



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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 PAULINE PRESERVE, INC.

Number and street (or P O box number if mail is not delivered to street address)

P.O. BOX 9

A Employer identification number

31-1578343

City or town, state, and ZIP code

MCMINNVILLE, OR 97128

B Check all that apply: Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name changeC 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 ► H Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at end of year **J Accounting method: Cash Accrual**
(from Part II, col. (c), line 16) **Other (specify)**

► \$ 382,306. (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))

Revenue	(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				
2 Check ► <input checked="" type="checkbox"/> If the foundation is not required to attach Sch B Interest on savings and temporary cash investments	507.	507.	507.	STATEMENT 1
3 Dividends and interest from securities				
6a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10 Gross sales price for all assets on line 6a				
7 Capital gain net income (from Part IV, line 2)		0.		
8 Net short-term capital gain				
9 Income modifications Gross sales less returns and allowances				
10a ^b ^c ^d ^e ^f ^g ^h ⁱ ^j ^k ^l ^m ⁿ ^o ^p ^q ^r ^s ^t ^u ^v ^w ^x ^y ^z ^{aa} ^{bb} ^{cc} ^{dd} ^{ee} ^{ff} ^{gg} ^{hh} ⁱⁱ ^{jj} ^{kk} ^{ll} ^{mm} ⁿⁿ ^{oo} ^{pp} ^{qq} ^{rr} ^{ss} ^{tt} ^{uu} ^{vv} ^{ww} ^{xx} ^{yy} ^{zz} ^{aa} ^{bb} ^{cc} ^{dd} ^{ee} ^{ff} ^{gg} ^{hh} ⁱⁱ ^{jj} ^{kk} ^{ll} ^{mm} ⁿⁿ ^{oo} ^{pp} ^{qq} ^{rr} ^{ss} ^{tt} ^{uu} ^{vv} ^{ww} ^{xx} ^{yy} ^{zz} ^{aa} ^{bb} ^{cc} ^{dd} ^{ee} ^{ff} ^{gg} ^{hh} ⁱⁱ ^{jj} ^{kk} ^{ll} ^{mm} ⁿⁿ ^{oo} ^{pp} ^{qq} ^{rr} ^{ss} ^{tt} ^{uu} ^{vv} ^{ww} ^{xx} ^{yy} ^{zz} ^{aa} ^{bb} ^{cc} ^{dd} ^{ee} ^{ff} ^{gg} ^{hh} ⁱⁱ ^{jj} ^{kk} ^{ll} ^{mm} ⁿⁿ ^{oo} ^{pp} ^{qq} ^{rr} ^{ss} ^{tt} ^{uu} ^{vv} ^{ww} ^{xx} ^{yy} ^{zz} ^{aa} ^{bb} ^{cc} ^{dd} ^{ee} ^{ff} ^{gg} ^{hh} ⁱⁱ ^{jj} ^{kk} ^{ll} ^{mm} ⁿⁿ ^{oo} ^{pp} ^{qq} ^{rr} ^{ss} ^{tt} ^{uu} ^{vv} ^{ww} ^{xx} ^{yy} ^{zz} ^{aa} ^{bb} ^{cc} ^{dd} ^{ee} ^{ff} ^{gg} ^{hh} ⁱⁱ ^{jj} ^{kk} ^{ll} ^{mm} ⁿⁿ ^{oo} ^{pp} ^{qq} ^{rr} ^{ss} ^{tt} ^{uu} ^{vv} ^{ww} ^{xx} ^{yy} ^{zz} ^{aa} ^{bb} ^{cc} ^{dd} ^{ee} ^{ff} ^{gg} ^{hh} ⁱⁱ ^{jj} ^{kk} ^{ll} ^{mm} ⁿⁿ ^{oo} ^{pp} ^{qq} ^{rr} ^{ss} ^{tt} ^{uu} ^{vv} ^{ww} ^{xx} ^{yy} ^{zz} ^{aa} ^{bb} ^{cc} ^{dd} ^{ee} ^{ff} ^{gg} ^{hh} ⁱⁱ ^{jj} ^{kk} ^{ll} ^{mm} ⁿⁿ ^{oo} ^{pp} ^{qq} ^{rr} ^{ss} ^{tt} ^{uu} ^{vv} ^{ww} ^{xx} ^{yy} ^{zz} ^{aa} ^{bb} ^{cc} ^{dd} ^{ee} ^{ff} ^{gg} ^{hh} ⁱⁱ ^{jj} ^{kk} ^{ll} ^{mm} ⁿⁿ ^{oo} ^{pp} ^{qq} ^{rr} ^{ss} ^{tt} ^{uu} ^{vv} ^{ww} ^{xx} ^{yy} ^{zz} ^{aa} ^{bb} ^{cc} ^{dd} ^{ee} ^{ff} ^{gg} ^{hh} ⁱⁱ ^{jj} ^{kk} ^{ll} ^{mm} ⁿⁿ ^{oo} ^{pp} ^{qq} ^{rr} ^{ss} ^{tt} ^{uu} ^{vv} ^{ww} ^{xx} ^{yy} ^{zz} ^{aa} ^{bb} ^{cc} ^{dd} ^{ee} ^{ff} ^{gg} ^{hh} ⁱⁱ ^{jj} ^{kk} ^{ll} ^{mm} ⁿⁿ ^{oo} ^{pp} ^{qq} ^{rr} ^{ss} ^{tt} ^{uu} ^{vv} ^{ww} ^{xx} ^{yy} ^{zz} ^{aa} ^{bb} ^{cc} ^{dd} ^{ee} ^{ff} ^{gg} ^{hh} ⁱⁱ ^{jj} ^{kk} ^{ll} ^{mm} ⁿⁿ ^{oo} ^{pp} ^{qq} ^{rr} ^{ss} ^{tt} ^{uu} ^{vv} ^{ww} ^{xx} ^{yy} ^{zz} ^{aa} ^{bb} ^{cc} ^{dd} ^{ee} ^{ff} ^{gg} ^{hh} ⁱⁱ ^{jj} ^{kk} ^{ll} ^{mm} ⁿⁿ ^{oo} ^{pp} ^{qq} ^{rr} ^{ss} ^{tt} ^{uu} ^{vv} ^{ww} ^{xx} ^{yy} ^{zz} ^{aa} ^{bb} ^{cc} ^{dd} ^{ee} ^{ff} ^{gg} ^{hh} ⁱⁱ ^{jj} ^{kk} ^{ll} ^{mm} ⁿⁿ ^{oo} ^{pp} ^{qq} ^{rr} ^{ss} ^{tt} ^{uu} ^{vv} ^{ww} ^{xx} ^{yy} ^{zz} ^{aa} ^{bb} ^{cc} ^{dd} ^{ee} ^{ff} ^{gg} ^{hh} ⁱⁱ ^{jj} ^{kk} ^{ll} ^{mm} ⁿⁿ ^{oo} ^{pp} ^{qq} ^{rr} ^{ss} ^{tt} ^{uu} ^{vv} ^{ww} ^{xx} ^{yy} ^{zz} ^{aa} ^{bb} ^{cc} ^{dd} ^{ee} ^{ff} ^{gg} ^{hh} ⁱⁱ ^{jj} ^{kk} ^{ll} ^{mm} ⁿⁿ ^{oo} ^{pp} ^{qq} ^{rr} ^{ss} ^{tt} ^{uu} ^{vv} ^{ww} ^{xx} ^{yy} ^{zz} ^{aa} ^{bb} ^{cc} ^{dd} ^{ee} ^{ff} ^{gg} ^{hh} ⁱⁱ ^{jj} ^{kk} ^{ll} ^{mm} ⁿⁿ ^{oo} ^{pp} ^{qq} ^{rr} ^{ss} ^{tt} ^{uu} ^{vv} ^{ww} ^{xx} ^{yy} ^{zz} ^{aa} ^{bb} ^{cc} ^{dd} ^{ee} ^{ff} ^{gg} ^{hh} ⁱⁱ ^{jj} ^{kk} ^{ll} ^{mm} ⁿⁿ ^{oo} ^{pp} ^{qq} ^{rr} ^{ss} ^{tt} ^{uu} ^{vv} ^{ww} ^{xx} ^{yy} ^{zz} ^{aa} ^{bb} ^{cc} ^{dd} ^{ee} ^{ff} ^{gg} ^{hh} ⁱⁱ ^{jj} ^{kk} ^{ll} ^{mm} ⁿⁿ ^{oo} ^{pp} ^{qq} ^{rr} ^{ss} ^{tt} ^{uu} ^{vv} ^{ww} ^{xx} ^{yy} ^{zz} ^{aa} ^{bb} ^{cc} ^{dd} ^{ee} ^{ff} ^{gg} ^{hh} ⁱⁱ ^{jj} ^{kk} ^{ll} ^{mm} ⁿⁿ ^{oo} ^{pp} ^{qq} ^{rr} ^{ss} ^{tt} ^{uu} ^{vv} ^{ww} ^{xx} ^{yy} ^{zz} ^{aa} ^{bb} ^{cc} ^{dd} ^{ee} ^{ff} ^{gg} ^{hh} ⁱⁱ ^{jj} ^{kk} ^{ll} ^{mm} ⁿⁿ ^{oo} ^{pp} ^{qq} ^{rr} ^{ss} ^{tt} ^{uu} ^{vv} ^{ww} ^{xx} ^{yy} ^{zz} ^{aa} ^{bb} ^{cc} ^{dd} ^{ee} ^{ff} ^{gg} ^{hh} ⁱⁱ ^{jj} ^{kk} ^{ll} ^{mm} ⁿⁿ ^{oo} ^{pp} ^{qq} ^{rr} ^{ss} ^{tt} ^{uu} ^{vv} ^{ww} ^{xx} ^{yy} ^{zz} ^{aa} ^{bb} ^{cc} ^{dd} ^{ee} ^{ff} ^{gg} ^{hh} ⁱⁱ ^{jj} ^{kk} ^{ll} ^{mm} ⁿⁿ ^{oo} ^{pp} ^{qq} ^{rr} ^{ss} ^{tt} ^{uu} ^{vv} ^{ww} ^{xx} ^{yy} ^{zz} ^{aa} ^{bb} ^{cc} ^{dd} ^{ee} ^{ff} ^{gg} ^{hh} ⁱⁱ ^{jj} ^{kk} ^{ll} ^{mm} ⁿⁿ ^{oo} ^{pp} ^{qq} ^{rr} ^{ss} ^{tt} ^{uu} ^{vv} ^{ww} ^{xx} ^{yy} ^{zz} ^{aa} ^{bb} ^{cc} ^{dd} ^{ee} ^{ff} ^{gg} ^{hh} ⁱⁱ ^{jj} ^{kk} ^{ll} ^{mm} ⁿⁿ ^{oo} ^{pp} ^{qq} ^{rr} ^{ss} ^{tt} ^{uu} ^{vv} ^{ww} ^{xx} ^{yy} ^{zz} ^{aa} ^{bb} ^{cc} ^{dd} ^{ee} ^{ff} ^{gg} ^{hh} ⁱⁱ ^{jj} ^{kk} ^{ll} ^{mm} ⁿⁿ ^{oo} ^{pp} ^{qq} ^{rr} ^{ss} ^{tt} ^{uu} ^{vv} ^{ww} ^{xx} ^{yy} ^{zz} ^{aa} ^{bb} ^{cc} ^{dd} ^{ee} ^{ff} ^{gg} ^{hh} ⁱⁱ ^{jj} ^{kk} ^{ll} ^{mm} ⁿⁿ ^{oo} ^{pp} ^{qq} ^{rr} ^{ss} ^{tt} ^{uu} ^{vv} ^{ww} ^{xx} ^{yy} ^{zz} ^{aa} ^{bb} ^{cc} ^{dd} ^{ee} ^{ff} ^{gg} ^{hh} ⁱⁱ ^{jj} ^{kk} ^{ll} ^{mm} ⁿⁿ ^{oo} ^{pp} ^{qq} ^{rr} ^{ss} ^{tt} ^{uu} ^{vv} ^{ww} ^{xx} ^{yy} ^{zz} ^{aa} ^{bb} ^{cc} ^{dd} ^{ee} ^{ff} ^{gg} ^{hh} ⁱⁱ ^{jj} ^{kk} ^{ll} ^{mm} ⁿⁿ ^{oo} ^{pp} ^{qq} ^{rr} ^{ss} ^{tt} ^{uu} ^{vv} ^{ww} ^{xx} ^{yy} ^{zz} ^{aa} ^{bb} ^{cc} ^{dd} ^{ee} ^{ff} ^{gg} ^{hh} ⁱⁱ ^{jj} ^{kk} ^{ll} ^{mm} ⁿⁿ ^{oo} ^{pp} ^{qq} ^{rr} ^{ss} ^{tt} ^{uu} ^{vv} ^{ww} ^{xx} ^{yy} ^{zz} ^{aa} ^{bb} ^{cc} ^{dd} ^{ee} ^{ff} ^{gg} ^{hh} ⁱⁱ ^{jj} ^{kk} ^{ll} ^{mm} ⁿⁿ ^{oo} ^{pp} ^{qq} ^{rr} ^{ss} ^{tt} ^{uu} ^{vv} ^{ww} ^{xx} ^{yy} ^{zz} ^{aa} ^{bb} ^{cc} ^{dd} ^{ee} ^{ff} ^{gg} ^{hh} ⁱⁱ ^{jj} ^{kk} ^{ll} ^{mm} ⁿⁿ ^{oo} ^{pp} ^{qq} ^{rr} ^{ss} ^{tt} ^{uu} ^{vv} ^{ww} ^{xx} ^{yy} ^{zz} ^{aa} ^{bb} ^{cc} ^{dd} ^{ee} ^{ff} ^{gg} ^{hh} ⁱⁱ ^{jj} ^{kk} ^{ll} ^{mm} ⁿⁿ ^{oo} ^{pp} ^{qq} ^{rr} ^{ss} ^{tt} ^{uu} ^{vv} ^{ww} ^{xx} ^{yy} ^{zz} ^{aa} ^{bb} ^{cc} ^{dd} ^{ee} ^{ff} ^{gg} ^{hh} ⁱⁱ ^{jj} ^{kk} ^{ll} ^{mm} ⁿⁿ ^{oo} ^{pp} ^{qq} ^{rr} ^{ss} ^{tt} ^{uu} ^{vv} ^{ww} ^{xx} ^{yy} ^{zz} ^{aa} ^{bb} ^{cc} ^{dd} ^{ee} ^{ff} ^{gg} ^{hh} ⁱⁱ ^{jj} ^{kk} ^{ll} ^{mm} ⁿⁿ ^{oo} ^{pp} ^{qq} ^{rr} ^{ss} ^{tt} ^{uu} ^{vv} ^{ww} ^{xx} ^{yy} ^{zz} ^{aa} ^{bb} ^{cc} ^{dd} ^{ee} ^{ff} ^{gg} ^{hh} ⁱⁱ ^{jj} ^{kk} ^{ll} ^{mm} ⁿⁿ ^{oo} ^{pp} ^{qq} ^{rr} ^{ss} ^{tt} ^{uu} ^{vv} ^{ww} ^{xx} ^{yy} ^{zz} ^{aa} ^{bb} ^{cc} ^{dd} ^{ee} ^{ff} ^{gg} ^{hh} ⁱⁱ ^{jj} ^{kk} ^{ll} ^{mm} ⁿⁿ ^{oo} ^{pp} ^{qq} ^{rr} ^{ss} ^{tt} ^{uu} ^{vv} ^{ww} ^{xx} ^{yy} ^{zz} ^{aa} ^{bb} ^{cc} ^{dd} ^{ee} ^{ff} ^{gg} ^{hh} ⁱⁱ ^{jj} ^{kk} ^{ll} ^{mm} ⁿⁿ ^{oo} ^{pp} ^{qq} ^{rr} ^{ss} ^{tt} ^{uu} ^{vv} ^{ww} ^{xx} ^{yy} ^{zz} ^{aa} ^{bb} ^{cc} ^{dd} ^{ee} ^{ff} ^{gg} ^{hh} ⁱⁱ ^{jj} ^{kk} ^{ll} ^{mm} ⁿⁿ ^{oo} ^{pp} ^{qq} ^{rr} ^{ss} ^{tt} ^{uu} ^{vv} ^{ww} ^{xx} ^{yy} ^{zz} ^{aa} ^{bb} ^{cc} ^{dd} ^{ee} ^{ff} ^{gg} ^{hh} ⁱⁱ ^{jj} ^{kk} ^{ll} ^{mm} ⁿⁿ ^{oo} ^{pp} ^{qq} ^{rr} ^{ss} ^{tt} ^{uu} ^{vv} ^{ww} ^{xx} ^{yy} ^{zz} ^{aa} ^{bb} ^{cc} ^{dd} ^{ee} ^{ff} ^{gg} ^{hh} ⁱⁱ ^{jj} ^{kk} ^{ll} ^{mm} ⁿⁿ ^{oo} ^{pp} ^{qq} ^{rr} ^{ss} ^{tt} ^{uu} ^{vv} ^{ww} ^{xx} ^{yy} ^{zz} ^{aa} ^{bb} ^{cc} ^{dd} ^{ee} ^{ff} ^{gg} ^{hh} ⁱⁱ ^{jj} ^{kk} ^{ll} ^{mm} ⁿⁿ ^{oo} ^{pp} ^{qq} ^{rr} ^{ss} ^{tt} ^{uu} ^{vv} ^{ww} ^{xx} ^{yy} ^{zz} ^{aa} ^{bb} ^{cc} ^{dd} ^{ee} ^{ff} ^{gg} ^{hh} ⁱⁱ ^{jj} ^{kk} ^{ll} ^{mm} ⁿⁿ ^{oo} ^{pp} ^{qq} ^{rr} ^{ss} ^{tt} ^{uu} ^{vv} ^{ww} ^{xx} ^{yy} ^{zz} ^{aa} ^{bb} ^{cc} ^{dd} ^{ee} ^{ff} ^{gg} ^{hh} ⁱⁱ ^{jj} ^{kk} ^{ll} ^{mm} ⁿⁿ ^{oo} ^{pp} ^{qq} ^{rr} ^{ss} ^{tt} ^{uu} ^{vv} ^{ww} ^{xx} ^{yy} ^{zz} ^{aa} ^{bb} ^{cc} ^{dd} ^{ee} ^{ff} ^{gg} ^{hh} ⁱⁱ ^{jj} ^{kk} ^{ll} ^{mm} ⁿⁿ ^{oo} ^{pp} ^{qq} ^{rr} ^{ss} ^{tt} ^{uu} ^{vv} ^{ww} ^{xx} ^{yy} ^{zz} ^{aa} ^{bb} ^{cc} ^{dd} ^{ee} ^{ff} ^{gg} ^{hh} ⁱⁱ ^{jj} ^{kk} ^{ll} ^{mm} ⁿⁿ ^{oo} ^{pp} ^{qq} ^{rr} ^{ss} ^{tt} ^{uu} ^{vv} ^{ww} ^{xx} ^{yy} ^{zz} ^{aa} ^{bb} ^{cc} ^{dd} ^{ee} ^{ff} ^{gg} ^{hh} ⁱⁱ ^{jj} ^{kk} ^{ll} ^{mm} ⁿⁿ ^{oo} ^{pp} ^{qq} ^{rr} ^{ss} ^{tt} ^{uu} ^{vv} ^{ww} ^{xx} ^{yy} ^{zz} ^{aa} ^{bb} ^{cc} ^{dd} ^{ee} ^{ff} ^{gg} ^{hh} ⁱⁱ ^{jj} ^{kk} ^{ll} ^{mm} ⁿⁿ ^{oo} ^{pp} ^{qq} ^{rr} ^{ss} ^{tt} ^{uu} ^{vv} ^{ww} ^{xx} ^{yy} ^{zz} ^{aa} ^{bb} ^{cc} ^{dd} ^{ee} ^{ff} ^{gg} ^{hh} ⁱⁱ ^{jj} ^{kk} ^{ll} ^{mm} ⁿⁿ ^{oo} ^{pp} ^{qq} ^{rr} ^{ss} ^{tt} ^{uu} ^{vv} ^{ww} ^{xx} ^{yy} ^{zz} ^{aa} ^{bb} ^{cc} ^{dd} ^{ee} ^{ff} ^{gg} ^{hh} ⁱⁱ ^{jj} <				

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	247,713.	237,927.	237,927.
	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			
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment basis ►			
	Less accumulated depreciation ►				
12	Investments - mortgage loans				
13	Investments - other				
14	Land, buildings, and equipment; basis ► 354,045.				
	Less accumulated depreciation STMT 5 ► 209,666.	158,756.	144,379.	144,379.	
15	Other assets (describe ►)				
16	Total assets (to be completed by all filers)	406,469.	382,306.	382,306.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ►)			
23	Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	24	Foundations that follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	25	Unrestricted			
	26	Temporarily restricted			
		Permanently restricted	406,469.	382,306.	
	27	Foundations that do not follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 27 through 31.			
	28	Capital stock, trust principal, or current funds			
	29	Paid-in or capital surplus, or land, bldg., and equipment fund			
	30	Retained earnings, accumulated income, endowment, or other funds	406,469.	382,306.	
	31	Total net assets or fund balances	406,469.	382,306.	
		Total liabilities and net assets/fund balances	406,469.	382,306.	

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	406,469.
2	Enter amount from Part I, line 27a	2	<24,163.>
3	Other increases not included in line 2 (itemize) ►	3	0.
4	Add lines 1, 2, and 3	4	382,306.
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	382,306.

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					
b	NONE				
c					
d					
e					
	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(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			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2		
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	{ }		3		

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	21,188.	247,931.	.085459
2010	20,581.	257,713.	.079860
2009	20,936.	271,105.	.077225
2008	5,373.	0.	.000000
2007	5,185.	0.	.000000

2 Total of line 1, column (d) .242544

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 .048509

4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 239,178.

5 Multiply line 4 by line 3 11,602.

6 Enter 1% of net investment income (1% of Part I, line 27b) 0.

7 Add lines 5 and 6 11,602.

8 Enter qualifying distributions from Part XII, line 4 21,569.

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)

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 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-). 3 Add lines 1 and 2 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-). 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- 6 Credits/Payments: a 2012 estimated tax payments and 2011 overpayment credited to 2012 b Exempt foreign organizations - tax withheld at source c Tax paid with application for extension of time to file (Form 8868) d Backup withholding erroneously withheld 7 Total credits and payments. Add lines 6a through 6d 8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid 11 Enter the amount of line 10 to be Credited to 2013 estimated tax ► Refunded ► 11	1	0.
2	0.			
3	0.			
4	0.			
5	0.			
6a				
6b				
6c				
6d				
7	0.			
8				
9	0.			
10				
11				

Part VII-A Statements Regarding Activities

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?	Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? <i>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.</i>	X	
1c	Did the foundation file Form 1120-POL for this year?	X	
1d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ <u>0.</u> (2) On foundation managers. ► \$ <u>0.</u>		
1e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ <u>0.</u>		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	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? <i>If "Yes," attach a conformed copy of the changes.</i>	X	
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
4b	If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	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? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► _____ OR		
8b	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? <i>If "No," attach explanation</i>	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)? <i>If "Yes," complete Part XIV.</i>	X	
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	X	

Part VII-A Statements Regarding Activities (continued)

11		X
12		X
13	N/A	
Website address ► N/A		
14 The books are in care of ► KAY WILSON Located at ► P.O. BOX 9, MCMINNVILLE, OR		Telephone no. ► (503) 436-1314 ZIP+4 ► 97128
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

	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	X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	X 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	X 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	X 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	
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?	1b	
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years ►	<input type="checkbox"/> Yes	X No
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►	2b	
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	X 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	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	3b	
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?	4a	X
	4b	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:	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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	<input checked="" type="checkbox"/>		
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	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b	X
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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
KAY WILSON P.O. BOX 9 MCMINNVILLE, OR 97128	SECRETARY/TREAS/DIR 2.00	0.	0.	0.
JACK WILSON PO BOX 627 LOGDE GRASS, MT 59050	PRESIDENT 1.00	400.	0.	0.
WILDA T. WILSON 1321 PARK BAYOU DR #C220 HOUSTON, TX 77077	VICE PRES./DIR 1.00	0.	0.	0.

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

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

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

0

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

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

0

Part IX-A Summary of Direct Charitable Activities

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

1 THE ORGANIZATION OPERATES A PRESERVE PROVIDING HABITATS AND SHELTER FOR A VARIETY OF WILDLIFE. MEMBERS OF THE COMMUNITY AND RESEARCHERS USE THE PRESERVE FOR NATURE STUDY AND

Expenses

21,569.

2

3

4

Part IX-B Summary of Program-Related Investments

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

Amount

1 N/A

2

All other program-related investments. See instructions.

3

Total. Add lines 1 through 3 ►

0.

Form 990-PF (2012)

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	0.
b Average of monthly cash balances	1b	242,820.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	242,820.
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	242,820.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	3,642.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	239,178.
6 Minimum investment return. Enter 5% of line 5	6	11,959.

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	11,959.
2a Tax on investment income for 2012 from Part VI, line 5	2a	
b Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	0.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	11,959.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	11,959.
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	11,959.

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	21,569.
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	21,569.
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	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	21,569.

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				11,959.
2 Undistributed income, if any, as of the end of 2012			0.	
a Enter amount for 2011 only			0.	
b Total for prior years:			0.	
3 Excess distributions carryover, if any, to 2012.				
a From 2007	5,336.			
b From 2008	5,409.			
c From 2009	7,381.			
d From 2010	7,695.			
e From 2011	8,791.			
f Total of lines 3a through e	34,612.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 21,569.			0.	
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)			0.	
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				11,959.
e Remaining amount distributed out of corpus	9,610.			
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:	44,222.			
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			0.	
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	5,336.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	38,886.			
10 Analysis of line 9:				
a Excess from 2008	5,409.			
b Excess from 2009	7,381.			
c Excess from 2010	7,695.			
d Excess from 2011	8,791.			
e Excess from 2012	9,610.			

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				
VARIOUS	NONE		YOUTH, LEADERSHIP, AND ENVIRONMENT PROGRAM	
VARIOUS				1,484
VARIOUS				
Total			► 3a	1,484
b Approved for future payment				
NONE				
Total			► 3b	0

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
	(a) Business code	(b) Amount	(c) Exclu- sion 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					
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					
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)		0.		507.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	507.

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

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

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
(2) Other assets

- (1) Sales of assets to a noncharitable exempt organization
- (2) Purchases of assets from a noncharitable exempt organization
- (3) Rental of facilities, equipment, or other assets
- (4) Reimbursement arrangements
- (5) Loans or loan guarantees
- (6) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

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.

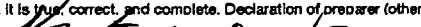
2a. Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described

in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

b If "Yes," complete the following schedule.

Yes No

(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			May the IRS discuss this return with the preparer shown below (see Instr 7)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
	 Signature of officer or trustee		Date 11/14/2013	

4562

Form
Department of the Treasury
Internal Revenue Service (99)
Name(s) shown on returnDepreciation and Amortization 990-PF
(Including Information on Listed Property)

► See separate instructions. ► Attach to your tax return.

OMB No. 1545-0172

2012

Attachment
Sequence No. 179

THE PAULINE PRESERVE, INC.

FORM 990-PF PAGE 1

31-1578343

Part I Election To Expense Certain Property Under Section 179 Note: If you have any listed property, complete Part V before you complete Part I.

1 Maximum amount (see instructions)	1	500,000.
2 Total cost of section 179 property placed in service (see instructions)	2	
3 Threshold cost of section 179 property before reduction in limitation	3	2,000,000.
4 Reduction in limitation. Subtract line 3 from line 2 If zero or less, enter -0-	4	
5 Dollar limitation for tax year. Subtract line 4 from line 1 If zero or less, enter -0-. If married filing separately, see instructions	5	

(a) Description of property	(b) Cost (business use only)	(c) Elected cost

7 Listed property. Enter the amount from line 29	7
8 Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8
9 Tentative deduction. Enter the smaller of line 5 or line 8	9
10 Carryover of disallowed deduction from line 13 of your 2011 Form 4562	10
11 Business income limitation. Enter the smaller of business income (not less than zero) or line 5	11
12 Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11	12
13 Carryover of disallowed deduction to 2013. Add lines 9 and 10, less line 12	13

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.)

14 Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year	14
15 Property subject to section 168(f)(1) election	15
16 Other depreciation (including ACRS)	16

Part III MACRS Depreciation (Do not include listed property.) (See instructions.)

Section A

17 MACRS deductions for assets placed in service in tax years beginning before 2012	17
18 If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ► <input type="checkbox"/>	

Section B - Assets Placed in Service During 2012 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs.		S/L	
h Residential rental property	/		27.5 yrs.	MM	S/L	
	/		27.5 yrs.	MM	S/L	
i Nonresidential real property	/		39 yrs.	MM	S/L	
	/			MM	S/L	

Section C - Assets Placed in Service During 2012 Tax Year Using the Alternative Depreciation System

20a Class life				S/L	
b 12-year			12 yrs.	S/L	
c 40-year	/		40 yrs	MM	S/L

Part IV Summary (See instructions.)

21 Listed property. Enter amount from line 28	21
22 Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations - see instr.	22
23 For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23

Part V

Listed Property (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)

Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

Section A - Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles.)

24a Do you have evidence to support the business/investment use claimed? Yes No **24b** If "Yes," is the evidence written? Yes No

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation deduction	(i) Elected section 179 cost
--	----------------------------------	--	-------------------------------	--	---------------------------	------------------------------	----------------------------------	---------------------------------------

25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use

25

26 Property used more than 50% in a qualified business use:

	%							
	%							
	%							

27 Property used 50% or less in a qualified business use:

	%				S/L			
	%				S/L			
	%				S/L			

28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1

28

29 Add amounts in column (i), line 26. Enter here and on line 7, page 1

29

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person

If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

30 Total business/investment miles driven during the year (do not include commuting miles)	(a) Vehicle		(b) Vehicle		(c) Vehicle		(d) Vehicle		(e) Vehicle		(f) Vehicle	
	Yes	No										
31 Total commuting miles driven during the year												
32 Total other personal (noncommuting) miles driven												
33 Total miles driven during the year. Add lines 30 through 32												
34 Was the vehicle available for personal use during off-duty hours?												
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons.

37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?	Yes	No
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use?		

Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles.

Part VI: Amortization

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
-----------------------------	------------------------------------	------------------------------	------------------------	---	--------------------------------------

42 Amortization of costs that begins during your 2012 tax year

--	--	--	--	--	--

43 Amortization of costs that began before your 2012 tax year

43

14,377.

44 Total. Add amounts in column (f). See the instructions for where to report

44

14,377.

Application for Extension of Time To File an Exempt Organization Return

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only Part I and check this box ►
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for *Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only ►

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number, see instructions

Type or print File by the due date for filling your return. See instructions.	Name of exempt organization or other filer, see instructions. PAULINE PRESERVE, INC.	Employer identification number (EIN) or 31-1578343
	Number, street, and room or suite no. If a P.O. box, see instructions. C/O 7550 S. WILLOW DR.	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. TEMPE, AZ 85283	

Enter the Return code for the return that this application is for (file a separate application for each return) **0 4**

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6089	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► **ORGANIZATION**

Telephone No. ► 480 838-3277 FAX No. ► 480 838-0913

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) If this is for the whole group, check this box If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 20 13, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

► calendar year 20 12 or

► tax year beginning _____, 20_____, and ending _____, 20_____.
2 If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return

Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any

nonrefundable credits. See instructions.	3a	\$	0
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	0
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Cat No. 27916D

Form 8868 (Rev. 1-2013)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ►
- Note.** Only complete **Part II** if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer. see instructions PAULINE PRESERVE, INC.	Employer identification number (EIN) or 31-1578343
File by the due date for filing your return. See Instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. C/O 7550 S. WILLOW DR.	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. TEMPE, AZ 85283	

Enter the Return code for the return that this application is for (file a separate application for each return)

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ► **ORGANIZATION**

Telephone No. ► **(480) 838-3277** FAX No. ► **(480) 838-0913**

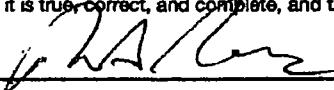
- If the organization does not have an office or place of business in the United States, check this box ►
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) If this is for the whole group, check this box ► If it is for part of the group, check this box ► and attach a list with the names and EINs of all members the extension is for.

- 4 I request an additional 3-month extension of time until **NOVEMBER 15, 20 13**
- 5 For calendar year **2012**, or other tax year beginning , 20 , and ending , 20
- 6 If the tax year entered in line 5 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period
- 7 State in detail why you need the extension **ADDITIONAL INFORMATION IS REQUIRED TO FILE A COMPLETE AND ACCURATE RETURN.**

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a \$ 0
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b \$
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c \$

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ► Title ► **CPA**Date ► **8/13/13**

Form 8868 (Rev. 1-2013)

THE PAULINE PRESERVE, INC.

31-1578343

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
INTEREST INCOME	507.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	507.

FORM 990-PF LEGAL FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	397.	397.	397.	0.
TO FM 990-PF, PG 1, LN 16A	397.	397.	397.	0.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	1,975.	1,975.	1,975.	0.
TO FORM 990-PF, PG 1, LN 16B	1,975.	1,975.	1,975.	0.

FORM 990-PF OTHER EXPENSES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
REAL ESTATE TAXES	5,708.	5,708.	5,708.	5,708.
FEES	168.	168.	168.	0.
OFFICE EXPENSE	161.	161.	161.	0.
AMORTIZATION	14,377.	14,377.	14,377.	14,377.
TO FORM 990-PF, PG 1, LN 23	20,414.	20,414.	20,414.	20,085.

STATEMENT(S) 1, 2, 3, 4

THE PAULINE PRESERVE, INC.

31-1578343

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 5

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
ESTATE OF YEARS	328,275.	209,665.	118,610.
LAND	17,500.	0.	17,500.
LAND	8,270.	0.	8,270.
TOTAL TO FM 990-PF, PART II, LN 14	354,045.	209,665.	144,380.

STATEMENT(S) 5