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Form

990-PF

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation NAKASONE FAMILY FOUNDATION		A Employer identification number 75-3014409	
Number and street (or P O box number if mail is not delivered to street address) 310 PENNY PARADE DRIVE		B Telephone number (see instructions) (801) 532-5085	
City or town, state, and ZIP code SALT LAKE CITY, UT 84103		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 1,741,691	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	280	280		
	4 Dividends and interest from securities.	42,800	42,800		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	97,399			
	b Gross sales price for all assets on line 6a _____ 832,193				
	7 Capital gain net income (from Part IV , line 2)		97,399		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	-11,274	-11,730		
	12 Total. Add lines 1 through 11	129,205	128,749		
	13 Compensation of officers, directors, trustees, etc	8,500			8,500
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	4,453			4,453
	c Other professional fees (attach schedule)				
	17 Interest	18,037	18,037		
	18 Taxes (attach schedule) (see instructions)	1,801	701		
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings	2,419			2,419
	22 Printing and publications				
	23 Other expenses (attach schedule)	4,206	4,206		
	24 Total operating and administrative expenses. Add lines 13 through 23	39,416	22,944		15,372
	25 Contributions, gifts, grants paid	74,021			74,021
	26 Total expenses and disbursements. Add lines 24 and 25	113,437	22,944		89,393
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	15,768			
	b Net investment income (if negative, enter -0-)		105,805		
	c Adjusted net income (if negative, enter -0-)				

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	23,773	16,628	16,628
	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 (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	1,058,971	1,020,437	1,066,028
	c	Investments—corporate bonds (attach schedule).			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	365,673	425,984	657,899
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	15	Other assets (describe ▶ _____)		1,136	1,136
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	1,448,417	1,464,185	1,741,691

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	Total liabilities (add lines 17 through 22)		0	

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 ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	1,448,417	1,464,185	
	30	Total net assets or fund balances (see page 17 of the instructions)	1,448,417	1,464,185	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,448,417	1,464,185	

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	1,448,417
2	Enter amount from Part I, line 27a	2	15,768
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	1,464,185
5	Decreases not included in line 2 (itemize) ▶ _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,464,185

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)
1 a	PUBLICLY TRADED SECURITIES	P		
b	RAIL SPLITTER FUND II	P		
c	PUBLICLY TRADED SECURITIES	P		
d	RAIL SPLITTER FUND II	P		
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 241,167		233,317	7,850
b		22,086	-22,086
c 493,862		479,391	14,471
d 97,164			97,164
e			

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			7,850
b			-22,086
c			14,471
d			97,164
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	97,399
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 page 18 of 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	104,351	1,751,176	0 059589
2010	118,120	1,720,937	0 068637
2009	133,372	1,654,485	0 080612
2008	33,099	1,742,509	0 018995
2007	51,750	1,944,456	0 026614

2 Total of line 1, column (d).	2	0 254447
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 050889
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	1,743,780
5 Multiply line 4 by line 3.	5	88,739
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	1,058
7 Add lines 5 and 6.	7	89,797
8 Enter qualifying distributions from Part XII, line 4. If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	89,393

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the 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 type="checkbox"/> and enter 1% of Part I, line 27b		1	2,116
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	2,116
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	2,116
6		Credits/Payments			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	600		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	500		
d	Backup withholding erroneously withheld	6d			
7		Total credits and payments Add lines 6a through 6d.		7	1,100
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	1,016
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	
11		Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>		11	

Part VII-AStatements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year?.	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		No
	If "Yes," attach a detailed description of the activities.			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?.	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		No
	If "Yes," attach the statement required by General Instruction T.			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either			
	• By language in the governing instrument, or			
	• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
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	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> UT _____			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶N/A				
14	The books are in care of ▶ANNA N TOPHAM	Telephone no ▶(801) 532-5085		
Located at ▶310 PENNY PARADE DRIVE SALT LAKE CITY UT		ZIP +4 ▶84103		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ <input type="checkbox"/>			
and enter the amount of tax-exempt interest received or accrued during the year ▶		15		
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
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 page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>	1b		No
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?.	1c		
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	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 ▶ 20____, 20____, 20____, 20____			
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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a

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

(1)

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

Yes

No

(2)

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

Yes

No

(3)

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

Yes

No

(4)

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

Yes

No

(5)

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

Yes

No

b

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

5b

Organizations relying on a current notice regarding disaster assistance check here.

c

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

Yes

No

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

6a

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

Yes

No

b

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

6b

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?

7b

Part VIII

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

1

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				

2

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

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

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

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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 (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		

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 EDUCATION SUPPORT TEN ORGANIZATIONS RECEIVED BENEFITS	48,750
2 HEALTHCARE - RESEARCH AND SUPPORT TWO ORGANIZATIONS RECEIVED BENEFITS	17,421
3 HUMANITARIAN RELIEF AND SOCIAL SERVICES SUPPORT FOUR ORGANIZATION RECEIVED BENEFITS	6,600
4 COMMUNITY SUPPORT TWO ORGANIZATIONS RECEIVED BENEFITS	1,250

Part IX-B Summary of Program-Related Investments (see instructions)	
Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See page 24 of the instructions	
3	
Total. Add lines 1 through 3.	

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	1,752,009
b	Average of monthly cash balances.	1b	18,326
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	1,770,335
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	1,770,335
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	26,555
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,743,780
6	Minimum investment return. Enter 5% of line 5.	6	87,189

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	87,189
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	2,116
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	2,116
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	85,073
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	85,073
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	85,073

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	89,393
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	89,393
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	89,393
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				85,073
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				17,446
d From 2010.				33,335
e From 2011.				17,956
f Total of lines 3a through e.	68,737			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 89,393				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2012 distributable amount.				85,073
e Remaining amount distributed out of corpus	4,320			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	73,057			
b Prior years' undistributed income Subtract line 4b from line 2b.				
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.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
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.				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . .				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.	73,057			
10 Analysis of line 9				
a Excess from 2008. . . .				
b Excess from 2009. . . .				17,446
c Excess from 2010. . . .				33,335
d Excess from 2011. . . .				17,956
e Excess from 2012. . . .				4,320

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

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 organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2012	(b) 2011	(c) 2010	(d) 2009	
b	85% of line 2a					
c	Qualifying distributions from Part XII, line 4 for each year listed.					
d	Amounts included in line 2c not used directly for active conduct of exempt activities.					
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c.					
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test—enter					
	(1) Value of all assets					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b	"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c	"Support" alternative test—enter					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					

Part XVSupplementary Information (Complete this part only if the organization 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))

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

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 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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	74,021
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments. . . .					
3	Interest on savings and temporary cash investments			14	280	
4	Dividends and interest from securities. . . .			14	42,800	
5	Net rental income or (loss) from real estate					
a	Debt-financed property.					
b	Not debt-financed property.					
6	Net rental income or (loss) from personal property					
7	Other investment income.					
8	Gain or (loss) from sales of assets other than inventory			18	97,399	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory. .					
11	Other revenue a TAX REFUND					456
b	RAILSPLITTER FUND II					-4
c	RAILSPLITTER FUND II					-11,726
d	_____					
e	_____					
12	Subtotal Add columns (b), (d), and (e). .				140,479	-11,274
13	Total. Add line 12, columns (b), (d), and (e).				13	129,205

[illegible]

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?		Yes	No
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash.	1a(1)		No
	(2) Other assets.	1a(2)		No
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
	(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
	(3) Rental of facilities, equipment, or other assets.	1b(3)		No
	(4) Reimbursement arrangements.	1b(4)		No
	(5) Loans or loan guarantees.	1b(5)		No
	(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No
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

**Sign
Here**

**Paid
Preparer
Use Only**

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

* * * * *

2013-11-14

* * * * *

Signature of officer or trustee








Date

Title

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input checked="checked" type="checkbox"/>	PTIN
	RICHARD N GREENE	RICHARD N GREENE	2013-11-14		
	Firm's name <input type="checkbox"/>	SAVAS GREENE & COMPANY LLC 6405 SOUTH 3000 EAST 201			Firm's EIN <input type="checkbox"/>
	Firm's address <input type="checkbox"/>	SALT LAKE CITY, UT 841216990			Phone no (801) 453-2080


Form 990PF Part VIII Line 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
ROBERT C NAKASONE  999 ROMERO CANYON RD SANTA BARBARA,CA 93108	PRES/DIRECTOR 0 00	0	0	0
MARY LYNN NAKASONE  999 ROMERO CANYON RD SANTA BARBARA,CA 93108				
ANNA N TOPHAM  310 PENNY PARADE DR SALT LAKE CITY,UT 84103	TREASURER/DI 3 00	8,500	0	0
ROBERT T NAKASONE  2385 MONTEREY ROAD SAN MARINO,CA 91108				
SARAH N NAKASONE  13205 DUMBARTON STREET CARMEL,IN 46032	DIRECTOR 0 00	0	0	0
THOMAS A NAKASONE  321 PLEASANT AVENUE RIDGEWOOD,NJ 07450				
REED W TOPHAM  310 PENNY PARADE DRIVE SALT LAKE CITY,UT 84103	SECRETARY 1 00	0	0	0

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CLAREMONT MCKENNA COLLEGE 400 NORTH CLAREMONT BLVD CLAREMONT,CA 91711			SUPPORT	40,250
SANTA BARBARA FOUNDATION 1111 CHAPALA STREET SANTA BARBARA,CA 93101			SUPPORT	1,000
DIRECT RELIEF INTL 27 S LA PATERA LANE SANTA BARARA,CA 93117			SUPPORT	5,000
V FOUNDATION 106 TOWERVIEW COURT CARY,NC 27513			SUPPORT	15,846
COUNCIL ON ALCOHOLISM DRUG ABUSE 232 EAST CANON PERDIDO ST PO BOX 28 SANTA BARBARA,CA 93102			SUPPORT	1,575
ALIVE HEROS CHALLENGE 297 HIGHWOOD AVENUE RIDGEWOOD,NJ 07450			SUPPORT	100
FORGET ME NOT FOUNDATION PO BOX 106 NASHWAUK,MN 55769			SUPPORT	1,000
BOWDOIN COLLEGE 4100 COLLEGE STATION BRUNSWICK,ME 04011			SUPPORT	1,000
DENNISON ANNUAL FUND PO BOX 716 GRANVILLE,OH 43023			SUPPORT	500
AMOSTUCK SCHOOL DARTMOUT 100 TUCK HALL HANOVER,NH 03755			SUPPORT	1,000
MAYFIELD JUNIOR SCHOOL 405 SOUTH EUCLID AVENUE PASADENA,CA 91101			SUPPORT	1,000
MAYFIELD SENIOR SCHOOL 500 BELLAFONTAINE STREET PASADENA,CA 91105			SUPPORT	250
CORNELL LAW SCHOOL ANNUAL 260 MYRON TAYLOR HALL 524 COLLEGE AVE ITHACA,NY 14853			SUPPORT	500
ROWLAND HALL ST MARKS 720 GUARDSMAN WAY SALT LAKE CITY,UT 84108			SUPPORT	2,500
UTAH PARENT CENTER 2290 EAST 4500 SOUTH SUIT SALT LAKE CITY,UT 84117			SUPPORT	500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
THE ORCHARD SCHOOL 615 WEST 64TH STREET INDIANAPOLIS,IN 46260			SUPPORT	1,500
ST JAMES PARISH DAY 1325 MONTEREY ROAD SOUTH PASADENA,CA 91030			SUPPORT	250
SENIOR CHARITY CARE FOUNDATION PO BOX 744 KAYSVILLE,UT 84037			SUPPORT	250
Total  3a				74,021

TY 2012 Accounting Fees Schedule

Name: NAKASONE FAMILY FOUNDATION

EIN: 75-3014409

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	4,453			4,453

TY 2012 Compensation Explanation

Name: NAKASONE FAMILY FOUNDATION

EIN: 75-3014409

Person Name	Explanation
ROBERT C NAKASONE	
MARY LYNN NAKASONE	
ANNA N TOPHAM	
ROBERT T NAKASONE	
SARAH N NAKASONE	
THOMAS A NAKASONE	
REED W TOPHAM	

**TY 2012 Investments Corporate
Stock Schedule****Name:** NAKASONE FAMILY FOUNDATION**EIN:** 75-3014409

Name of Stock	End of Year Book Value	End of Year Fair Market Value
GOLDMAN SACHS SEE STATEMENT	175,000	164,399
GOLDMAN SACHS INVESCO SEE STATEMENT	79,824	84,663
GOLDMAN SACHS SOUNDSHORE EQ		
GOLDMAN SACHS THORNBURG		
GOLDMAN SACHS ADV EQ SEE STMT	261,796	267,304
GOLDMAN SACHS FIXED INC. SEE STMT	503,817	549,662
GOLDMAN SACHS ALTER. INV.		

TY 2012 Investments - Other Schedule

Name: NAKASONE FAMILY FOUNDATION

EIN: 75-3014409

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
RAIL SPLITTER FUND II LLC	AT COST	425,984	657,899

TY 2012 Other Assets Schedule

Name: NAKASONE FAMILY FOUNDATION

EIN: 75-3014409

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
DIVIDENDS RECEIVABLE		1,136	1,136

TY 2012 Other Expenses Schedule**Name:** NAKASONE FAMILY FOUNDATION**EIN:** 75-3014409

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
INVESTMENT ADVISOR FEES	3,929	3,929		
INVESTMENT FEES	277	277		

TY 2012 Other Income Schedule

Name: NAKASONE FAMILY FOUNDATION

EIN: 75-3014409

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
TAX REFUND	456		
RAILSPLITTER FUND II	-4	-4	
RAILSPLITTER FUND II	-11,726	-11,726	

TY 2012 Taxes Schedule

Name: NAKASONE FAMILY FOUNDATION

EIN: 75-3014409

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL TAX	1,100			
FORIEGN TAX	701	701		



NAKASONE FAMILY FOUNDATION

Holdings

Period Ended December 31, 2012

CASH, DEPOSITS & MONEY MARKET FUNDS

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity / Current Yield	Estimated Annual Income
CASH								
U S DOLLAR	321.79	1.0000	321.79		321.79			
DEPOSITS & MONEY MARKET FUNDS								
DEPOSITS								
GOLDMAN SACHS BANK DEPOSIT (BDA) ¹⁴	76,883.25	1.0000	76,883.25	1.0000	76,883.25	0.00	0.1328	102.07
TOTAL CASH, DEPOSITS & MONEY MARKET FUNDS			77,205.04		77,205.04			102.07

FIXED INCOME

	Quantity / Current Face	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity in Percentage	Estimated Annual Income
OTHER FIXED INCOME								
CORPORATE BONDS								
SEARCHHELP INC 10.0% 01/26/2008 Not Rated	5,000.00	No Price ³⁸	0.00		No Cost			

PUBLIC EQUITY

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
US EQUITY								
US STOCKS								
PROTEXT MOBILITY INC CMN (TXTM)	2,672.00	0.0016	4.28		No Cost			
SALUS LABS INTERNATIONAL INC CMN (IPEX_110819)	10,000.00	No Price ³⁸	0.00		No Cost			
TOTAL US STOCKS			4.28					
EQUITY OPTIONS/WARRANTS								
WTS/IPEX INC 1 5000 EXP03/18/2010	5,000.00	No Price ³⁸	0.00		No Cost			
WTS/IPEX INC 2 0000 EXP03/18/2010	5,000.00	No Price ³⁸	0.00		No Cost			
TOTAL EQUITY OPTIONS/WARRANTS			0.00					

¹⁴This represents a bank deposit of an affiliated bank reflected here for your convenience and is not cash held in your brokerage or custody account. Please see the enclosed Bank Statement page(s) for specific information related to your bank deposit.

³⁸This price has been marked to zero either because a valid price cannot be obtained or the last known price is stale beyond the expected pricing frequency (generally defined as more than 30 days old).

Not a Deposit. Not FDIC Insured. May Lose Value. (Excluding Goldman Sachs Bank Deposit Account and Certificates of Deposit.)

Brokerage and securities services provided by Goldman Sachs & Co. Bank Deposit Account and Certificate of Deposit Account offered by Goldman Sachs Bank USA. Member FDIC.

**NAKASONE FAMILY FOUNDATION**
Holdings (Continued)

Period Ended December 31, 2012

PUBLIC EQUITY (Continued)

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
US EQUITY								
US EQUITY STRUCTURED PRODUCTS								
THE GOLDMAN SACHS GROUP, INC LINKED TO S&P 500 INDEX UPSIDE LEVERED CAPPED W BUFFER STRUCTURED NOTE DUE 1/8/2015 (SPXEL275)	75 00	984 7620	73,857 15	1,000 0000	75,000 00	(1,142 85)		
TOTAL US EQUITY			73,861.43		75,000.00	(1,142.85)		
NON-US EQUITY								
NON-US EQUITY STRUCTURED PRODUCTS								
THE GOLDMAN SACHS GROUP, INC LINKED TO MSCI EAFE UPSIDE LEVERED CAPPED STRUCTURED NOTE DUE 12/10/2014 (MXEATR49)	90 00	1,005 9690	90,537 21	1,000 0000	90,000 00	537 21		
TOTAL PUBLIC EQUITY			164,398.64		165,000.00	(605.64)		
			Market Value		Adjusted Cost / ⁶ Original Cost	Unrealized Gain (Loss)		Estimated Annual Income

⁶ Original Cost is price paid by purchaser adjusted for annual original issue discount inclusions and/or return of capital adjustments, if applicable. Adjusted Cost reflects adjustments to Original Cost for market discount accretion and/or premium amortization. Adjusted cost for GMS Portfolios and Alternative Investments are determined by inception to date contributions minus inception to date distributions.



NAKASONE FAMILY FOUNDATION:INVESCO Holdings

Period Ended December 31, 2012

PUBLIC EQUITY

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity / Current Yield	Estimated Annual Income
NON-US EQUITY								
INVESCO NON-US EQUITY								
U S DOLLAR	(195 88)	1 0000	(195 88)		(195 88)			
GOLDMAN SACHS BANK DEPOSIT (BDA) (*BDANOW) ¹⁴	8,394 44	1 0000	8,394 44	1 0000	8,394 44		0 1459	12 25
	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
WPP PLC ADR CMN (WPPGY_130102)	21 00	72 9000	1,530 90	67 3222	1,413 77	117 13	2 7762	42 50
ABB LTD SPONSORED ADR CMN (ABB)	55 00	20 7900	1,143 45	23 5329	1,294 31	(150 86)	3 3326	38 11
ADIDAS AG ADR CMN (ADDDY)	37 00	44 3840	1,642 21	32 1251	1,188 63	453 58	1 0267	16 86
AMADEUS IT HLDG S A ADR CMN (AMADY)	42 00	25 1150	1,054 83	17 7335	744 81	310 02	0 9356	9 87
AMERICA MOVIL SAB DE CV SPONSORED ADR CMN SERIES L (AMX)	57 00	23 1400	1,318 98	27 2144	1,551 22	(232 24)	1 3024	17 18
AVAGO TECHNOLOGIES LTD CMN (AVGO)	27 00	31 6508	854 57	34 3996	928 79	(74 22)	2 1484	18 36
BAIDU, INC SPONSORED ADR CMN (BIDU)	19 00	100 2900	1,905 51	107 2626	2,037 99	(132 48)		
BG GROUP PLC SPON ADR ADR CMN (BRGYY)	88 00	16 4580	1,448 30	22 2913	1,961 63	(513 33)	1 5093	21 86
BHP BILLITON LIMITED SPONSORED ADR CMN (BHP)	16 00	78 4200	1,254 72	94 5014	1,512 02	(257 30)	2 8564	35 84
BRAMBLES LIMITED UNSPONSORED ADR CMN (BMBLY)	106 00	15 5940	1,652 96	14 2990	1,515 70	137 27	3 1115	51 43
BRITISH AMERICAN TOBACCO PLC SPONS ADR (BTI)	16 00	101 2500	1,620 00	83 4838	1,335 74	284 26	4 1598	67 39
BRITISH SKY BROADCASTING GROUP PLC AMERICAN DEPOSITARY SHARES (1 ADS = 4 ORDS) (BSYBY)	20 00	49 8700	997 40	44 7200	894 40	103 00	3 2500	32 42
BUNZL PLC SPONSORED ADR CMN (BZLFY)	17 00	82 0060	1,394 10 11 71	61 5000	1,045 50	348 60	2 5739	35 88
CANADIAN NATIONAL RAILWAY CO CMN (CNI)	11 00	91 0100	1,001 11	74 1418	815 56	185 55	1 6589	16 61
CANON INC ADR ADR CMN (CAJ)	9 00	39 2100	352 89	47 8206	430 39	(77 50)	3 5964	12 69
CAP GEMINI ADR CMN (CGEMY)	37 00	21 6610	801 46	25 7138	951 41	(149 95)	2 1963	17 60
CENOVUS ENERGY INC CMN (CVE)	14 00	33 5400	469 56	38 7406	542 37	(72 81)	2 6408	12 40
CENTRICA PLC SPONSORED ADR CMN (CPYYY)	50 00	21 6910	1,084 55	21 8600	1,093 00	(8 45)	4 4072	47 80
CGI GROUP INC CMN CLASS A (GIB)	35 00	23 1300	809 55	20 9654	733 79	75 76		
CHEUNG KONG HLDGS LTD (ADR) ADR CMN (CHEUY)	88 00	15 3530	1,351 06	16 0500	1,412 40	(61 34)	2 3440	31 67
CHINA MOBILE LIMITED SPONSORED ADR CMN (CHL)	14 00	58 7200	822 08	48 2992	676 19	145 89	3 3391	27 45
CIELO S A SPONSORED ADR CMN (CIOXY)	25 00	27 8340	695 85	19 2741	481 85	214 00	3 7519	26 11

¹⁴This represents a bank deposit of an affiliated bank reflected here for your convenience and is not cash held in your brokerage or custody account. Please see the enclosed Bank Statement page(s) for specific information related to your bank deposit.

Not a Deposit. Not FDIC Insured. May Lose Value. (Excluding Goldman Sachs Bank Deposit Account and Certificates of Deposit.)

Brokerage and securities services provided by Goldman Sachs & Co. Bank Deposit Account and Certificate of Deposit Account offered by Goldman Sachs Bank USA. Member FDIC.



NAKASONE FAMILY FOUNDATION:INVESCO

Holdings (Continued)

Period Ended December 31, 2012

PUBLIC EQUITY (Continued)

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
NON-US EQUITY								
INVESCO NON-US EQUITY								
CNOOC LIMITED SPONSORED ADR CMN (CEO)	8 00	220 0000	1,760 00	227 8909	1,823 13	(63 13)	2 2678	39 91
COCA-COLA AMATIL LIMITED SPONSORED ADR CMN (CCLAY)	42 00	27 9280	1,172 98	24 3021	1,020 69	152 29	3 9938	46 85
COCA-COLA HELLENIC BOTTLING CO SPONSORED ADR CMN (CCH)	29 00	23 5700	683 53	26 3951	765 46	(81 93)		
COMPASS GROUP PLC SPONSORED ADR CMN (CMPGY)	191 00	11 7850	2,250 94	8 9600	1,711 36	539 58	2 6092	58 73
DENSO CORP ADR ADR CMN (DNZOY)	44 00	17 1920	756 45	17 6773	777 80	(21 35)	1 4086	10 65
DEUTSCHE BOERSE AG UNPOSNORED ADR CMN (DBOEY)	122 00	6 0920	743 22	5 3653	654 57	88 65	4 5853	34 08
ERICSSON AMERICAN ADR CMN CLASS B (ERIC)	87 00	10 1000	878 70	12 3100	1,070 97	(192 27)	2 4059	21 14
FANUC CORP UNSPONSORED ADR CMN (FANUY)	38 00	30 6870	1,166 11	26 3642	1,001 84	164 27	1 1141	12 99
FOMENTO ECONOMICO MEXICANO SAB DE C V NEW SPONS ADR REPSTG UNIT 1 SER B SH FOMENTO ECONOMICO MEXICANO (FMX)	9 00	100 7000	906 30	61 7224	555 50	350 80	1 3862	12 56
FRESENIUS MEDICAL CARE AG & CO KGAA SPONSORED ADR CMN (FMS)	26 00	34 3000	891 80	33 3030	865 88	25 92	0 9138	8 15
GALAXY ENTMT GROUP LTD SPONSORED ADR CMN (GXYEY)	21 00	39 1570	822 30	30 3057	636 42	185 88		
GAZPROM ADR SPONSORED ADR CMN (OGZPY)	74 00	9 4600	700 04	14 6600	1,084 84	(384 80)	2 1755	15 23
GRUPO TELEvisa, S A GDS REP 5 CPO'S REP 1 L SHARE, 1 A SHARE AND 1 D SHARE (TV)	72 00	26 5800	1,913 76	21 8215	1,571 15	342 61	0 4212	8 06
HUTCHISON WHAMPOA (ADR) ADR CMN (HUWHY)	51 00	20 8750	1,064 63	23 4800	1,197 48	(132 86)	2 2843	24 32
IMPERIAL TOBACCO GROUP PLC SPON ADR (ITYBY)	28 00	77 1460	2,160 09	64 9893	1,819 70	340 39	4 3734	94 47
INDUSTRIAL & COMMERCIAL BANK O ADR CMN (IDCBY)	108 00	14 1920	1,532 74	14 5381	1,570 11	(37 37)	3 7157	56 95
JULIUS BAER GROUP LTD ADR CMN (JBAXY)	146 00	7 0640	1,031 34	9 0000	1,314 00	(282 66)	1 5387	15 87
KEPPEL CORP LTD (ADR) SPONSORED ADR CMN (KPELY)	75 00	18 0110	1,350 83	18 4255	1,381 91	(31 09)	3 9069	52 78
KINGFISHER PLC SPONSORED ADR CMN (KGFHY)	124 00	9 2360	1,145 26	8 0975	1,004 09	141 17	2 8703	32 87
KOMATSU LTD ADR (NEW) SPONSORED GDS CMN (KMTUY)	37 00	25 2590	934 58	31 0900	1,150 33	(215 75)	1 8427	17 22
L'OREAL CO (ADR) ADR CMN (LRLCY)	31 00	27 6600	857 46	19 5183	605 07	252 39	1 4755	12 65



NAKASONE FAMILY FOUNDATION:INVESCO

Holdings (Continued)

Period Ended December 31, 2012

PUBLIC EQUITY (Continued)

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
NON-US EQUITY								
INVESCO NON-US EQUITY								
NESTLE SA SPONSORED ADR (REP 1/20 CHF 10 REGD SHS) (NSRGY)	24 00	65 1120	1,562 69	56 7800	1,362 72	199 97	2 7213	42 53
NOVARTIS AG-ADR SPONSORED ADR CMN (NVS)	16 00	63 3000	1,012 80	57 1400	914 24	98 56	3 3275	33 70
NOVO-NORDISK A/S ADR ADR CMN (NVO)	6 00	163 2100	979 26	125 5450	753 27	225 99	1 1224	10 99
PEARSON PLC SPON ADR SPONSORED ADR CMN (PSO)	35 00	19 5400	683 90	18 1597	635 59	48 31	3 5561	24 32
POTASH CORP OF SASKATCHEWAN INC (POT)	29 00	40 6900	1,180 01	41 3569	1,199 35	(19 34)	2 0644	24 36
PUBLICIS GROUPE S A SPONSORED ADR CMN (PUBGY)	95 00	14 9140	1,416 83	13 9591	1,326 12	90 71	1 1512	16 31
REED ELSEVIER GROUP PLC SPONSORED ADR CMN (RUK)	53 00	42 0400	2,228 12	34 4962	1,828 30	399 82	3 2892	73 29
ROCHE HOLDING AG ADR B SHS(NOM CHF 100) VAL 224 184 (RHHBY)	40 00	50 2540	2,010 16	40 9428	1,637 71	372 45	3 0693	61 70
ROYAL DUTCH SHELL PLC SPONSORED ADR CMN SERIES B (RDSB)	20 00	70 8900	1,417 80	71 1940	1,423 88	(6 08)	4 8526	68 80
SAP AG (SPON ADR) (SAP)	33 00	80 3800	2,652 54	59 8470	1,974 95	677 59	0 8393	22 26
SCHNEIDER ELECTRIC SA UNSPONSORED ADR (FRANCE) (SBGSY)	66 00	14 4580	954 23	12 0047	792 31	161 92	2 2826	21 78
SHIRE LIMITED SPONSORED ADR CMN (SHPG)	9 00	92 1800	829 62	85 3300	767 97	61 65	0 4986	4 14
SMITH & NEPHEW PLC ADR CMN (SNN)	20 00	55 4000	1,108 00	56 6980	1,133 96	(25 96)	1 8141	20 10
SUNCOR ENERGY INC CMN (SU)	42 00	32 9800	1,385 16	35 4330	1,488 19	(103 03)	1 5882	22 00
SWEDBANK A B ADR CMN (SWDBY)	55 00	19 5220	1,073 71	16 6135	913 74	159 97	3 3744	36 23
SYNGENTA AG SPONSORED ADR CMN (SYT)	22 00	80 8000	1,777 60	62 3371	1,371 42	406 18	1 7883	31 79
TAIWAN SEMICONDUCTOR MFG ADS LTD ADS 1ADS EQUALS 5ORDS (TSM)	75 00	17 1600	1,287 00	12 2486	918 65	368 35	2 3187	29 84
TEVA PHARMACEUTICAL IND LTD ADS (TEVA)	51 00	37 3400	1,904 34	47 5102	2,423 02	(518 68)	2 1530	41 00
TOYOTA MOTOR CORPORATION SPON ADR (TM)	9 00	93 2500	839 25	90 4620	814 16	25 09	1 4742	12 37
TRANSCANADA CORP CMN (TRP)	29 00	47 3200	1,372 28 9 62	39 7787	1,153 58	218 70	3 7310	51 20
UNILEVER N V NY SHS (NEW) ADR CMN (UN)	40 00	38 3000	1,532 00	30 8688	1,234 75	297 25	2 7209	41 68
VOLVO AKTIEBOLAGET ADR B ADR CMN CLASS B (VOLVY)	65 00	13 6500	887 25	16 6618	1,083 02	(195 77)	2 7398	24 31
WORLEYPARSONS LIMITED UNSPONOSRED ADR CMN (WYGPY)	42 00	24 2520	1,018 58	30 9463	1,299 74	(281 16)	3 5330	35 99

**NAKASONE FAMILY FOUNDATION:INVESCO**
Holdings (Continued)

Period Ended December 31, 2012

PUBLIC EQUITY (Continued)

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
NON-US EQUITY								
INVESCO NON-US EQUITY								
BANCO BRADESCO S A ADR CMN (BBD)	104 00	17 3700	1,806 48 22 82	18 1395	1,886 51	(80 03)	0 5941	10 73
VOLKSWAGEN AG, WOLFSBURG SPONSORED ADR PFD USD0 5944 (VLKPY)	39 00	45 3920	1,770 29	34 4252	1,342 58	427 71	1 3095	23 18
TOTAL INVESCO NON-US EQUITY			92,817 56 44 15		88,022 06	4,795 49	2 1988	1,952 36
			Market Value		Adjusted Cost / ⁶ Original Cost	Unrealized Gain (Loss)		Estimated Annual Income

⁶ Original Cost is price paid by purchaser adjusted for annual original issue discount inclusions and/or return of capital adjustments, if applicable. Adjusted Cost reflects adjustments to Original Cost for market discount accretion and/or premium amortization. Adjusted cost for GMS Portfolios and Alternative Investments are determined by inception to date contributions minus inception to date distributions.



NAKASONE FAMILY FOUNDATION: ADV Holdings

Period Ended December 31, 2012

CASH, DEPOSITS & MONEY MARKET FUNDS

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity / Current Yield	Estimated Annual Income
CASH								
U S DOLLAR	648.95	1.0000	648.95		648.95			
DEPOSITS & MONEY MARKET FUNDS								
DEPOSITS								
GOLDMAN SACHS BANK DEPOSIT (BDA) ¹⁴	693.00	1.0000	693.00	1.0000	693.00	0.00		
TOTAL CASH, DEPOSITS & MONEY MARKET FUNDS			1,341.95		1,341.95			

FIXED INCOME

	Quantity / Current Face	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized / Economic Gain (Loss)	Yield to Maturity in Percentage	Estimated Annual Income
INVESTMENT GRADE FIXED INCOME								
GS CORE FIXED INCOME FUND								
GS CORE FIXED INCOME FUND INSTITUTIONAL SHARES	36,531.174	10.7000	390,883.56	9.5709	349,638.02	41,245.54 474.94		8,694.42
OTHER FIXED INCOME								
GS CREDIT STRATEGIES FUND								
GS CREDIT STRATEGIES FUND COMMON SHARES	6,016.231	10.6700	64,193.18	10.5597	63,529.83	663.35 1,112.18		2,905.84
GS HIGH YIELD FUND								
GS HIGH YIELD FUND INSTITUTIONAL SHARES	7,951.928	7.3100	58,128.59	6.9486	55,255.15	2,873.44 1,469.46		3,816.93

¹⁴This represents a bank deposit of an affiliated bank reflected here for your convenience and is not cash held in your brokerage or custody account. Please see the enclosed Bank Statement page(s) for specific information related to your bank deposit.
Not a Deposit. Not FDIC Insured. May Lose Value. (Excluding Goldman Sachs Bank Deposit Account and Certificates of Deposit).
Brokerage and securities services provided by Goldman Sachs & Co. Bank Deposit Account and Certificate of Deposit Account offered by Goldman Sachs Bank USA. Member FDIC.

**NAKASONE FAMILY FOUNDATION: ADV**
Holdings (Continued)

Period Ended December 31, 2012

FIXED INCOME (Continued)

	Quantity / Current Face	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized / Economic Gain (Loss)	Yield to Maturity in Percentage	Estimated Annual Income
OTHER FIXED INCOME								
GS LOCAL EMERGING MARKETS DEBT FUND								
GS LOCAL EMERGING MARKETS DEBT FUND INSTITUTIONAL SHARES	3,697,468	9.8600	36,457.03	9.5726	35,394.39	1,062.64 1,639.90		1,867.22
TOTAL OTHER FIXED INCOME			158,778.80		154,179.37	4,599.43		8,589.99
TOTAL FIXED INCOME			549,662.36		503,817.39	45,844.97		17,284.41

PUBLIC EQUITY

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
US EQUITY								
S&P 500 INDEX FUND (SPDR)								
SPDR S&P 500 ETF TRUST (SPY)	1,017.00	142.4100	144,830.97 1,039.20	142.5300	144,953.01	(122.04)	2.1792	3,156.19
MSCI US SMALL CAP 1750 INDEX FUND (VANGUARD)								
VANGUARD INDEX FUNDS - VANGUARD VANGUARD SMALL- CAP ETF (VB)	437.00	80.9000	35,353.30	79.9700	34,946.89	406.41	1.8356	648.95
TOTAL US EQUITY			180,184.27 1,039.20		179,899.90	284.37	2.1118	3,805.13

NON-US EQUITY

EURO STOXX 50 INDEX FUND (SPDR)								
SPDR EURO STOXX 50 FD ETF (FEZ)	535.00	34.6600	18,543.10 97.00	31.7481	16,985.23	1,557.87	3.6443	675.76



NAKASONE FAMILY FOUNDATION: ADV
Holdings (Continued)

Period Ended December 31, 2012

PUBLIC EQUITY (Continued)

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
NON-US EQUITY								
MSCI EMERGING MARKETS INDEX FUND (VANGUARD)								
VANGUARD MSCI EMERGING MKTS ETF (VWO)	1,540.00	44.5300	68,576.20	42.1500	64,911.00	3,665.20	2.1895	1,501.50
TOTAL NON-US EQUITY			87,119.30 97.00		81,896.23	5,223.07	2.4992	2,177.26
TOTAL PUBLIC EQUITY			267,303.57 1,136.20		261,796.13	5,507.44	2.2381	5,982.40
			Market Value		Adjusted Cost / ⁶ Original Cost	Unrealized Gain (Loss)		Estimated Annual Income

⁶ Original Cost is price paid by purchaser adjusted for annual original issue discount inclusions and/or return of capital adjustments, if applicable. Adjusted Cost reflects adjustments to Original Cost for market discount accretion and/or premium amortization. Adjusted cost for GMS Portfolios and Alternative Investments are determined by inception to date contributions minus inception to date distributions.