purpose.	200,000.
			Total	$ 750,060.

Statement 11
Form 990-PF, Part XV, Line 3b
Recipient Approved for Future Payment

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
Sacred Heart Schools 150 Valparaiso Ave Atherton, CA 94027	N/A	509(a)(1)	Capital Campaign.	$ 100,000.
University of Miami P.O. Box 025388 Coral Gables, FL 33102	N/A	501(c)(3)	General Purpose.	200,000.
Net Present Value of Future Grants ,	N/A	501(c)(3)	General Purpose.	903,555.
			Total	$ 1,203,555.

Xie Foundation
FEIN: 27-1208110
Attachment for Form 990-PF
Page #6, Part VII-B, Question #5c

Expenditure Responsibility Statement
For the 2012 Tax Year

Pursuant to IRC Regulations 53.4945-5(d)(2), the Xie Foundation provides the following information:

(i) Grantee: Tsinghua University Education Foundation
Tsinghua University
Haidian District
Beijing, China 100084

(ii) Amount of Grant: $200,000 given in 2012.

(iii) Purpose of Grant: To directly support the activities of Tsinghua University Education Foundation to aid in the reconstruction of primary schools damaged or destroyed from natural disasters and to bring science and technology to remote poverty-relief teaching stations in China.

(iv) & (vi) Reports: Of the $200,000 given in 2012, all was used for the stated purpose. All expenditures and reports are monitored in real time.

(v) Diversion: To the knowledge of the Xie Foundation, Tsinghua University Education Foundation did not divert any portion of the funds given in 2012 from the purpose of the grant.

(vii) Verification: The Xie Foundation has no reason to doubt the accuracy or reliability of the report received from the Tsinghua University Education Foundation; therefore no independent verification of the report was made.

Operating & Administrative Exp. (990-PF)
Rental expenses [O]

Reclass Rental Expenses		$ -1.
	Total	$ -1.

Balance Sheet
Prepaid expenses and deferred charges

Prepaid taxes		$ 7,432.
	Total	$ 7,432.

Balance Sheet
Accounts payable and accrued expenses

Deferred tax liability		$ 15,251.
	Total	$ 15,251.

Balance Sheet
Prepaid expenses and deferred charges

Prepaid taxes		$ 25,488.
Deferred tax asset		19,590.
	Total	$ 45,078.

Balance Sheet
Accounts payable and accrued expenses

Security deposit liability		$ 5,000.
	Total	$ 5,000.

FMV of Assets (990-PF)
Prepaid expenses and deferred charges

Prepaid taxes		$ 25,488.
Deferred tax asset		19,590.
	Total	$ 45,078.

Account Number Y7 00449 28
Your Financial Advisor or Contact
JUANG/WANG
650-496-7320/888-771-8949

UBS Financial Services Inc.

2012 Informational Statement

E3501L0000000500000044-X

Proceeds from Broker Transactions

Short-term transactions for covered securities, included in Line 2a

Security description (Line 8) Symbol (Line 1d) CUSIP Activity type	Quantity / face value (Line 1e)	Original cost basis ($)	Date acquired (Line 1b)	Date of sale / exchange (Line 1a)	Sale amount (Line 2a) ($)	Cost or other basis (Line 3) ($)	Wash sale loss disallowed (Line 5) ($)	Federal income tax withheld (Line 4) ($)	Gain/Loss ($)
ANADARKO PETROLEUM CORP Symbol APC CUSIP 032511107									
Sell	119 0000		10/02/12	12/21/12	9,059 26±	8,382 35			676 91
Sell	68 0000		10/23/12	12/21/12	5,176 72±	4,535 60			641 12
Sell	13 0000		11/08/12	12/21/12	989 67±	910 00			79 67
Sell	35 0000		11/08/12	12/24/12	2,614 44	2,450 00			164 44
Sub Total	**235 0000**				**17,840 09**	**16,277 95**			**1,562 14**
ANHEUSER BUSCH INBEV SPON ADR Symbol BUD CUSIP 03524A108									
Sell	92 0000		10/02/12	12/18/12	8,109 62	8,128 20			(18 58)
Sell	3 0000		10/23/12	12/18/12	264 44	258 00			6 44
Sell	46 0000		10/23/12	12/21/12	4,066 30±	3,956 00			110 30
Sell	54 0000		11/08/12	12/21/12	4,773 49±	4,425 30			348 19
Sub Total	**195 0000**				**17,213 85**	**16,767.50**			**446 35**
BARRICK GOLD CORP CAD Symbol ABX CUSIP 067901108									
Sell	80 0000		10/02/12	12/03/12	2,735 13	3,324 00			(588 87)
Sell	47 0000		10/23/12	12/03/12	1,606 89	1,823 60			(216 71)
Sell	50 0000		11/08/12	12/03/12	1,709 46	1,827 50			(118 04)
Sub Total	**177 0000**				**6,051 48**	**6,975 10**			**(923 62)**
BLACKROCK INC Symbol BLK CUSIP 09247X101									
Sell	45 0000		10/02/12	12/27/12	9,202 29	7,922 70			1,279 59
Sell	18 0000		10/23/12	12/27/12	3,680 92	3,402 00			278 92

continued next page

Account Number Y7 00449 28
Your Financial Advisor or Contact
JUANG/WANG
650-496-7320/888-771-8949

UBS Financial Services Inc.

2012 Informational Statement

E3501L0000000500000045-X

Proceeds from Broker Transactions (continued)

Short-term transactions for covered securities, included in Line 2a (continued)

Security description (Line 8) Symbol (Line 1d) CUSIP Activity type	Quantity / face value (Line 1e)	Original cost basis ($)	Date acquired (Line 1b)	Date of sale / exchange (Line 1a)	Sale amount (Line 2a) ($)	Cost or other basis (Line 3) ($)	Wash sale loss disallowed (Line 5) ($)	Federal income tax withheld (Line 4) ($)	Gain/Loss ($)
BLACKROCK INC Symbol BLK CUSIP 09247X101									
Sell	22 0000		11/08/12	12/27/12	4,498 90	4,147 00			351 90
Sub Total	**85 0000**				**17,382 11**	**15,471 70**			**1,910 41**
BOMBARDIER INC CL B CANADA CAD Symbol BDRBF CUSIP 097751200									
Sell	2 422 0000		10/02/12	12/05/12	7,992 42	9,300 48			(1,308 06)
Sell	1,302 0000		10/23/12	12/05/12	4,296 50	4,869 48			(572 98)
Sell	1,713 0000		11/08/12	12/05/12	5,652 77	5,824 20			(171 43)
Sub Total	**5,437 0000**				**17,941 69**	**19,994 16**			**(2,052 47)**
CVS CAREMARK CORP Symbol CVS CUSIP 126650100									
Sell	43 0000		10/02/12	12/18/12	2,111 25	2,080 33			30 92
Sell	124 0000		10/02/12	12/21/12	5,868 78±	5,999 11			(130 33)
Sell	96 0000		10/23/12	12/21/12	4,543 58±	4,411 20			132 38
Sell	80 0000		11/08/12	12/21/12	3,786 31±	3,720 00			66 31
Sub Total	**343 0000**				**16,309 92**	**16,210 64**			**99 28**
DEERE AND CO Symbol DE CUSIP 244199105									
Sell	113 0000		10/02/12	11/26/12	9,525 80	9,279 55			246 25
Sell	49 0000		10/23/12	11/26/12	4,130 65	4,157 65			(27 00)
Sell	57 0000		11/08/12	11/26/12	4,805 05	4,799 40			5 65
Sub Total	**219 0000**				**18,461 50**	**18,236 60**			**224 90**

continued next page

Proceeds from Broker Transactions (continued)

Short-term transactions for covered securities, included in Line 2a (continued)

Security description (Line 8) Symbol (Line 1d) CUSIP Activity type	Quantity / face value (Line 1e)	Original cost basis ($)	Date acquired (Line 1b)	Date of sale / exchange (Line 1a)	Sale amount (Line 2a) ($)	Cost or other basis (Line 3) ($)	Wash sale loss disallowed (Line 5) ($)	Federal income tax withheld (Line 4) ($)	Gain/Loss ($)
EXPRESS SCRIPTS HLDG CO Symbol ESRX CUSIP 30219G108									
Sell	120 0000		10/02/12	12/27/12	6,359 86	7,613 94			(1,254 08)
Sell	62 0000		10/23/12	12/27/12	3,285 92	3,840 90			(554 98)
Sell	95 0000		11/08/12	12/27/12	5,034 89	5,225 00			(190 11)
Sub Total	**277 0000**				**14,680 67**	**16,679 84**			**(1,999 17)**
INTEL CORP Symbol INTC CUSIP 458140100									
Sell	457 0000		10/02/12	11/20/12	8,934 15	10,373 90			(1,439 75)
Sell	259 0000		10/23/12	11/20/12	5,063 33	5,607 35			(544 02)
Sell	221 0000		11/08/12	11/20/12	4,320 45	4,652 05			(331 60)
Sub Total	**937 0000**				**18,317 93**	**20,633 30**			**(2,315 37)**
ISHARES MSCI EAFE INDEX FUND Symbol EFA CUSIP 464287465									
Sell	**184 0000**		10/02/12	11/08/12	**9,751 78**	**9,847 66**			**(95 88)**
ITAU UNIBANCO HLDG SA ADR Symbol ITUB CUSIP 465562106									
Sell	513 0000		10/02/12	12/03/12	7,951 37	7,874 50			76 87
Sell	332 0000		10/23/12	12/03/12	5,145 91	4,647 97			497 94
Sell	251 0000		11/08/12	12/03/12	3,890 44	3,689 70			200 74
Sub Total	**1,096 0000**				**16,987 72**	**16,212 17**			**775.55**
MCDONALDS CORP Symbol MCD CUSIP 580135101									
Sell	76 0000		10/02/12	12/27/12	6,737 25	6,922 08			(184 83)
Sell	71 0000		10/23/12	12/27/12	6,294 01	6,255 10			38 91

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Proceeds from Broker Transactions (continued)

Short-term transactions for covered securities, included in Line 2a (continued)

Security description (Line 8) Symbol (Line 1d) CUSIP Activity type	Quantity / face value (Line 1e)	Original cost basis ($)	Date acquired (Line 1b)	Date of sale / exchange (Line 1a)	Sale amount (Line 2a) ($)	Cost or other basis (Line 3) ($)	Wash sale loss disallowed (Line 5) ($)	Federal income tax withheld (Line 4) ($)	Gain/Loss ($)
MCDONALDS CORP Symbol MCD CUSIP 580135101									
Sell	16 0000		11/08/12	12/27/12	1,418 37	1,368 80			49 57
Sub Total	**163 0000**				**14,449 63**	**14,545.98**			**(96 35)**
METLIFE INC Symbol MET CUSIP 59156R108									
Sell	230 0000		10/02/12	12/21/12	7,707 12±	7,847 58			(140 46)
Sell	107 0000		10/23/12	12/21/12	3,585 49±	3,745 00			(159 51)
Sell	63 0000		11/08/12	12/21/12	2,111 08±	2,034 90			76 18
Sell	99 0000		11/08/12	12/24/12	3,252 08	3,197 70			54 38
Sub Total	**499 0000**				**16,655 77**	**16,825 18**			**(169 41)**
MICRON TECHNOLOGY INC Symbol MU CUSIP 595112103									
Sell	2 0000		10/02/12	12/19/12	13 53	11 60			1 93
Sell	534 0000		10/02/12	12/21/12	3,273 35±	3,097 20			176 15
Sell	1,259 0000		10/02/12	12/21/12	7,717 49±	7,335 94			381 55
Sell	1,040 0000		10/23/12	12/21/12	6,375 06±	5,616 00			759 06
Sell	567 0000		11/08/12	12/21/12	3,475 63±	3,260 25			215 38
Sub Total	**3,402 0000**				**20,855 06**	**19,320 99**			**1,534 07**
MICROSOFT CORP Symbol MSFT CUSIP 594918104									
Sell	351 0000		10/02/12	12/27/12	9,417 12	10,386 05			(968 93)
Sell	201 0000		10/23/12	12/27/12	5,392 71	5,648 10			(255 39)
Sell	127 0000		11/08/12	12/27/12	3,407 33	3,695 70			(288 37)
Sub Total	**679 0000**				**18,217 16**	**19,729 85**			**(1,512 69)**

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Proceeds from Broker Transactions (continued)

Short-term transactions for covered securities, included in Line 2a (continued)

Security description (Line 8) Symbol (Line 1d) CUSIP Activity type	Quantity / face value (Line 1e)	Original cost basis ($)	Date acquired (Line 1b)	Date of sale / exchange (Line 1a)	Sale amount (Line 2a) ($)	Cost or other basis (Line 3) ($)	Wash sale loss disallowed (Line 5) ($)	Federal income tax withheld (Line 4) ($)	Gain/Loss ($)
MONDELEZ INTL INC Symbol MDLZ CUSIP 609207105									
Sell	453 0000		10/23/12	12/27/12	11,447 05	12,117 75			(670 70)
Sell	159 0000		11/08/12	12/27/12	4,017 84	4,149 90			(132 06)
Sub Total	**612 0000**				**15,464 89**	**16,267 65**			**(802 76)**
NOVARTIS AG SPON ADR Symbol NVS CUSIP 66987V109									
Sell	52 0000		10/02/12	12/19/12	3,338 33	3,230 24			108 09
Sell	70 0000		10/02/12	12/21/12	4,406 40±	4,348 40			58 00
Sell	61 0000		10/23/12	12/21/12	3,839 86±	3,763 70			76 16
Sell	69 0000		11/08/12	12/21/12	4,343 45±	4,157 25			186 20
Sub Total	**252 0000**				**15,928 04**	**15,499 59**			**428 45**
OCCIDENTAL PETROLEUM CRP Symbol OXY CUSIP 674599105									
Sell	99 0000		10/02/12	12/18/12	7,715 90	8,370 45			(654 55)
Sell	54 0000		10/23/12	12/18/12	4,208 67	4,392 90			(184 23)
Sell	61 0000		11/08/12	12/18/12	4,754 24	4,696 99			57 25
Sub Total	**214 0000**				**16,678 81**	**17,460.34**			**(781 53)**
PEARSON PLC SPON ADR Symbol PSO CUSIP 705015105									
Sell	345 0000		10/02/12	12/03/12	6,651 45	6,865 50			(214 05)
Sell	329 0000		10/23/12	12/03/12	6,342 98	6,349 70			(6 72)
Sell	37 0000		11/08/12	12/03/12	713 34	728 16			(14 82)
Sub Total	**711 0000**				**13,707 77**	**13,943 36**			**(235 59)**

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Proceeds from Broker Transactions (continued)

Short-term transactions for covered securities, included in Line 2a (continued)

Security description (Line 8) Symbol (Line 1d) CUSIP Activity type	Quantity / face value (Line 1e)	Original cost basis ($)	Date acquired (Line 1b)	Date of sale / exchange (Line 1a)	Sale amount (Line 2a) ($)	Cost or other basis (Line 3) ($)	Wash sale loss disallowed (Line 5) ($)	Federal income tax withheld (Line 4) ($)	Gain/Loss ($)
QUALCOMM INC Symbol QCOM CUSIP 747525103									
Sell	168 0000		10/02/12	12/18/12	10,605 60	10,352 08			253 52
Sell	97 0000		10/23/12	12/18/12	6,123 48	5,669 65			453 83
Sell	54 0000		11/08/12	12/18/12	3,408 94	3,342 60			66 34
Sub Total	**319 0000**				**20,138 02**	**19,364 33**			**773 69**
RIO TINTO PLC SPON ADR Symbol RIO CUSIP 767204100									
Sell	70 0000		10/02/12	12/17/12	3 555 92±	3,293 50			262 42
Sell	29 0000		10/23/12	12/17/12	1,473 16±	1,450 00			23 16
Sell	1 0000		11/08/12	12/17/12	50 80±	49 25			1 55
Sell	31 0000		11/08/12	12/18/12	1,801 06	1,526 75			274 31
Sub Total	**131 0000**				**6,880 94**	**6,319 50**			**561 44**
SCHLUMBERGER LTD NETHERLANDS ANTILLES Symbol SLB CUSIP 806857108									
Sell	116 0000		10/02/12	12/26/12	8,044 44	8,357 80			(313 36)
Sell	59 0000		10/23/12	12/26/12	4,091 56	4,215 55			(123 99)
Sell	65 0000		11/08/12	12/26/12	4,507 66	4,465 50			42 16
Sub Total	**240 0000**				**16,643 66**	**17,038.85**			**(395 19)**
STARWOOD HOTELS & RESORTS WORLDWIDE INC NEW Symbol HOT CUSIP 85590A401									
Sell	41 0000		10/02/12	12/19/12	2,319 32	2,316 50			2 82
Sell	81 0000		10/02/12	12/21/12	4,498 64±	4,576 50			(77 86)

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Proceeds from Broker Transactions (continued)

Short-term transactions for covered securities, included in Line 2a (continued)

Security description (Line 8) Symbol (Line 1d) CUSIP Activity type	Quantity / face value (Line 1e)	Original cost basis ($)	Date acquired (Line 1b)	Date of sale / exchange (Line 1a)	Sale amount (Line 2a) ($)	Cost or other basis (Line 3) ($)	Wash sale loss disallowed (Line 5) ($)	Federal income tax withheld (Line 4) ($)	Gain/Loss ($)
STARWOOD HOTELS & RESORTS WORLDWIDE INC NEW Symbol HOT CUSIP 85590A401									
Sell	116 0000		10/23/12	12/21/12	6,442 49±	6,322 00			120 49
Sell	103 0000		11/08/12	12/21/12	5,720 49±	5,325 00			395 49
Sub Total	**341 0000**				**18,980 94**	**18,540 00**			**440 94**
TEVA PHARMACEUTICALS IND LTD ISRAEL ADR Symbol TEVA CUSIP 881624209									
Sell	76 0000		10/02/12	12/04/12	3,119 73	3,123 60	3 87		0 00
Sell	109 0000		10/02/12	12/27/12	4,027 46	4,479 90			(452 44)
Sell	96 0000		10/23/12	12/27/12	3,547 12	3,864 00			(316 88)
Sell	19 0000		11/08/12	12/27/12	702 03	765 70			(63 67)
Sell	76 0000		11/08/12	12/27/12	2,808 14	3,066 67			(258 53)
Sub Total	**376 0000**				**14,204 48**	**15,299 87**	**3 87**		**(1,091 52)**
VANGUARD FTSE EMERGING MARKETS ETF Symbol VWO CUSIP 922042858									
Sell	803 0000		10/02/12	11/16/12	32,560 92	33,726 00			(1,165 08)
Sell	411 0000		10/23/12	11/16/12	16,665 67	17,015 40			(349 73)
Sell	395 0000		11/08/12	11/16/12	16,016 89	16,353 00			(336 11)
Sub Total	**1,609 0000**				**65,243 48**	**67,094 40**			**(1,850 92)**
VANGUARD SECTOR INDEX FD INFORMATION TECH ETF Symbol VGT CUSIP 92204A702									
Sell	**215 0000**		11/20/12	11/28/12	**14,942 16**	**14,512 50**			**429 66**

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Proceeds from Broker Transactions (continued)

Short-term transactions for covered securities, included in Line 2a (continued)

Security description (Line 8) Symbol (Line 1d) CUSIP Activity type	Quantity / face value (Line 1e)	Original cost basis ($)	Date acquired (Line 1b)	Date of sale / exchange (Line 1a)	Sale amount (Line 2a) ($)	Cost or other basis (Line 3) ($)	Wash sale loss disallowed (Line 5) ($)	Federal income tax withheld (Line 4) ($)	Gain/Loss ($)
VANGUARD SECTOR INDEX FD VANGUARD CONSUMER DISCRE ETF Symbol VCR CUSIP 92204A108									
Sell	30 0000		11/20/12	11/28/12	2,274 84	2,238 00			36 84
VANGUARD SECTOR INDEX FD VANGUARD HEALTH CARE ETF Symbol VHT CUSIP 92204A504									
Sell	31 0000		11/20/12	11/28/12	2,238.14	2,216 50			21 64
Total	19,009 0000				$464,442 53	$469,523 51	$3 87		$(5,077 11)

Term undetermined transactions for noncovered securities, included in Line 2a

Security description (Line 8) Symbol (Line 1d) CUSIP Activity type	Quantity / face value (Line 1e)	Original cost basis ($)	Date acquired (Line 1b)	Date of sale / exchange (Line 1a)	Sale amount (Line 2a) ($)	Cost or other basis (Line 3) ($)	Wash sale loss disallowed (Line 5) ($)	Federal income tax withheld (Line 4) ($)	Gain/Loss ($)
SPDR GOLD TRUST Symbol GLD CUSIP 78463V107									
Return of Principal				12/31/12	31 56				Not Calculated
Total					$31 56				
Total					$464,474 09				

Input as STCG

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Proceeds from Broker Transactions

Short-term transactions, not included in Line 2a

Security description (Line 8) Symbol (Line 1d) CUSIP Activity type	Quantity / face value (Line 1e)	Original cost basis ($)	Date acquired (Line 1b)	Date of sale / exchange (Line 1a)	Sale amount (Line 2a) ($)	Cost or other basis (Line 3) ($)	Wash sale loss disallowed (Line 5) ($)	Federal income tax withheld (Line 4) ($)	Gain/Loss ($)
CALL BARRICK GOLD CORP C DUE 12/22/12 37 000 0439G4 Shortcover	1 0000		12/03/12	11/23/12	38 99	14 00			24 99
CALL DEERE AND CO DUE 12/22/12 90 000 122017 Shortcover	2.0000		11/26/12	11/14/12	209 99	38 00			171 99
CALL EXPRESS SCRIPTS HLD DUE 12/22/12 57 500 136CF1 Expired	2 0000		12/24/12	12/11/12	19 99				19.99
CALL ISHARES IBOXX HIGH DUE 12/22/12 94 000 214JB4 Expired	4 0000		12/24/12	10/17/12	159 99				159 99
CALL MCDONALDS CORP DUE 12/22/12 90 000 279676 Expired	1 0000		12/24/12	12/07/12	57 99				57 99
CALL MICROSOFT CORP DUE 12/22/12 28 000 270890 Expired	6 0000		12/24/12	12/11/12	77 99				77 99
CALL OCCIDENTAL PETROLEU DUE 12/22/12 80 000 346497 Shortcover	2 0000		12/18/12	11/19/12	79 99	20 00			59 99

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Proceeds from Broker Transactions (continued)

Short-term transactions, not included in Line 2a (continued)

Security description (Line 8) Symbol (Line 1d) CUSIP Activity type	Quantity / face value (Line 1e)	Original cost basis ($)	Date acquired (Line 1b)	Date of sale / exchange (Line 1a)	Sale amount (Line 2a) ($)	Cost or other basis (Line 3) ($)	Wash sale loss disallowed (Line 5) ($)	Federal income tax withheld (Line 4) ($)	Gain/Loss ($)
CALL QUALCOMM INC DUE 12/22/12 65 000 386189									
Shortcover	2 0000		12/18/12	11/19/12	73 99	16 00			57 99
Shortcover	1 0000		12/18/12	11/19/12	39 99	8 00			31 99
Sub Total	**3 0000**				**113 98**	**24 00**			**89 98**
CALL SCHLUMBERGER LTD DUE 12/22/12 72 500 411957									
Expired	**2 0000**		12/24/12	11/19/12	**147 99**				**147 99**
CALL SPDR S&P 500 ETF TR DUE 12/22/12 146 500 492221									
Expired	**2 0000**		12/24/12	12/18/12	**49 99**				**49 99**
CALL TEVA PHARMACEUTICAL DUE 12/22/12 40 000 456748									
Expired	**3 0000**		12/24/12	11/20/12	**185 99**				**185 99**
Total	**28 0000**				**$1,142 88**	**$96 00**			**$1,046 88**

Term undetermined transactions, not included in Line 2a

Security description (Line 8) Symbol (Line 1d) CUSIP Activity type	Quantity / face value (Line 1e)	Original cost basis ($)	Date acquired (Line 1b)	Date of sale / exchange (Line 1a)	Sale amount (Line 2a) ($)	Cost or other basis (Line 3) ($)	Wash sale loss disallowed (Line 5) ($)	Federal income tax withheld (Line 4) ($)	Gain/Loss ($)
CALL SPDR GOLD TRUST DUE 12/22/12 174 000 448FQ1									
Expired (60/40 rule may apply)	**2 0000**		12/24/12	11/14/12	**181 99**				**181 99**
Total	**2 0000**				**$181 99**				

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2012 Realized Gain/Loss Summary

Description	*Sale amount*	*Cost/other basis*	*Wash sale loss disallowed*	*Net Gain/Loss*
Short-term Gain/Loss				
Short-term transactions for covered securities, included in line 2a	464,442 53	469,523 51	3 87	(5,077 11)
Short-term transactions, not included in line 2a	1,142 88	96 00		1,046 88
Total short-term	$465,585 41	$469,619 51	$3 87	$(4,030 23)
Sub Total	**$465,585 41**	**$469,619 51**	**$3 87**	**$(4,030 23)**
Term Unknown Gain/Loss				
Term undetermined transactions for noncovered securities, included in line 2a	31 56			
Term undetermined transactions, not included in line 2a	181 99			
Totals	**$465,798 96**	**$469,619 51**	**$3 87**	**$(4,030 23)**

CP 9, 11/16 → 50 = (3,812) STCL

Dividends and Distributions Details

Transactions shown as "Qualified Dividend" only indicate that the dividend is issuer-qualified We do not compute the holding period required for a qualified dividend It is the responsibility of the taxpayer to determine whether the holding period requirements have been met To assist you we include the ex-dividend date information if available

Security description	*CUSIP*	*Activity Description*	*Ex Date*	*Payment Date*	*Amount*
ANADARKO PETROLEUM CORP	032511107	Qualified Dividend	12/10/12	12/26/12	**$ 21 15**
BARRICK GOLD CORP CAD	067901108	Qualified Foreign Div	11/28/12	12/17/12	**$ 35.40**
BLACKROCK INC	09247X101	Qualified Dividend	11/29/12	12/24/12	**$ 127 50**
CONSUMER SECTOR SPDR TRUST SHS DISCRETIONARY	81369Y407	Dividend	12/21/12	01/03/13	13 18
		Qualified Dividend	12/21/12	01/03/13	104 44
				Sub-Total	**$ 117 62**
CONSUMERS STAPLES SECTOR SPDR TRUST SHS	81369Y308	Dividend	12/21/12	01/03/13	10 67
		Qualified Dividend	12/21/12	01/03/13	104 67
				Sub-Total	**$ 115 34**
CVS CAREMARK CORP	126650100	Qualified Dividend	10/18/12	11/02/12	**$ 27 14**
ENERGY SECTOR SPDR TRUST SHARES	81369Y506	Dividend	12/21/12	01/03/13	1 17
		Qualified Dividend	12/21/12	01/03/13	83 78
				Sub-Total	**$ 84.95**
FINANCIAL SECTOR SPDR TRUST ETF	81369Y605	Dividend	12/21/12	01/03/13	33 28
		Qualified Dividend	12/21/12	01/03/13	78 89
				Sub-Total	**$ 112.17**

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