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Form 990-PF

Department of the Treasury
Internal Revenue ServiceReturn 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

000032519100

Name of foundation
WILLIAM & RUTH PENDLETON MEMORIAL FUND
U.S. BANK NATIONAL ASSOCIATION

A Employer identification number

74-2475483

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

Room/suite

B Telephone number

6022575435

PO BOX 3168

City or town, state, and ZIP code

PORTLAND, OR 97208

G Check all that apply

☐

Initial return

☐

Initial return of a former public charity

☐

Final return

☐

Amended return

☐

Address change

☐

Name change

H Check type of organization

☒

Section 501(c)(3) exempt private foundation

☐ Section 4947(a)(1) nonexempt charitable trust☐

Other taxable private foundation

Fair market value of all assets at end of year

J Accounting method

☒

Cash

☐

Accrual

(from Part II, col. (c), line 16)

☐ Other (specify)

\$ 3,598,183. (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))

(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 ☒ If the foundation is not required to attach Sch B3 Interest on savings and temporary
cash investments

4 Dividends and interest from securities

110,920.

110,920.

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

55,142.

b Gross sales price for all
assets on line 6a 276,329.

7 Capital gain net income (from Part IV, line 2)

55,142.

8 Net short-term capital gain

9 Income modifications

10a Gross sales less returns
and allowances

b Less Cost of goods sold

c Gross profit or (loss)

11 Other income

12 Total. Add lines 1 through 11

166,062.

166,062.

13 Compensation of officers, directors, trustees, etc.

45,077.

40,569.

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees

b Accounting fees

STMT 1

500.

250.

250.

c Other professional fees

17 Interest

18 Taxes

STMT 2

7,824.

0.

0.

19 Depreciation and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses

24 Total operating and administrative

expenses. Add lines 13 through 23

53,401.

40,819.

4,758.

25 Contributions, gifts, grants paid

FRESNO, CA

204,564.

204,564.

26 Total expenses and disbursements.

Add lines 24 and 25

257,965.

40,819.

209,322.

27 Subtract line 26 from line 12

a Excess of revenue over expenses and disbursements

<91,903.>

b Net investment income (if negative, enter -0-)

125,243.

c Adjusted net income (if negative, enter -0-)

N/A

223501
12-05-12

LHA For Paperwork Reduction Act Notice, see instructions

1

FOR STATE USE ONLY

Form 990-PF (2012)

18140711 134713 92679S

2012.04000 WILLIAM & RUTH PENDLETON ME 92679S1

SCANNED AUG 22 2013

Rec in Batching/
Corres OgdenOperating and Administrative Expenses
AUG 16 2013

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WILLIAM & RUTH PENDLETON MEMORIAL FUND
U.S. BANK NATIONAL ASSOCIATION

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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	105,407.	160,409.	160,409.
	2 Savings and temporary cash investments			
	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 - US and state government obligations			
	b Investments - corporate stock STMT 4	1,562,913.	1,608,795.	2,077,696.
	c Investments - corporate bonds STMT 5	1,504,767.	1,303,587.	1,351,314.
11 Investments - land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶ DEFERRED INCOME)	373.	8,766.	8,764.	
16 Total assets (to be completed by all filers)	3,173,460.	3,081,557.	3,598,183.	
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	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>			
	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	0.	0.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	3,173,460.	3,081,557.	
	30 Total net assets or fund balances	3,173,460.	3,081,557.	
	31 Total liabilities and net assets/fund balances	3,173,460.	3,081,557.	

STATEMENT 3

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	3,173,460.
2 Enter amount from Part I, line 27a	2	<91,903.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	3,081,557.
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	3,081,557.

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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 SEE ATTACHED	P	VARIOUS	12/31/12
b SEE ATTACHED	P	VARIOUS	12/31/12
c SEE ATTACHED	P	VARIOUS	12/31/12
d SEE ATTACHED	P	VARIOUS	12/31/12
e CAPITAL GAIN DISTRIBUTION	P	VARIOUS	12/31/12

(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 48,562.		47,883.	679.
b 227,767.		197,416.	30,351.
c			18,310.
d			5,576.
e			226.

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

(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			679.
b			30,351.
c			18,310.
d			5,576.
e			226.

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	55,142.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<div> <div>If gain, also enter in Part I, line 8, column (c)</div> <div>If (loss), enter -0- in Part I, line 8</div> </div>	3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	227,142.	3,557,384.	.063851
2010	221,397.	3,450,519.	.064163
2009	195,463.	3,160,289.	.061850
2008	267,296.	3,965,758.	.067401
2007	270,791.	4,700,252.	.057612

2 Total of line 1, column (d)	2	.314877
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.062975
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	3,472,047.
5 Multiply line 4 by line 3	5	218,652.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,252.
7 Add lines 5 and 6	7	219,904.
8 Enter qualifying distributions from Part XII, line 4	8	209,322.

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.

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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)	1	2,505.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	2	0.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)	3	2,505.
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
3	Add lines 1 and 2	5	2,505.
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	6a	4,320.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	4,320.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,815.
11	Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

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

N/A

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► US BANK C/O KERRY HALL Located at ► 101 NORTH 1ST AVENUE #1600, PHOENIX, AZ Telephone no ► 602-257-5443 ZIP+4 ► 85003			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

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

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

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

N/A

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

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

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

☐ Yes ☒ No

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

N/A

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

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
SEE STATEMENT 6		45,077.	0.	0.

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

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

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

0

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Part 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.

	Expenses
1 N/A	
	0.
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 NONE	
	0.
2	
All other program-related investments See instructions	
3 NONE	
	0.
	0.
Total. Add lines 1 through 3	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	3,507,514.
b	Average of monthly cash balances	1b	62,881.
c	Fair market value of all other assets	1c	8,764.
d	Total (add lines 1a, b, and c)	1d	3,579,159.
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	3,579,159.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) STMT 7	4	107,112.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,472,047.
6	Minimum investment return. Enter 5% of line 5	6	173,602.

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	173,602.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	2,505.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	2,505.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	171,097.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	171,097.
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	171,097.

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	209,322.
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	209,322.
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	209,322.

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.

WILLIAM & RUTH PENDLETON MEMORIAL FUND

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U.S. BANK NATIONAL ASSOCIATION

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				171,097.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007	44,553.			
b From 2008	72,254.			
c From 2009	38,757.			
d From 2010	50,237.			
e From 2011	57,881.			
f Total of lines 3a through e	263,682.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$	209,322.			
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				171,097.
e Remaining amount distributed out of corpus	38,225.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	301,907.			
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	44,553.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	257,354.			
10 Analysis of line 9-				
a Excess from 2008	72,254.			
b Excess from 2009	38,757.			
c Excess from 2010	50,237.			
d Excess from 2011	57,881.			
e Excess from 2012	38,225.			

Form 990-PF (2012)

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N/A

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

SEE STATEMENT 8

- 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

WILLIAM & RUTH PENDLETON MEMORIAL FUND

Form 990-PF (2012)

U.S. BANK NATIONAL ASSOCIATION

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Page 11

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ABOUT CARE PO BOX 3278 CHANDLER, AZ 85244	NONE	PUBLIC CHARITY	GENERAL	5,000.
ADULT DAY CARE SERVICES INC 844 SUNSET AVE PRESCOTT, AZ 86305	NONE	PUBLIC CHARITY	GENERAL	4,000.
ARCH 1550 W COLTER STREET PHOENIX, AZ 85015	NONE	PUBLIC CHARITY	GENERAL	2,500.
ASSISTANCE LEAGUE OF EAST VALLEY 1950 N ARIZONA AVE, STE 3 CHANDLER, AZ 85255	NONE	PUBLIC CHARITY	GENERAL	5,000.
ASSISTANCE LEAGUE OF PHOENIX 9224 N 5TH STREET PHOENIX, AZ 85020	NONE	PUBLIC CHARITY	GENERAL	5,200.
Total	SEE CONTINUATION SHEET(S)			204,564.
b Approved for future payment				
NONE				
Total				0.

▶ 3a

▶ 3b

Form 990-PF (2012)

Part XVII

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

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

[illegible]

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**Sign
Here**

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

Signature of officer or trustee Carolyn O'Malley

L. 7-22-13

► Trust Tax Officer

May the IRS discuss this return with the preparer shown below (see instr)?

☒ Yes ☐ No**Paid
Preparer
Use Only**

Print/Type preparer's name

AMY A. O'LOUGHLIN

Preparer's signature

Annex C

Date

7-16-13

Check ☐ self-employed

PTIN

P00869687

Firm's name ▶ CBI2 MHM, LLC

Firm's EIN ► 34-1884125

Firm's address ▶ 3101 N. CENTRAL AVE., STE. 300
PHOENIX, AZ 85012

Phone no 602-264-6835

Form **990-PF** (2012)

**WILLIAM & RUTH PENDLETON MEMORIAL FUND
U.S. BANK NATIONAL ASSOCIATION**

74-2475483

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
BACK TO SCHOOL 1221 E WASHINGTON ST PHOENIX, AZ 85034	NONE	PUBLIC CHARITY	GENERAL	5,000.
CHRISTIAN CARE NURSING CENTER 2002 W SUNNYSIDE DR PHOENIX, AZ 85029	NONE	PUBLIC CHARITY	GENERAL	7,167.
FAMILY PROMISE 7221 E BELLVIEW ST, STE 5 SCOTTSDALE, AZ 85257	NONE	PUBLIC CHARITY	GENERAL	5,000.
GABRIEL'S ANGELS 1550 E MARYLAND AVE STE 1 PHOENIX, AZ 85014	NONE	PUBLIC CHARITY	GENERAL	5,000.
GIRL SCOUTS OF SOUTHERN ARIZONA 4300 E BROADWAY BLVD TUCSON, AZ 85711	NONE	PUBLIC CHARITY	GENERAL	5,000.
HANDMAKER 2221 N ROSEMONT BLVD TUSCON, AZ 85712	NONE	PUBLIC CHARITY	GENERAL	20,000.
HOMEWARD BOUND 2302 W COLTER ST PHOENIX, AZ 85015	NONE	PUBLIC CHARITY	GENERAL	5,000.
INTERFAITH COMMUNITY SERVICES 2820 W INA ROAD TUSCON, AZ 85704	NONE	PUBLIC CHARITY	GENERAL	3,000.
JEWISH FAMILY & CHILDREN SERVICE 4747 N 7TH STREET, STE 100 PHOENIX, AZ 85013	NONE	PUBLIC CHARITY	GENERAL	4,000.
NORAZ POETS PO BOX 1407 SEDONA, AZ 85014	NONE	PUBLIC CHARITY	GENERAL	2,000.
Total from continuation sheets				182,864.

WILLIAM & RUTH PENDLETON MEMORIAL FUND
U.S. BANK NATIONAL ASSOCIATION

74-2475483

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
NORTHLAND HOSPICE & PALLIATIVE CARE 452 N SWITZER CANYON DR STE A FLAGSTAFF, AZ 86001	NONE	PUBLIC CHARITY	GENERAL	5,000.
OUR FAMILY SERVICES 2590 N ALVERNON WAY TUCSON, AZ 85712	NONE	PUBLIC CHARITY	GENERAL	4,000.
PARTNERS FOR PAIUTE NEIGHBORHOOD CTR PO BOX 2052 SCOTTSDALE, AZ 85252	NONE	PUBLIC CHARITY	GENERAL	4,125.
PATAGONIA CREATIVE ARTS ASSOCIATION PO BOX 1248 PATAGONIA, AZ 85627	NONE	PUBLIC CHARITY	GENERAL	3,000.
PARKER COMMUNITY SENIOR CENTER 1115 12TH STREET PARKER, AZ 85344	NONE	PUBLIC CHARITY	GENERAL	5,000.
PHOENIX SYMPHONY GUILD 5328 W LONE CACTUS DR GLENDALE, AZ 85308	NONE	PUBLIC CHARITY	GENERAL	31,572.
PHOENIX THEATRE 100 E MCDOWELL RD PHOENIX, AZ 85004	NONE	PUBLIC CHARITY	GENERAL	5,000.
RAINBOW ACRES PO BOX 1326 CAMP VERDE, AZ 86322	NONE	PUBLIC CHARITY	GENERAL	4,500.
ROSIES HOUSE PO BOX 13446 PHOENIX, AZ 85002	NONE	PUBLIC CHARITY	GENERAL	5,000.
SAVE THE FAMILY FOUNDATION 450 W 4TH PLACE MESA, AZ 85201	NONE	PUBLIC CHARITY	GENERAL	2,500.
Total from continuation sheets				

WILLIAM & RUTH PENDLETON MEMORIAL FUND
U.S. BANK NATIONAL ASSOCIATION

74-2475483

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SCOTTSDALE CULTURAL CNCL 7380 E SECOND STREET SCOTTSDALE, AZ 85251	NONE	GOVERNMENT	GENERAL	5,000.
TIME OUT INC PO BOX 306 PAYSON, AZ 85547	NONE	PUBLIC CHARITY	GENERAL	5,000.
TREMBLE CLEFS 1206 E HARBOR VIEW DR. TEMPE, AZ 85283	NONE	PUBLIC CHARITY	GENERAL	5,000.
TUCSON SYMPHONY ORCHESTRA 2175 NORTH SIXTH AVENUE TUCSON, AZ 85705	NONE	PUBLIC CHARITY	GENERAL	3,000.
TU NIDITO 3922 N MOUNTAIN AVE TUSCON, AZ 85719	NONE	PUBLIC CHARITY	GENERAL	2,500.
VERDE VALLEY CAREGIVERS 299 VAN DEREN STE 2 SEDONA, AZ 86336	NONE	PUBLIC CHARITY	GENERAL	4,000.
VERDE VALLEY SANCTUARY PO BOX 595 SEDONA, AZ 85336	NONE	PUBLIC CHARITY	GENERAL	2,500.
WASTE NOT 1700 N GRANITE REEF ROAD SCOTTSDALE, AZ 85257	NONE	PUBLIC CHARITY	GENERAL	5,000.
YAVAPAI REGIONAL MED CENTER FNDTN 1003 WILLOW CREEK RD PRESCOTT, AZ 86301	NONE	PUBLIC CHARITY	GENERAL	20,000.
Total from continuation sheets				

FORM 990-PF	ACCOUNTING FEES	STATEMENT	1
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION FEES	500.	250.		250.
TO FORM 990-PF, PG 1, LN 16B	500.	250.		250.

FORM 990-PF	TAXES	STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAXES	7,824.	0.		0.
TO FORM 990-PF, PG 1, LN 18	7,824.	0.		0.

FORM 990-PF	OTHER FUNDS	STATEMENT	3
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DESCRIPTION	(A) BEGINNING OF YEAR	(B) END OF YEAR
RE OR ACCUMULATED INCOME	3,173,460.	3,081,557.
TOTAL TO FORM 990-PF, PART II, LINE 29	3,173,460.	3,081,557.

FORM 990-PF	CORPORATE STOCK	STATEMENT	4
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ABERDEEN FDS EMRGN MKT INSTL - 1170.96 SHS	15,000.	18,571.
ACE LTD - 154 SHS	10,979.	12,289.
ALLERGAN INC. - 141 SHS	11,784.	12,934.
AMER EUROPACIFIC - 8553SH	233,106.	351,944.
AMERICAN TOWER CORP - 315 SHS	10,095.	24,340.
ANADARKO PETROLEUM CORP - 115 SHS	9,109.	8,546.
APACHE CORP - 86 SHS	8,752.	6,751.
APPLE INC - 50 SHS	5,346.	26,609.

BOEING CO. - 185 SHS	12,040.	13,942.
BRISTOL MYERS SQUIBB CO - 396 SHS	12,343.	12,906.
CAPITAL ONE FINANCIAL CORP - 323 SHS	14,577.	18,711.
CATERPILLAR INC - 158 SHS	14,588.	14,158.
CHECK POINT SOFTWARE TECH LTD - 155 SHS	8,939.	7,384.
COCA COLA COMPANY - 320 SHS	10,819.	11,600.
DIRECTV CL A - 282 SHS	12,799.	14,145.
DISCOVERY COMMUNICATIONS INC CL A - 199 SHS	8,469.	12,633.
DOLLAR TREE INC. - 278 SHS	11,101.	11,276.
DOVER CORP - 128 SHS	9,085.	11,039.
DOW CHEM CO - 418 SHS	11,507.	13,514.
DR PEPPER SNAPPLE GROUP - 246 SHS	9,051.	10,868.
EATON VANCE STRCT EM MRKT - 3847.591 SHS	51,942.	57,560.
EXXON MOBIL CORP - 162 SHS	2,479.	14,021.
FIFTH THIRD BANCORP - 718 SHS	8,673.	10,914.
FOOT LOCKER INC - 407 SHS	8,665.	13,073.
FREEMPORT MCMORAN COPPER GOLD - 288 SHS	11,399.	9,850.
GOLDMAN SACHS GROUP INC. - 200 SHS	21,780.	25,512.
HUMANA INC - 143 SHS	12,430.	9,814.
INGERSOLL RAND PLC - 381 SHS	11,681.	18,273.
INTEL CORP - 876 SHS	13,532.	18,063.
INTERNATIONAL BUSINESS MACHINES CORP - 59 SHS	10,818.	11,301.
JARDEN CORP - 310 SHS	9,653.	16,027.
JP MORGAN CHASE - 800 SHS	22,982.	35,175.
MACY'S INC - 395 SHS	12,186.	15,413.
MASTERCARD INC - 43 SHS	15,655.	21,125.
MCKESSON CORPORATION - 110 SHS	8,840.	10,666.
NATIONAL OILWELL VARCO INC - 177 SHS	12,218.	12,098.
NOBLE ENERGY INC - 129 SHS	11,580.	13,124.
NORDSTROM INC - 240 SHS	11,922.	12,840.
NUVEEN MID CAP INDEX FUND - 13537.712 SHS	125,501.	171,790.
NUVEEN REAL ESTATE SECURITIES - 6458.794 SHS	120,618.	137,314.
NUVEEN SANTA BARBARA DIV - 1091 SHS	30,000.	29,433.
NUVEEN SMALL CAP SELECT FD - 7169.939 SHS	51,416.	85,997.
OCCIDENTAL PETROLEUM CORPORATION - 151 SHS	14,859.	11,568.
ORACLE CORP - 672 SHS	12,182.	22,391.
PERRIGO CO - 105 SHS	9,445.	10,923.
PFIZER INC - 1354 SHS	19,062.	33,957.
POLARIS INDS INC - 217 SHS	13,704.	18,261.
PRUDENTIAL FINANCIAL INC - 251 SHS	13,089.	13,386.
QUALCOMM INC - 342 SHS	13,389.	21,156.
SCHLUMBERGER LTD. - 359 SHS	9,077.	24,878.
SLM CORP - 655 SHS	9,012.	11,220.
SPDR DJ WILSHIRE INTERNATIONAL - 3380 SHS	115,224.	139,763.
STARBUCKS CORP - 383 SHS	16,684.	20,540.
TERADATA CORP DEL - 156 SHS	8,718.	9,655.
UNITED HEALTH GROUP INCORPORATED - 218 SHS	10,004.	11,824.
UNITED TECH CORP - 199 SHS	8,891.	16,320.
VANGUARD EQUITY INCOME- 775 SHS	40,000.	39,256.
VANGUARD INTL GROWTH PORTFOLIO - 11317.352 SHS	193,414.	217,898.
VANGAURD TOTL STK MKT INDEX - 567 SHS	20,000.	19,501.
VERIZON COMMUNICATIONS - 362 SHS	13,474.	15,664.
WELLS FARGO CO - 501 SHS	12,846.	17,124.
WHITING PETROLEUM CORP -183 SHS	8,649.	7,937.

WILLIAM & RUTH PENDLETON MEMORIAL FUND U		74-2475483
WILLIAMS SONOMA INC - 235 SHS	8,735.	10,286.
WYNDHAM WORLDWIDE CORP - 388 SHS	12,878.	20,645.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,608,795.	2,077,696.

FORM 990-PF	CORPORATE BONDS	STATEMENT	5
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CREDIT SUISSE COMM RET ST CO	67,699.	55,756.
GOLDMAN SACHS GROUP	102,456.	113,786.
HONEYWELL INTL	202,816.	201,254.
INV BALANCE RISK COMM STR Y	85,614.	83,746.
ISHARES BARCLAYS TIPS BOND	111,278.	114,854.
JP MORGAN CHASE	202,908.	219,830.
MORGAN STANLEY	97,749.	108,718.
NUVEEN HIGH INCOME BOND FD	120,335.	124,952.
NUVEEN PREFERRED SECURITIES FUND	8,956.	9,950.
PITNEY BOWES INC	203,336.	211,834.
WACHOVIA CORP	100,440.	106,634.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,303,587.	1,351,314.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 6

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
WILLIAM A. MILLER PO BOX 3168 PORTLAND, OR 97208	COMMITTEE MEMBER 0.25	0.	0.	0.
DONNA BURT PO BOX 3168 PORTLAND, OR 97208	COMMITTEE MEMBER 0.25	0.	0.	0.
JANET WILSON PO BOX 3168 PORTLAND, OR 97208	COMMITTEE MEMBER 0.25	0.	0.	0.
DON PRIOR PO BOX 3168 PORTLAND, OR 97208	COMMITTEE MEMBER 0.25	0.	0.	0.
US BANK NATIONAL ASSOCIATION PO BOX 3168 PORTLAND, OR 97208	MANAGER 20.00	45,077.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		45,077.	0.	0.

FORM 990-PF

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

STATEMENT 8

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

KERRY HALL/US BANK
101 N. FIRST AVE. STE. 1600
PHOENIX, AZ 85003

TELEPHONE NUMBER

602-257-5435

FORM AND CONTENT OF APPLICATIONS

APPLICATION FOR SUBMISSION SHOULD BE ACQUIRED FROM TRUSTEE

ANY SUBMISSION DEADLINES

SEPTEMBER 30 OF EACH YEAR

RESTRICTIONS AND LIMITATIONS ON AWARDS

IT IS THE TRUSTOR'S STRONG DESIRE THAT INCOME FROM THE FUND BE USED TO
BENEFIT QUALIFIED ORGANIZATIONS FORMED AND OPERATED WITHIN THE STATE OF
ARIZONA WHICH PROVIDE SERVICES AND BENEFITS TO CHILDREN AND THE ELDERLY.

ACCT 586A 000032519100
FROM 01/01/2012
TO 12/31/2012

U S BANK
STATEMENT OF CAPITAL GAINS AND LOSSES
WILLIAM L AND RUTH T PENDLETON MEMORIAL TRUST

PAGE 42
RUN 03/18/2013
05 20:38 PM

TRUST YEAR ENDING 12/31/2012

TAX PREPARER: 390
TRUST ADMINISTRATOR: 598
INVESTMENT OFFICER: 889

LEGEND: F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
690.6080 AMERICAN CENTY INTL BOND FD INSTL - 025082306 - MINOR = 99							
SOLD		07/17/2012	10013.82				
ACQ	690.6080	11/09/2011	10013.82	10013.82	0 00	ST	Y
6309.8730 AMERICAN CENTY INTL BOND FD INSTL - 025082306 - MINOR = 99							
SOLD		09/19/2012	93133 73				
ACQ	3698.2250	03/27/2009	54585.80	50000.00	4585 80	LT15	Y
	2611.6480	11/09/2011	38547 93	37868.89	679.04	ST	Y
14.0000 APPLE INC - 037833100 - MINOR = 42							
SOLD		07/17/2012	8463 51				
ACQ	14.0000	03/27/2009	8463.51	1496.80	6966.71	LT15	Y
25.0000 APPLE INC - 037833100 - MINOR = 42							
SOLD		11/30/2012	14657 92				
ACQ	25.0000	03/27/2009	14657.92	2672.85	11985.07	LT15	Y
409.7240 AMERICAN EUROPACIFIC GRTH F2 - 29875E100 - MINOR = 98							
SOLD		07/17/2012	15024 58				
ACQ	409.7240	03/27/2009	15024 58	10710.19	4314 39	LT15	Y
245.0380 AMERICAN EUROPACIFIC GRTH F2 - 29875E100 - MINOR = 98							
SOLD		11/30/2012	10004 90				
ACQ	245.0380	11/09/2011	10004 90	8921.83	1083 07	LT15	Y
100000.0000 METLIFE INC							
SOLD		12/15/2012	100000.00				
ACQ	100000 0000	04/04/2008	100000.00	103297.00	-3297 00	LT15	Y
379 9390 NUVEEN MID CAP INDEX FUND CL I - 670690502 - MINOR = 98							
SOLD		07/17/2012	5030 39				
ACQ	379.9390	07/26/2005	5030 39	5239.36	-208.97	LT15	Y
709.2200 NUVEEN MID CAP INDEX FUND CL I - 670690502 - MINOR = 98							
SOLD		11/30/2012	10007.09				
ACQ	709 2200	07/26/2005	10007.09	9780.14	226.95	LT15	Y
669 7920 NUVEEN SMALL CAP SELECT FD CL I - 670690874 - MINOR = 98							
SOLD		11/30/2012	9993 30				
ACQ	669.7920	03/27/2009	9993.30	5298 05	4695.25	LT15	Y
TOTALS			276329.24	245298.93			

SUMMARY OF CAPITAL GAINS/LOSSES

FEDERAL	SHORT TERM	LONG TERM 28%	LONG TERM 15%	ST WASH SALE	LT WASH SALE	1250 GAIN
NONCOVERED FROM ABOVE	679.04	0.00	30351 27	0.00	0.00	0.00*
COVERED FROM ABOVE	0 00	0.00	0.00	0 00	0.00	
COMMON TRUST FUND	0.00	0.00	0 00			0.00
CAPITAL GAIN DIVIDENDS	5575 58	0.00	18310 06			226.96
	6254 62	0 00	48661 33	0 00	0 00	226.96
STATE						
NONCOVERED FROM ABOVE	679.04	0.00	30351.27	0 00	0.00	0.00*
COVERED FROM ABOVE	0 00	0.00	0.00	0.00	0 00	
COMMON TRUST FUND	0 00	0.00	0 00			0.00
CAPITAL GAIN DIVIDENDS	5575 58	0.00	18310 06			226.96
	6254 62	0.00	48661.33	0.00	0 00	226 96

* - 1250 GAIN DETAILED ON TRANS PAGES, NOT ABOVE

CAPITAL LOSS CARRYOVER

FEDERAL	0 00	0 00
ARIZONA	N/A	N/A

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► **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.

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. WILLIAM & RUTH PENDLETON MEMORIAL FUND U.S. BANK NATIONAL ASSOCIATION	Employer identification number (EIN) or 74-2475483
	Number, street, and room or suite no. If a P.O. box, see instructions. PO BOX 3168	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. PORTLAND, OR 97208	

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 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

US BANK C/O KERRY HALL

- The books are in the care of ► **101 NORTH 1ST AVENUE #1600 - PHOENIX, AZ 85003**
Telephone No ► **602-257-5443** FAX No. ►

- 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, 2013**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☒ calendar year **2012** or
► ☐ tax year beginning , and ending

- 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	\$	2,348.
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	\$	4,320.
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.

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

Form **8868** (Rev. 1-2013)