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**Return of Private Foundation**  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation

Department of the Treasury  
Internal Revenue Service

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

**For calendar year 2012 or tax year beginning** , 2012, **and ending** , 20

Name of foundation **GUSTAPHER FOUNDATION**  
**C/O ATLANTIC TRUST COMPANY, N.A.**

Number and street (or P O box number if mail is not delivered to street address) Room/suite  
**100 FEDERAL STREET, 37TH FLOOR**

City or town, state, and ZIP code  
**BOSTON, MA 02110**

**A Employer identification number**  
58-1828387

**B Telephone number (see instructions)**  
617- 357-9600

**C** If exemption application is pending check here

**D** 1 Foreign organizations check here   
2 Foreign organizations meeting the 85% test check here and attach computation

**E** If private foundation status was terminated under section 507(b)(1)(A) check here

**F** If the foundation is in a 60 month termination under section 507(b)(1)(B), check here

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

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

**I** Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ **1,638,900.**

**J** Accounting method  Cash  Accrual  
 Other (specify) \_\_\_\_\_  
*(Part I, column (d) must be on cash basis)*

<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>	1 Contributions, gifts, grants, etc. received (attach schedule) . . . . .				
	2 Check <input 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 . . . . .	33,215.	33,215.		STMT 1
	5a Gross rents . . . . .				
	b Net rental income or (loss) . . . . .				
	6a Net gain or (loss) from sale of assets not on line 10 . . . . .	35,470.			
	b Gross sales price for all assets on line 6a <b>143,215.</b>				
	7 Capital gain net income (from Part IV, line 2) . . . . .		35,470.		
	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) (attach schedule) . . . . .					
11 Other income (attach schedule) . . . . .	43,594.	232.		STMT 4	
12 <b>Total</b> Add lines 1 through 11 . . . . .	112,279.	68,917.			
<b>Operating and Administrative Expenses</b>	13 Compensation of officers, directors, trustees, etc. . . . .				
	14 Other employee salaries and wages . . . . .		NONE	NONE	
	15 Pension plans, employee benefits . . . . .		NONE	NONE	
	16a Legal fees (attach schedule) . . . . .				
	b Accounting fees (attach schedule) . . . . .				
	c Other professional fees (attach schedule) STMT 5 . . . . .	7,931.	5,948.		1,983.
	17 Interest . . . . .				
	18 Taxes (attach schedule) (see instructions) STMT 6 . . . . .	1,202.	452.		
	19 Depreciation (attach schedule) and depletion . . . . .				
	20 Occupancy . . . . .				
	21 Travel, conferences, and meetings . . . . .		NONE	NONE	
	22 Printing and publications . . . . .		NONE	NONE	
	23 Other expenses (attach schedule) STMT 7 . . . . .	28,990.	2,969.		
	24 <b>Total operating and administrative expenses.</b> Add lines 13 through 23 . . . . .	38,123.	9,369.	NONE	1,983.
	25 Contributions, gifts, grants paid . . . . .	100,200.			100,200.
26 <b>Total expenses and disbursements</b> Add lines 24 and 25 . . . . .	138,323.	9,369.	NONE	102,183.	
27 Subtract line 26 from line 12 . . . . .					
a Excess of revenue over expenses and disbursements . . . . .	-26,044.				
b <b>Net investment income</b> (if negative, enter -0-) . . . . .		59,548.			
c <b>Adjusted net income</b> (if negative, enter -0-) . . . . .					

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1319

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing . . . . .			
	2	Savings and temporary cash investments . . . . .	29,707.	60,486.	60,486.
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable . . . . .			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			NONE
	8	Inventories for sale or use . . . . .			
	9	Prepaid expenses and deferred charges . . . . .			
	10 a	Investments - U S and state government obligations (attach schedule), . . . . .			
	b	Investments - corporate stock (attach schedule) . STMT 8 . . . . .	714,850.	834,242.	1,076,632.
	c	Investments - corporate bonds (attach schedule), STMT 11 . . . . .	37,421.	368,492.	366,154.
	11	Investments land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans . . . . .			
	13	Investments - other (attach schedule) . . . . . STMT 12 . . . . .	678,015.	170,210.	135,110.
	14	Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶ ACCRUED INCOME ) . . . . .	4.	518.	518.	
16	<b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .	1,459,997.	1,433,948.	1,638,900.	
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 (attach schedule) . . . . .			
	22	Other liabilities (describe ▶ ) . . . . .			
23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .			NONE	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted . . . . .			
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31 ▶ <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds . . . . .	1,459,997.	1,433,948.	
	28	Paid in or capital surplus, or land, bldg, and equipment fund . . . . .			
29	Retained earnings, accumulated income, endowment, or other funds . . . . .				
30	<b>Total net assets or fund balances</b> (see instructions) . . . . .	1,459,997.	1,433,948.		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	1,459,997.	1,433,948.		

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 1,459,997.
2	Enter amount from Part I, line 27a . . . . .	2 -26,044.
3	Other increases not included in line 2 (itemize) ▶	3
4	Add lines 1, 2, and 3 . . . . .	4 1,433,953.
5	Decreases not included in line 2 (itemize) ▶ ROUNDING	5 5.
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6 1,433,948.

**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)
<b>1a PUBLICLY TRADED SECURITIES</b>					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 143,215.		107,745.	35,470.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
a			35,470.		
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	35,470.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3		

**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	98,040.	1,610,916.	0.060860
2010	95,319.	1,546,483.	0.061636
2009	91,094.	1,472,193.	0.061876
2008	93,188.	1,825,642.	0.051044
2007	100,639.	2,089,415.	0.048166
2 Total of line 1, column (d)			0.283582
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			0.056716
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			1,557,021.
5 Multiply line 4 by line 3			88,308.
6 Enter 1% of net investment income (1% of Part I, line 27b)			595.
7 Add lines 5 and 6			88,903.
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			102,183.

**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	595.
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	
3	Add lines 1 and 2 . . . . .	3	595.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	NONE
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	5	595.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 . . . . .	6a	967.
b	Exempt foreign organizations - tax withheld at source . . . . .	6b	NONE
c	Tax paid with application for extension of time to file (Form 8868) . . . . .	6c	NONE
d	Backup withholding erroneously withheld . . . . .	6d	
7	Total credits and payments. Add lines 6a through 6d . . . . .	7	967.
8	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached . . . . .	8	
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .	9	
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .	10	372.
11	Enter the amount of line 10 to be <b>Credited to 2013 estimated tax</b> . . . . .	11	372. Refunded

**Part VII-A Statements Regarding Activities**

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

Part VII-A Statements Regarding Activities (continued)

Table with 16 rows and 3 columns. Rows 11-13 contain 'Yes/No' data. Row 14 contains website address (N/A), books in care (SEE STATEMENT 13), and telephone number. Row 15 contains Form 990-PF filing status. Row 16 contains foreign account information.

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

Table with 16 rows and 3 columns (Yes, No, and a third column). Rows 1a-1c, 2a-2b, 3a-3b, 4a-4b contain 'Yes/No' data and checkboxes. Row 1b contains a checkbox. Row 1c contains 'X' in the No column. Row 2b contains 'X' in the No column. Row 4a contains 'X' in the No column. Row 4b contains 'X' in the No column.

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

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

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

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

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

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

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

**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?  Yes  No

Organizations relying on a current notice regarding disaster assistance check here

**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  Yes  No

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

**6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?  Yes  No

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

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?  Yes  No

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

**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
HAROLD L. HENDERSON PH-301 4731 BONITA BAY BLVD, BONITA SPRINGS, FL 34134	TRUSTEE	- 0 -	- 0 -	- 0 -
JOANN W. HENDERSON , BONITA SPRINGS, FL 34134	TRUSTEE			
DONALD P. HENDERSON , CHAGRIN FALLS, OH 440,	TRUSTEE, AS REQ'			
LORI B. HENDERSON , CHAGRIN FALLS, OH 44023	COMMITTEE			

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

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

**Total number of other employees paid over \$50,000**  **NONE**

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE
<b>Total number of others receiving over \$50,000 for professional services</b>		NONE

**Part IX-A Summary of Direct Charitable Activities**

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

	Expenses
1 NONE	
2	
3	
4	

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

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

	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
<b>Total. Add lines 1 through 3</b>	

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	1,580,732.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	NONE
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	NONE
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	1,580,732.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	NONE
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	1,580,732.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	<b>4</b>	23,711.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	1,557,021.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	77,851.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	77,851.
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	595.
<b>b</b>	Income tax for 2012 (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	595.
<b>3</b>	<b>Distributable amount before adjustments.</b> Subtract line 2c from line 1	<b>3</b>	77,256.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	NONE
<b>5</b>	Add lines 3 and 4	<b>5</b>	77,256.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	NONE
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	77,256.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	102,183.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	NONE
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	NONE
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	NONE
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	102,183.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	<b>5</b>	595.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	101,588.

**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 . . . . .				77,256.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only . . . . .			30,336.	
b Total for prior years 20 <u>10</u> , 20 <u>  </u> , 20 <u>  </u> . . . . .		NONE		
3 Excess distributions carryover, if any, to 2012				
a From 2007 . . . . .	NONE			
b From 2008 . . . . .	NONE			
c From 2009 . . . . .	NONE			
d From 2010 . . . . .	NONE			
e From 2011 . . . . .	NONE			
f Total of lines 3a through e . . . . .	NONE			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>102,183.</u>				
a Applied to 2011, but not more than line 2a . . . . .			30,336.	
b Applied to undistributed income of prior years (Election required - see instructions) . . . . .		NONE		
c Treated as distributions out of corpus (Election required - see instructions) . . . . .	NONE			
d Applied to 2012 distributable amount . . . . .				71,847.
e Remaining amount distributed out of corpus . . . . .	NONE			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a)) . . . . .	NONE			NONE
6 Enter the net total of each column as indicated below.				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5 . . . . .	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b . . . . .		NONE		
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 . . . . .		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions . . . . .		NONE		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions . . . . .				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013 . . . . .				5,409.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .	NONE			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . . . .	NONE			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a . . . . .	NONE			
10 Analysis of line 9				
a Excess from 2008 . . . . .	NONE			
b Excess from 2009 . . . . .	NONE			
c Excess from 2010 . . . . .	NONE			
d Excess from 2011 . . . . .	NONE			
e Excess from 2012 . . . . .	NONE			

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

NOT APPLICABLE

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

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

Table with columns for Tax year (2012, 2011, 2010, 2009) and (e) Total. Rows include 2a (Adjusted net income), 2b (85% of line 2a), 2c (Qualifying distributions), 2d (Amounts included in line 2c not used directly for active conduct), 2e (Qualifying distributions made directly for active conduct), 3 (Alternative tests: Assets, Endowment, Support).

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)

1 Information Regarding Foundation Managers.

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines

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

**Part XV** Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i>  SEE STATEMENT 18				100,200.
<b>Total</b> ..... ▶ <b>3a</b>				100,200.
b <i>Approved for future payment</i>				
<b>Total</b> ..... ▶ <b>3b</b>				





FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES  
 =====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
ABBOTT LABORATORIES COM	168.	168.
AETNA INC NEW COM	173.	173.
ANADARKO PETE CORP COM	61.	61.
APACHE CORP COM	97.	97.
APPLE INC COM	292.	292.
AUTOMATIC DATA PROCESSING INC COM	466.	466.
BANK OF AMERICA CORP COM	25.	25.
BLACKROCK INC COM	318.	318.
CME GROUP INC COM	541.	541.
CVS CAREMARK CORP COM	105.	105.
CATERPILLAR FINL SVCS MTNS FR 6.125% DTD	583.	583.
CISCO SYS INC COM	393.	393.
CITIGROUP INC COM NEW	12.	12.
COCA COLA ENTERPRISES INC SR NT 4.25% DT	213.	213.
COMCAST CORP CL A	233.	233.
DANAHER CORP COM	30.	30.
DISNEY WALT CO SR NT 4.50% DTD 12/22/200	797.	797.
DU PONT E I DE NEMOURS & CO NT 5.875% DT	59.	59.
DU PONT E I DE NEMOURS & CO SR NT 4.75%	544.	544.
EQT CORP COM	95.	95.
FEDERAL HOME LN BKS CONS BDS 5.00% DTD 0	1,000.	1,000.
FIDELITY NATL INFORMATION SVCS INC COM	178.	178.
FORD MTR CO DEL COM PAR \$0.01	127.	127.
FREEMPORT-MCMORAN COPPER & GOLD INC CL B	283.	283.
GENERAL ELEC CO COM	612.	612.
GENERAL ELEC CAP CORP MTN FR 4.75% DTD 0	544.	544.
HEINZ H J CO COM	814.	814.
HONEYWELL INTL INC SR NT 3.875% DTD 02/2	215.	215.
JPMORGAN CHASE & CO COM	390.	390.
JPMORGAN CHASE & CO SR NT 4.65% DTD 05/1	778.	778.
JOHNSON & JOHNSON COM	189.	189.
KINDER MORGAN INC DEL COM	179.	179.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES  
 =====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
LAZARD EMERGING MARKETS EQUITY PORT - IN	2,802.	2,802.
MAINSTAY EPOCH GLOBAL EQUITY YIELD FUND	5,795.	5,795.
MCDONALDS CORP COM	432.	432.
MERCK & CO INC NT 4.00% DTD 06/25/2009 D	750.	750.
MERCK & CO INC NEW COM	521.	521.
MICROSOFT CORP COM	432.	432.
MORGAN STANLEY GBLB NT 5.30% DTD 02/26/2	530.	530.
NIKE INC CL B	121.	121.
NORFOLK SOUTHN CORP COM	151.	151.
ORACLE CORP COM	265.	265.
PG&E CORP COM	402.	402.
PEPSICO INC COM	369.	369.
PEPSICO INC SR NT 3.10% DTD 01/14/2010 D	226.	226.
PRAXAIR INC COM	281.	281.
PROCTER & GAMBLE CO COM	174.	174.
QEP RES INC COM	29.	29.
REPUBLIC SVCS INC COM	394.	394.
RIDGEWORTH CLASSIC SEIX FLOATING RATE HI	4,760.	4,760.
INVESCO SHORT TERM LIQUID ASSET FUND	244.	244.
SPECTRA ENERGY CORP COM	318.	318.
STRYKER CORP COM	198.	198.
TJX COS INC NEW COM	124.	124.
TARGET CORP COM	417.	417.
US BANCORP DEL COM NEW	20.	20.
UNION PAC CORP COM	54.	54.
UNITED TECHNOLOGIES CORP COM	396.	396.
UNITEDHEALTH GROUP INC COM	240.	240.
VF CORP COM	194.	194.
VALSPAR CORP COM	19.	19.
VISA INC COM CL A	96.	96.
WALGREEN CO COM	335.	335.
WELLS FARGO & CO NEW COM	459.	459.
WESTERN UN CO COM	194.	194.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
WILLIAMS COS INC COM	610.	610.
ACCENTURE PLC CLASS A ORDINARY SHARES	74.	74.
COVIDIEN PLC SHS	275.	275.
TOTAL	33,215.	33,215.

GUSTAPHER FOUNDATION

58-1828387

FORM 990PF, PART I - OTHER INCOME  
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ATLANTIC TRUST REAL ESTATE	10,519.	232.
LONGACRE LTD HOLDBACK	32,971.	
FED REFUND	104.	
TOTALS	43,594.	232.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
TRUSTEE/EXECUTOR FEES-PRINCIPA	7,931.	5,948.	1,983.
TOTALS	7,931.	5,948.	1,983.

FORM 990PF, PART I - TAXES  
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL TAX PAYMENT - PRIOR YE	750.	
FOREIGN TAXES ON QUALIFIED FOR	452.	452.
TOTALS	1,202.	452.

GUSTAPHER FOUNDATION

58-1828387

FORM 990PF, PART I - OTHER EXPENSES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
FOREIGN CONVERSION	1.	1.
LONGACRE INTERNATIONAL	28,989.	
ATLANTIC TRUST REAL ESTATE FUN		2,968.
TOTALS	28,990.	2,969.
	=====	=====

GUSTAPHER FOUNDATION

58-1828387

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
LAZARD EMERGING MARKETS PORTFO	88,624.	95,188.	135,569.
ABBOTT LABORATORIES COM	8,022.		
ACCENTURE PLC CLASS A	6,612.		
AETNA INC NEW COM	6,796.	12,838.	16,672.
ANADARKO PETE CORP COM	7,388.	14,426.	16,720.
AUTOMATIC DATA PROCESSING INC	10,085.	10,085.	16,794.
BANK OF AMERICA CORP COM	7,182.	7,182.	7,338.
CISCO SYS INC COM	15,283.	15,283.	15,425.
CME GROUP INC COM	12,156.	5,883.	5,827.
COMCAST CORP CL A	10,878.	5,890.	12,777.
CVS CAREMARK CORP COM	4,988.	8,813.	10,879.
DANAHER CORP COM	7,251.	10,016.	14,534.
EQT CORP COM	3,721.	3,721.	6,370.
EXPRESS SCRIPTS INC COM	8,411.	14,010.	18,036.
FIDELITY NATL INFORMATION SVCS	7,037.	4,350.	68,792.
FISERV INC COM	8,717.	8,717.	13,040.
GENERAL ELEC CO COM	28,251.	28,251.	18,891.
HEINZ H J CO COM	10,457.	11,214.	17,016.
JPMORGAN CHASE & CO COM	11,079.	13,878.	16,488.
MERCK & CO INC NEW COM	8,667.	8,667.	12,691.
NIKE INC CL B	3,153.	3,153.	6,708.
NORFOLK SOUTH CORP COM	4,985.		
ORACLE CORP COM	11,661.	11,661.	20,992.
PEPSICO INC COM	13,652.	8,946.	9,649.
PG&E CORP COM	9,279.	9,279.	8,880.
PRAXAIR INC COM	7,879.	11,000.	16,418.
STRYKER CORP COM	8,530.	7,755.	10,416.
TARGET CORP COM	17,491.	14,210.	16,094.
UNITED TECHNOLOGIES CORP COM	9,695.	12,899.	15,992.

GUSTAPHER FOUNDATION

58-1828387

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
UNITEDHEALTH GROUP INC COM	6,806.	6,806.	16,272.
VF CORP COM	3,557.	6,922.	10,568.
WALGREEN CO COM	8,450.	10,278.	12,398.
WELLS FARGO & CO NEW COM	13,972.	13,972.	17,842.
WESTERN UN CO COM	5,302.		
WILLIAMS COS INC COM	11,130.	14,850.	20,954.
ALLIANCE DATA SYSTEMS CORP COM	5,390.	2,767.	7,093.
APACHE INC COM	12,795.	12,795.	11,540.
APPLE INC COM	18,289.	22,227.	32,995.
BLACKROCK INC COM	10,309.	6,375.	7,855.
BMC SOFTWARE INC COM	9,049.	9,049.	7,726.
EXXON MOBIL CORP COM	6,817.		
GOOGLE INC CL A	13,422.	14,548.	18,392.
QEP RES INC COM	9,056.	12,570.	13,985.
REPUBLIC SVCS INC COM	12,175.	12,175.	12,905.
SPECTRA ENERGY CORP COM	3,844.	7,151.	8,351.
TIME WARNER CABLE INC COM	2,852.		
TJX COS INC NEW COM	8,783.	3,237.	6,410.
VISA INC COM CL A	10,126.	4,030.	9,095.
CITIGROUP INC COM NEW	13,658.	13,658.	12,224.
CORRECTIONS CORP AMER NEW COM	2,921.		
COVIDIEN PLC SHS	10,750.	10,750.	13,280.
FORD MTR CO DEL COM PAR	9,173.	9,173.	8,223.
FREEPORT-MCMORAN COPPER & GOLD	5,715.	8,829.	8,721.
MAINSTAY EPOCH GLOBAL EQUITY	100,000.	175,000.	186,026.
MCDONALDS CORP COM	10,166.	12,757.	14,555.
MEDCO HEALTH SOLUTIONS INC	2,897.		
MICROSOFT CORP COM	12,979.	16,035.	16,961.
NETAPP INC COM	3,063.	6,535.	5,871.

GUSTAPHER FOUNDATION

58-1828387

FORM 990PF, PART II - CORPORATE STOCK  
=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
VALSPAR CORP COM	3,259.	9,362.	9,814.
CHECK POINT SOFTWARE TECH COM		10,219.	10,753.
EMC CORP MASS COM		10,563.	10,866.
JOHNSON & JOHNSON COM		11,904.	12,542.
KINDER MORGAN INC DEL COM		4,977.	5,657.
UNION PAC CORP COM		7,000.	6,707.
US BANCORP DEL COM NEW	10,215.	10,413.	11,043.
CROWN HLDGS INC COM			
PROCTOR & GAMBLE CO COM			
TOTALS	714,850.	834,242.	1,076,632.

GUSTAPHER FOUNDATION

58-1828387

FORM 990PF, PART II - CORPORATE BONDS  
=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
COCA COLA ENTERPRISES INC SR	5,473.	5,473.	5,372.
MORGAN STANLEY GLBL NT	10,663.	10,663.	10,055.
DU PONT E I DE NEMOURS & CO NT	1,116.	1,116.	1,055.
FEDERAL HOME LN BKS CONS BDS	20,169.	20,169.	20,600.
CATERPILLAR FINL SVCS MTNS	27,526.	27,526.	26,654.
DISNEY WALT CO SR NT	26,688.	26,688.	25,971.
DU PONT E I DE NEMOURS & CO SR	27,829.	27,829.	27,206.
GENERAL ELEC CAP CORP	27,178.	27,178.	26,690.
HONEYWLL INTL INC SR NT	15,924.	15,924.	15,571.
JPMORGAN CHASE & CO SR NT	26,717.	26,717.	26,340.
MERCK & CO INC NT	27,551.	27,551.	27,133.
PEPSICO INC SR NT	26,658.	26,658.	26,239.
RIDGEWORTH CLASSIC SEIX FLOAT	125,000.	125,000.	127,268.
TOTALS	37,421.	368,492.	366,154.

GUSTAPHER FOUNDATION

58-1828387

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
ATLANTIC TRUST REAL ESTATE FUN	C	178,015.	163,413.	123,020.
LONGCARE INTERNATIONAL, LTD	C	500,000.		
LONGACRE LTD 7% HOLDBACK	C		6,797.	12,090.
TOTALS		678,015.	170,210.	135,110.

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF  
=====

NAME: ATLANTIC TRUST COMPANY, A DIVISION  
OF INVESCO NATIONAL  
ADDRESS: 100 FEDERAL ST, 37TH FL.  
BOSTON, MA 02110  
  
TELEPHONE NUMBER: (617)357-9600

990PF, PART VII-B LINE 2b - SECTION 4942a2 EXPLANATION STATEMENT  
=====

N/A

=====

RECIPIENT NAME:  
COMPASSION INTERNATIONAL  
ADDRESS:  
ATTN: RACHEL BENNETT  
COLORADO SPRINGS, CO 80921-3668  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL CHARITABLE PURPOSES  
FOUNDATION STATUS OF RECIPIENT:  
N/A  
AMOUNT OF GRANT PAID ..... 10,800.

RECIPIENT NAME:  
SEND INTERNATIONAL  
ADDRESS:  
PO BOX 513  
FARMINGTON, MI 48332  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL CHARITABLE PURPOSES  
FOUNDATION STATUS OF RECIPIENT:  
N/A  
AMOUNT OF GRANT PAID ..... 7,200.

RECIPIENT NAME:  
MISSIONS TO THE AMERICAS  
ADDRESS:  
2530 WASHINGTON STREET  
DENVER, CO 80205-3142  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL CHARITABLE PURPOSES  
FOUNDATION STATUS OF RECIPIENT:  
N/A  
AMOUNT OF GRANT PAID ..... 9,750.

RECIPIENT NAME:  
CHRIST FOR THE CITY  
INTERNATIONAL  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL CHARITABLE PURPOSES  
FOUNDATION STATUS OF RECIPIENT:  
N/A  
AMOUNT OF GRANT PAID ..... 7,200.

RECIPIENT NAME:  
OMS INTERNATIONAL INC  
WORLD HQ  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL CHARITABLE PURPOSES  
FOUNDATION STATUS OF RECIPIENT:  
N/A  
AMOUNT OF GRANT PAID ..... 2,250.

RECIPIENT NAME:  
THE EVANGELICAL ALLIANCE  
MISSION  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL CHARITABLE PURPOSES  
FOUNDATION STATUS OF RECIPIENT:  
N/A  
AMOUNT OF GRANT PAID ..... 7,200.

RECIPIENT NAME:  
CAMPUS CRUSADE FOR CHRIST  
ADDRESS:  
PO BOX 628222  
ORLANDO, FL 32862-8222  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL CHARITABLE PURPOSES  
FOUNDATION STATUS OF RECIPIENT:  
N/A  
AMOUNT OF GRANT PAID ..... 27,000.

=====

RECIPIENT NAME:

LIEBENZELL USA

ADDRESS:

PO BOX 66  
SCHOOLEY'S MT, NJ 08780

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID ..... 7,200.

RECIPIENT NAME:

AVANT MINISTRIES

ADDRESS:

10000 N. OAK TRAFFICWAY  
KANSAS, MO 64155

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID ..... 7,200.

RECIPIENT NAME:

CHINA OUTREACH MINISTRIES

ADDRESS:

555 GETTYSBURG PIKE  
MECHANICSBURG, PA 17055-5205

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID ..... 9,000.

GUSTAPHER FOUNDATION

58-1828387

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:

MISSION DOOR

ADDRESS:

2530 WASHINGTON STREET

DENVER, CO 80205-3142

AMOUNT OF GRANT PAID ..... 5,400.

TOTAL GRANTS PAID:

100,200.

=====

**SCHEDULE D  
(Form 1041)**

Department of the Treasury  
Internal Revenue Service

**Capital Gains and Losses**

▶ Attach to Form 1041, Form 5227, or Form 990-T  
▶ Information about Schedule D (Form 1041) and its separate instructions is at  
[www.irs.gov/form1041](http://www.irs.gov/form1041)

OMB No 1545-0092

**2012**

Name of estate or trust

GUSTAPHER FOUNDATION

Employer identification number

58-1828387

Note: Form 5227 filers need to complete only Parts I and II

**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
<b>1a</b>					
<b>b</b> Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b					<b>1b</b> 1,685.
<b>2</b> Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824					<b>2</b>
<b>3</b> Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts					<b>3</b>
<b>4</b> Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet					<b>4</b> ( )
<b>5</b> Net short-term gain or (loss). Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back					<b>5</b> 1,685.

**Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year**

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
<b>6a</b> LONG-TERM CAPITAL GAIN DIVIDENDS					4,402.
<b>b</b> Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b					<b>6b</b> 29,383.
<b>7</b> Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824					<b>7</b>
<b>8</b> Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts					<b>8</b>
<b>9</b> Capital gain distributions					<b>9</b>
<b>10</b> Gain from Form 4797, Part I					<b>10</b>
<b>11</b> Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet					<b>11</b> ( )
<b>12</b> Net long-term gain or (loss) Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back					<b>12</b> 33,785.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041

Schedule D (Form 1041) 2012

<b>Part III Summary of Parts I and II</b>		(1) Beneficiaries' (see instr )	(2) Estate's or trust's	(3) Total
<b>Caution: Read the instructions before completing this part</b>				
<b>13</b>	Net short-term gain or (loss)	<b>13</b>		1,685.
<b>14</b>	Net long-term gain or (loss)			
a	Total for year	<b>14a</b>		33,785.
b	Unrecaptured section 1250 gain (see line 18 of the wrksh)	<b>14b</b>		
c	28% rate gain	<b>14c</b>		
<b>15</b>	Total net gain or (loss). Combine lines 13 and 14a	<b>15</b>		35,470.

**Note** If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary

**Part IV Capital Loss Limitation**

<b>16</b>	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of a The loss on line 15, column (3) or b \$3,000	<b>16</b>	( )
-----------	--	-----------	-----

**Note** If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover

**Part V Tax Computation Using Maximum Capital Gains Rates**

**Form 1041 filers** Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero

**Caution:** Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if

- Either line 14b, col (2) or line 14c, col (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero

**Form 990-T trusts** Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero

<b>17</b>	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	<b>17</b>		
<b>18</b>	Enter the smaller of line 14a or 15 in column (2) but not less than zero	<b>18</b>		
<b>19</b>	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	<b>19</b>		
<b>20</b>	Add lines 18 and 19	<b>20</b>		
<b>21</b>	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0-	<b>21</b>		
<b>22</b>	Subtract line 21 from line 20 If zero or less, enter -0-	<b>22</b>		
<b>23</b>	Subtract line 22 from line 17 If zero or less, enter -0-	<b>23</b>		
<b>24</b>	Enter the smaller of the amount on line 17 or \$2,400	<b>24</b>		
<b>25</b>	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes Skip lines 25 and 26, go to line 27 and check the "No" box <input type="checkbox"/> No Enter the amount from line 23	<b>25</b>		
<b>26</b>	Subtract line 25 from line 24	<b>26</b>		
<b>27</b>	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> No Enter the smaller of line 17 or line 22	<b>27</b>		
<b>28</b>	Enter the amount from line 26 (If line 26 is blank, enter -0-)	<b>28</b>		
<b>29</b>	Subtract line 28 from line 27	<b>29</b>		
<b>30</b>	Multiply line 29 by 15% ( 15)			<b>30</b>
<b>31</b>	Figure the tax on the amount on line 23 Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)			<b>31</b>
<b>32</b>	Add lines 30 and 31			<b>32</b>
<b>33</b>	Figure the tax on the amount on line 17 Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)			<b>33</b>
<b>34</b>	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)			<b>34</b>



Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

GUSTAPHER FOUNDATION

58-1828387

**Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year**

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr)	(c) Date sold (mo., day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 121. EXXON MOBIL CORP COM	12/18/2006	01/12/2012	10,212.00	6,817.00	3,395.00
.666 WPX ENERGY INC COM	02/27/2007	01/17/2012	11.00	10.00	1.00
130. COMCAST CORP CL A	11/29/2007	01/20/2012	3,374.00	2,627.00	747.00
50. WPX ENERGY INC COM	02/27/2007	01/25/2012	799.00	749.00	50.00
101. WPX ENERGY INC COM	02/28/2007	01/25/2012	1,600.00	1,298.00	302.00
120. COMCAST CORP CL A	11/29/2007	02/15/2012	3,450.00	2,361.00	1,089.00
10. CME GROUP INC COM	08/09/2010	02/29/2012	2,924.00	2,701.00	223.00
55. ACCENTURE PLC CLASS A SHARES	12/29/2010	03/12/2012	3,337.00	2,674.00	663.00
30. VISA INC COM CL A	04/19/2011	04/24/2012	3,547.00	2,271.00	1,276.00
.55 EXPRESS SCRIPTS HLDG C	08/10/2009	04/27/2012	32.00	19.00	13.00
85. TJX COS INC NEW COM	04/08/2011	05/08/2012	3,489.00	2,157.00	1,332.00
40. FIDELITY NATL INFORMAT COM	10/05/2010	05/17/2012	1,292.00	1,075.00	217.00
60. FIDELITY NATL INFORMAT COM	10/05/2010	05/17/2012	1,932.00	1,612.00	320.00
70. PEPSICO INC COM	05/12/2008	05/17/2012	4,819.00	4,706.00	113.00
60. PROCTER & GAMBLE CO CO	12/18/2006	05/17/2012	3,845.00	3,841.00	4.00
170. ABBOTT LABORATORIES C	12/18/2006	06/05/2012	10,192.00	8,022.00	2,170.00
55. ACCENTURE PLC CLASS A SHARES	12/18/2006	06/06/2012	3,200.00	2,007.00	1,193.00
55. ACCENTURE PLC CLASS A SHARES	12/18/2006	06/07/2012	3,249.00	1,931.00	1,318.00
23. BLACKROCK INC COM	05/06/2010	06/22/2012	3,947.00	3,920.00	27.00
15. BLACKROCK INC COM	05/03/2010	06/22/2012	2,574.00	2,788.00	-214.00 *
100. PROCTER & GAMBLE CO C	01/03/2007	07/13/2012	6,522.00	6,374.00	148.00
30. VISA INC COM CL A	01/20/2011	07/13/2012	3,704.00	2,106.00	1,598.00
40. TJX COS INC NEW COM	12/17/2010	07/31/2012	1,771.00	870.00	901.00
35. TJX COS INC NEW COM	04/08/2011	07/31/2012	1,550.00	888.00	662.00
40. TARGET CORP COM	11/09/2007	08/20/2012	2,540.00	2,269.00	271.00

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . .

