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

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

Name of foundation: AMBER FOUNDATION

A Employer identification number: 77-0351840

Number and street (or P O box number if mail is not delivered to street address): PO BOX 63 | Room/suite:

B Telephone number (see the instructions): (650) 323-5000

City or town: LOS ALTOS | State: CA | ZIP code: 94023-1797

C If exemption application is pending, check here ► ☐

G Check all that apply. ☐ Initial return ☐ Initial Return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1 Foreign organizations, check here ► ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ► ☐

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

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16) ► $ 874,252.

J Accounting method: ☐ Cash ☒ Accrual ☐ 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 ► ☐

SCANNED JUN 25 2013

RECEIVED JUN 17 2013 OGDEN, UT IRS-OSC 822

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 (att sch)	20,000.			
	2 Ck ► ☒ if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	37.	37.		
	4 Dividends and interest from securities	22,490.	22,490.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	13,435.			
	b Gross sales price for all assets on line 6a 189,630.				
	7 Capital gain net income (from Part IV, line 2)		13,435.		
	8 Net short-term capital gain			1,386.	
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit/(loss) (att sch)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	55,962.	35,962.	1,386.	
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch) L-16b Stmt	1,841.			1,841.
	c Other prof fees (attach sch) L-16c Stmt	4,798.	4,798.		
	17 Interest				
	18 Taxes (attach schedule)(see instrs) See Line 18 Stmt	665.	358.		
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) See Line 23 Stmt	226.	125.		101.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	7,530.	5,281.		1,942.
	25 Contributions, gifts, grants paid	58,000.			58,000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	65,530.	5,281.		59,942.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-9,568.			
	b **Net investment income** (if negative, enter -0-)		30,681.		
	c **Adjusted net income** (if negative, enter -0-)			1,386.	

17

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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
ASSETS 1	Cash – non-interest-bearing			
2	Savings and temporary cash investments	29,333.	28,737.	28,737.
3	Accounts receivable ► 1,516.			
	Less: allowance for doubtful accounts ►	5,127.	1,516.	1,516.
4	Pledges receivable ►			
	Less: allowance for doubtful accounts ►			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7	Other notes and loans receivable (attach sch) ►			
	Less: allowance for doubtful accounts ►			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges	40.		
10a	Investments – U.S. and state government obligations (attach schedule)			
b	Investments – corporate stock (attach schedule) L-10b Stmt	796,831.	843,999.	843,999.
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)			
14	Land, buildings, and equipment: basis ►			
	Less: accumulated depreciation (attach schedule) ►			
15	Other assets (describe ►)			
16	**Total assets** (to be completed by all filers – see the instructions. Also, see page 1, item I)	831,331.	874,252.	874,252.
LIABILITIES 17	Accounts payable and accrued expenses	481.	799.	
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, & other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ►)			
23	**Total liabilities** (add lines 17 through 22)	481.	799.	
NET ASSETS OR FUND BALANCES	**Foundations that follow SFAS 117, check here** ► X **and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted	830,850.	873,453.	
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► ☐ **and complete lines 27 through 31.**			
27	Capital stock, trust principal, or current funds			
28	Paid-in or capital surplus, or land, building, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see instructions)	830,850.	873,453.	
31	**Total liabilities and net assets/fund balances** (see instructions)	831,331.	874,252.	

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	830,850.
2	Enter amount from Part I, line 27a	2	-9,568.
3	Other increases not included in line 2 (itemize) ► NET UNREALIZED GAIN IN MARKET VALUE OF SECURITIES	3	52,171.
4	Add lines 1, 2, and 3	4	873,453.
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	873,453.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	PUBLICALLY TRADED SECURITIES-SEE ATTACHED STATEMENT	P	Various	Various
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	189,630.		176,195.	13,435.
b				
c				
d				
e				

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

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a	0.	0.	0.	13,435.
b				
c				
d				
e				

2	Capital gain net income or (net capital loss). If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7	2	13,435.
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	1,386.

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 (column (b) divided by column (c))
2011	45,457.	875,053.	0.051948
2010	39,652.	831,932.	0.047663
2009	46,410.	758,736.	0.061168
2008	50,500.	943,614.	0.053518
2007	49,585.	1,070,123.	0.046336

2	**Total** of line 1, column (d)	2	0.260633
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	0.052127
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	861,096.
5	Multiply line 4 by line 3	5	44,886.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	307.
7	Add lines 5 and 6	7	45,193.
8	Enter qualifying distributions from Part XII, line 4	8	59,942.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here ► [ ] and enter 'N/A' on line 1. Date of ruling or determination letter: _______ (attach copy of letter if necessary – see instrs)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► [X] and enter 1% of Part I, line 27b	1	307.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	307.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	307.
6	Credits/Payments:		
a	2012 estimated tax pmts and 2011 overpayment credited to 2012 — 6a		
b	Exempt foreign organizations – tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c 307.		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments. Add lines 6a through 6d	7	307.
8	Enter any **penalty** for underpayment of estimated tax. Check here [ ] 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	0.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ►	10	0.
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax ► 0. Refunded ►	11	

Part VII-A Statements Regarding Activities

			Yes	No
1 a	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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1b		X
	*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		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation ► $ ______ **(2)** On foundation managers ► $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► $ ______			
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.*	2		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*	3		X
4 a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
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? *If 'Yes,' attach the statement required by General Instruction T*	5		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?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8 a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► CA - California			
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	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*	9		X
10	Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities (continued)

			Yes	No
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?	13	X	

Website address ► N/A

14 The books are in care of ► TIMOTHY O. ROBBINS, CPA Telephone no. ► (916) 354-1198

Located at ► 6347 RIO OSO DRIVE RANCHO MURIETA, CA ZIP + 4 ► 95683

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

			Yes	No
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		X
	See the 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
1 a	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? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ 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)? ☐ Yes ☒ 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.) ☐ Yes ☒ 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)?	1 b		
	Organizations relying on a current notice regarding disaster assistance check here ► ☐			
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?	1 c		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? ☐ Yes ☒ 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.)	2 b		X
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__			
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ 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.)*	3 b		
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a		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?	4 b		X

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

5 a 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 [X]

(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 [X]

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

(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 [X]

(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 [X]

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).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? — **6b** No: X

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

7 a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? — Yes [ ] No [X]

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
LYSBETH W. ANDERSON PO BOX 63 LOS ALTOS CA 94023	PRESIDENT 1.00	0.	0.	0.
LYSANNA ANDERSON 170 GARBARDA WAY PORTOLA VALLEY CA 94028	VICE PRESIDENT 1.00	0.	0.	0.
DANE F. ANDERSON PO BOX 893 LANGLEY WA 98260	SECRETARY/TREASURER 1.00	0.	0.	0.
BRENTON W. ANDERSON PO BOX 63 LOS ALTOS CA 94023	CHIEF FINANCIAL OFFICER 1.00	0.	0.	0.

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 ► None

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

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	0.
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 NONE	0.
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	None

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	822,199.
b	Average of monthly cash balances	1b	52,010.
c	Fair market value of all other assets (see instructions)	1c	0.
d	**Total** (add lines 1a, b, and c)	1d	874,209.
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	874,209.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	13,113.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	861,096.
6	**Minimum investment return.** Enter 5% of line 5	6	43,055.

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	43,055.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	307.		
b	Income tax for 2012 (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	307.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	42,748.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	42,748.
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	42,748.

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	59,942.
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	59,942.
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	307.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	59,635.

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				42,748.
2 Undistributed income, if any, as of the end of 2012.				
a Enter amount for 2011 only			36,321.	
b Total for prior years: 20 ___, 20 ___, 20 ___				
3 Excess distributions carryover, if any, to 2012:				
a From 2007 — 0.				
b From 2008 — 0.				
c From 2009 — 0.				
d From 2010 — 0.				
e From 2011 — 0.				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► $ 59,942.				
a Applied to 2011, but not more than line 2a			36,321.	
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				23,621.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 **Enter the net total of each column as indicated below:**				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
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 instructions			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				19,127.
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)	0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008 — 0.				
b Excess from 2009 — 0.				
c Excess from 2010 — 0.				
d Excess from 2011 — 0.				
e Excess from 2012 — 0.				

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

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

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

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
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 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).)

LYSBETH W. ANDERSON

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:

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
WHIDBEY WALDORF SCHOOL 6335 OLD PIETILA ROAD CLINTON WA 98236		501(c)(3)	GENERAL FUND	14,500.
STANFORD UNIVERSITY 326 GALVEZ ST STANFORD CA 94305		501(c)(3)	JASPER RIDGE BIOLOGICAL PRESERVE	5,000.
STANFORD UNIVERSITY 326 GALVEZ ST STANFORD CA 94305		501(c)(3)	BING CONCERT HALL	1,000.
KSPS 3911 S REGAL ST SPOKECAN WA 99223		501(c)(3)	GENERAL FUND	1,000.
PLANNED PARENTHOOD 1046 W TAYLOR, STE 100 SAN JOSE CA 95126		501(c)(3)	GENERAL FUND	10,000.
OWL RESEARCH INSTITUTE PO BOX 39 CHARLO MT 59824		501(c)(3)	GENERAL FUND	3,000.
WOODLAND SCHOOL 360 LA CUESTA DR PORTOLA VALLEY CA 94028		501(c)(3)	AFTER-SCHOOL MANDARIN-CHINESE LANGUAGE PROGRAM	10,000.
KUOW PUGET SOUND PUB RADIO 4518 University Way NE, Suite 310 SEATTLE WA 98105		501(c)(3)	GENERAL FUND	1,000.
MISSION VALLEY AQUATICS PO BOX 774 POLSON MT 59860		501(c)(3)	GENERAL FUND	10,000.
See Line 3a statement				2,500.
Total ► 3a				58,000.
b Approved for future payment				
Total ► 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (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	37.	
4 Dividends and interest from securities			14	22,490.	
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	13,435.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				35,962.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 35,962.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
18	

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	1 a (1)		X
(2) Other assets	1 a (2)		X
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization	1 b (1)		X
(2) Purchases of assets from a noncharitable exempt organization	1 b (2)		X
(3) Rental of facilities, equipment, or other assets	1 b (3)		X
(4) Reimbursement arrangements	1 b (4)		X
(5) Loans or loan guarantees	1 b (5)		X
(6) Performance of services or membership or fundraising solicitations	1 b (6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1 c		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.

(a) Line no.	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

2 a 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

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

[signature] Signature of officer or trustee | 29 May 13 Date | PRESIDENT Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
TIMOTHY O. ROBBINS	TIMOTHY O. ROBBINS	05/16/13		P01274943
Firm's name ► TIMOTHY O. ROBBINS, CPA			Firm's EIN ►	
Firm's address ► 6347 RIO OSO DR RANCHO MURIETA CA 95683			Phone no (916) 354-1198	

Form 990-PF, Page 1, Part I, Line 18

Line 18 Stmt

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
FOREIGN TAX WITHHELD FROM DIVIDEN	358.	358.		
EXCISE TAX ON INVESTMENT INCOME	307.			
Total	665.	358.		

Form 990-PF, Page 1, Part I, Line 23

Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
FILING FEES	85.			85.
POSTAGE	16.			16.
PORTFOLIO DEDUCTIONS	125.	125.		
Total	226.	125.		101.

Form 990-PF, Page 11, Part XV, line 3a

Line 3a statement

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	Person or Business Checkbox Amount
a *Paid during the year*				
ELKHORN SLOUGH FOUNDATION PO BOX 267 MOSS LANDING CA 95039		501(c)(3)	GENERAL FUND	Person or Business [X] 1,500.
CURIODYSSEY 1651 COYOTE POINT DR SAN MATEO CA 94401		501(c)(3)	GENERAL FUND	Person or Business [X] 1,000.
Total				2,500.

Form 990-PF, Page 1, Part I

Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TIMOTHY O ROBBINS, C	BOOKKEEPING & PREPARATI	1,841.			1,841.
Total		1,841.			1,841.

Form 990-PF, Page 1, Part I
Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EVERCORE WEALTH MGMT	INVESTMENT ADVISOR FEES	4,798.	4,798.		
Total		4,798.	4,798.		

Form 990-PF, Page 2, Part II, Line 10b
L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year Book Value	Fair Market Value
SEE STATEMENT	843,999.	843,999.
Total	843,999.	843,999.

PAGE 2, PART II - LINE 10b - COLUMN (a)

NUMBER OF SHARES	NAME OF COMPANY/ FUND	BEGINNING VALUE
275.00	AFLAC INC	11,896.50
150.00	BAKER HUGHES	7,296.00
175.00	CHEVRON TEXAVCO CORP	18,620.00
165 00	CHURCH & DWIGHT CO	7,550.40
675.00	CISCO	12,204 00
300.00	COCA COLA ENT	7,734.00
80.00	COLGATE-PALMOLIVE	7,391 20
95 00	COSTCO	7,915.40
200.00	COVIDIEN PLC	9,002.00
200.00	DISNEY WALT CO	7,500.00
75.00	E O G RESOURCES	7,388.25
475 00	EMC CORP	10,231.50
150 00	EMERSON ELECTRIC	6,988.50
150 00	EXELIS INC	1,357.50
200 00	EXELON CORP	8,674.00
150.00	EXPEDITORS INTL	6,144.00
175.00	EXXON MOBIL CORP	14,833.00
50 00	F5 NETWORKS	5,306.00
60.00	FRANKLIN RESOURCES	5,763.60
1,118.17	GATEWAY FUND CL Y	29,508.42
225.00	GENERAL ELECTRIC	4,029.75
25.00	GOOGLE INC	16,147.50
500.00	GREENHAVEN CONT CMDTY	14,960.00
75.00	ITT CORP	1,449.75
250.00	JACOBS ENGINEERING GROUP	10,145.00
2,922.03	LEUTHOLD ASSET ALLOC	29,074.16
225.00	LINEAR TECHNOLOGY	6,756.75
400.00	LOWES COMPANIES INC	10,152.00
75.00	MCDONALDS	7,524.75
50.00	METTLER TOLEDO INTL	7,385.50
250.00	MICROSOFT	6,490.00
125.00	NOVARTIS AG SPON ADR	7,146.25
1,018 87	NUVEEN TRADEWINDS INTL	21,997.40
225.00	PEPSICO INC	14,928.75
5,379 81	PIMCO ALL ASSET FUND	62,083.03
9,580 56	PIMCO TOTAL RETURN FUND	104,140.67
375 00	PROGRESSIVE CORP	7,316.25
225 00	QUALCOMM INC	12,307.50
150 00	ROCKWELL COLLINS	8,305.50
1,630.44	ROYCE PREMIER FUND	30,195.66
853.63	RS EMERGING MARKETS FD	18,079.88
125.00	SCHLUMBERGER	8,538.75
325.00	SECTOR SPDR MATERIALS FD	10,887.50
60.00	SIRONA DENTAL SYSTEMS	2,642.40
260.00	SPDR S&P 500 ETF	32,630.00
150.00	SPDR S&P MIDCAP 400 ETF	23,923.50
250.00	STATE STREET CORP	10,077.50
2,833.38	T ROWE PRICE HIGH YIELD	18,388.60
412.53	TEMPLETON CHINA WORLD FUND	14,046 55
150.00	TJX COS	9,682 50
2,285.19	TURNER SPECTRUM FUND	25,022 85
125.00	UNITED PARCEL SERVICE	9,148.75
200.00	VANGUARD MSCI EMERGING	7,642.00
130.00	WARNACO GROUP INC	6,505.20
375 00	WELLS FARGO BANK	10,335.00
525.00	WESTERN UNION	9,586.50
150.00	XYLEM	3,853.50
		796,831.42

PAGE 2, PART II - LINE 10b - COLUMNS (b) & (c)

NUMBER OF SHARES	NAME OF COMPANY/ FUND	ENDING VALUE
825.755	AMERICAN FD EUROPACIFIC	33,979.82
1,140.304	GATEWAY FUND CL Y	30,913.63
5,697.271	PIMCO ALL ASSET FUND	71,671.68
9,806.994	PIMCO TOTAL RETURN FUND	110,230.61
2,840.532	ROYCE PREMIER FUND	54,424.59
1,906.705	RS EMERGING MARKETS FD	45,608 38
2,833.375	T ROWE PRICE HIGH YIELD	19,776.96
916 942	TEMPLETON CHINA WORLD FUND	35,641.54
2,285 192	TURNER SPECTRUM FUND	24,885.74
275.000	AFLAC INC	14,608.00
75.000	ANSYS INC	5,050.50
35.000	APPLE INC	18,626.05
200.000	BAKER HUGHES	8,169.54
175.000	CHEVRON TEXAVCO CORP	18,924.50
165 000	CHURCH & DWIGHT CO	8,839.05
675.000	CISCO	13,263.35
300.000	COCA COLA ENT	9,519.00
80.000	COLGATE-PALMOLIVE	8,363.20
95.000	COSTCO	9,379.35
200.000	COVIDIEN PLC	11,548.00
200.000	DISNEY WALT CO	9,958 00
475.000	EMC CORP	12,017.50
150.000	EMERSON ELECTRIC	7,944.00
75.000	E O G RESOURCES	9,059.25
275.000	EXPEDITORS INTL	10,876.25
175.000	EXXON MOBIL CORP	15,146.25
250.000	FORTINET INC	5,255.00
60.000	FRANKLIN RESOURCES	7,542.00
95.000	F5 NETWORKS	9,229.25
25.000	GOOGLE INC	10,610.70
250.000	JACOBS ENGINEERING GROUP	10,642.50
225.000	LINEAR TECHNOLOGY	7,717.50
400.000	LOWES COMPANIES INC	10,656.00
75.000	MCDONALDS	6,615.75
50.000	METTLER TOLEDO INTL	9,665.00
250.000	MICROSOFT	6,677.43
125.000	NOVARTIS AG SPON ADR	7,912.50
225.000	PEPSICO INC	15,396.75
375.000	PROGRESSIVE CORP	7,912.50
225.000	QUALCOMM INC	13,918.41
175.000	SCHLUMBERGER	12,127.26
250 000	STATE STREET CORP	11,752.50
75.000	TERADATA CORP	4,641.75
300.000	TJX COS	8,490.00
125.000	UNITED PARCEL SERVICE	9,216.25
375.000	WELLS FARGO BANK	12,817.50
375.000	XYLEM	10,162.50
500 000	GREENHAVEN CONT CMDTY	14,415.00
325.000	SECTOR SPDR MATERIALS FD	12,200.50
		843,999.28

PAGE 3, PART IV - STATEMENT REGARDING CAPITAL GAIN & LOSSES

LINE 1a

QUANTITY	SECURITY	DATE ACQUIRED	DATE SOLD	SALES PRICE	COST BASIS FOR BOOK PURPOSES	COST BASIS FOR TAX PURPOSES	GAIN (LOSS) FOR BOOK PURPOSES	GAIN (LOSS) FOR TAX PURPOSES	SHORT TERM CAPITAL GAIN (LOSS)
75 000	EXELIS INC	08/18/2011	02/15/2012	763 89	768 15	768.15	(4 26)	(4 26)	(4 26)
75 000	EXELIS INC	08/19/2011	02/15/2012	763 90	760 92	760 92	2 98	2 98	2 98
150 000	EXELON CORP	02/27/2009	06/28/2012	5,565 71	7,316 52	7,316 52	(1,750 81)	(1,750 81)	0 00
50 000	EXELON CORP	03/30/2011	06/28/2012	1,855.24	2,084 76	2,084 76	(229 52)	(229 52)	0 00
50 000	EXELON CORP	01/31/2012	06/28/2012	1,855 24	1,988 01	1,988 01	(132.77)	(132 77)	(132 77)
75 000	GENERAL ELECTRIC	09/04/2002	06/27/2012	2,954 74	2,139 75	2,139.75	814 99	814.99	0 00
150 000	GENERAL ELECTRIC	11/29/2002	06/27/2012	1,477.37	4,125 00	4,125 00	(2,647 63)	(2,647 63)	0 00
10 000	GOOGLE INC	08/26/2008	02/17/2012	6,034.83	4,741 07	4,741.07	1,293 76	1,293 76	0 00
37.500	ITT CORP	08/18/2011	01/24/2012	787 95	632 96	632.96	154 99	154 99	154 99
37.500	ITT CORP	08/19/2011	01/24/2012	787.96	627 00	627.00	160 96	160 96	160 96
1,840 898	LEUTHOLD ASSET ALLOC	10/21/2010	05/29/2012	18,525 74	18,792.97	18,792 97	(267 23)	(267 23)	0 00
1,008 646	LEUTHOLD ASSET ALLOC	12/09/2010	05/29/2012	10,150 43	10,527.40	10,527.40	(376 97)	(376 97)	0 00
8 058	LEUTHOLD ASSET ALLOC	12/30/2010	05/29/2012	81 09	84 85	84 85	(3 76)	(3 76)	0 00
7 625	LEUTHOLD ASSET ALLOC	06/23/2011	05/29/2012	76 73	81 97	81.97	(5 24)	(5 24)	(5 24)
6 444	LEUTHOLD ASSET ALLOC	09/22/2011	05/29/2012	64 85	63 34	63 34	1.51	1 51	1 51
50 354	LEUTHOLD ASSET ALLOC	12/29/2011	05/29/2012	506 73	500 52	500 52	6.21	6 21	6 21
33 431	LEUTHOLD ASSET ALLOC	03/22/2012	05/29/2012	336 43	353.03	353 03	(16 60)	(16 60)	(16 60)
100 000	LOWES COMPANIES INC	02/22/2008	12/24/2012	2,698 25	2,313 45	2,313.45	384 80	384 80	0 00
973 419	NUVEEN TRADEWINDS INTL	06/05/2009	03/23/2012	22,127 67	20,476 34	20,476 34	1,651 33	1,651 33	0 00
6 958	NUVEEN TRADEWINDS INTL	12/30/2009	03/23/2012	158 17	162 54	162.54	(4 37)	(4 37)	0 00
15 861	NUVEEN TRADEWINDS INTL	12/30/2010	03/23/2012	360 55	414 29	414 29	(53 74)	(53 74)	0 00
22 632	NUVEEN TRADEWINDS INTL	12/29/2011	03/23/2012	514 47	483 87	483 87	30 60	30 60	30 60
150 000	ROCKWELL COLLINS	09/26/2008	07/11/2012	7,204 63	7,093 89	7,093 89	110 74	110 74	0 00
60 000	SIRONA DENTAL SYSTEMS	12/28/2011	12/31/2012	3,782 96	2,601 60	2,601 60	1,181 36	1,181 36	0 00
25 000	SIRONA DENTAL SYSTEMS	01/03/2012	12/31/2012	1,576 23	1,116 92	1,116 92	459 31	459 31	459 31
90 000	SIRONA DENTAL SYSTEMS	02/17/2012	12/31/2012	5,674 44	4,243 32	4,243 32	1,431 12	1,431 12	1,431 12
225 000	SPDR S&P 500 ETF	08/09/2011	08/13/2012	31,604 72	25,688 18	25,688.18	5,916 54	5,916 54	0 00
35 000	SPDR S&P 500 ETF	08/10/2011	08/13/2012	4,916.29	3,959 79	3,959 79	956 50	956 50	0 00
150 000	SPDR S&P MIDCAP 400 ETF	08/05/2011	08/07/2012	26,220 20	23,150 67	23,150 67	3,069 53	3,069 53	0 00
100 000	TJX COS	07/13/2010	05/17/2012	4,151.19	2,138 41	2,138 41	2,012 78	2,012 78	0 00
200 000	VANGUARD MSCI EMERGING	11/04/2011	09/17/2012	8,548 58	8,387 39	8,387.39	161 19	161 19	161 19
75 000	WARNACO GROUP INC	08/12/2011	08/07/2012	3,505 60	3,895 10	3,895 10	(389 50)	(389.50)	(389 50)
55 000	WARNACO GROUP INC	09/16/2011	08/07/2012	2,570 78	2,897 10	2,897 10	(326 32)	(326.32)	(326 32)
100 000	WESTERN UNION	03/31/2007	12/24/2012	1,339 61	2,156 00	2,156 00	(816 39)	(816 39)	0.00
125 000	WESTERN UNION	06/01/2007	12/24/2012	1,674 51	2,826 22	2,826 22	(1,151 71)	(1,151 71)	0 00
150 000	WESTERN UNION	06/25/2007	12/24/2012	2,009 40	3,143 45	3,143.45	(1,134.05)	(1,134 05)	0 00
100 000	WESTERN UNION	08/09/2007	12/24/2012	1,339 61	1,961 60	1,961 60	(621 99)	(621 99)	0 00
50 000	WESTERN UNION	11/28/2007	12/24/2012	669 80	1,125.95	1,125.95	(456.15)	(456 15)	0 00
	CAPITAL GAIN DISTRIBUTIONS			4,393 42			4,393 42	4,393 42	0 00
	PER SCHEDULE K-1. LOSS FROM IRC SEC 1256 CONTRACTS & STRADDLES				371.00	371.00	(371 00)	(371 00)	(148 40)
	TOTALS			189,629 91	176,195 30	176,195 30	13,434 61	13,434 61	1,385.78