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

2012Department of the Treasury
Internal Revenue Service

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

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

JUNE G. OUTHWAITE CHARITABLE TRUST
JS POUCHER, KL ENGLERT & CM COONEY CO-TR
1206 COAST VILLAGE CIRCLE, SUITE #A
SANTA BARBARA, CA 93108-2710

G Check all that apply

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name change

H Check type of organization

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundationI Fair market value of all assets at end of year
(from Part II, column (c), line 16)

▶ \$ 19,526,406.

J Accounting method

☒ Cash☐ Accrual☐ Other (specify)

(Part I, column (d) must be on cash basis)

A Employer identification number

77-6154307

B Telephone number (see the instructions)

805 560 0841

C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐**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)

2 Ck ☒ if the foundn is not req to att Sch B

3 Interest on savings and temporary cash investments

29,936.

29,936.

N/A

4 Dividends and interest from securities

425,074.

425,074.

5a Gross rents

b Net rental income or (loss)

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

437,215.

b Gross sales price for all assets on line 6a

5,374,967.

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

437,215.

8 Net short-term capital gain

9 Income modifications

10a Gross sales less returns and allowances

b Less Cost of goods sold

c Gross profit/(loss) (att sch)

11 Other income (attach schedule)

SEE STATEMENT 1

37.

37.

12 Total. Add lines 1 through 11

892,262.

892,262.

13 Compensation of officers, directors, trustees, etc

293,328.

246,396.

46,932.

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees (attach schedule)

b Accounting fees (attach sch) SEE ST 2

16,179.

13,580.

2,599.

c Other prof fees (attach sch) SEE ST 3

75,849.

75,849.

17 Interest

18 Taxes (attach schedule) (see instrs) SEE STM 4

42,996.

10,336.

19 Depreciation (attach sch) and depletion

20 Occupancy

9,360.

3,744.

5,616.

21 Travel, conferences, and meetings

361.

361.

22 Printing and publications

23 Other expenses (attach schedule)

SEE STATEMENT 5

23,207.

9,107.

14,100.

24 Total operating and administrative expenses. Add lines 13 through 23

461,280.

359,373.

69,247.

25 Contributions, gifts, grants paid PART XV

946,000.

946,000.

26 Total expenses and disbursements. Add lines 24 and 25

1,407,280.

359,373.

1,015,247.

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

-515,018.

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

532,889.

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

614

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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

A S S E T S	1	Cash — non-interest-bearing			
	2	Savings and temporary cash investments	334,866.	89,731.	89,731.
	3	Accounts receivable			
		Less allowance for doubtful accounts			
	4	Pledges receivable			
		Less allowance for doubtful accounts			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach sch) 504,577.	STATEMENT 6		
		Less allowance for doubtful accounts	522,202.	504,577.	504,577.
	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) STATEMENT 7	10,350,713.	10,452,638.	11,751,177.
		c Investments — corporate bonds (attach schedule) STATEMENT 8	3,547,881.	2,192,234.	2,544,409.
	L I A B I L I T I E S	11	Investments — land, buildings, and equipment basis		
		Less accumulated depreciation (attach schedule)			
12		Investments — mortgage loans			
13		Investments — other (attach schedule) STATEMENT 9	2,104,938.	3,106,348.	4,636,512.
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 1)	16,860,600.	16,345,528.	19,526,406.
17		Accounts payable and accrued expenses	54.		
18		Grants payable			
F U N D A S S E T B A L A N C E S	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)	54.	0.	
		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.	X		
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	16,860,546.	16,345,528.		
30	Total net assets or fund balances (see instructions)	16,860,546.	16,345,528.		
31	Total liabilities and net assets/fund balances (see instructions)	16,860,600.	16,345,528.		

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	16,860,546.
2	Enter amount from Part I, line 27a	2	-515,018.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	16,345,528.
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	16,345,528.

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)
1 a SEE STATEMENT 10				
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			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(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	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2	437,215.
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	0.

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	905,869.	20,428,733.	0.044343
2010	1,466,236.	19,369,559.	0.075698
2009	1,118,948.	18,316,492.	0.061090
2008	1,263,399.	22,682,879.	0.055698
2007	1,172,091.	25,414,678.	0.046119

2 Total of line 1, column (d)	2	0.282948
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	0.056590
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	18,972,371.
5 Multiply line 4 by line 3	5	1,073,646.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,329.
7 Add lines 5 and 6	7	1,078,975.
8 Enter qualifying distributions from Part XII, line 4	8	1,015,247.

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

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

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 ☐ and enter 1% of Part I, line 27b	1	10,658.
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	10,658.
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	10,658.
6	Credits/Payments		
a	2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a	18,228.
b	Exempt foreign organizations — tax withheld at source	6 b	
c	Tax paid with application for extension of time to file (Form 8868)	6 c	
d	Backup withholding erroneously withheld	6 d	
7	Total credits and payments. Add lines 6a through 6d	7	18,228.
8	Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	87.
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	7,483.
11	Enter the amount of line 10 to be Credited to 2013 estimated tax 7,483. Refunded	11	0.

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

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>WWW. OUTHWAITEFOUNDATION.ORG</u>	13	X	
14	The books are in care of <u>KENT L. ENGLERT, CO-TRUSTEE</u> Telephone no <u>805 695 8355</u> Located at <u>1206 COAST VILLAGE CIRCLE, SUITE A SB CA</u> ZIP + 4 <u>93108-2710</u>			
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 <u>15</u> N/A	N/A		
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country <u>NETHERLANDS</u>	16	X	

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

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

	Yes	No
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)? Organizations relying on a current notice regarding disaster assistance check here ☐	1 b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	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? If 'Yes,' list the years <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>	☐ Yes	☒ No
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement — see instructions)	2 b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
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	N/A
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

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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

(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)?

Organizations relying on a current notice regarding disaster assistance check here

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

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

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

If 'Yes' to 6b, file Form 8870

5 b

N/A

6 b

X

7 a 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?

N/A

7 b

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
KENT L. ENGLERT 26 W. ANAPAMU SANTA BARBARA, CA 93101-3144	TRUSTEE 11.02	97,776.	0.	0.
JOHN S. POUCHER 26 W. ANAPAMU SANTA BARBARA, CA 93101-3144	TRUSTEE 8.20	97,776.	0.	0.
C. MICHAEL COONEY 26 W. ANAPAMU SANTA BARBARA, CA 93101-3144	TRUSTEE 8.10	97,776.	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

0

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	1 a	18,980,840.
b	Average of monthly cash balances	1 b	280,450.
c	Fair market value of all other assets (see instructions)	1 c	
d	Total (add lines 1a, b, and c)	1 d	19,261,290.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	19,261,290.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	288,919.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	18,972,371.
6	Minimum investment return. Enter 5% of line 5	6	948,619.

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	948,619.
2a	Tax on investment income for 2012 from Part VI, line 5	2 a	10,658.
b	Income tax for 2012 (This does not include the tax from Part VI)	2 b	
c	Add lines 2a and 2b	2 c	10,658.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	937,961.
4	Recoveries of amounts treated as qualifying distributions	4	17,625.
5	Add lines 3 and 4	5	955,586.
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	955,586.

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	1 a	1,015,247.
b	Program-related investments — total from Part IX-B	1 b	
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)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,015,247.
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	1,015,247.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				955,586.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			945,708.	
b Total for prior years 20__, 20__, 20__		0.		
3 Excess distributions carryover, if any, to 2012.				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 1,015,247.				
a Applied to 2011, but not more than line 2a			945,708.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2012 distributable amount				69,539.
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).)	0.			0.
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		0.		
d Subtract line 6c from line 6b Taxable amount — see instructions		0.		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				886,047.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
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				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

N/A

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

- (4) Gross investment income

[illegible]

1 Information Regarding Foundation Managers:

- NONE

- NONE

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

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

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

SEE STATEMENT 11

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

SEE STATEMENT FOR LINE 2A

- c Any submission deadlines

SEE STATEMENT FOR LINE 2A

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

SEE STATEMENT FOR LINE 2A

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
<i>a Paid during the year</i> SEE STATEMENT 12				
Total			▶ 3 a	946,000.
<i>b Approved for future payment</i>				
Total			▶ 3 b	

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

[illegible]

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STATEMENT 1
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
OTHER INVESTMENT INCOME			
TOTAL	\$ 37.	\$ 37.	\$ 0.

STATEMENT 2
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DAWSON & DOBBS, LLP	\$ 1,090.			\$ 1,090.
PAULETTE LIBERATORE	15,089.	\$ 13,580.		1,509.
TOTAL	\$ 16,179.	\$ 13,580.		\$ 2,599.

STATEMENT 3
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MORGAN STANLEY #22726 (GS)	\$ 7,386.	\$ 7,386.		
STONEBRIDGE MGMT FEES	18,463.	18,463.		
WURTS ANNUAL FEES	50,000.	50,000.		
TOTAL	\$ 75,849.	\$ 75,849.		\$ 0.

STATEMENT 4
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX - CHARLES SCHWAB	\$ 6,516.	\$ 6,516.		
FOREIGN TAX - STONEBRIDGE	411.	411.		
FOREIGN TAX - WURTS	3,409.	3,409.		
IRS 2011 ESTIMATED PAYMENTS	2,302.			
IRS 2011 EXTENSION TAX	12,000.			
IRS 2011 IRS BALANCE DUE	130.			
IRS 2012 ESTIMATED PAYMENTS	18,228.			
TOTAL	\$ 42,996.	\$ 10,336.		\$ 0.

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STATEMENT 5
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK FEE-WIRE TRANSFERS	\$ 100.			\$ 100.
COMPUTER SUPPLIES & MAINTENANCE	568.	\$ 284.		284.
INSURANCE-OFFICE	500.	250.		250.
JEAN VOLMAR	10,230.			10,230.
MEMBERSHIP DUES- FOUNDATION ROUNDTABLE				
	1,695.	848.		847.
MISCELLANEOUS	19.			19.
POSTAGE	48.			48.
SUPPLIES	568.			568.
TELEPHONE	1,816.	182.		1,634.
WEB DESIGNS	120.			120.
WEST COAST OPPORTUNITY FUND	7,543.	7,543.		
TOTAL	\$ 23,207.	\$ 9,107.		\$ 14,100.

STATEMENT 6
FORM 990-PF, PART II, LINE 7
OTHER NOTES AND LOANS RECEIVABLE

OTHER NOTES AND LOANS	BOOK VALUE	FAIR MARKET VALUE	DOUBTFUL ACCOUNTS ALLOWANCE
CARPINTERIA GIRLS CLUB	\$ 321,019.	\$ 321,019.	\$ 0.
S Y V PEOPLE HELPING PEOPLE	183,558.	183,558.	0.
TOTAL	\$ 504,577.	\$ 504,577.	
ALLOWANCE FOR DOUBTFUL ACCOUNTS			\$ 0.
NET OTHER NOTES/LOANS REC. - BOOK VALUE			\$ 504,577.

STATEMENT 7
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

CORPORATE STOCKS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ACCT #064328 MAIN CORPORATE STOCKS	MKT VAL	\$ 1,426,951.	\$ 1,925,295.
ACCT #022726 GOLDMAN SACHS	MKT VAL	448,159.	517,528.
ACCT #023514 WURTS CORPORATE STOCKS	MKT VAL	3,638,988.	3,542,264.
ACCT #017565 STONEBRIDGE CORP STOCKS	MKT VAL	1,737,045.	1,873,303.
CHARLES SCHWAB EQUITY FUNDS	MKT VAL	3,201,495.	3,892,787.
TOTAL		\$ 10,452,638.	\$ 11,751,177.

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STATEMENT 8
FORM 990-PF, PART II, LINE 10C
INVESTMENTS - CORPORATE BONDS

CORPORATE BONDS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CHARLES SCHWAB BOND FUNDS	MKT VAL	\$ 2,192,234.	\$ 2,544,409.
	TOTAL	\$ 2,192,234.	\$ 2,544,409.

STATEMENT 9
FORM 990-PF, PART II, LINE 13
INVESTMENTS - OTHER

OTHER INVESTMENTS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
STAFFORD FUND	MKT VAL	\$ 1,762,758.	\$ 3,348,571.
WEST COAST OPPORTUNITY FUND, LLC	MKT VAL	343,590.	281,053.
UBS(US) TRUMBULL PROP FD LP	MKT VAL	1,000,000.	1,006,888.
	TOTAL	\$ 3,106,348.	\$ 4,636,512.

STATEMENT 10
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	MORGAN STANLEY #064328	PURCHASED	VARIOUS	VARIOUS
2	MORGAN STANLEY #017565	PURCHASED	VARIOUS	VARIOUS
3	MORGAN STANLEY #22726	PURCHASED	VARIOUS	VARIOUS
4	CHARLES SCHWAB	PURCHASED	VARIOUS	VARIOUS
5	MORGAN STANLEY #023514 LT CAPITAL GAIN	PURCHASED	VARIOUS	12/12/2012
6	CHARLES SCHWAB LT CAPITAL GAINS	PURCHASED	VARIOUS	VARIOUS
7	WEST COAST OPPORTUNITY FUND PASSTHRU	PURCHASED	VARIOUS	VARIOUS

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
1	292,776.		293,726.	-950.				\$ -950.
2	2995554.		2833847.	161,707.				161,707.
3	321,630.		302,938.	18,692.				18,692.
4	1757500.		1507241.	250,259.				250,259.
5	2,318.		0.	2,318.				2,318.
6	22,887.		0.	22,887.				22,887.
7	-17,698.		0.	-17,698.				-17,698.
							TOTAL	\$ 437,215.

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STATEMENT 11
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM:

NAME:

OUTHWAITE FOUNDATION

CARE OF:

MRS. JEAN VOLMAR

STREET ADDRESS:

26 W. ANAPAMU

CITY, STATE, ZIP CODE:

SANTA BARBARA, CA 93101-3114

TELEPHONE:

805.560.0841

E-MAIL ADDRESS:

FORM AND CONTENT:

APPLICATIONS MUST BE IN WRITING AND INCLUDE:

1) MISSION STATEMENT INDICATING DIRECT INVOLVEMENT IN ONE OR MORE OF THE DESIGNATED CATEGORIES.

2) THE SPECIFIC PURPOSE TO WHICH THE PROPOSED GRANT WILL BE DEVOTED.

3) AN INDICATION OF THE DIRECT BENEFIT TO THE COMMUNITIES THE CHARITY SERVES.

4) EVIDENCE OF QUALIFICATION UNDER CALIFORNIA AND FEDERAL LAW AS A PUBLIC CHARITY BENEFIT CORPORATION IN GOOD STANDING.

5) COPIES OF CURRENT FINANCIAL STATEMENTS.

6) LIST OF THE BOARD OF DIRECTORS.

SUBMISSION DEADLINES:

JULY 31 OF EACH YEAR

RESTRICTIONS ON AWARDS:

TRUSTEES GIVE CONSIDERATION TO ORGANIZATIONS WHO FUNCTION

IN THE FOLLOWING AREAS IN SANTA BARBARA COUNTY

- 1) MEDICAL CARE, SUPPORT AND RESEARCH
- 2) GENERAL ASSISTANCE TO THE DISABLED, ELDERLY AND CHILDREN
- 3) SUPPORT TO ABUSED WOMEN AND CHILDREN
- 4) PREVENTION OF CRUELTY TO ANIMALS
- 5) PRESERVATION OF WILDLIFE AND NATURAL RESOURCES
- 6) HISTORIC PRESERVATION
- 7) SUPPORT OF EDUCATION INSTITUTIONS AND MUSEUMS

STATEMENT 12
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
CANCER CENTER OF SANTA BARBARA 300 WEST PUEBLO STREET SANTA BARBARA, CA 93105	NONE	PUBLIC	ARTHUR J. MEROVICK PATIENT ASSISTANCE FUND	\$ 20,000.

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STATEMENT 12 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
DOMESTIC VIOLENCE SOLUTIONS FOR SBCOUNTY P.O. BOX 1536 SANTA BARBARA, CA 93102	NONE	PUBLIC	OPERATING SUPPORT	\$ 5,000.
EASY LIFT TRANSPORTATION 53 CASS PLACE, SUITE D GOLETA, CA 93117	NONE	PUBLIC	DIAL-A-RIDE	5,000.
CASA ESPERANZA HOMELESS CENTER 725 CACIQUE STREET SANTA BARBARA, CA 93103	NONE	PUBLIC	MEDICAL CLINIC, RESPIRE CARE & WELLNESS PROJECT	20,000.
COURT APPOINTED SP ADVOCATES OF SB COUNT 118 EAST FIGUEROA STREET SANTA BARBARA, CA 93101	NONE	PUBLIC	OPERATING EXPENSES	5,000.
GIRLS, INC. OF GREATER SANTA BARBARA P.O. BOX 236 SANTA BARBARA, CA 93102	NONE	PUBLIC	SCHOLARSHIP SUPPORT	10,000.
SANTA BARBARA MARITIME MUSEUM 113 HARBOR WAY, SUITE 190 SANTA BARBARA, CA 93109	NONE	PUBLIC	LEASE BUYOUT	20,000.
SB TRUST FOR HISTORIC PRESERVATION 123 EAST CANON PERDIDO STREET SANTA BARBARA, CA 93101	NONE	PUBLIC	EDUCATION & OUTREACH ACTIVITIES PERSONNEL (\$25,000), WORK ON THE COTA-KNOX HOUSE (\$20,000) AND DESIGN FOR THE VISITOR CENTER AT THE PRESIDIO (\$35,000).	80,000.
JODI HOUSE BRAIN INJURY SUPPORT CENTER 625 CHAPALA STREET SANTA BARBARA, CA 93101	NONE	PUBLIC	GENERAL OPERATING	12,500.
FOODBANK OF SANTA BARBARA COUNTY 4554 HOLLISTER AVE. SANTA BARBARA, CA 93110	NONE	PUBLIC	PRODUCE INITIATIVE IN SOUTH COUNTY	15,000.

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STATEMENT 12 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
CASA SERENA 1515 BATH STREET SANTA BARBARA, CA 93101	NONE	PUBLIC	GENERAL OPERATING	\$ 10,000.
VILLA MAJELLA OF SANTA BARBARA P.O. BOX 60029 SANTA BARBARA, CA 93160	NONE	PUBLIC	OPERATING SUPPORT	2,500.
SANTA BARBARA ZOOLOGICAL FOUNDATION 500 LAS NINOS DRIVE SANTA BARBARA, CA 93103	NONE	PUBLIC	DISCOVERY PAVILION CAMPAIGN	25,000.
COMMUNITY ENVIRONMENTAL COUNCIL 26 W. ANAPAMU ST. 2ND FL SANTA BARBARA, CA 93101	NONE	PUBLIC	GENERAL OPERATING	15,000.
SB CENTER FOR PERFORMING ARTS 1216 STATE STREET, SUITE 201 SANTA BARBARA, CA 93101	NONE	PUBLIC	GRANADA RESTORATION PROJECT	50,000.
SANTA BARBARA WILDLIFE CARE NETWORK P.O. BOX 6594 SANTA BARBARA, CA 93160	NONE	PUBLIC	STARVING PELICAN PROJECT	3,000.
ACADEMY OF HEALING ARTS 11 EAST ARRELLAGA STREET SANTA BARBARA, CA 93101	NONE	PUBLIC	GENERAL OPERATING	10,000.
ALANO CLUB OF SANTA BARBARA P.O. BOX 91030 SANTA BARBARA, CA 93190	NONE	PUBLIC	CAPITAL	15,000.
CARPINTERIA EDUCATION FOUNDATION INC P.O. BOX 9 CARPINTERIA, CA 93014	NONE	PUBLIC	CARPINTERIA HIGH SCHOOL	5,000.
COUNCIL ON ALCOHOLISM AND DRUG ABUSE P.O. BOX 28 SANTA BARBARA, CA 93111	NONE	PUBLIC	DANIEL BRYANT YOUTH AND FAMILY TREATMENT CENTER	20,000.
HILLSIDE HOUSE 1235 VERONICA SPRINGS ROAD SANTA BARBARA, CA 93105	NONE	PUBLIC	ANNUAL FUND	10,000.

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STATEMENT 12 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
LEGAL AID FOUNDATION OF SB COUNTY 301 EAST CANON PERDIDO ST SANTA BARBARA, CA 93101	NONE	PUBLIC	SENIOR SERVICES PROGRAM	\$ 5,000.
SB COTTAGE HOSPITAL FOUNDATION P.O.BOX 689 SANTA BARBARA, CA 93102	NONE	PUBLIC	REPLACEMENT HOSPITAL PROJECT	50,000.
STORYTELLER CHILDREN'S CENTER 2115 STATE STREET SANTA BARBARA, CA 93105	NONE	PUBLIC	FOOD PROGRAM	10,000.
ST. VINCENT'S INSTITUTION 4200 CALLE REAL SANTA BARBARA, CA 93110	NONE	PUBLIC	FAMILY STRENGTHENING PROGRAM	12,000.
TRANSITION HOUSE 425 EAST COTA STREET SANTA BARBARA, CA 93101	NONE	PUBLIC	PROGRAM SUPPORT	15,000.
UNITY SHOPPE 1219 STATE STREET SANTA BARBARA, CA 93101	NONE	PUBLIC	FIXED ASSET DEBT REDUCTION	17,000.
PLANNED PARENTHOOD OF SANTA BARBARA 518 GARDEN STREET SANTA BARBARA, CA 93101	NONE	PUBLIC	COMPREHENSIVE SEXUALITY EDUCATION SERIES	10,000.
SCHOLARSHIP FOUNDATION OF SANTA BARBARA P.O. BOX 3620 SANTA BARBARA, CA 93130	NONE	PUBLIC	FINANCIAL AID OUTREACH PROGRAM	5,000.
SANTA BARBARA RAPE CRISIS CENTER 433 EAST CANON PERDIDO STREET SANTA BARBARA, CA 93101	NONE	PUBLIC	TEEN PROGRAMS	5,000.
SB EDUCATION FOUNDATION 1330 STATE ST, SUITE 203 SANTA BARBARA, CA 93101	NONE	PUBLIC	DEVELOPMENT ASSISTANT	5,000.
SANTA BARBARA RESCUE MISSION 535 EAST YANONALI STREET SANTA BARBARA, CA 93103	NONE	PUBLIC	GENERAL OPERATING	40,000.

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STATEMENT 12 (CONTINUED)
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RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
SPIRIT OF 76 FOUNDATION P.O. BOX 30054 SANTA BARBARA, CA 93130	NONE	PUBLIC	GENERAL OPERATING	\$ 8,000.
TRUST FOR PUBLIC LAND P.O. BOX 1244 GOLETA, CA 93116	NONE	PUBLIC	LAND CONSERVATION	20,000.
UNITED BOYS & GIRLS CLUBS 5638 HOLLISTER AVENUE, SUITE 220 SANTA BARBARA, CA 93117	NONE	PUBLIC	AFTER SCHOOL ACADEMIC PROGRAMS IN CARPINTERIA	5,000.
CARPINTERIA EDUCATION FOUNDATION P.O. BOX 9 CARPINTERIA, CA 93014	NONE	PUBLIC	CARPINTERIA SUMMER ACADEMY	35,000.
FRIENDSHIP ADULT DAY CARE CENTER 89 EUCALYPTUS LANE SANTA BARBARA, CA 93108	NONE	PUBLIC	FRIENDSHIP RIDE	10,000.
GIRLS INC. OF CARPINTERIA 5315 FOOTHILL ROAD CARPINTERIA, CA 93013	NONE	PUBLIC	GENERAL OPERATING	10,000.
HABITAT FOR HUMANITY P.O. BOX 176 SANTA BARBARA, CA 93116	NONE	PUBLIC	CANON PERDIDO AFFORDABLE HOMES	10,000.
PEOPLES' SELF-HELP HOUSING 26 EAST VICTORIA STREET SANTA BARBARA, CA 93101	NONE	PUBLIC	YOUTH EDUCATION ENHANCEMENT PROGRAM	5,000.
TEDDY BEAR CANCER FOUNDATION 133 E. DE LA GUERRA STREET, #163 SANTA BARBARA, CA 93103	NONE	PUBLIC	EDUCATION PROGRAM	10,000.
BOYS & GIRLS CLUBS OF SANTA BARBARA 632 EAST CANON PERDIDO STREET SANTA BARBARA, CA 93103	NONE	PUBLIC	SMART MOVES PROGRAM	5,000.
UNITY SHOPPE, INC 1219 STATE STREET SANTA BARBARA, CA 93101	NONE	PUBLIC	GENERAL OPERATING EXPENSES	25,000.

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NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
YOUNG AMERICA'S FOUNDATION 217 STATE STREET SANTA BARBARA, CA 93101	NONE	PUBLIC	EDUCATIONAL PROGRAMS	\$ 25,000.
FAMILY SERVICE AGENCY OF SB 123 W GUTIERREZ STREET SANTA BARBARA, CA 93101	NONE	PUBLIC	OPERATING SUPPORT	40,000.
FOOD FROM THE HEART P.O.BOX 3908 SANTA BARBARA, CA 93130	NONE	PUBLIC	GENERAL OPERATING	5,000.
HELP OF CARPINTERIA 1069 CASITAS PASS ROAD CARPINTERIA, CA 93013	NONE	PUBLIC	VEHICLE REPLACEMENT	1,500.
ALZHEIMER'S ASSOCIATION 1528 CHAPALA STREET SANTA BARBARA, CA 93101	NONE	PUBLIC	FAMILY SERVICES PROGRAM	5,000.
PACIFIC PRIDE FOUNDATION 126 EAST HALEY STREET, A-11 SANTA BARBARA, CA 93101	NONE	PUBLIC	HIV SERVIES PROGRAM	5,000.
DOS PUEBLOS ENGINEERING ACADEMY FOUND P.O.BOX 313 GOLETA, CA 93116	NONE	PUBLIC	OPERATION OF THE SHOP INCLUDING PARTIAL FUNDING OF SHOP MANAGER	35,000.
FRIENDS OF SANTA BARBARA PUBLIC LIBRARY P.O. BOX 1019 SANTA BARBARA, CA 93102	NONE	PUBLIC	CHILDREN'S LIBRARY PROJECT	5,000.
PEOPLES' SELF-HELP HOUSING 26 EAST VICTORIA STREET SANTA BARBARA, CA 93101	NONE	PUBLIC	CAPITAL	5,000.
SANTA BARBARA ATHLETIC ROUND TABLE P.O. BOX 3813 SANTA BARBARA, CA 93130	NONE	PUBLIC	HALL OF FAME BANQUET	5,000.
SANTA BARBARA FOUNDATION P.O. BOX 60157 SANTA BARBARA, CA 93160	NONE	PUBLIC	PARTNERSHIP FOR EXCELLENCE	500.
S B COURTHOUSE LEGACY FOUNDATION P.O. BOX 91459 SANTA BARBARA, CA 93190	NONE	PUBLIC	MURAL ROOM	7,500.

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NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
S B HIGH SCHOOL EDUCATION FOUNDATION P.O. BOX 158 SANTA BARBARA, CA 93102	NONE	PUBLIC	OUTDOOR ATHLETIC FACILITIES RENOVATION	\$ 10,000.
SOROPTIMIST INTERNATIONAL OF SANTA BARBA P.O. BOX 416 SANTA BARBARA, CA 93102	NONE	PUBLIC	KOMFORT KITS	2,000.
WESTMONT COLLEGE 955 LA PAZ ROAD SANTA BARBARA, CA 93108	NONE	PUBLIC	COMPUTER GRAPHICS EQUIPMENT	25,000.
YOUNG LIFE OF SANTA BARBARA 123 WEST PADRE STREET, SUITE 3 SANTA BARBARA, CA 93105	NONE	PUBLIC	INTERN	5,000.
SARAH HOUSE P.O. BOX 20031 SANTA BARBARA, CA 93120	NONE	PUBLIC	SALARIES	10,000.
SANTA BARBARA NEIGHBORHOOD CLINICS 1900 STATE STREET, SUITE G SANTA BARBARA, CA 93101	NONE	PUBLIC	CARE FOR EVERY CHILD PROGRAM	15,000.
ALEXANDER HOUSE FOUNDATION P.O. BOX 23642 SANTA BARBARA, CA 93121	NONE	PUBLIC	GRANTS TO SENIORS	10,000.
SANTA BARBARA FOUNDATION 1111 CHAPALA STREET, SUITE 200 SANTA BARBARA, CA 93101	NONE	PUBLIC	CORNERSTONE FAMILY FUND	17,000.
CONCERNED RES & ENVIRONMENTAL WORKERS P.O. BOX 1532 OJAI, CA 93024	NONE	PUBLIC	GENERAL OPERATING	10,000.
ANTIOCH UNIVERSITY SANTA BARBARA 602 ANACAPA STREET SANTA BARBARA, CA 93101	NONE	PUBLIC	SUCCESS FOR MARGINALIZED ADULTS PROGRAM OR OTHER WORTHWHILE INITIATIVE FAVORED BY THE BOARD	10,000.

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FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
SANTA BARBARA POLICE ACTIVITIES LEAGUE P.O. BOX 91121 SANTA BARBARA, CA 91121	NONE	PUBLIC	AFTER-SCHOOL SPORTS PROGRAM	\$ 7,500.
SPECIAL OLYMPICS OF SANTA BARBARA 423 WEST VICTORIA STREET SANTA BARBARA, CA 93101	NONE	PUBLIC	SPORTS TRAINING	5,000.
FRIENDS OF VADA P.O. BOX 4426 SANTA BARBARA, CA 93140	NONE	PUBLIC	2013 FIELD TRIPS	2,500.
WILDERNESS YOUTH PROJECT 5386 HOLLISTER AVENUE, SUITE D SANTA BARBARA, CA 93111	NONE	PUBLIC	DISABILITIES INCLUSION PROGRAM	2,500.
TOTAL				\$ 946,000.

2012

FEDERAL SUPPORTING DETAIL

PAGE 1

CLIENT 6400

JUNE G. OUTHWAITE CHARITABLE TRUST
JS POUCHER, KL ENGLERT & CM COONEY CO-TR

77-6154307

10/17/13

09 02AM

OTHER INCOME PRODUCING ACTIVITIES
INTEREST ON SAVINGS & CASH INVESTMENTS

MORGAN STANLEY #017567	\$	18.
MORGAN STANLEY #064328		9.
MORGAN STANLEY #017565		4.
MORGAN STANLEY #022726		6.
MORGAN STANLEY #023414		5.
MORGAN STANLEY #023514		1.
GIRLS INCORPORATED OF CARPINTERIA		14,720.
PEOPLE HELPING PEOPLE		8,418.
WEST COAST OPPORTUNITY FUND		6,754.
CHARLES SCHWAB		1.
TOTAL	\$	<u>29,936.</u>

OTHER INCOME PRODUCING ACTIVITIES
DIVIDENDS/INTEREST FROM SECURITIES.

MORGAN STANLEY #064328	\$	44,633.
MORGAN STANLEY #064328 OTHER DIVIDENDS		1,997.
MORGAN STANLEY #017565		30,949.
MORGAN STANLEY #017565 FOREIGN DIVIDENDS		412.
MORGAN STANLEY #022726		9,105.
MORGAN STANLEY #022726 OTHER DIVIDENDS		1,939.
MORGAN STANLEY #023514 OTHER DIVIDENDS		82,936.
MORGAN STANLEY #02351 WURTS FOREIGN		3,409.
CHARLES SCHWAB		229,797.
STAFFORD FUND		15,954.
WEST COAST OPPORTUNITY FUND		3,943.
TOTAL	\$	<u>425,074.</u>

OTHER INCOME PRODUCING ACTIVITIES
OTHER INVESTMENT INCOME [O]

TOTAL	\$	37.
	\$	<u>37.</u>

OPERATING & ADMINISTRATIVE EXP. (990-PF)
INTEREST

WEST COAST OPPORTUNITY FUND	\$	0.
TOTAL	\$	<u>0.</u>

OPERATING & ADMINISTRATIVE EXP. (990-PF)
TRAVEL, CONFERENCES, ETC.

BUSINESS MEALS	\$	361.
TOTAL	\$	<u>361.</u>

2012

FEDERAL SUPPORTING DETAIL

PAGE 2

CLIENT 6400

JUNE G. OUTHWAITE CHARITABLE TRUST
JS POUCHER, KL ENGLERT & CM COONEY CO-TR

77-6154307

10/17/13

09 02AM

OPERATING & ADMINISTRATIVE EXP. (990-PF)
INTEREST

WEST COAST OPPORTUNITY FUND

TOTAL \$ 0.
\$ 0.

BALANCE SHEET - INVESTMENTS
END OF YEAR AMOUNT
ACCT #064328 MAIN CORPORATE STOCKS

MORGAN STANLEY #064328

TOTAL \$ 1,426,951.
\$ 1,426,951.

JUNE G OUTHWAITE CHARITABLE TRUST

77-6154307

Fair Market Value as of 12/31/12

Part II, 10 b & c, Corporate Stock

Morgan Stanley #248-064328-031

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Security	Quantity	Date Acquired	Total Cost	Market Value	G/L Amount
American Electric Power Co	1,000.00	10/15/2009	31,140.15	42,680.00	11,539.85
American Express Co	625	6/27/2012	35,911.69	35,925.00	13.31
American Tower Reit Com	600	5/18/2007	25,013.25	46,362.00	21,348.75
Apple Inc	173	5/29/2009	23,595.61	92,065.91	68,470.30
Applied Materials Inc	1,000.00	3/19/1998	8,527.63	11,440.00	2,912.37
At&T Inc	1,230.00	7/26/2007	49,917.79	41,463.30	-8,454.49
Berkshire Hathaway Cl-B New	650	1/4/2010	43,333.75	58,305.00	14,971.25
Blackrock Inc	200	11/30/2011	34,203.32	41,342.00	7,138.68
Bristol Myers Squibb Co	1,240.00	8/18/2011	34,673.92	40,411.60	5,737.68
Centurylink Inc	1,000.00	9/14/2011	34,999.30	39,120.00	4,120.70
Chevron Corp	620	1/4/2010	49,402.76	67,046.80	17,644.04
Cisco Sys Inc	672	10/6/1997	6,064.50	13,204.40	7,139.90
	1,560.00	3/19/1998	16,872.32	30,653.06	13,780.74
Covidien Plc New	750	8/21/2009	30,279.75	43,305.00	13,025.25
Deere & Co	450	12/14/1998	7,120.66	38,889.00	31,768.34
Dollar Gen Corp New Com	1,200.00	6/15/2010	36,131.76	52,908.00	16,776.24
Essex Property Trust Inc	170	10/1/2012	25,073.44	24,930.50	-142.94
Exxon Mobil Corp	675	1/4/2010	47,048.30	58,421.25	11,372.95
General Electric Co	285	11/17/1997	6,902.44	5,982.15	-920.29
	555	7/31/1998	16,831.66	11,649.45	-5,182.21
	600	3/20/2001	24,989.35	12,594.00	-12,395.35
	1,700.00	5/10/2011	35,035.44	35,683.00	647.56
Honeywell International Inc	700	9/23/2010	30,608.60	44,429.00	13,820.40
Intl Business Machines Corp	300	1/4/2010	40,127.08	57,465.00	17,337.92

Johnson & Johnson	900	1/4/2010	58,802.16	63,090.00	4,287.84
Jpmorgan Chase & Co	277	10/21/1997	9,237.39	12,179.44	2,942.05
	273	6/21/2001	13,028.49	12,003.56	-1,024.93
	570	7/22/2008	22,987.65	25,062.39	2,074.74
Microsoft Corp	1,000.00	12/10/2009	30,185.15	26,709.70	-3,475.45
Norfolk Southern Corp	80	7/16/2007	4,594.40	4,947.29	352.89
	400	7/16/2007	22,974.62	24,736.00	1,761.38
Oracle Corp	1,900.00	8/14/2008	44,512.75	62,307.37	17,794.62
Pepsico Inc Nc	500	9/17/2004	25,040.00	34,215.00	9,175.00
Philip Morris Intl Inc	500	11/30/2011	38,054.50	41,820.00	3,765.50
Pioneer Natural Resources Co	670	1/4/2010	34,335.98	71,415.30	37,079.32
Powershares Qqq Tr	1,000.00	4/30/2007	46,470.25	65,130.10	18,659.85
	325	3/18/2009	9,763.38	21,167.28	11,403.90
Procter & Gamble	565	1/4/2010	34,802.70	38,357.86	3,555.16
Qualcomm Inc	900	1/11/2010	44,531.76	55,673.64	11,141.88
Quest Diagnostics Inc	800	10/10/2002	23,455.00	46,616.00	23,161.00
Schlumberger Ltd	443	2/6/1998	15,447.01	30,699.27	15,252.26
Spdr S&P Midcap 400 Etf Trust	50	10/15/2002	3,909.78	9,285.50	5,375.72
	150	10/15/2002	11,733.10	27,856.50	16,123.40
Target Corporation	184	10/6/1997	2,906.49	10,887.28	7,980.79
	16	6/30/1998	396.18	946.72	550.54
	600	6/30/1998	14,859.30	35,502.00	20,642.70
Thermo Fisher Scientific Inc	685	3/16/2012	40,075.83	43,689.30	3,613.47
United Technologies Corp	665	1/4/2010	48,137.88	54,536.65	6,398.77
Wal Mart Stores Inc	650	4/10/2008	36,112.75	44,349.50	8,236.75
Wells Fargo & Co New	1,150.00	10/1/2012	40,680.16	40,307.00	-373.16
Williams Co Inc	900	6/27/2012	25,605.38	29,466.53	3,861.15
Wisconsin Energy Corp	1,250.00	12/11/2009	30,506.50	46,062.50	15,556.00
Total Unrealized Gain/Loss			\$1,426,951.01	\$1,925,295.10	\$498,344.09

JUNE G OUTHWAITE CHARITABLE TRUST

77-6154307

Fair Market Value as of 12/31/12

Part II, 10 b & c, Corporate Stock

Morgan Stanley #248-022726-031

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Security	Quantity	Date Acquired	Total Cost	Market Value	G/L Amount
Adobe Systems	100	8/8/2011	2,465.40	3,783.00	1,317.60
Aetna Inc (New)(Ct)	110	7/20/2009	2,842.38	4,966.50	2,124.12
	47	1/18/2012	2,089.04	2,122.05	33.01
	56	12/4/2012	2,441.92	2,528.40	86.48
Albemarle Corporation	28	10/13/2011	1,325.70	1,809.08	483.38
	36	4/20/2012	2,357.92	2,325.96	(31.96)
Alexandria Real Estate Eq Inc	55	3/19/2009	2,054.04	3,919.85	1,865.81
	16	5/19/2009	539.54	1,140.32	600.78
	29	4/11/2012	2,035.07	2,066.83	31.76
Altera Cp	106	4/27/2012	3,782.84	3,712.65	(70.19)
	81	6/1/2012	2,665.43	2,837.03	171.60
Ameriprise Fincl Inc	89	2/29/2012	4,995.08	5,822.83	827.75
Amerisourcebergen Corp	97	10/23/2012	3,876.85	4,203.01	326.16
Amphenol Corp New CI A	63	12/16/2008	1,381.16	4,219.11	2,837.95
Autozone Inc	9	6/1/2012	3,393.18	3,231.18	(162.00)
Avalonbay Comm Inc	25	3/1/2011	2,980.85	3,416.25	435.40
	15	9/29/2011	1,760.96	2,049.75	288.79
Be Aerospace Inc	39	8/28/2009	714.94	1,990.17	1,275.23
	46	11/28/2011	1,713.47	2,347.38	633.91
Berkley W R Corp	25	7/23/2009	609.77	972.00	362.23
	135	10/28/2009	3,369.44	5,248.80	1,879.36
Boston Scientific Corp	512	12/16/2010	3,577.19	3,020.80	(556.39)
	376	2/9/2011	2,609.93	2,218.40	(391.53)
	295	5/6/2011	2,273.83	1,740.50	(533.33)

Calpine Corp New	205	6/6/2012	3,483.32	3,690.00	206.68
Camden Property Trust	66	3/1/2011	3,786.63	4,540.14	753.51
Cameron Intl Corp	77	6/5/2012	3,453.55	4,498.34	1,044.79
	48	6/25/2012	1,914.59	2,804.16	889.57
	38	8/28/2012	2,065.85	2,219.96	154.11
Carpenter Technology	10	7/12/2012	469.47	532.30	62.83
	8	7/12/2012	375.04	425.84	50.80
	7	7/12/2012	327.13	372.61	45.48
	12	7/12/2012	563.05	638.76	75.71
	7	7/12/2012	328.12	372.61	44.49
	9	7/12/2012	420.60	479.07	58.47
	8	7/12/2012	374.61	425.84	51.23
	7	7/12/2012	329.78	372.61	42.83
	7	7/12/2012	332.11	372.61	40.50
Celanese Corp Series A Com Stk	114	12/21/2012	5,084.27	5,346.60	262.33
Check Point Software Tech Ltd	66	6/8/2012	3,534.69	3,119.82	(414.87)
Chipotle Mexican Grill Inc Com	15	10/26/2012	3,705.90	4,540.05	834.15
Church & Dwight Co Inc	66	6/22/2012	3,538.81	3,647.16	108.35
Cit Group Inc New	100	7/9/2012	3,610.06	3,997.00	386.94
Cms Energy Cp	81	1/15/2010	1,258.17	2,026.62	768.45
Coca-Cola Enterprises Inc. New	137	4/27/2011	3,895.25	4,476.48	581.23
Concho Res Inc	47	12/11/2012	3,931.70	3,930.61	(1.09)
Constellation Brands Inc Cl A	124	4/10/2012	2,659.66	4,553.28	1,893.62
Cytex Industries Inc	58	4/24/2012	3,679.89	3,992.14	312.25
D R Horton Inc	194	9/10/2012	3,867.41	4,015.64	148.23
Dover Corp	58	12/15/2011	3,240.34	3,908.62	668.28
	37	5/22/2012	2,108.28	2,493.43	385.15
	37	6/22/2012	1,986.99	2,493.43	506.44
Edison International	65	1/2/2008	3,445.00	3,043.30	(401.70)
	57	11/28/2011	2,174.67	2,668.74	494.07
Everest Re Group Ltd	24	4/2/2008	2,224.29	2,704.32	480.03
	42	7/27/2010	3,130.41	4,732.56	1,602.15

Fidelity Natl Information Se	110	5/18/2012	3,499.00	3,930.29	431.29
First Republic Bank	125	7/13/2011	3,825.48	4,317.49	492.01
Fortune Brands Home & Sec Inc	163	7/19/2012	3,689.29	5,000.84	1,311.55
Gardner Denver Inc	61	4/9/2012	3,733.03	4,212.66	479.63
Great Plains Energy Inc	76	7/7/2011	1,615.69	1,577.76	(37.93)
Hartford Fin Sers Grp Inc	16	7/24/2009	232.92	392.00	159.08
	95	10/29/2009	2,414.29	2,327.50	(86.79)
	129	3/1/2012	2,681.24	3,160.50	479.26
Hollyfrontier Corp Com	110	6/22/2012	3,555.60	4,892.58	1,336.98
Hologic Inc	167	3/16/2010	3,254.11	3,465.25	211.14
	117	8/2/2012	2,203.36	2,427.75	224.39
Host Hotel & Resorts Inc	279	5/24/2010	3,944.06	4,609.08	665.02
	182	9/29/2011	2,039.56	3,006.64	967.08
Invesco Ltd	41	5/13/2009	614.65	1,122.58	507.93
	171	5/28/2009	2,582.05	4,681.98	2,099.93
	97	2/10/2012	2,339.57	2,655.86	316.29
Juniper Networks	162	1/3/2012	3,420.60	3,269.16	(151.44)
	138	6/21/2012	2,214.53	2,784.84	570.31
	138	10/19/2012	2,471.59	2,784.84	313.25
Kimco Realty Corp Md	212	1/11/2011	3,695.07	4,165.80	470.73
Lam Research Corporation	89	3/8/2012	3,641.92	3,395.62	(246.30)
	80	7/17/2012	2,706.18	3,052.24	346.06
	70	9/21/2012	2,303.97	2,670.71	366.74
Lazard Cla A Com Stk	92	6/8/2010	2,851.57	2,949.52	97.95
Lennox Intl Inc	96	1/20/2012	3,569.02	5,269.44	1,700.42
Liberty Interactive Co Inter A	70	9/1/2009	581.11	1,435.70	854.59
	201	3/26/2010	2,689.01	4,122.51	1,433.50
Liberty Property Trust Sbi	114	8/10/2011	3,227.69	4,148.45	920.76
	70	2/23/2012	2,355.72	2,547.29	191.57
Life Technologies Corp	34	10/12/2011	1,258.25	1,738.76	480.51
	53	4/4/2012	2,530.96	2,710.42	179.46
Limited Brands Inc	77	8/2/2012	3,642.12	3,467.31	(174.81)

Lorillard Inc	26	4/11/2012	3,539.49	3,090.36	(449.13)
M&T Bank Corp	47	6/29/2009	2,418.53	4,795.41	2,376.88
	27	1/7/2011	2,346.00	2,754.81	408.81
	22	9/21/2012	2,088.96	2,244.66	155.70
Macy's Inc	9	11/8/2011	286.79	343.80	57.01
	34	11/14/2011	1,045.70	1,298.80	253.10
	79	11/17/2011	2,439.63	3,017.80	578.17
Marathon Petroleum Corp	46	6/22/2012	1,897.48	2,869.02	971.54
	47	6/29/2012	2,114.33	2,931.39	817.06
Martin Marietta Materials	7	7/2/2012	548.83	684.74	135.91
	28	9/13/2012	2,411.48	2,738.96	327.48
Mfa Financial Inc	414	6/24/2010	3,119.49	3,502.44	382.95
Mgm Resorts International	256	2/15/2012	3,754.39	3,217.92	(536.47)
	144	5/22/2012	1,574.57	1,810.08	235.51
Monster Beverage Corp Com	65	10/15/2012	3,780.01	3,387.80	(392.21)
Mylan Inc	159	3/1/2012	3,721.06	4,474.26	753.20
	105	6/5/2012	2,182.46	2,954.70	772.24
Nasdaq Omx Group Inc (The)	136	2/28/2011	3,859.72	3,579.51	(280.21)
	50	9/16/2011	1,258.79	1,316.00	57.21
	54	9/19/2011	1,304.96	1,421.27	116.31
Netapp Inc Com	86	8/22/2011	3,150.12	2,921.42	(228.70)
Northeast Utilities	160	1/21/2010	4,168.88	6,342.40	2,173.52
Nv Energy Inc Com	192	6/16/2010	2,410.17	3,598.06	1,187.89
On Semiconductor Corp	576	8/17/2012	3,719.64	4,256.64	537.00
Parametric Tech Corp New	195	6/14/2010	3,168.27	4,525.95	1,357.68
Partnerre Hldgs	50	3/24/2011	3,767.47	4,142.50	375.03
Paychex Inc	110	1/20/2012	3,560.34	3,524.40	(35.94)
Peabody Energy Corp	138	10/25/2012	3,848.65	3,699.78	(148.87)
Pentair Ltd	97	9/23/2010	3,145.66	4,841.27	1,695.61
Petsmart Inc	76	9/19/2011	3,369.23	5,221.96	1,852.73
Pinnacle West Capital Corp	84	5/20/2010	3,001.83	4,399.92	1,398.09
Pioneer Natural Resources Co	26	9/26/2011	1,785.48	2,949.18	1,163.70

	22	8/1/2012	2,080.57	2,495.46	414.89
Polycom Inc	118	11/16/2010	2,079.67	1,272.04	(807.63)
	103	11/8/2011	1,966.43	1,110.34	(856.09)
Ppl Corporation	107	1/11/2007	3,814.55	3,120.12	(694.43)
	63	4/13/2011	1,691.64	1,837.08	145.44
	98	6/17/2011	2,664.02	2,857.68	193.66
Principal Finl Group Inc	117	10/1/2009	3,076.75	3,418.74	341.99
	106	12/23/2009	2,701.38	3,097.32	395.94
	134	8/18/2010	3,096.16	3,915.48	819.32
Pvh Corporation	20	7/19/2011	1,502.71	2,311.00	808.29
	32	11/1/2011	2,341.44	3,697.60	1,356.16
Questar Corp	64	11/5/2012	1,289.72	1,323.52	33.80
	63	11/5/2012	1,267.26	1,302.84	35.58
	64	11/5/2012	1,290.76	1,323.52	32.76
Range Resources Corp	55	5/21/2012	3,464.24	3,561.25	97.01
	35	6/25/2012	2,029.48	2,266.25	236.77
Reliance Steel & Alum Co	65	1/9/2012	3,456.59	4,159.35	702.76
	41	8/20/2012	2,177.07	2,623.59	446.52
Rockwell Automation Inc	23	12/8/2011	1,757.38	1,998.47	241.09
	30	4/30/2012	2,325.59	2,606.70	281.11
Rockwell Collins Inc	69	12/5/2012	3,871.18	4,100.67	229.49
Scana Corp New	23	10/15/2009	807.95	1,072.03	264.08
	80	8/18/2010	3,117.90	3,728.80	610.90
Sealed Air Cp New	263	8/31/2012	3,777.76	4,749.78	972.02
	147	12/11/2012	2,454.90	2,654.82	199.92
Sempra Energy	27	5/17/2011	1,484.73	1,939.95	455.22
	41	8/22/2011	2,027.87	2,945.85	917.98
Slm Corporation	134	8/4/2009	1,168.47	2,331.60	1,163.13
	308	10/14/2009	2,861.47	5,359.20	2,497.73
Smucker Jm Co Com New	13	8/19/2010	756.36	1,168.96	412.60
	33	2/3/2011	2,059.49	2,967.36	907.87
	23	12/20/2011	1,797.12	2,068.16	271.04

Southwestern Energy Company	110	10/3/2012	3,833.93	3,749.90	(84.03)
	77	11/30/2012	2,654.79	2,624.93	(29.86)
Spirit Aerosystems Hld Cla A	166	5/9/2011	3,900.02	2,966.42	(933.60)
Stanley Black & Decker Inc	67	9/26/2012	5,087.81	5,009.59	(78.22)
	29	10/22/2012	2,026.80	2,168.33	141.53
Starwood Htlis & Rsts Ww Inc	73	12/12/2012	3,923.87	4,404.82	480.95
Suntrust Bks	240	9/17/2009	4,612.42	7,497.22	2,884.80
Tanger Factory Outlet Centers	144	12/14/2010	3,568.63	4,916.16	1,347.53
Tesoro Petroleum Cp	87	12/17/2012	3,900.26	3,748.31	(151.95)
Toll Brothers	117	7/23/2012	3,628.79	3,920.67	291.88
Trw Automotive Holding Corp	111	4/7/2010	3,422.50	6,058.38	2,635.88
Ventas Inc	58	6/22/2012	3,502.79	3,752.02	249.23
	39	7/5/2012	2,471.40	2,522.91	51.51
	40	10/19/2012	2,585.40	2,587.60	2.20
Vertex Pharmaceuticals	65	10/4/2012	3,830.58	3,006.90	(823.68)
Waste Connections	17	12/6/2012	566.56	587.10	20.54
	29	12/6/2012	969.28	1,001.52	32.24
	31	12/6/2012	1,035.39	1,070.59	35.20
	19	12/6/2012	634.57	656.17	21.60
	20	12/6/2012	668.20	690.70	22.50
Willis Group Holdings Plc	90	1/11/2012	3,509.24	3,105.81	(403.43)
	85	3/1/2012	3,012.06	2,933.27	(78.79)
Xcel Energy Inc	66	8/4/2010	1,433.47	1,807.74	374.27
	134	10/26/2010	3,216.17	3,670.26	454.09
	41	1/3/2012	1,127.33	1,122.99	(4.34)
Xl Group Plc New	254	7/24/2009	3,450.95	6,504.94	3,053.99
CASH ADJUSTMENT				< 14,220.10	< 14,220.10
Total Unrealized Gain/Loss			\$448,159.01	\$533,747.86	\$85,588.85

517,527.76 69,368.75

JUNE G OUTHWAITE CHARITABLE TRUST

77-6154307

Fair Market Value as of 12/31/12

Part II, 10 b 7 c, Corporate Stock

Morgan Stanley #248-023514-031

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Security	Quantity	Date Acquired	Total Cost	Market Value	G/L Amount
Ishares Barclays Tips Bd Fd	1,603.00	1/12/2007	156,798.53	192,804.99	36,006.46
	368	3/12/2007	36,880.26	44,262.16	7,381.90
Dividend Reinvestment	65.17	4/9/2007	6,499.35	7,838.49	1,339.14
Dividend Reinvestment	68.063	5/7/2007	6,815.77	8,186.45	1,370.68
Dividend Reinvestment	80.625	6/7/2007	7,922.09	9,697.38	1,775.29
Dividend Reinvestment	80.032	7/9/2007	7,789.03	9,626.06	1,837.03
Dividend Reinvestment	80.368	8/7/2007	7,961.92	9,666.47	1,704.55
Dividend Reinvestment	77.76	9/10/2007	7,904.93	9,352.79	1,447.86
Dividend Reinvestment	74.203	10/5/2007	7,501.78	8,924.96	1,423.18
Dividend Reinvestment	55.938	11/7/2007	5,800.66	6,728.09	927.43
Dividend Reinvestment	73.925	12/7/2007	7,736.16	8,891.52	1,155.36
Dividend Reinvestment	91.658	1/3/2008	9,703.30	11,024.40	1,321.10
Dividend Reinvestment	95.173	2/7/2008	10,296.15	11,447.18	1,151.03
Dividend Reinvestment	78.152	3/7/2008	8,580.40	9,399.93	819.53
Dividend Reinvestment	97.419	4/7/2008	10,548.39	11,717.32	1,168.93
Dividend Reinvestment	70.107	5/7/2008	7,450.89	8,432.30	981.41
Dividend Reinvestment	132.633	6/6/2008	13,916.42	15,952.78	2,036.36
Dividend Reinvestment	115.645	7/8/2008	12,348.41	13,909.50	1,561.09
Dividend Reinvestment	153.506	8/7/2008	15,976.95	18,463.33	2,486.38
Dividend Reinvestment	134.102	9/8/2008	14,071.14	16,129.47	2,058.33
Dividend Reinvestment	136.671	10/7/2008	13,910.27	16,438.46	2,528.19
Dividend Reinvestment	82.307	4/7/2009	8,311.39	9,899.69	1,588.30
Dividend Reinvestment	110.693	5/7/2009	10,976.15	13,313.89	2,337.74
Dividend Reinvestment	44.986	6/5/2009	4,521.04	5,410.81	889.77

Dividend Reinvestment	47.449	7/8/2009	4,761.17	5,707.05	945.88
Dividend Reinvestment	52.858	8/7/2009	5,279.40	6,357.63	1,078.23
Dividend Reinvestment	111.838	9/8/2009	11,386.46	13,451.61	2,065.15
Dividend Reinvestment	5.749	10/7/2009	592.23	691.48	99.25
Dividend Reinvestment	41.126	11/6/2009	4,274.87	4,946.54	671.67
Dividend Reinvestment	24.889	12/7/2009	2,608.48	2,993.59	385.11
Dividend Reinvestment	28.726	1/5/2010	3,002.28	3,455.09	452.81
Dividend Reinvestment	24.925	2/5/2010	2,621.34	2,997.92	376.58
Dividend Reinvestment	0.541	3/5/2010	56.17	65.07	8.90
Dividend Reinvestment	53.602	4/8/2010	5,573.27	6,447.12	873.85
Dividend Reinvestment	19.454	5/7/2010	2,070.31	2,339.88	269.57
Dividend Reinvestment	64.982	6/7/2010	6,873.76	7,815.88	942.12
Dividend Reinvestment	33.985	7/8/2010	3,581.06	4,087.63	506.57
Dividend Reinvestment	23.027	8/6/2010	2,457.97	2,769.63	311.66
Dividend Reinvestment	3.58	9/8/2010	385.65	430.59	44.94
Dividend Reinvestment	15.588	10/7/2010	1,735.71	1,874.89	139.18
Dividend Reinvestment	29.299	11/5/2010	3,271.48	3,524.01	252.53
Dividend Reinvestment	18.151	12/7/2010	1,969.69	2,183.16	213.47
Dividend Reinvestment	27.114	1/4/2011	2,900.86	3,261.21	360.35
Dividend Reinvestment	17.2	2/7/2011	1,816.97	2,068.77	251.80
Dividend Reinvestment	28.099	3/7/2011	3,042.72	3,379.68	336.96
Dividend Reinvestment	59.638	4/7/2011	6,471.40	7,173.12	701.72
Dividend Reinvestment	59.969	5/6/2011	6,637.46	7,212.93	575.47
Dividend Reinvestment	106.939	6/7/2011	11,790.87	12,862.37	1,071.50
Dividend Reinvestment	77.181	7/8/2011	8,563.30	9,283.15	719.85
Dividend Reinvestment	57.923	8/5/2011	6,639.44	6,966.84	327.40
Dividend Reinvestment	1.01	9/8/2011	116.87	121.48	4.61
Dividend Reinvestment	7.534	10/7/2011	865.75	906.17	40.42
Dividend Reinvestment	15.323	11/7/2011	1,804.63	1,843.01	38.38
Dividend Reinvestment	10.369	12/7/2011	1,209.83	1,247.16	37.33
Dividend Reinvestment	13.813	4/9/2012	1,630.66	1,661.39	30.73
Dividend Reinvestment	18.076	5/7/2012	2,152.77	2,174.14	21.37

Dividend Reinvestment	33.9	6/7/2012	4,078.07	4,077.41	(0.66)
Dividend Reinvestment	14.996	7/9/2012	1,804.21	1,803.68	(0.53)
Dividend Reinvestment	12.18	11/7/2012	1,492.89	1,464.98	(27.91)
Dividend Reinvestment	20.209	12/7/2012	2,490.04	2,430.69	(59.35)
Vanguard Msci Emerging Markets	1,000.00	4/27/2006	36,256.31	44,529.99	8,273.68
	4,000.00	4/28/2006	145,715.25	178,119.99	32,404.74
	4,000.00	5/1/2006	146,830.00	178,119.99	31,289.99
	2,000.00	5/1/2006	73,060.25	89,059.99	15,999.74
	3,900.00	5/4/2006	146,284.50	173,666.99	27,382.49
	2,700.00	1/11/2007	101,221.50	120,230.99	19,009.49
	30	1/18/2007	1,138.28	1,524.17	385.89
	2,600.00	1/18/2007	98,655.75	117,260.00	18,604.25
	380	3/12/2007	14,600.48	17,138.00	2,537.52
Dividend Reinvestment	515.7	12/31/2007	27,182.05	23,258.07	(3,923.98)
Dividend Reinvestment	1,054.49	12/31/2008	24,886.07	47,557.68	22,671.61
Dividend Reinvestment	296.374	12/31/2009	12,088.21	13,366.47	1,278.26
Dividend Reinvestment	390.851	12/29/2010	18,318.40	17,627.38	(691.02)
Dividend Reinvestment	538.855	12/28/2011	20,717.88	24,302.36	3,584.48
Dividend Reinvestment	294.408	9/28/2012	12,288.29	13,277.80	989.51
Dividend Reinvestment	244.225	12/27/2012	10,665.31	11,014.55	349.24
Pimco Comm Real Ret Strat Inst	30,797.61	8/28/2006	458,576.40	202,956.24	(255,620.16)
L T Dividend Reinvestment	82,221.07	9/21/2006	669,833.18	541,836.85	(127,996.33)
S T Dividend Reinvestment	4,213.96	3/22/2012	28,124.59	27,769.97	(354.62)
T Rowe Price Intl Discovery	16,246.24	8/31/2006	750,576.32	754,475.43	3,899.11
L T Dividend Reinvestment	6,560.84	12/19/2006	293,211.30	304,685.45	11,474.15
S T Dividend Reinvestment	449.843	12/18/2012	20,526.37	20,890.71	364.34
Total Unrealized Gain/Loss			3,638,988.11	3,542,264.44	(96,723.67)

JUNE G OUTHWAITE CHARITABLE TRUST

77-6154307

Fair Market Value as of 12/31/12

Part II, 10 b & c, Corporate Stock

Morgan Stanley #248-017565-031

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Security	Quantity	Date Acquired	Total Cost	Market Value	G/L Amount
Altera Cp	2,075.00	12/7/2012	65,319.62	71,359.25	6,039.63
Apple Inc	115	11/2/2012	68,521.48	61,199.87	-7,321.61
	20	12/13/2012	10,639.75	10,643.45	3.70
	20	12/13/2012	10,639.75	10,643.45	3.70
Baker Hughes Inc	600	3/27/2012	25,733.04	24,508.62	-1,224.42
	625	9/27/2012	28,611.75	25,529.81	-3,081.94
Bed Bath & Beyond Inc	825	9/26/2012	51,987.85	46,125.75	-5,862.10
	575	11/1/2012	33,441.72	32,148.25	-1,293.47
Bmc Software	425	1/6/2012	13,731.88	16,838.50	3,106.62
	525	11/5/2012	21,650.68	20,800.50	-850.18
Boeing Co	325	8/8/2011	19,436.45	24,492.00	5,055.55
	125	8/11/2011	7,228.03	9,420.00	2,191.97
Borg Warner Inc	600	7/20/2012	38,460.38	42,972.00	4,511.62
	275	11/5/2012	18,518.13	19,695.50	1,177.37
Carnival Cp New Paired Com	850	2/23/2012	25,751.45	31,254.50	5,503.05
Citrix Systems Inc	225	1/13/2012	14,664.61	14,764.50	99.89
	400	11/5/2012	25,046.50	26,248.00	1,201.50
Cognizant Tech Solutions Cl A	400	8/18/2011	22,111.85	29,552.92	7,441.07
	175	5/24/2012	10,482.94	12,929.40	2,446.46
Devon Energy Corp New	1,000.00	11/26/2012	53,058.40	52,040.00	-1,018.40
Edward Lifesciences Corp	350	4/13/2012	24,289.62	31,559.50	7,269.88
	350	10/9/2012	30,656.00	31,559.50	903.50
	225	11/5/2012	19,999.28	20,288.25	288.97
Express Scripts Hldg Co Com	10	8/8/2011	477.84	540.00	62.16

		140	9/13/2011	6,289.49	7,560.00	1,270.51
		325	9/28/2011	12,851.85	17,550.00	4,698.15
		650	11/26/2012	33,555.02	35,100.00	1,544.98
F5 Networks Inc		50	7/16/2012	4,659.06	4,859.50	200.44
		325	10/26/2012	26,816.86	31,573.75	4,756.89
Fluor Corp New		125	7/13/2009	5,884.35	7,342.50	1,458.15
		400	10/7/2009	19,398.05	23,496.00	4,097.95
		100	11/4/2011	5,530.33	5,874.00	343.67
		175	1/6/2012	9,236.85	10,279.50	1,042.65
		300	6/22/2012	13,852.01	17,622.00	3,769.99
General Electric Co		275	8/23/2010	4,139.57	5,772.25	1,632.68
	1,000.00		8/30/2010	14,740.00	20,990.00	6,250.00
	1,125.00		10/22/2010	18,192.37	23,613.75	5,421.38
	600		8/11/2011	9,319.36	12,594.00	3,274.64
Google Inc-CI A		30	4/25/2011	15,857.40	21,221.40	5,364.00
		30	8/16/2011	16,218.65	21,221.40	5,002.75
		30	11/5/2012	20,416.70	21,221.40	804.70
Invesco Ltd		350	3/26/2010	7,458.75	9,131.50	1,672.75
		525	9/28/2011	8,679.25	15,654.00	6,974.75
		600	8/11/2010	11,336.46	13,697.25	2,360.79
		525	6/22/2012	11,362.18	13,697.25	2,335.07
Johnson Controls Incorporated		400	3/26/2012	39,182.01	36,804.00	-2,378.01
		800	4/26/2012	25,432.74	24,536.00	-896.74
Joy Global Inc		275	8/30/2012	30,223.45	36,673.50	6,450.05
Jpmorgan Chase & Co		925	11/17/2011	28,844.85	40,671.42	11,826.57
		75	5/14/2012	2,735.97	3,297.68	561.71
		775	7/20/2012	26,444.16	34,076.05	7,631.89
Microsoft Corp		1,950.00	8/10/2012	59,345.20	52,083.91	-7,261.29
		250	9/14/2012	7,821.72	6,677.42	-1,144.30
Netapp Inc Com		1,700.00	7/16/2012	48,903.14	57,035.00	8,131.86
Newmont Mining Corp (New)		100	5/10/2011	5,479.73	4,644.00	-835.73
		250	3/16/2012	13,545.43	11,610.00	-1,935.43

	675	12/5/2012	30,015.85	31,345.00	1,329.15
Norfolk Southern Corp	950	10/4/2012	63,018.86	58,748.00	-4,270.86
	300	11/5/2012	18,478.01	18,552.00	73.99
Nvidia Corporation	1,575.00	4/13/2012	22,683.46	19,309.50	-3,373.96
	1,275.00	5/24/2012	15,565.46	15,631.50	66.04
	25	9/14/2012	349.54	306.53	-43.01
	525	9/14/2012	7,340.26	6,436.50	-903.76
	2,100.00	9/14/2012	29,361.05	25,746.00	-3,615.05
Oracle Corp	650	8/24/2005	8,542.71	21,658.00	13,115.29
	200	8/9/2011	12,621.21	15,827.00	3,205.79
	550	12/21/2011	13,820.24	18,326.00	4,505.76
	250	3/23/2012	7,238.46	8,330.00	1,091.54
Qualcomm Inc	1,150.00	10/17/2012	70,139.37	71,138.54	999.17
Schlumberger Ltd	550	10/26/2011	37,582.85	38,114.23	531.38
St Jude Medical Inc	900	12/16/2011	29,865.05	32,526.00	2,660.95
Thomson Reuters Corp	575	11/15/2011	16,664.48	16,709.50	45.02
	825	2/2/2012	22,676.26	23,974.50	1,298.24
	1,125.00	10/4/2012	32,616.76	32,692.50	75.74
Tiffany & Company New	375	1/10/2012	22,346.45	21,502.50	-843.95
	350	6/22/2012	18,327.81	20,069.00	1,741.19
	575	12/13/2012	33,106.95	32,970.50	-136.45
Varian Medical Sys Inc	400	9/13/2011	20,471.99	28,096.00	7,624.01
Total Unrealized Gain/Loss			\$1,737,045.04	\$1,873,303.25	136,258.21

JUNE G. OUTHWAITE CHARITABLE TRUST
77-6154307
Fair Market Value as of December 31, 2012
Part II, 10b Corporate Bonds
Charles Schwab Account #2501-1759
Page 1 of 1

Security	Quantity	Market Value	Cost Basis	Gain/Loss
DODGE & COX INCOME FUND	71,937.9600	997,060.13	890,614.96	106,445.17
VANGUARD HIGH YIELD CORP	88,884.0410	543,081.49	494,104.87	48,976.62
WESTERN ASSET CORE PLUS	86,055.4510	1,004,267.11	807,513.72	196,753.39
Total unrealized gains/losses at 12/31/12		2,544,408.73	2,192,233.55	352,175.18

JUNE G. OUTHWAITE CHARITABLE TRUST
77-6154307
Fair Market Value as of December 31, 2012
Part II, 10b Corporate Stock
Charles Schwab Account #2501-1759
Page 1 of 1

Security	Quantity	Market Value	Cost Basis	Gain/Loss
ALGER SMID CAP GROWTH FD	31,831.8020	529,999.50	322,511.37	207,488.13
AMERICAN FD EUROPACIFIC	37,121.8030	1,527,562.19	1,201,721.45	325,840.74
DODGE & COX INTL STOCK	45,223.9380	1,566,557.21	1,380,205.77	186,351.44
PIMCO COMMODITY REAL	40,462.0280	268,667.87	297,056.72	(28,388.85)
Total unrealized gains/losses at 12/31/12		3,892,786.77	3,201,495.31	691,291.46

JUNE G OUTHWAITE CHARITABLE TRUST

77-6154307

Realized Capital Gains and Losses

Part IV, Capital Gains and Losses

Morgan Stanley #248-064328-031

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Name	Quantity	Acquired Date	Sale Date	Proceeds	Total Cost	Gain / Loss
AMAZON COM INC	110.000	8/19/2011	2/23/2012	19,442.95	20,959.78	(1,516.83)
APACHE CORP	290.000	1/4/2010	6/27/2012	24,005.13	30,956.17	(6,951.04)
APPLE INC	77.000	5/29/2009	12/12/2012	41,090.08	10,502.09	30,587.99
BANK OF NEW YORK MELLON CORP	47.118	9/27/2006	4/19/2012	1,065.47	1,807.75	(742.28)
BANK OF NEW YORK MELLON CORP	753.882	9/27/2006	4/19/2012	17,047.35	28,895.14	(11,847.79)
BORG WARNER INC	600.000	11/30/2011	12/12/2012	39,925.11	40,056.96	(131.85)
CITIGROUP INC NEW	575.000	4/19/2012	10/1/2012	18,763.08	20,376.57	(1,613.49)
INTEL CORP	1,750.000	7/17/2009	12/12/2012	35,721.74	32,704.00	3,017.74
JOHNSON CONTROLS INCORPORATED	1,000.000	1/4/2010	12/12/2012	28,449.65	28,030.15	419.50
OCCIDENTAL PETROLEUM CORP DE	425.000	2/10/2010	12/12/2012	32,039.30	33,879.03	(1,839.73)
PNC FINL SVCS GP	100.000	1/3/2007	6/27/2012	5,871.06	7,598.25	(1,727.19)
PNC FINL SVCS GP	50.000	1/3/2007	6/27/2012	2,935.53	3,796.50	(860.97)
PNC FINL SVCS GP	50.000	1/3/2007	6/27/2012	2,935.53	3,796.00	(860.47)
PNC FINL SVCS GP	400.000	1/3/2007	6/27/2012	23,484.26	30,368.00	(6,883.74)
Total Realized Capital Losses				292,776.24	293,726.39	(950.15)

JUNE G OUTHWAITE CHARITABLE TRUST

77-6154307

Realized Capital Gains and Losses

Part IV, Capital Gains and Losses

Morgan Stanley #243-017565-031

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Name	Quantity	Acquired Date	Sale Date	Proceeds	Total Cost	Gain / Loss
ADVANCE AUTO PARTS	200.000	9/14/2012	10/8/2012	13,993.18	13,769.34	223.84
ADVANCE AUTO PARTS	275.000	9/14/2012	11/2/2012	21,911.70	18,932.84	2,978.86
ADVANCE AUTO PARTS	400.000	6/22/2012	11/2/2012	31,871.56	27,249.10	4,622.46
ADVANCE AUTO PARTS	425.000	8/3/2012	11/2/2012	33,863.52	28,669.73	5,193.79
APPLE INC	20.000	11/2/2012	11/27/2012	11,584.03	11,916.77	(332.74)
AUTODESK INC DELAWARE	400.000	6/14/2011	1/19/2012	14,104.84	15,316.99	(1,212.15)
AUTODESK INC DELAWARE	575.000	6/14/2011	2/14/2012	21,950.92	22,018.18	(67.26)
AUTODESK INC DELAWARE	325.000	6/14/2011	4/13/2012	13,126.27	12,445.05	681.22
AUTODESK INC DELAWARE	200.000	7/19/2011	4/13/2012	8,077.70	7,280.11	797.59
AUTODESK INC DELAWARE	100.000	7/19/2011	8/24/2012	2,988.63	3,640.05	(651.42)
AUTODESK INC DELAWARE	400.000	8/16/2011	8/24/2012	11,954.53	11,856.88	97.65
AVON PRODUCTS INC	1,125.000	11/8/2011	2/16/2012	21,817.02	21,058.76	758.26
AVON PRODUCTS INC	1,100.000	11/8/2011	4/13/2012	25,109.75	20,590.79	4,518.96
AVON PRODUCTS INC	75.000	1/6/2012	4/13/2012	1,712.03	1,324.70	387.33
AVON PRODUCTS INC	875.000	1/6/2012	5/14/2012	18,383.91	15,454.88	2,929.03
BAKER HUGHES INC	875.000	3/20/2012	7/20/2012	39,758.37	41,969.51	(2,211.14)
BMC SOFTWARE	125.000	10/27/2011	2/1/2012	4,536.85	4,155.00	381.85
BMC SOFTWARE	550.000	10/27/2011	2/2/2012	21,045.94	18,282.00	2,763.94
BMC SOFTWARE	500.000	10/21/2011	2/1/2012	18,147.38	19,105.54	(958.16)
BMC SOFTWARE	275.000	10/21/2011	2/1/2012	9,981.12	10,508.10	(526.98)
BMC SOFTWARE	525.000	10/27/2011	5/15/2012	23,569.74	17,451.00	6,118.74
BMC SOFTWARE	75.000	1/6/2012	5/15/2012	3,367.11	2,423.27	943.84
BOEING CO	175.000	6/6/2011	1/6/2012	12,810.99	13,137.20	(326.21)

BOEING CO	175.000	6/6/2011	1/25/2012	13,206.66	13,137.19	69.47
BOEING CO	75.000	6/21/2011	1/25/2012	5,660.00	5,584.54	75.46
BOEING CO	175.000	6/21/2011	10/8/2012	12,264.51	13,030.60	(766.09)
CARNIVAL CP NEW PAIRED COM	1,175.000	4/4/2011	3/26/2012	38,126.42	45,227.67	(7,101.25)
CARNIVAL CP NEW PAIRED COM	700.000	11/14/2011	3/26/2012	22,713.61	23,429.89	(716.28)
CARNIVAL CP NEW PAIRED COM	700.000	5/14/2012	8/28/2012	24,413.57	22,032.80	2,380.77
CARNIVAL CP NEW PAIRED COM	200.000	5/14/2012	11/27/2012	7,628.07	6,295.08	1,332.99
CARNIVAL CP NEW PAIRED COM	100.000	2/23/2012	11/27/2012	3,814.03	3,029.58	784.45
CATERPILLAR INC	25.000	9/13/2011	1/19/2012	2,590.01	2,121.50	468.51
CATERPILLAR INC	175.000	7/1/2009	1/19/2012	18,130.06	5,971.06	12,159.00
CATERPILLAR INC	50.000	7/1/2009	3/23/2012	5,365.50	1,706.02	3,659.48
CATERPILLAR INC	125.000	7/1/2009	3/23/2012	13,413.74	4,265.04	9,148.70
CELGENE CORP	200.000	4/27/2009	1/12/2012	14,527.71	8,238.35	6,289.36
CELGENE CORP	50.000	4/27/2009	4/26/2012	3,670.41	2,059.59	1,610.82
CELGENE CORP	450.000	3/2/2011	4/26/2012	33,033.71	24,166.10	8,867.61
CISCO SYS INC	625.000	2/15/2011	1/6/2012	11,778.42	11,745.31	33.11
CISCO SYS INC	175.000	2/15/2011	1/10/2012	3,294.11	3,288.69	5.42
CISCO SYS INC	800.000	7/15/2011	1/10/2012	15,058.78	12,616.32	2,442.46
CISCO SYS INC	350.000	12/8/2010	1/6/2012	6,595.92	6,821.68	(225.76)
CITRIX SYSTEMS INC	350.000	2/1/2012	2/16/2012	26,223.64	23,439.80	2,783.84
CITRIX SYSTEMS INC	225.000	2/1/2012	4/26/2012	19,439.87	15,068.44	4,371.43
CITRIX SYSTEMS INC	350.000	1/13/2012	4/26/2012	30,239.81	22,811.61	7,428.20
COGNIZANT TECH SOLUTIONS CL A	325.000	12/8/2011	2/1/2012	23,708.61	22,262.20	1,446.41
COGNIZANT TECH SOLUTIONS CL A	50.000	12/19/2011	2/1/2012	3,647.48	3,243.67	403.81
COGNIZANT TECH SOLUTIONS CL A	100.000	12/19/2011	9/14/2012	7,065.85	6,487.35	578.50
COGNIZANT TECH SOLUTIONS CL A	375.000	5/24/2012	9/14/2012	26,496.95	22,463.45	4,033.50
COGNIZANT TECH SOLUTIONS CL A	300.000	8/18/2011	10/9/2012	21,086.50	16,583.89	4,502.61

DEERE & CO	475.000	8/28/2012	10/11/2012	38,906.47	35,292.91	3,613.56
DEERE & CO	350.000	8/28/2012	10/17/2012	29,818.49	26,005.30	3,813.19
EDWARD LIFESCIENCES CORP	500.000	3/21/2012	4/25/2012	40,649.68	35,515.90	5,133.78
EDWARD LIFESCIENCES CORP	100.000	3/21/2012	6/22/2012	10,037.62	7,103.18	2,934.44
EDWARD LIFESCIENCES CORP	275.000	4/13/2012	6/22/2012	27,603.46	19,084.70	8,518.76
ELECTRONIC ARTS INC	1,025.000	2/16/2012	10/8/2012	13,230.97	18,317.22	(5,086.25)
ELECTRONIC ARTS INC	3,750.000	2/16/2012	11/5/2012	48,784.36	67,014.21	(18,229.85)
ELECTRONIC ARTS INC	750.000	3/6/2012	11/5/2012	9,756.87	12,404.80	(2,647.93)
EXPRESS SCRIPTS HLDG CO COM	300.000	7/19/2011	4/13/2012	16,960.72	15,608.46	1,352.26
EXPRESS SCRIPTS HLDG CO COM	125.000	8/8/2011	4/13/2012	7,066.96	5,973.06	1,093.90
EXPRESS SCRIPTS HLDG CO COM	400.000	6/22/2012	7/16/2012	22,847.21	21,221.66	1,625.55
EXPRESS SCRIPTS HLDG CO COM	125.000	5/24/2012	7/16/2012	7,139.75	6,462.24	677.51
EXPRESS SCRIPTS HLDG CO COM	275.000	5/24/2012	9/27/2012	17,573.73	14,216.94	3,356.79
EXPRESS SCRIPTS HLDG CO COM	225.000	8/8/2011	9/27/2012	14,378.50	10,751.51	3,626.99
EXPRESS SCRIPTS INC COMMON	450.000	7/7/2011	1/25/2012	23,368.17	24,575.22	(1,207.05)
EXPRESS SCRIPTS INC COMMON	75.000	7/19/2011	1/25/2012	3,894.69	3,902.12	(7.43)
EXXON MOBIL CORP	250.000	2/1/2012	3/20/2012	21,563.88	21,194.88	369.00
EXXON MOBIL CORP	250.000	11/15/2011	6/22/2012	20,583.44	19,954.05	629.39
EXXON MOBIL CORP	25.000	2/1/2012	6/22/2012	2,058.35	2,119.49	(61.14)
EXXON MOBIL CORP	125.000	11/18/2009	6/22/2012	10,291.72	9,437.87	853.85
EXXON MOBIL CORP	325.000	3/26/2010	6/22/2012	26,758.48	21,626.85	5,131.63
F5 NETWORKS INC	75.000	7/27/2011	1/18/2012	8,113.34	7,212.47	900.87
F5 NETWORKS INC	100.000	9/28/2011	1/18/2012	10,817.78	7,792.11	3,025.67
F5 NETWORKS INC	75.000	9/28/2011	2/7/2012	9,388.81	5,844.08	3,544.73
F5 NETWORKS INC	175.000	7/16/2012	11/27/2012	16,060.48	16,306.72	(246.24)
F5 NETWORKS INC	225.000	7/16/2012	12/5/2012	20,917.28	20,965.78	(48.50)
FLUOR CORP NEW	400.000	8/18/2011	8/3/2012	20,878.58	22,321.70	(1,443.12)
FLUOR CORP NEW	50.000	8/18/2011	11/27/2012	2,658.87	2,790.21	(131.34)
FLUOR CORP NEW	250.000	11/4/2011	11/27/2012	13,294.36	13,825.84	(531.48)
GENERAL ELECTRIC CO	950.000	8/23/2010	1/12/2012	17,863.15	14,300.35	3,562.80
GENERAL ELECTRIC CO	100.000	11/15/2011	11/27/2012	2,082.75	1,644.55	438.20
GENERAL ELECTRIC CO	375.000	10/22/2010	11/27/2012	7,810.32	6,064.13	1,746.19

GENERAL MTRS CO	1,125.000	5/19/2011	1/13/2012	27,294.33	35,491.84	(8,197.51)
GENERAL MTRS CO	75.000	7/27/2011	1/13/2012	1,819.62	2,149.52	(329.90)
GENERAL MTRS CO	425.000	7/27/2011	2/6/2012	11,106.80	12,180.63	(1,073.83)
GENERAL MTRS CO	350.000	11/14/2011	2/6/2012	9,146.77	8,163.78	982.99
GENERAL MTRS CO	300.000	9/28/2011	3/21/2012	7,495.05	6,525.28	969.77
GENERAL MTRS CO	475.000	11/14/2011	3/21/2012	11,867.16	11,079.41	787.75
GOOGLE INC-CL A	25.000	1/25/2012	8/3/2012	15,961.05	14,287.95	1,673.10
GOOGLE INC-CL A	45.000	1/25/2012	8/17/2012	30,315.94	25,718.30	4,597.64
GOOGLE INC-CL A	5.000	3/28/2011	8/3/2012	3,192.21	2,929.38	262.83
GOOGLE INC-CL A	10.000	8/16/2011	8/17/2012	6,736.87	5,406.22	1,330.65
ILLUMINA INC	75.000	9/28/2011	1/12/2012	2,678.41	3,216.17	(537.76)
ILLUMINA INC	75.000	10/12/2011	1/12/2012	2,678.41	2,002.88	675.53
ILLUMINA INC	1,000.000	10/12/2011	1/12/2012	34,820.86	26,705.00	8,115.86
INTEL CORP	100.000	3/29/2011	1/10/2012	2,555.82	2,040.20	515.62
INTEL CORP	625.000	4/4/2011	1/10/2012	15,973.89	12,282.88	3,691.01
INTEL CORP	1,500.000	8/17/2012	12/7/2012	30,043.13	39,611.60	(9,568.47)
INTEL CORP	1,125.000	8/27/2012	12/7/2012	22,532.35	28,112.38	(5,580.03)
INTEL CORP	1,000.000	9/14/2012	12/7/2012	20,028.76	23,514.70	(3,485.94)
INTERNATIONAL GAME TECH	550.000	12/19/2011	3/27/2012	9,325.82	8,580.85	744.97
INTERNATIONAL GAME TECH	1,825.000	2/3/2012	9/26/2012	23,430.84	29,165.49	(5,734.65)
INTERNATIONAL GAME TECH	1,800.000	12/19/2011	9/26/2012	23,109.87	28,082.79	(4,972.92)
INTERNATIONAL GAME TECH	175.000	9/17/2010	3/27/2012	2,967.31	2,641.87	325.44
INTERNATIONAL GAME TECH	875.000	10/6/2010	3/27/2012	14,836.53	12,534.43	2,302.10
INVESCO LTD	425.000	6/22/2012	10/4/2012	10,818.74	9,197.95	1,620.79
INVESCO LTD	1,075.000	11/19/2009	2/1/2012	24,843.65	24,088.29	755.36
INVESCO LTD	450.000	11/19/2009	2/16/2012	10,930.25	10,083.47	846.78
INVESCO LTD	50.000	12/10/2009	2/16/2012	1,214.47	1,089.93	124.54
INVESCO LTD	550.000	12/10/2009	10/4/2012	14,000.72	11,989.26	2,011.46
JOHNSON & JOHNSON	625.000	2/6/2012	7/16/2012	42,645.71	40,998.75	1,646.96
JOHNSON & JOHNSON	300.000	2/14/2012	7/16/2012	20,469.94	19,476.00	993.94
JOHNSON CONTROLS INCORPORATED	575.000	3/26/2012	11/27/2012	15,357.15	18,774.72	(3,417.57)

JPMORGAN CHASE & CO	625.000	11/17/2011	2/1/2012	23,576.17	19,511.44	4,064.73
JPMORGAN CHASE & CO	125.000	11/17/2011	3/16/2012	5,521.75	3,902.29	1,619.46
JPMORGAN CHASE & CO	225.000	11/17/2011	3/16/2012	9,939.16	7,016.31	2,922.85
JPMORGAN CHASE & CO	600.000	5/14/2012	9/14/2012	24,859.94	21,887.78	2,972.16
MICROSOFT CORP	500.000	5/2/2011	1/6/2012	13,901.61	12,880.00	1,021.61
MICROSOFT CORP	275.000	3/29/2011	1/6/2012	7,645.88	7,082.39	563.49
MICROSOFT CORP	50.000	3/29/2011	3/22/2012	1,593.82	1,287.71	306.11
MICROSOFT CORP	500.000	9/14/2012	10/8/2012	14,762.16	15,643.43	(881.27)
MICROSOFT CORP	1,275.000	6/29/2010	3/22/2012	40,642.53	30,500.04	10,142.49
MYLAN INC	850.000	4/26/2012	10/4/2012	20,831.33	18,798.64	2,032.69
MYLAN INC	450.000	11/4/2011	10/4/2012	11,028.35	8,374.45	2,653.90
MYLAN INC	1,225.000	9/28/2011	11/26/2012	32,618.32	22,427.55	10,190.77
MYLAN INC	25.000	11/4/2011	11/26/2012	665.68	465.25	200.43
NETAPP INC COM	350.000	11/17/2011	2/1/2012	13,747.87	12,931.42	816.45
NETAPP INC COM	425.000	11/4/2011	2/1/2012	16,693.69	18,029.28	(1,335.59)
NETAPP INC COM	225.000	11/4/2011	2/1/2012	8,838.08	9,545.17	(707.09)
NETAPP INC COM	1,075.000	11/17/2011	5/24/2012	30,275.70	39,717.93	(9,442.23)
NETAPP INC COM	650.000	5/15/2012	5/24/2012	18,306.24	23,320.83	(5,014.59)
NETAPP INC COM	425.000	1/13/2012	5/24/2012	11,969.46	14,372.28	(2,402.82)
NETAPP INC COM	925.000	7/16/2012	8/28/2012	31,981.04	26,609.06	5,371.98
NETAPP INC COM	675.000	10/11/2012	11/27/2012	20,980.80	19,767.20	1,213.60
NETAPP INC COM	275.000	10/11/2012	12/13/2012	8,939.30	8,053.31	885.99
NETAPP INC COM	25.000	7/16/2012	12/13/2012	812.66	719.17	93.49
NEWMONT MINING CORP (NEW)	350.000	1/13/2012	9/14/2012	19,878.85	22,142.56	(2,263.71)
NEWMONT MINING CORP (NEW)	175.000	1/19/2012	9/14/2012	9,939.43	10,431.94	(492.51)
NEWMONT MINING CORP (NEW)	200.000	1/19/2012	10/8/2012	11,029.87	11,922.21	(892.34)
NEWMONT MINING CORP (NEW)	400.000	1/19/2012	10/17/2012	22,236.01	23,844.41	(1,608.40)
NEWMONT MINING CORP (NEW)	150.000	5/10/2011	10/17/2012	8,338.51	8,219.60	118.91
NVIDIA CORPORATION	2,825.000	3/22/2012	8/9/2012	40,929.36	41,192.19	(262.83)
NVIDIA CORPORATION	25.000	3/22/2012	10/8/2012	325.53	364.53	(39.00)
NVIDIA CORPORATION	525.000	4/13/2012	10/8/2012	6,836.05	7,561.15	(725.10)
ORACLE CORP	325.000	3/23/2012	7/16/2012	9,571.76	9,410.00	161.76

ORACLE CORP	800.000	7/15/2011	7/16/2012	23,561.24	25,768.32	(2,207.08)
PEABODY ENERGY CORP	1,325.000	4/25/2012	8/30/2012	28,683.21	39,478.52	(10,795.31)
PEPSICO INC NC	600.000	10/28/2011	5/14/2012	40,236.75	38,072.98	2,163.77
PEPSICO INC NC	350.000	11/14/2011	5/14/2012	23,471.43	22,174.09	1,297.34
POTASH CP OF SASKATCHEWAN INC	900.000	12/16/2011	2/7/2012	41,489.77	35,281.86	6,207.91
PROCTER & GAMBLE	200.000	2/7/2012	8/28/2012	13,295.19	12,795.66	499.53
PROCTER & GAMBLE	600.000	2/7/2012	10/4/2012	41,583.42	38,386.98	3,196.44
QEP RESOURCES INC	525.000	9/28/2011	2/16/2012	16,958.51	15,352.33	1,606.18
QEP RESOURCES INC	275.000	9/29/2011	2/16/2012	8,883.03	7,732.71	1,150.32
QEP RESOURCES INC	25.000	9/29/2011	2/16/2012	807.55	702.97	104.58
QEP RESOURCES INC	100.000	12/19/2011	2/16/2012	3,230.19	2,798.01	432.18
QEP RESOURCES INC	675.000	12/19/2011	2/23/2012	23,131.29	18,886.57	4,244.72
QEP RESOURCES INC	125.000	6/9/2011	2/16/2012	4,037.74	5,027.97	(990.23)
QEP RESOURCES INC	25.000	9/13/2011	2/16/2012	807.55	817.93	(10.38)
QEP RESOURCES INC	850.000	3/16/2012	9/14/2012	27,804.02	27,128.09	675.93
QEP RESOURCES INC	475.000	12/19/2011	11/26/2012	13,602.23	13,290.55	311.68
QEP RESOURCES INC	675.000	1/13/2012	11/26/2012	19,329.49	18,677.92	651.57
QEP RESOURCES INC	125.000	3/16/2012	11/26/2012	3,579.54	3,989.42	(409.88)
QEP RESOURCES INC	25.000	3/16/2012	11/26/2012	715.91	797.89	(81.98)
QEP RESOURCES INC	625.000	3/16/2012	11/26/2012	17,897.67	19,947.12	(2,049.45)
SCHLUMBERGER LTD	550.000	10/26/2011	7/20/2012	37,998.30	37,582.85	415.45
ST JUDE MEDICAL INC	225.000	4/26/2012	10/8/2012	9,641.41	8,676.11	965.30
ST JUDE MEDICAL INC	825.000	4/26/2012	12/13/2012	29,230.41	31,812.41	(2,582.00)
ST JUDE MEDICAL INC	175.000	12/16/2011	12/13/2012	6,200.39	5,807.09	393.30
THOMSON REUTERS CORP	1,600.000	11/9/2011	3/16/2012	46,875.89	46,785.04	90.85
THOMSON REUTERS CORP	50.000	11/15/2011	3/16/2012	1,464.87	1,449.09	15.78
TIFFANY & COMPANY NEW	575.000	1/13/2012	3/20/2012	41,984.45	34,309.43	7,675.02
TIFFANY & COMPANY NEW	325.000	5/14/2012	8/27/2012	20,232.42	20,315.81	(83.39)
TIFFANY & COMPANY NEW	150.000	5/14/2012	10/8/2012	9,341.21	9,376.53	(35.32)
TIFFANY & COMPANY NEW	125.000	1/13/2012	11/1/2012	8,155.91	7,458.57	697.34
TIFFANY & COMPANY NEW	275.000	1/10/2012	11/1/2012	17,943.00	16,387.40	1,555.60

JUNE G OUTHWAITE CHARITABLE TRUST

77-6154307

Realized Capital Gains and Losses

Prt IV, Capital Gains and Losses

Morgan Stanley #245-022726-031

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Name	Quantity	Acquired Date	Sale Date	Proceeds	Total Cost	Gain / Loss
ADOBE SYSTEMS	78.000	8/8/2011	2/14/2012	2,514.94	1,923.01	591.93
ALBEMARLE CORPORATION	41.000	10/13/2011	9/14/2012	2,210.45	1,941.20	269.25
ALLEGHENY TECH INC	44.000	8/12/2011	3/8/2012	1,812.07	2,121.26	(309.19)
ALLEGHENY TECH INC	23.000	8/15/2011	3/8/2012	947.22	1,122.47	(175.25)
ANALOG DEVICES INC	95.000	6/26/2012	9/17/2012	3,896.29	3,512.81	383.48
AVALONBAY COMM INC	18.000	3/1/2011	7/3/2012	2,591.92	2,146.22	445.70
BALL CORPORATION	90.000	5/9/2012	9/13/2012	3,925.80	3,689.19	236.61
BE AEROSPACE INC	57.000	8/28/2009	1/18/2012	2,369.64	1,044.91	1,324.73
BMC SOFTWARE	63.000	4/29/2010	1/20/2012	2,113.59	2,522.35	(408.76)
BUNGE LTD	61.000	11/18/2011	6/21/2012	3,695.85	3,739.87	(44.02)
CABOT OIL & GAS CORP A	48.000	5/2/2012	6/28/2012	1,901.07	1,668.50	232.57
CABOT OIL & GAS CORP A	27.000	5/2/2012	7/12/2012	1,043.28	938.53	104.75
CABOT OIL & GAS CORP A	33.000	5/2/2012	9/21/2012	1,473.51	1,147.10	326.41
CABOT OIL & GAS CORP A	1.000	5/2/2012	10/3/2012	43.99	34.76	9.23
CABOT OIL & GAS CORP A	58.000	5/10/2012	10/3/2012	2,551.57	2,120.00	431.57
CAMERON INTNL CORP	36.000	11/28/2011	3/19/2012	1,938.80	1,765.66	173.14
CAMERON INTNL CORP	37.000	11/12/2010	2/17/2012	2,079.85	1,623.77	456.08
CAMERON INTNL CORP	11.000	11/12/2010	3/7/2012	586.68	482.74	103.94
CAMERON INTNL CORP	2.000	11/12/2010	3/19/2012	107.71	87.77	19.94
CAMERON INTNL CORP	30.000	3/7/2011	3/19/2012	1,615.67	1,859.66	(243.99)
CAVIUM INC COM	105.000	11/28/2011	8/17/2012	3,452.41	3,173.22	279.19
CF INDUSTRIES HOLDINGS,INC	21.000	10/24/2011	2/15/2012	3,782.56	3,331.23	451.33
CHEMTURA CORP COM NEW	225.000	5/17/2011	4/4/2012	3,912.80	3,879.27	33.53
CIT GROUP INC NEW	57.000	7/6/2011	2/29/2012	2,322.35	2,493.60	(171.25)

CIT GROUP INC NEW	81.000	2/14/2011	2/29/2012	3,300.18	3,872.71	(572.53)
CLIFFS NATURAL RESOURCES INC	59.000	3/12/2012	5/9/2012	3,330.35	3,747.76	(417.41)
CLIFFS NATURAL RESOURCES INC	86.000	10/18/2012	10/26/2012	3,120.32	3,926.92	(806.60)
CMS ENERGY CP	2.000	8/18/2009	6/22/2012	46.44	26.16	20.28
CMS ENERGY CP	132.000	1/15/2010	6/22/2012	3,065.28	2,050.34	1,014.94
COMERICA INC	134.000	12/13/2011	1/20/2012	3,963.77	3,340.79	622.98
CONSTELLATION BRANDS INC CL A	49.000	4/10/2012	7/18/2012	1,435.66	1,051.00	384.66
COOPER INDUSTRIES PLC CL A	52.000	9/21/2010	5/21/2012	3,684.36	2,515.60	1,168.76
CROWN HLDGS INC (HOLDING CO)	102.000	4/4/2012	12/11/2012	3,808.45	3,843.24	(34.79)
CYTEC INDUSTRIES INC	69.000	2/22/2011	1/6/2012	3,267.96	3,905.40	(637.44)
DISCOVER FINCL SVCS	86.000	2/9/2012	6/19/2012	2,873.35	2,469.05	404.30
DISCOVER FINCL SVCS	66.000	2/9/2012	8/29/2012	2,544.40	1,894.85	649.55
DISCOVER FINCL SVCS	38.000	2/9/2012	9/26/2012	1,430.34	1,090.98	339.36
DISCOVER FINCL SVCS	40.000	3/29/2012	9/26/2012	1,505.62	1,331.77	173.85
DOUGLAS EMMETT INC	187.000	8/31/2011	10/12/2012	4,434.01	3,340.64	1,093.37
EATON CORPORATION	49.000	12/6/2011	6/22/2012	1,865.62	2,250.64	(385.02)
EATON CORPORATION	48.000	4/30/2010	6/5/2012	1,881.84	1,883.99	(2.15)
EATON CORPORATION	3.000	4/30/2010	6/22/2012	114.22	117.75	(3.53)
ELECTRONIC ARTS INC	145.000	9/23/2011	5/21/2012	2,068.67	3,075.06	(1,006.39)
ENERGEN CORP	53.000	9/29/2011	6/26/2012	2,182.77	2,246.01	(63.24)
ENERGEN CORP	38.000	1/9/2012	12/11/2012	1,732.38	1,995.32	(262.94)
ENERGEN CORP	19.000	9/29/2011	12/11/2012	866.19	805.18	61.01
ENERGIZER HLDGS INC	19.000	11/23/2010	4/26/2012	1,363.56	1,308.82	54.74
ENERGIZER HLDGS INC	40.000	2/3/2011	4/26/2012	2,870.66	2,687.37	183.29
EQT CORPORATION COM NEW	56.000	7/29/2011	1/13/2012	2,713.28	3,562.59	(849.31)
EQT CORPORATION COM NEW	2.000	7/29/2011	3/13/2012	101.30	127.24	(25.94)
EQT CORPORATION COM NEW	44.000	8/5/2011	3/13/2012	2,228.58	2,390.85	(162.27)
EQT CORPORATION COM NEW	20.000	10/18/2011	3/13/2012	1,012.99	1,268.50	(255.51)
EQT CORPORATION COM NEW	16.000	11/16/2011	3/13/2012	810.40	984.96	(174.56)
EQT CORPORATION COM NEW	8.000	6/11/2012	8/2/2012	426.37	368.02	58.35
EQT CORPORATION COM NEW	69.000	6/11/2012	12/5/2012	3,992.28	3,174.22	818.06
EVEREST RE GROUP LTD	8.000	1/11/2007	3/12/2012	729.18	786.72	(57.54)

EVEREST RE GROUP LTD	7.000	1/11/2007	10/4/2012	761.73	688.38	73.35
EVEREST RE GROUP LTD	11.000	2/14/2007	10/4/2012	1,197.01	1,065.83	131.18
EVEREST RE GROUP LTD	7.000	4/2/2008	10/4/2012	761.73	648.75	112.98
FIFTH 3RD BANCORP OHIO	189.000	7/20/2011	4/2/2012	2,696.97	2,343.60	353.37
FIFTH 3RD BANCORP OHIO	70.000	2/9/2010	1/18/2012	957.72	815.35	142.37
FIFTH 3RD BANCORP OHIO	133.000	12/17/2010	1/18/2012	1,819.67	1,880.14	(60.47)
FIFTH 3RD BANCORP OHIO	50.000	12/17/2010	4/2/2012	713.48	706.82	6.66
GENWORTH FINANCIAL INC CL A	246.000	11/16/2009	3/29/2012	2,047.73	2,818.77	(771.04)
GREAT PLAINS ENERGY INC	109.000	7/7/2011	1/18/2012	2,324.47	2,317.23	7.24
HELMERICH & PAYNE	58.000	1/20/2012	4/2/2012	3,189.17	3,524.75	(335.58)
INGREDION INC COM	22.000	3/21/2012	12/12/2012	1,414.26	1,232.29	181.97
INGREDION INC COM	16.000	3/21/2012	12/12/2012	1,028.56	894.78	133.78
INGREDION INC COM	14.000	3/21/2012	12/12/2012	899.99	782.26	117.73
INGREDION INC COM	16.000	3/21/2012	12/12/2012	1,028.55	893.91	134.64
KANSAS CY SOUTHN IND NEW	56.000	10/1/2009	3/9/2012	3,900.35	1,462.91	2,437.44
KEY ENERGY SVC INC	101.000	2/24/2012	6/28/2012	727.54	1,782.55	(1,055.01)
KEY ENERGY SVC INC	99.000	2/24/2012	6/28/2012	711.63	1,747.25	(1,035.62)
KEY ENERGY SVC INC	14.000	2/24/2012	6/28/2012	100.57	247.09	(146.52)
KEY ENERGY SVC INC	60.000	4/2/2012	6/28/2012	431.02	956.18	(525.16)
KEY ENERGY SVC INC	73.000	4/2/2012	6/28/2012	522.62	1,163.36	(640.74)
KLA TENCOR CORP	72.000	6/22/2012	7/16/2012	3,283.67	3,508.65	(224.98)
LEAR CORP	24.000	8/12/2010	1/18/2012	991.26	932.92	58.34
LEAR CORP	27.000	10/26/2010	1/18/2012	1,115.17	1,158.09	(42.92)
LEAR CORP	39.000	10/26/2010	6/1/2012	1,497.76	1,672.80	(175.04)
LEAR CORP	74.000	10/26/2010	6/5/2012	2,768.63	3,174.03	(405.40)
LIBERTY GLOBAL INC CL A	73.000	10/12/2011	5/18/2012	3,445.68	2,832.91	612.77
LIBERTY GLOBAL INC CL A	27.000	5/3/2011	5/18/2012	1,274.43	1,234.99	39.44
LIBERTY INTER CO VENTURE SER A	0.000	8/15/2012	8/15/2012	22.45	-	22.45
LIBERTY INTER CO VENTURE SER A	3.000	9/1/2009	8/27/2012	144.57	75.79	68.78
LIBERTY INTER CO VENTURE SER A	10.000	3/26/2010	8/27/2012	481.89	350.69	131.20
LIBERTY INTERACTIVE CO INTER A	124.000	9/1/2009	8/6/2012	2,385.51	1,163.65	1,221.86
LIBERTY VENTURES RT 10 9 12	5.000	8/10/2012	9/14/2012	68.58	-	-

LIFE TECHNOLOGIES CORP	53.000	10/12/2011	10/4/2012	2,652.22	1,961.38	690.84
LINCOLN NTL CORP IND	130.000	1/13/2011	6/18/2012	2,724.05	3,777.81	(1,053.76)
MACY'S INC	69.000	11/8/2011	7/2/2012	2,337.77	2,198.74	139.03
MARATHON PETROLEUM CORP	39.000	6/22/2012	8/20/2012	1,936.52	1,608.74	327.78
MARSH & MCLENNAN COS INC	114.000	9/13/2011	3/1/2012	3,644.09	3,205.81	438.28
MARTIN MARIETTA MATERIALS	39.000	7/2/2012	11/28/2012	3,379.67	3,057.80	321.87
MASCO CORP	203.000	5/17/2011	3/9/2012	2,492.67	2,641.44	(148.77)
MASCO CORP	43.000	2/3/2011	3/9/2012	528.00	590.50	(62.50)
MAXIM INTEGRATED PRODUCTS INC	141.000	5/6/2011	6/5/2012	3,534.52	3,911.28	(376.76)
NV ENERGY INC COM	158.000	6/16/2010	6/20/2012	2,786.35	1,983.37	802.98
NVIDIA CORPORATION	187.000	8/12/2011	3/8/2012	2,768.42	2,730.54	37.88
NVIDIA CORPORATION	65.000	8/15/2011	3/8/2012	962.29	845.98	116.31
NVR INCORPORATED NEW	6.000	8/13/2008	7/20/2012	4,590.28	3,375.88	1,214.40
OGE ENERGY CORPORATION	62.000	12/14/2011	6/18/2012	3,364.31	3,249.48	114.83
PARKER HANNIFIN CORP	36.000	1/26/2010	4/9/2012	2,974.70	2,039.11	935.59
PATTERSON COMPANIES INC	114.000	2/25/2011	3/26/2012	3,707.16	3,763.74	(56.58)
PINNACLE WEST CAPITAL CORP	11.000	5/20/2010	4/26/2012	533.26	393.10	140.16
PIONEER NATURAL RESOURCES CO	22.000	1/7/2011	5/9/2012	2,240.11	1,929.35	310.76
PIONEER NATURAL RESOURCES CO	20.000	1/7/2011	11/20/2012	2,086.20	1,753.95	332.25
PIONEER NATURAL RESOURCES CO	4.000	9/26/2011	11/20/2012	417.24	274.69	142.55
PPL CORPORATION	23.000	6/23/2005	2/8/2012	637.02	685.06	(48.04)
PPL CORPORATION	72.000	1/11/2007	2/8/2012	1,994.14	2,566.80	(572.66)
PVH CORPORATION	27.000	7/19/2011	6/1/2012	2,066.34	2,028.66	37.68
RANGE RESOURCES CORP	28.000	8/9/2011	1/5/2012	1,695.48	1,530.41	165.07
REPUBLIC SERVICES INC	14.000	4/4/2008	5/1/2012	385.13	339.84	45.29
REPUBLIC SERVICES INC	121.000	4/4/2008	9/24/2012	3,397.67	2,937.18	460.49
ROCKWELL AUTOMATION INC	22.000	12/8/2011	8/9/2012	1,563.43	1,680.98	(117.55)
ROSS STORES INC	40.000	9/30/2011	7/3/2012	2,506.98	1,593.03	913.95
ROSS STORES INC	38.000	9/30/2011	12/20/2012	2,022.29	1,513.38	508.91
SANDISK CORP	98.000	6/27/2012	8/2/2012	4,035.03	3,512.42	522.61
SANDISK CORP	86.000	9/18/2012	10/19/2012	3,900.70	3,939.12	(38.42)

SARA LEE CORP	186.000	8/25/2011	6/12/2012	3,545.94	3,252.12	293.82
SCANA CORP NEW	60.000	10/15/2009	11/19/2012	2,755.03	2,107.69	647.34
SCRIPPS NETWORKS INTERAC CL A	43.000	3/24/2011	5/14/2012	2,321.26	2,187.86	133.40
SCRIPPS NETWORKS INTERAC CL A	31.000	3/24/2011	8/3/2012	1,763.75	1,577.30	186.45
SCRIPPS NETWORKS INTERAC CL A	20.000	5/13/2011	8/3/2012	1,137.90	1,021.46	116.44
SCRIPPS NETWORKS INTERAC CL A	31.000	5/13/2011	11/2/2012	1,881.85	1,583.27	298.58
SCRIPPS NETWORKS INTERAC CL A	8.000	6/30/2011	11/2/2012	485.64	390.09	95.55
SCRIPPS NETWORKS INTERAC CL A	46.000	6/30/2011	12/18/2012	2,710.18	2,243.03	467.15
SEMPRA ENERGY	38.000	6/30/2010	6/25/2012	2,520.17	1,795.83	724.34
SEMPRA ENERGY	24.000	6/30/2010	9/18/2012	1,565.19	1,134.21	430.98
SEMPRA ENERGY	14.000	5/17/2011	9/18/2012	913.02	769.86	143.16
SMUCKER JM CO COM NEW	34.000	8/19/2010	7/18/2012	2,578.19	1,978.18	600.01
SMUCKER JM CO COM NEW	30.000	8/19/2010	10/16/2012	2,510.92	1,745.45	765.47
SPRINT NEXTEL CORP	750.000	10/14/2009	7/26/2012	2,923.96	2,612.25	311.71
SPRINT NEXTEL CORP	75.000	10/14/2009	10/15/2012	431.24	261.23	170.01
SPRINT NEXTEL CORP	106.000	10/25/2010	10/15/2012	609.48	511.98	97.50
SPRINT NEXTEL CORP	560.000	10/25/2010	10/25/2012	3,094.10	2,704.80	389.30
STARWOOD HTLS & RSTS WW INC	68.000	10/21/2011	6/5/2012	3,327.79	3,276.43	51.36
SUNOCO INC	51.000	1/26/2012	4/30/2012	2,498.39	1,985.27	513.12
SUNOCO INC	42.000	1/26/2012	4/30/2012	2,051.30	1,634.92	416.38
TAUBMAN CENTERS INC	40.000	9/22/2011	2/15/2012	2,750.74	2,099.97	650.77
TAUBMAN CENTERS INC	18.000	11/14/2011	2/15/2012	1,237.83	1,115.39	122.44
TEMPUR-PEDIC INT'L INC	27.000	1/12/2012	4/19/2012	2,258.27	1,613.19	645.08
TEMPUR-PEDIC INT'L INC	32.000	1/12/2012	6/7/2012	723.19	1,911.93	(1,188.74)
TEXTRON INC	11.000	1/18/2012	11/19/2012	258.57	236.12	22.45
TEXTRON INC	106.000	1/18/2012	12/5/2012	2,475.84	2,275.31	200.53
TEXTRON INC	70.000	10/28/2010	5/9/2012	1,693.39	1,447.80	245.59
TEXTRON INC	86.000	10/28/2010	11/19/2012	2,021.55	1,778.72	242.83
URBAN OUTFITTERS INC	126.000	4/5/2012	6/27/2012	3,397.90	3,795.74	(397.84)
VENTAS INC	61.000	7/6/2010	2/27/2012	3,419.38	2,870.33	549.05
VENTAS INC	61.000	9/8/2010	2/27/2012	3,419.37	3,221.57	197.80
WARNER CHILCOTT PLC IRELAND A	184.000	3/25/2011	11/1/2012	2,140.35	4,302.71	(2,162.36)

JUNE G. OUTHWAITE CHARITABLE TRUST
77-6154307

Realized Capital Gains and Losses
Part IV, Capital Gains and Losses
Charles Schwab Account #2501-1759
Page 1 of 1

Security Name	Quantity	Date Acquired	Date Sold	Proceeds	Total Cost	Gain/Losses
DODGE & COX INCOME FUND DODIX	36,154.74	5/20/2009	9/28/2012	500,000	447,216	52,785
DODGE & COX INCOME FUND: DODIX	7,175.04	5/20/2009	11/27/2012	100,000	88,752	11,248
VANGUARD HIGH YIELD CORP FUND ADMIRAL SHARE	58,046.43	9/27/2011	11/27/2012	350,000	322,279	27,721
WESTERN ASSET CORE PLUS BD FD I	10,183.71	5/20/2009	7/12/2012	117,500	95,182	22,318
WESTERN ASSET CORE PLUS BD FD I	3,444.06	5/20/2009	8/31/2012	40,000	32,233	7,767
WESTERN ASSET CORE PLUS BD FD I	42,846.62	5/20/2009	9/28/2012	500,000	401,224	98,776
WESTERN ASSET CORE PLUS BD FD I	12,844.18	5/20/2009	11/27/2012	150,000	120,356	29,644
				<u>1,757,500</u>	<u>1,507,241</u>	<u>250,259</u>

**Application for Extension of Time To File an
Exempt Organization Return**

OMB No. 1545-1709

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

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

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868**Electronic filing (e-file).** You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits***Part I Automatic 3-Month Extension of Time.** Only submit original (no copies needed).A corporation required to file Form 990-T and requesting an automatic 6-month extension – check this box and complete Part I only ☐

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

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	JUNE G. OUTHWAITE CHARITABLE TRUST JS POUCHER, KL ENGLERT & CM COONEY CO-TR	77-6154307
	Number, street, and room or suite number. If a P.O. box, see instructions	Social security number (SSN)
	1206 COAST VILLAGE CIRCLE, SUITE #A	
File by the due date for filing your return. See instructions	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	SANTA BARBARA, CA 93108-2710	

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

04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ KENT L. ENGLERT, CO-TRUSTEE

Telephone No ▶ 805 695 8355 FAX No ▶ 805 695 8366

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15, 20 13, to file the exempt organization return for the organization named above. The extension is for the organization's return for

- ▶ ☒ calendar year 20 12 or
- ▶ ☐ tax year beginning _____, 20 _____, and ending _____, 20 _____

2 If the tax year entered in line 1 is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a \$	10,076.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b \$	18,228.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c \$	0.

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

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

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

Enter filer's identifying number, see instructions	
Type or print Name of exempt organization or other filer, see instructions. JUNE G. OUTHWAITE CHARITABLE TRUST JS POUCHER, KL ENGLERT & CM COONEY CO-TR	Employer identification number (EIN) or 77-6154307
Number, street, and room or suite number. If a P.O. box, see instructions. 1206 COAST VILLAGE CIRCLE, SUITE #A	Social security number (SSN)
City, town or post office, state, and ZIP code. For a foreign address, see instructions. SANTA BARBARA, CA 93108-2710	

Enter the Return code for the return that this application is for (file a separate application for each return) **04**

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

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

- The books are in care of **KENT L. ENGLERT, CO-TRUSTEE**
 Telephone No. **805 695 8355** FAX No. **805 695 8366**
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 4 I request an additional 3-month extension of time until **11/15**, 20 **13**.
- 5 For calendar year **2012**, or other tax year beginning _____, 20____, and ending _____, 20____.
- 6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period
- 7 State in detail why you need the extension . **ADDITIONAL TIME TO FILE IS REQUIRED SINCE WE HAVE NOT RECEIVED THE PARTNERSHIP SCHEDULE K-1 FROM UBS TRUMBULL FUND (UBS-TPF). THIS IS A NEW INVESTMENT ACQUIRED OCTOBER 1, 2012.**

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a \$	10,158.
8b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b \$	18,228.
8c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c \$	0.

Signature and Verification must be completed for Part II only.

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

Signature **Kent L. Englert** Title **CO-TRUSTEE**

Date **8-6-13**

BAA- FIF20502L-01/21/13

Form 8868- (Rev 1-2013)

**Application for Extension of Time To File an
Exempt Organization Return**

OMB No 1545 1709

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

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

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

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

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).A corporation required to file Form 990-T and requesting an automatic 6-month extension — check this box and complete Part I only ☐

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

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions		Employer identification number (EIN) or
	JUNE G. OUTHWAITE CHARITABLE TRUST JS POUCHER, KL ENGLERT & CM COONEY CO-TR		77-6154307
	Number, street, and room or suite number. If a P.O. box, see instructions		Social security number (SSN)
	1206 COAST VILLAGE CIRCLE, SUITE #A		
File by the due date for filing your return. See instructions	City, town or post office, state, and ZIP code. For a foreign address, see instructions		
	SANTA BARBARA, CA 93108-2710		

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

04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► KENT L. ENGLERT, CO-TRUSTEE

Telephone No ► 805 695 8355 FAX No ► 805 695 8366

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15, 20 13, to file the exempt organization return for the organization named above. The extension is for the organization's return for

- ☒ calendar year 20 12 or
- ☐ tax year beginning _____, 20 _____, and ending _____, 20 _____

2 If the tax year entered in line 1 is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a \$	10,658.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b \$	18,228.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c \$	0.

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

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

Form 8868 (Rev 1-2013)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box. ☒

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

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

		Enter filer's identifying number, see instructions	
Type or print File by the extended due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or	
	JUNE G. OUTHWAITE CHARITABLE TRUST JS POUCHER, KL ENGLERT & CM COONEY CO-TR	77-6154307	
	Number, street, and room or suite number. If a P.O. box, see instructions	Social security number (SSN)	
	1206 COAST VILLAGE CIRCLE, SUITE #A		
	City, town or post office, state, and ZIP code. For a foreign address, see instructions		
	SANTA BARBARA, CA 93108-2710		

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

04

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

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

- The books are in care of ▶ KENT L. ENGLERT, CO-TRUSTEE
Telephone No ▶ 805 695 8355 FAX No ▶ 805 695 8366
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- 4 I request an additional 3-month extension of time until 11/15, 2013
- 5 For calendar year 2012, or other tax year beginning _____, 20____, and ending _____, 20____
- 6 If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period
- 7 State in detail why you need the extension ADDITIONAL TIME TO FILE IS NEEDED TO COMPLETE THE FINAL TAX RETURN PREPARATION AND REVIEW.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a \$	10,658.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b \$	18,228.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c \$	0.

Signature and Verification must be completed for Part II only.

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

Signature ▶ _____ Title ▶ CO-TRUSTEE Date ▶ _____
BAA FIFZ0502L 01/21/13 Form 8868 (Rev 1-2013)