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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

Note The foundation may be able to use a copy of this return to satisfy state reporting requirements.

OMB No 1545-0052

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation THE ABELES FOUNDATION		A Employer identification number 30-0024271
Number and street (or P.O. box number if mail is not delivered to street address) 3730 OLD SANTA FE TRAIL		B Telephone number 505-988-1115
City or town, state, and ZIP code SANTA FE, NM 87505		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 1,115,105.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		39,736.	39,736.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		-26,052.			
b Gross sales price for all assets on line 6a 447,611.					
7 Capital gain net income (from Part IV, line 2)			0.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		13,684.	39,736.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 2		3,083.	0.		0.
c Other professional fees STMT 3		12,383.	12,383.		0.
17 Interest					
18 Taxes STMT 4		-1,140.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 5		864.	0.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		15,190.	12,383.		0.
25 Contributions, gifts, grants paid		65,470.			65,470.
26 Total expenses and disbursements. Add lines 24 and 25		80,660.	12,383.		65,470.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-66,976.			
b Net investment income (if negative, enter -0-)			27,353.		
c Adjusted net income (if negative, enter -0-)				N/A	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		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			263,040.	4,144.	4,144.
	3 Accounts receivable ▶					
	Less: allowance for doubtful accounts ▶					
	4 Pledges receivable ▶					
	Less: allowance for doubtful accounts ▶					
	5 Grants receivable					
	6 Receivables due from officers, directors, trustees, and other disqualified persons					
	7 Other notes and loans receivable ▶					
	Less: allowance for doubtful accounts ▶					
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges					
	10a Investments - U.S. and state government obligations					
	b Investments - corporate stock STMT 6			442,200.	404,485.	412,904.
	c Investments - corporate bonds STMT 7			367,282.	373,594.	369,792.
Liabilities	11 Investments - land, buildings, and equipment basis ▶					
	Less accumulated depreciation ▶					
	12 Investments - mortgage loans					
	13 Investments - other STMT 8			92,627.	315,950.	328,265.
	14 Land, buildings, and equipment: basis ▶					
	Less accumulated depreciation ▶					
	15 Other assets (describe ▶)					
	16 Total assets (to be completed by all filers)			1,165,149.	1,098,173.	1,115,105.
	17 Accounts payable and accrued expenses					
	18 Grants payable					
Net Assets or Fund Balances	19 Deferred revenue					
	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable					
	22 Other liabilities (describe ▶ STATEMENT 9)			2,060.	2,060.	
	23 Total liabilities (add lines 17 through 22)			2,060.	2,060.	
Foundations that follow SFAS 117, check here <input type="checkbox"/>	24 Unrestricted					
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/>					
	27 Capital stock, trust principal, or current funds			0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds			1,163,089.	1,096,113.	
	30 Total net assets or fund balances			1,163,089.	1,096,113.	
	31 Total liabilities and net assets/fund balances			1,165,149.	1,098,173.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,163,089.
2 Enter amount from Part I, line 27a	2	-66,976.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	1,096,113.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,096,113.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a VIA CHARLES SCHWAB - SCHEDULE ATTACHED	P	VARIOUS	12/31/12
b VIA CHARLES SCHWAB - SCHEDULE ATTACHED	P	VARIOUS	12/31/12
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 390,538.		410,652.	-20,114.
b 57,073.		63,011.	-5,938.
c			
d			
e			

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			-20,114.
b			-5,938.
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	-26,052.
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). If (loss), enter -0- in Part I, line 8	<div> <div>If gain, also enter in Part I, line 8, column (c).</div> <div>If (loss), enter -0- in Part I, line 8</div> </div>	3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	48,235.	1,183,725.	.040748
2010	50,695.	1,167,467.	.043423
2009	73,970.	1,150,032.	.064320
2008	78,540.	1,669,737.	.047037
2007	92,580.	1,992,680.	.046460

2 Total of line 1, column (d)	2	.241988
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	.048398
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,116,110.
5 Multiply line 4 by line 3	5	54,017.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	274.
7 Add lines 5 and 6	7	54,291.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions	8	65,470.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	274.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	274.
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	274.
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	440.
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	440.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	166.
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax <input checked="" type="checkbox"/> 166. Refunded <input checked="" type="checkbox"/> 0.	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> NM		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>RICHARD A. ABELES</u> Telephone no. ► <u>505-988-1115</u> Located at ► <u>3730 OLD SANTA FE TRAIL, SANTA FE, NM</u> ZIP+4 ► <u>87505</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

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

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

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

▶ ☐

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

N/A

☐ Yes ☒ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

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

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
RICHARD A ABELES	PRESIDENT/DIRECTOR			
3730 OLD SANTA FE TRAIL				
SANTA FE, NM 87505	2.00	0.	0.	0.
KATHLEEN K ABELES	VP/SECRETARY/TREASURER/DIR			
3730 OLD SANTA FE TRAIL				
SANTA FE, NM 87505	2.00	0.	0.	0.
ELIZABETH A LUTZKER	ASST SEC/ASST TREASURER/DI			
2594 MILVIA STREET				
BERKELEY, CA 94704	2.00	0.	0.	0.
ROBERT LUTZKER	VICE PRESIDENT/DIRECTOR			
2594 MILVIA STREET				
BERKELEY, CA 94704	2.00	0.	0.	0.

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

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

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

▶ 0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,043,755.
b	Average of monthly cash balances	1b	89,352.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,133,107.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,133,107.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	16,997.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,116,110.
6	Minimum investment return. Enter 5% of line 5	6	55,806.

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	55,806.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	274.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	274.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	55,532.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	55,532.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	55,532.

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	65,470.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	65,470.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	274.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	65,196.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				55,532.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			22,998.	
b Total for prior years:		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: ► \$ 65,470.				
a Applied to 2011, but not more than line 2a			22,998.	
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				42,472.
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 instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				13,060.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	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)

- 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

[illegible]

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 ☐ 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:**

SEE STATEMENT 10

- 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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ALAMEDA COUNTY FOOD BANK PO BOX 2599 OAKLAND, CA 94614	NONE	PUBLIC CHARITY	SUPPORT PUBLIC CHARITIES	300.
AMHERST COLLEGE P.O. BOX 5000 AMHERST, MA 01002-9982	NONE	PUBLIC CHARITY	SUPPORT PUBLIC CHARITIES	1,200.
AMY BIEHL FOUNDATION P.O. BOX 2926 NEWPORT BEACH, CA 92659	NONE	PUBLIC CHARITY	SUPPORT PUBLIC CHARITIES	500.
BANANAS 5232 CLAREMONT AVENUE OAKLAND, CA 94618	NONE	PUBLIC CHARITY	SUPPORT PUBLIC CHARITIES	200.
BAYMCA 2111 MARTIN LUTHER KING JR WAY BERKELEY, CA 94704	NONE	PUBLIC CHARITY	SUPPORT PUBLIC CHARITIES	200.
Total			SEE CONTINUATION SHEET(S)	65,470.
b Approved for future payment				
NONE				
Total				0.

Part XVII

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


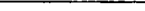

- | | | Yes | No |
|---|--|-------|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a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

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No


b If "Yes," complete the following schedule.		
(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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

Sign Here    **President**

Signature of officer or trustee Date Title

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

Paid Preparer Use Only	Print/Type preparer's name MICHAEL D. SWAIN, CPA	Preparer's signature 	Date 6-4-13	Check <input type="checkbox"/> if self-employed	PTIN P00120406
	Firm's name ▶ SWAIN MACKINNON & GRIECO, LLC			Firm's EIN ▶ 85-0455053	
	Firm's address ▶ 2050 BOTULPH ROAD, SUITE A SANTA FE, NM 87505			Phone no (505)988-3770	

Form **990-PF** (2012)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
BERKLEY FOOD AND HOUSING PROJECT ATTN: DEVELOPMENT DEPARTMENT, 2362 BANCROFT WAY BERKELEY, CA 94704	NONE	PUBLIC CHARITY	SUPPORT PUBLIC CHARITIES SUPPORT PUBLIC CHARITIES	200.
BIENVENIDOS OUTREACH, INC. P.O. BOX 5873 SANTA FE, NM 87502	NONE	PUBLIC CHARITY	SUPPORT PUBLIC CHARITIES	250.
BIG BROTHERS-BIG SISTERS OF NORTHER NEW MEXICO 1229 SOUTH ST. FRANCIS DRIVE, SUITE C SANTA FE, NM 87505	NONE	PUBLIC CHARITY	SUPPORT PUBLIC CHARITIES	200.
BIRTHWAYS 1600 SHATTUCK AVENUE, SUITE 122 BERKELEY, CA 94709	NONE	PUBLIC CHARITY	SUPPORT PUBLIC CHARITIES	200.
BOYS AND GIRLS CLUB OF SANTA FE P.O. BOX 2403 SANTA FE, NM 87504	NONE	PUBLIC CHARITY	SUPPORT PUBLIC CHARITIES	250.
BREAKTHROUGH SANTA FE C/O SANTA FE PREPARATORY SCHOOL, 1101 CAMINO CRUZ BLANCA SANTA FE, NM 87505	NONE	PUBLIC CHARITY	SUPPORT PUBLIC CHARITIES	500.
CAMP NEBAGAMON SCHOLORSHIP FUND PO BOX 331 EAST TROY, WI 53120	NONE	PUBLIC CHARITY	SUPPORT PUBLIC CHARITIES	300.
CAMPERSHIPS FOR NEBAGAMON PO BOX 331 EAST TROY, WI 53120	NONE	PUBLIC CHARITY	SUPPORT PUBLIC CHARITIES	300.
CANCER INSTITUTE FOUNDATION P.O. BOX 5038 SANTA FE, NM 87502	NONE	PUBLIC CHARITY	SUPPORT PUBLIC CHARITIES	300.
CASA 707 BROADWAY NE ALBUQUERQUE, NM 87102	NONE	PUBLIC CHARITY	SUPPORT PUBLIC CHARITIES	100.
Total from continuation sheets				63,070.

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
COMING HOME CONNECTION 418 CERRILLOS ROAD, SUITE 18 SANTA FE, NM 87505	NONE	PUBLIC CHARITY	SUPPORT PUBLIC CHARITIES	100.
COMPASSION BEYOND BORDERS ATTN: CAORL WARREN, P.O. BOX 22991 SANTA FE, NM 87502	NONE	PUBLIC CHARITY	SUPPORT PUBLIC CHARITIES	250.
CORNELL UNIVERSITY BNY MELLON LOCK BOX 223623, PO BOX 535267 PITTSBURG, PA 15253-9874	NONE	PUBLIC CHARITY	SUPPORT PUBLIC CHARITIES	500.
CREATIVITY FOR PEACE 369 MONTEZUMA AVENUE NO. 566 SANTA FE, NM 87501	NONE	PUBLIC CHARITY	SUPPORT PUBLIC CHARITIES	1,000.
CUNY OFFICE OF DEVELOPMENT, THE GRADUATE CENTER, 365 FIFTH AVENUE, RM 8204 NEW YORK, NY 10016-4309	NONE	PUBLIC CHARITY	SUPPORT PUBLIC CHARITIES	200.
CYSTIC FIBROSIS RESEARCH, INC. 2672 BAYSHORE PKWY., SUITE 520 MOUNTAIN VIEW, CA 94043-1012	NONE	PUBLIC CHARITY	SUPPORT PUBLIC CHARITIES	50.
DIDI HIRSCH COMMUNITY MENTAL HEALTH CENTER, 4760 SOUTH SEPULVEDA BOULEVARD CULVER CITY, CA 90230	NONE	PUBLIC CHARITY	SUPPORT PUBLIC CHARITIES	1,000.
DOLLARS 4 SCHOOLS C/O SANTA FE COMMUNITY COLLEGE, PO BOX 1827 SANTA FE, NM 87504-1827	NONE	PUBLIC CHARITY	SUPPORT PUBLIC CHARITIES	1,000.
ECOLOGY CENTER 2530 SAN PABLO AVENUE BERKELEY, CA 94702	NONE	PUBLIC CHARITY	SUPPORT PUBLIC CHARITIES	250.
EMPTY STOCKING FUND C/O SANTA FE COMMUNITY COLLEGE, PO BOX 1827 SANTA FE, NM 87504-1827	NONE	PUBLIC CHARITY	SUPPORT PUBLIC CHARITIES	250.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
EQUAL ACCESS TO JUSTICE, INC. P.O. BOX 25941 ALBUQUERQUE, NM 87125-5941	NONE	PUBLIC CHARITY	SUPPORT PUBLIC CHARITIES	100.
ESCUELA DEL SOL MONTESSORI ATTN: FRIEDJE VANGILS, EXECUTIVE DIRECTOR SEVENTH ST, NW ALBUQUERQUE, NM 87102	NONE	PUBLIC CHARITY	SUPPORT PUBLIC CHARITIES	100.
FAMILY VIOLENCE APPELLATE PROJECT 2850 TELEGRAPH AVENUE BERKELEY, CA 94705	NONE	PUBLIC CHARITY	SUPPORT PUBLIC CHARITIES	150.
FIRST SERVE - NEW MEXICO PO BOX 31904 SANTA FE, NM 87504-1904	NONE	PUBLIC CHARITY	SUPPORT PUBLIC CHARITIES	1,500.
FOOD DEPOT 1222 SILER ROAD SANTA FE, NM 87507	NONE	PUBLIC CHARITY	SUPPORT PUBLIC CHARITIES	400.
FRANCIS W. PARKER SCHOOL DEVELOPMENT ALUMNI OFFICE, 330 WEST WEBSTER AVENUE CHICAGO, IL 60614	NONE	PUBLIC CHARITY	SUPPORT PUBLIC CHARITIES	500.
FRIENDS OF THE SANTA FE PUBLIC LIBRARY 145 WASHINGTON AVENUE SANTA FE, NM 87501	NONE	PUBLIC CHARITY	SUPPORT PUBLIC CHARITIES	150.
GEORGIA O'KEEFFE MUSEUM 217 JOHNSON STREET SANTA FE, NM 87501	NONE	PUBLIC CHARITY	SUPPORT PUBLIC CHARITIES	100.
GREEN GATES ANIMAL SANCTUARY PO BOX 91 LAS VEGAS, NM 87701	NONE	PUBLIC CHARITY	SUPPORT PUBLIC CHARITIES	1,000.
GROW SANTA FE COMMUNITY COLLEGE FOUNDATION 6401 RICHARDS AVENUE SANTA FE, NM 87508-4887	NONE	PUBLIC CHARITY	SUPPORT PUBLIC CHARITIES	1,500.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
HARVARD LAW SCHOOL FUND HARVARD LAW SCHOOL ALUMNI CENTER, 125 MT. AUBURN STREET CAMBRIDGE, MA 02138	NONE	PUBLIC CHARITY	SUPPORT PUBLIC CHARITIES	350.
HAVEN FREE CLINIC C/O YALE MEDICAL SCHOOL STUDENT AFFAIRS, 367 CEDAR STREET, ESH 215 NEW HAVEN, CT 06510	NONE	PUBLIC CHARITY	SUPPORT PUBLIC CHARITIES	150.
HEART GALLERY OF NEW MEXICO FOUNDATION 551 W. CORDOVA RD. #144 SANTA FE, NM 87505	NONE	PUBLIC CHARITY	SUPPORT PUBLIC CHARITIES	150.
KITCHEN ANGELS 1222 SILER ROAD SANTA FE, NM 87507	NONE	PUBLIC CHARITY	SUPPORT PUBLIC CHARITIES	400.
KNME 1200 UNIVERSITY BLVD., NE ALBUQUERQUE, NM 87102-1736	NONE	PUBLIC CHARITY	SUPPORT PUBLIC CHARITIES	150.
KQED 2601 MARIPOSA STREET SAN FRANCISCO, CA 94110-1426	NONE	PUBLIC CHARITY	SUPPORT PUBLIC CHARITIES	250.
KSFR C/O SANTA FE COMMUNITY COLLEGE, 6401 RICHARDS AVENUE SANTA FE, NM 87508	NONE	PUBLIC CHARITY	SUPPORT PUBLIC CHARITIES	250.
LA FAMILIA MEDICAL CENTER ATTN: DEVELOPMENT OFFICE, P.O. BOX 5395 SANTA FE, NM 87502-5395	NONE	PUBLIC CHARITY	SUPPORT PUBLIC CHARITIES	2,500.
LATIN SCHOOL OF CHICAGO OFFICE OF DEVELOPMENT AND ALUMNI RELATIONS, 59 W. NORTH BLVD. CHICAGO, IL 60610-1492	NONE	PUBLIC CHARITY	SUPPORT PUBLIC CHARITIES	300.
LENSIC PERFORMING ARTS CENTER ATTN: DEVELOPMENT OFFICE, 121 WEST SAN FRANCISCO STREET SANTA FE, NM 87501	NONE	PUBLIC CHARITY	SUPPORT PUBLIC CHARITIES	6,250.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
LITERACY VOLUNTEERS OF SANTA FE 6401 RICHARDS AVENUE SANTA FE, NM 87508-4887	NONE	PUBLIC CHARITY	SUPPORT PUBLIC CHARITIES	150.
LIVABLE BERKELEY 1442 A WALNUT STREET #202 BERKELEY, CA 94709	NONE	PUBLIC CHARITY	SUPPORT PUBLIC CHARITIES	150.
LWV - SF COUNTY EDUCATIONAL FUND 1472 ST. FRANCIS DRIVE SANTA FE, NM 87505	NONE	PUBLIC CHARITY	SUPPORT PUBLIC CHARITIES	100.
MARIMED FOUNDATION 45-021 LIKEKE PLACE KANE'OHE, HI 96744	NONE	PUBLIC CHARITY	SUPPORT PUBLIC CHARITIES	200.
MILITARY RELIGIOUS FREEDOM FOUNDATION 13170-B CENTRAL AVE., SE, SUITE 255 ALBUQUERQUE, NM 87123	NONE	PUBLIC CHARITY	SUPPORT PUBLIC CHARITIES	250.
MUSEUM OF NEW MEXICO FOUNDATION PO BOX 2065 SANTA FE, NM 87504-2065	NONE	PUBLIC CHARITY	SUPPORT PUBLIC CHARITIES	1,000.
NARAL NM/RIGHTS TO CHOOSE P.O. BOX 97 ALBUQUERQUE, NM 87103	NONE	PUBLIC CHARITY	SUPPORT PUBLIC CHARITIES	200.
NATIONAL DANCE INSTITUTE OF NEW MEXICO ATTN: KATHERINE OPPENHEIMER, 1140 ALTO STREET SANTA FE, NM 87501	NONE	PUBLIC CHARITY	SUPPORT PUBLIC CHARITIES	1,860.
NATIONAL TRUST FOR HISTORIC PRESERVATION 1785 MASSACHUSETTS AVE, NW WASHINGTON, DC 20036-2117	NONE	PUBLIC CHARITY	SUPPORT PUBLIC CHARITIES	100.
NEW MEXICO COMMUNITY FOUNDATION ATTN: JENNY PARKS, 502 WEST CORODOVA ROAD, SUITE 1 SANTA FE, NM 87501	NONE	PUBLIC CHARITY	SUPPORT PUBLIC CHARITIES	250.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
NEW MEXICO ENVIRONMENTAL LAW CENTER ATTN: DOUG MEIKLEJOHN, 1405 LUISA STREET, SUITE 5 SANTA FE, NM 87505	NONE	PUBLIC CHARITY	SUPPORT PUBLIC CHARITIES	400.
NEW MEXICO SCHOOL FOR THE ARTS ATTN: JULIE BERNARD GOMEZ, 275 WEST ALAMEDA SANTA FE, NM 87501	NONE	PUBLIC CHARITY	SUPPORT PUBLIC CHARITIES	5,000.
NEW MEXICO WOMEN'S FOUNDATION 551 W. CORDOVA RD. BOX 411 SANTA FE, NM 87501	NONE	PUBLIC CHARITY	SUPPORT PUBLIC CHARITIES	100.
PASTORAL COUNSELING CENTER 1533 SOUTH ST. FRANCIS DRIVE, SUITE E SANTA FE, NM 87505	NONE	PUBLIC CHARITY	SUPPORT PUBLIC CHARITIES	100.
PET MATCHMAKER RESCUE 31 JORIE LANE WALPOLE, MA 02087	NONE	PUBLIC CHARITY	SUPPORT PUBLIC CHARITIES	150.
PLANNED PARENTHOOD FEDERATION OF AMERICA PO BOX 96735 WASHINGTON, DC 20077-7525	NONE	PUBLIC CHARITY	SUPPORT PUBLIC CHARITIES	150.
PLANNED PARENTHOOD OF NEW MEXICO 719 SAN MATEO BLVD NE ALBUQUERQUE, NM 87108-9851	NONE	PUBLIC CHARITY	SUPPORT PUBLIC CHARITIES	250.
ROBERTO CLEMENTE RANCHO SANTANA CLINIC 105 WEST MONUMENT STREET BALTIMORE, MD 21201	NONE	PUBLIC CHARITY	SUPPORT PUBLIC CHARITIES	250.
ROCKY MOUNTAIN YOUTH CORPS ATTN: CAROL COLONIUS, 1021 SALAZAR ROAD TAOS, NM 87571-8212	NONE	PUBLIC CHARITY	SUPPORT PUBLIC CHARITIES	1,750.
SANTA FE CHILDREN'S MUSEUM ATTN: ANNA MARIE TUTERA MANRIQUEZ, 1050 OLD PECOS TRAIL SANTA FE, NM 87505	NONE	PUBLIC CHARITY	SUPPORT PUBLIC CHARITIES	7,500.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SANTA FE COMMUNITY FOUNDATION P.O. BOX 1827 SANTA FE, NM 87504-1827	NONE	PUBLIC CHARITY	SUPPORT PUBLIC CHARITIES	1,150.
SANTA FE CONCERT ASSOCIATION 321 W. SAN FRANCISCO STREET, UNIT 1 SANTA FE, NM 87501	NONE	PUBLIC CHARITY	SUPPORT PUBLIC CHARITIES	100.
SANTA FE FARMERS MARKET INSTITUTE ATTN: SARAH NOSS, 1607 PASEO DE PERALTA, SUITE A SANTA FE, NM 87501	NONE	PUBLIC CHARITY	SUPPORT PUBLIC CHARITIES	1,000.
SANTA FE INSTITUTE ATTN: VALERIE PLAME WILSON, 1399 HYDE PARD ROAD SANTA FE, NM 87501	NONE	PUBLIC CHARITY	SUPPORT PUBLIC CHARITIES	1,000.
SANTA FE INTERNATIONAL FOLK ART MARKET ATTN: LAURA SULLIVAN, DEVELOPMENT DIRECTOR, P.O. BOX 2087 SANTA FE, NM 87504	NONE	PUBLIC CHARITY	SUPPORT PUBLIC CHARITIES	1,810.
SANTA FE MOUNTAIN CENTER P.O. BOX 449 SANTA FE, NM 87574	NONE	PUBLIC CHARITY	SUPPORT PUBLIC CHARITIES	500.
SANTA FE PREPARATORY SCHOOL 1101 CAMINO DE LA CRUZ BLANCA SANTA FE, NM 87501	NONE	PUBLIC CHARITY	SUPPORT PUBLIC CHARITIES	450.
SANTA FE SCIENCE INITIATIVE 1109 CAMINITO ALEGRE SANTA FE, NM 87501	NONE	PUBLIC CHARITY	SUPPORT PUBLIC CHARITIES	100.
SANTA FE WOMEN'S HEALTH COMMITTEE PO BOX 9815 SANTA FE, NM 87504	NONE	PUBLIC CHARITY	SUPPORT PUBLIC CHARITIES	500.
SCHOOL OF ADVANCED RESEARCH MEMBERSHIP DIVISION, PO BOX 2188 SANTA FE, NM 87504-2188	NONE	PUBLIC CHARITY	SUPPORT PUBLIC CHARITIES	200.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SHRINE CIRCUS FUND 4133 SADDLEWOOD TRAIL SE RIO RANCHO, NM 87124	NONE	PUBLIC CHARITY	SUPPORT PUBLIC CHARITIES	50.
SIDWELL FRIENDS SCHOOL OFFICE OF DEVELOPMENT AND ALUMNI RELATIONS, 3825 WISCONSIN AVE. NW WASHINGTON, DC 20016	NONE	PUBLIC CHARITY	SUPPORT PUBLIC CHARITIES	200.
SOLACE CRISIS TREATMENT CENTER 6601 VALENTINE WAY SANTA FE, NM 87507	NONE	PUBLIC CHARITY	SUPPORT PUBLIC CHARITIES	500.
SOUTHWEST CARE CENTER 649 HARKLE ROAD, SUITE E SANTA FE, NM 87505	NONE	PUBLIC CHARITY	SUPPORT PUBLIC CHARITIES	250.
SOUTHWEST CREATIONS COLLABORATIVE ATTN: SUSAN MATEUCCI, 1308 4TH STREET NW ALBUQUERQUE, NM 87102	NONE	PUBLIC CHARITY	SUPPORT PUBLIC CHARITIES	250.
SPANISH COLONIAL ART SOCIETY ATTN: DONNA PEDACE, P.O. BOX 5378 SANTA FE, NM 87502-5378	NONE	PUBLIC CHARITY	SUPPORT PUBLIC CHARITIES	200.
ST. ELIZABETH SHELTER 804 ALARID STREET SANTA FE, NM 87505	NONE	PUBLIC CHARITY	SUPPORT PUBLIC CHARITIES	1,000.
ST. JOHN'S COLLEGE OFFICE OF ADVANCEMENT, 1160 CAMINO CRUZ BLANCA SANTA FE, NM 87501-4599	NONE	PUBLIC CHARITY	SUPPORT PUBLIC CHARITIES	250.
ST. VINCENT HOSPITAL FOUNDATION ATTN: ROBERT GLICK, P.O. BOX 2107 SANTA FE, NM 87504-9928	NONE	PUBLIC CHARITY	SUPPORT PUBLIC CHARITIES	1,000.
TEXAS TECH SCHOLARSHIP OFFICE BOX 45011 LUBBOCK, TX 79409-5011	NONE	PUBLIC CHARITY	SUPPORT PUBLIC CHARITIES SUPPORT PUBLIC CHARITIES	5,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
THE BARRETT FOUNDATION 10300 CONSTITUTION AVE NE ALBUQUERQUE, NM 87112	NONE	PUBLIC CHARITY	SUPPORT PUBLIC CHARITIES	100.
THINK NEW MEXICO ATTN: FRED NATHAN, 1227 PASEO DE PERALTA SANTA FE, NM 87501-2758	NONE	PUBLIC CHARITY	SUPPORT PUBLIC CHARITIES	1,500.
UNITED WORLD COLLEGE ATTN: LISA DARLING, POST OFFICE BOX 248 MONTEZUMA, NM 87731-0248	NONE	PUBLIC CHARITY	SUPPORT PUBLIC CHARITIES	1,500.
UNIVERSITY OF MICHIGAN OFFICE OF GIFT ADMINISTRATION, 3003 SOUTH STATE STREET, SUITE 8000 ANN ARBOR, MI 48109-1288	NONE	PUBLIC CHARITY	SUPPORT PUBLIC CHARITIES	250.
WAREHOUSE 21 ATTN: ANA MARIA GALLEGOS 7 REINHARDT, 1614 PASEO DE PERALTA SANTA FE, NM 87501	NONE	PUBLIC CHARITY	SUPPORT PUBLIC CHARITIES	250.
WIKIMEDIA FOUNDATION, INC. PO BOX 98204 WASHINGTON, DC 20090-8204	NONE	PUBLIC CHARITY	SUPPORT PUBLIC CHARITIES	200.
WOMEN'S HEALTH SERVICE, FAMILY CARE COUNSELING CENTER 901 WEST ALAMEDA, SUITE 25 SANTA FE, NM 87501	NONE	PUBLIC CHARITY	SUPPORT PUBLIC CHARITIES	200.
YALE EPH ALUMNI FUND P.O. BOX 1890 NEW HAVEN, CT 06508-1890	NONE	PUBLIC CHARITY	SUPPORT PUBLIC CHARITIES	200.
Total from continuation sheets				

2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss)

Accounting Method
Mutual Funds: Average
All Other Investments: First In First Out [FIFO]

Short-Term	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
ALPS RED ROCKS LISTED PRIVATE EQTY FD CL A: LPEFX	183.8970	12/21/11	01/10/12	\$757.65	\$1,018.19	(\$260.54)
Security Subtotal				\$757.65	\$1,018.19	(\$260.54)
AQR MGD FUTURES STRAT FD CL N: AQMNX	8.4040	multiple	02/17/12	\$79.67	\$87.09	(\$7.42)
Security Subtotal				\$79.67	\$87.09	(\$7.42)
COLUMBIA VALUE AND RESTRUCTURING Z: UMBIX	2.3270	multiple	05/01/12	\$115.23	\$110.12	\$5.11
Security Subtotal				\$115.23	\$110.12	\$5.11
ISHARES S&P GSCI CMDTY COMMODITY INDEXED TRUST: GSG	861.0000	02/16/12	05/15/12	\$27,526.07	\$30,002.92	(\$2,476.85)
ISHARES S&P GSCI CMDTY COMMODITY INDEXED TRUST: GSG	804.0000	08/16/12	11/01/12	\$26,112.42	\$27,393.19	(\$1,280.77)
Security Subtotal				\$53,638.49	\$57,396.11	(\$3,757.62)
POWERSHS DB COMMDTY INDX: DBC	1,045.0000	02/16/12	04/18/12	\$29,161.58	\$29,979.24	(\$817.66)
POWERSHS DB COMMDTY INDX: DBC	970.0000	08/16/12	11/01/12	\$26,820.65	\$27,408.93	(\$588.28)
Security Subtotal				\$55,982.23	\$57,388.17	(\$1,405.94)

2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method
Mutual Funds: Average
All Other Investments: First In First Out [FIFO]

Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
POWERSHS DB US DOLLAR TRINDEX BULLISH FUND: UUP	1,364.0000	09/19/11	09/17/12	\$29,548.27	\$29,839.49	(\$291.22)
Security Subtotal				\$29,548.27	\$29,839.49	(\$291.22)
PROSHS SHORT MSCI EAFE SHORT MSCI EAFE FUND: EFX	514.0000	09/12/11	01/23/12	\$25,105.79	\$29,015.00	(\$3,909.21)
Security Subtotal				\$25,105.79	\$29,015.00	(\$3,909.21)
S P D R S&P 500 ETF TR EXPIRING 01/22/2118: SPY	222.0000	01/18/12	11/16/12	\$30,182.37	\$28,973.29	\$1,209.08
Security Subtotal				\$30,182.37	\$28,973.29	\$1,209.08
SPDR DOW JONES INTL REAL ESTATE ETF: RWX	805.0000	03/16/12	06/01/12	\$27,260.38	\$29,993.99	(\$2,733.61)
Security Subtotal				\$27,260.38	\$29,993.99	(\$2,733.61)
SPDR S&P MIDCAP 400 ETF: MDY	170.0000	02/15/12	11/15/12	\$29,313.95	\$30,021.74	(\$707.79)
Security Subtotal				\$29,313.95	\$30,021.74	(\$707.79)
VANGUARD INTL EQTY INDEXFTSE ALL WORLD EX US ETF: VEU	681.0000	02/16/12	06/01/12	\$25,728.32	\$30,088.52	(\$4,360.20)
Security Subtotal				\$25,728.32	\$30,088.52	(\$4,360.20)

2012 Year-End Schwab Gain/Loss Report

Page 4 of 7

Accounting Method
Mutual Funds: Average
All Other Investments: First In First Out [FIFO]

Realized Gain or (Loss) (continued)

Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
VANGUARD MSCI EMERGING MARKETS ETF: VWO	695.0000	02/15/12	05/15/12	\$27,394.01	\$30,373.22	(\$2,979.21)
VANGUARD MSCI EMERGING MARKETS ETF: VWO	660.0000	08/16/12	09/04/12	\$26,362.54	\$27,398.69	(\$1,036.15)
Security Subtotal				\$53,756.55	\$57,771.91	(\$4,015.36)
VANGUARD REIT: VNQ	489.0000	01/18/12	11/15/12	\$30,338.59	\$29,007.63	\$1,330.96
Security Subtotal				\$30,338.59	\$29,007.63	\$1,330.96
VANGUARD SMALL CAP: VB	383.0000	02/16/12	11/15/12	\$28,730.73	\$29,940.40	(\$1,209.67)
Security Subtotal				\$28,730.73	\$29,940.40	(\$1,209.67)
Total Short-Term				\$390,538.22	\$410,651.65	(\$20,113.43)

Long-Term	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
ALPS RED ROCKS LISTED PRIVATE EQTY FD CL A: LPEFX	1,707.8930	multiple	01/10/12	\$7,036.52	\$9,456.21	(\$2,419.69)
Security Subtotal				\$7,036.52	\$9,456.21	(\$2,419.69)

2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method

Mutual Funds: Average

All Other Investments: First In First Out (FIFO)

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
AQR MGD FUTURES STRAT FD CL N: AQMNX	2,235.9470	multiple	02/17/12	\$21,196.78	\$23,168.91	(\$1,972.13)
Security Subtotal				\$21,196.78	\$23,168.91	(\$1,972.13)
COLUMBIA VALUE AND RESTRUCTURING Z: UMBIX	171.6890	multiple	05/01/12	\$8,502.04	\$8,125.31	\$376.73
Security Subtotal				\$8,502.04	\$8,125.31	\$376.73
RYDEX SGI MGD FUTURES STRATEGY FD CL HI: RYMIFX	877.7730	multiple	02/17/12	\$20,338.00	\$22,261.00	(\$1,923.00)
Security Subtotal				\$20,338.00	\$22,261.00	(\$1,923.00)
Total Long-Term				\$57,073.34	\$63,011.43	(\$5,938.09)
Total Realized Gain or (Loss)				\$447,611.56	\$473,663.08	(\$26,051.52)

Schwab has provided realized gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings. See Terms and Conditions.

Option Customers: Realized gain/loss of underlying securities is adjusted to reflect the premiums of assigned or exercised options. Please consult IRS publication 550, Investment Income and Expenses, for additional information on Options.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
VIA CHARLES SCHWAB	39,736.	0.	39,736.
TOTAL TO FM 990-PF, PART I, LN 4	39,736.	0.	39,736.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	3,083.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	3,083.	0.		0.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISOR FEES	12,383.	12,383.		0.
TO FORM 990-PF, PG 1, LN 16C	12,383.	12,383.		0.

FORM 990-PF	TAXES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL TAXES	-1,140.	0.		0.
TO FORM 990-PF, PG 1, LN 18	-1,140.	0.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FILING FEES	100.	0.		0.	
OTHER	764.	0.		0.	
TO FORM 990-PF, PG 1, LN 23	864.	0.		0.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	6
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
ALPS RED ROCKS LISTED	0.	0.		
AQR MGD FUTURES	0.	0.		
ARBITRAGE FUND R	15,897.	15,568.		
ARIEL FUND	6,290.	7,091.		
ARTISAN INTL VALUE	7,566.	8,726.		
BARON GROWTH FD	3,663.	4,139.		
BUFFALO MID CAP FD	7,903.	8,438.		
CALAMOS GROWTH & INCOME	11,865.	12,257.		
CALAMOS MARKET NEUTRAL	16,642.	17,497.		
CGM REALTY FD	7,439.	8,339.		
COLUMBIA VALUE & RESTRUC	0.	0.		
DREYFUS EMERGING MKTS	7,187.	5,952.		
FAIRHOLME FD	10,622.	9,929.		
FIRST EAGLE FD OF AMERICA	6,597.	7,681.		
FIRST EAGLE GOLD FD CL A	11,587.	9,329.		
FRANKLIN CONV SEC FD	19,631.	20,104.		
GABELLI ABC FD	17,677.	17,531.		
GAMCO GLOBAL FD	0.	0.		
GATEWAY FD	16,491.	17,244.		
HARBOR INTL FD	6,727.	6,892.		
HARDING LOEVENER EMERGING MKT	8,400.	8,174.		
HEARTLAND VALUE FD	3,094.	3,118.		
JENSEN QUALITY GROWTH	10,044.	11,415.		
JP MORGAN US REAL ESTATE	7,407.	7,705.		
MATTHEWS ASIAN GROWTH & INCOME	16,794.	17,290.		
MERGER FD	15,555.	15,421.		
NEUBERGER BERMAN GENESIS	3,462.	3,795.		
OAKMARK INTL FD	6,521.	7,163.		
PARNASSUS EQUITY INCOME	12,514.	13,958.		
PERKINS MID CAP VALUE	6,176.	6,104.		
PORTFOLIO 21	6,509.	6,838.		
RAINIER MID CAP VALUE	6,442.	7,605.		
ROYCE LOW PRICED STOCK	3,529.	2,957.		

ROYCE TOTAL RETURN	3,346.	3,456.
RS GLOBAL NATURAL RESOURCES	25,481.	26,284.
RYDEX SGI MGD	0.	0.
SOUND SHORE FD	9,091.	10,495.
DELAFIELD FD	5,844.	6,528.
THIRD AVENUE REAL ESTATE	13,993.	15,033.
THORNBURG INTL VALUE	6,468.	6,409.
TWEEDY BROWNE GLOBAL VALUE	8,897.	8,777.
WASATCH SMALL CAP GROWTH	3,882.	4,278.
PIMCO ALL ASSET	16,634.	16,650.
GABELLI GOLD	13,808.	8,929.
VANGUARD HEALTH CARE	8,088.	8,786.
YACKTMAN FOCUSED SERVICE	8,722.	9,019.
TOTAL TO FORM 990-PF, PART II, LINE 10B	404,485.	412,904.

FORM 990-PF	CORPORATE BONDS	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CALAMOS CONVERTIBLE FUND	29,015.	24,608.
DOUBLELINE TOTAL RETURN	15,445.	15,737.
EATON VANCE EMRGING MKTS	12,151.	11,401.
EATON VANCE FLOATING	7,956.	8,160.
FIDELITY ADV FLOATING	8,157.	8,175.
FRANKLIN FLOATING RATE	8,055.	8,054.
JP MORGAN STRATEGIC INCOME	45,454.	45,366.
LOOMIS SAYLES BOND	15,221.	15,844.
PIMCO EMERGING LOCAL BOND FD	8,875.	9,111.
PIMCO FOREIGN BOND FD	21,809.	21,945.
PIMCO HIGH YIELD FD	12,089.	12,392.
PIMCO INVESTMENT GRADE	8,532.	7,989.
PIMCO TOTAL RETURN	16,291.	16,071.
TCW TOTAL RETURN BOND	15,827.	15,815.
TEMPLETON GLOBAL FD	20,638.	20,160.
VANGUARD GNMA FD	25,734.	25,396.
VANGUARD HIGH YIELD CORP	12,183.	12,785.
VANGUARD HIGH YIELD TAX	25,331.	27,395.
VANGUARD ST INVESTMENT	7,563.	7,490.
WEITZ ST INTERMEDIATE	9,749.	9,895.
EATON VANCE GLBL MACRO	47,519.	46,003.
TOTAL TO FORM 990-PF, PART II, LINE 10C	373,594.	369,792.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	8
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ISHARES SILVER TRUST	COST	2,501.	2,790.
ISHARES TRUST ETF	COST	28,790.	32,662.
POWERSHARES DB US DOLLAR BULLISH	COST	0.	0.
POWERSHARES SHORT MSCI	COST	0.	0.
SPDR GOLD TRUST	COST	2,482.	3,078.
ISHARES GOLD TRUST	COST	26,326.	24,793.
ISHARES TR MSCI EAFE FD	COST	27,419.	29,852.
POWERSHARES DB COMMODITY INDEX	COST	28,552.	28,391.
SPDR DOW JONES INTL	COST	26,620.	29,772.
SPDR S&P 500 ETF	COST	28,689.	28,909.
SPDR BARCLAYS ETF	COST	29,024.	30,492.
SPDR S&P MIDCAP	COST	28,589.	29,156.
VANGUARD EMERGING MKT	COST	29,528.	30,770.
VANGUARD REIT	COST	28,740.	28,557.
VANGUARD SMALL CAP	COST	28,690.	29,043.
TOTAL TO FORM 990-PF, PART II, LINE 13		315,950.	328,265.

FORM 990-PF	OTHER LIABILITIES	STATEMENT	9
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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
DUE TO RICHARD ABELES	2,060.	2,060.
TOTAL TO FORM 990-PF, PART II, LINE 22	2,060.	2,060.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 10

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTEDRICHARD ABELES
3730 OLD SANTA FE TRAIL
SANTA FE, NM 87505NAME OF GRANT PROGRAM

N/A

FORM AND CONTENT OF APPLICATIONS

NO FORMAL FORM

ANY SUBMISSION DEADLINESNONE
NONERESTRICTIONS AND LIMITATIONS ON AWARDS

DONEE MUST BE A QUALIFIED 501(C)(3) ORGANIZATION