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Form **990-PF**

Department of the Treasury  
Internal Revenue Service

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

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

OMB No 1545-0052

**2012**

Open to Public Inspection

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


















Name of foundation R B & PEARL P RICHARDSON TRUST 50511690		<b>A Employer identification number</b>  81-6010500	
Number and street (or P O box number if mail is not delivered to street address) P O BOX 3168		Room/suite	<b>B Telephone number</b> (see instructions)  (503) 275-4327
City or town, state, and ZIP code PORTLAND, OR 97208		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>	
<b>G</b> Check all that apply <div><input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change</div>		<b>D 1.</b> Foreign organizations, check here <input type="checkbox"/> <b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
<b>H</b> Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> <b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) <input checked="" type="checkbox"/> \$ 5,192,173		<b>J</b> Accounting method <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) <input type="checkbox"/> (Part I, column (d) must be on cash basis.)	

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	<b>1</b> Contributions, gifts, grants, etc , received (attach schedule)				
	<b>2</b> Check <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
	<b>3</b> Interest on savings and temporary cash investments				
	<b>4</b> Dividends and interest from securities. . . . .	142,849	142,849		
	<b>5a</b> Gross rents . . . . .				
	<b>b</b> Net rental income or (loss) _____				
	<b>6a</b> Net gain or (loss) from sale of assets not on line 10	320,352			
	<b>b</b> Gross sales price for all assets on line 6a <u>1,981,542</u>				
	<b>7</b> Capital gain net income (from Part IV , line 2) . . . .		320,352		
	<b>8</b> Net short-term capital gain . . . . .			0	
	<b>9</b> Income modifications . . . . .				
	<b>10a</b> Gross sales less returns and allowances				
Operating and Administrative Expenses	<b>b</b> Less Cost of goods sold . . . . .				
	<b>c</b> Gross profit or (loss) (attach schedule) . . . . .				
	<b>11</b> Other income (attach schedule) . . . . .				
	<b>12 Total.</b> Add lines 1 through 11 . . . . .	463,201	463,201		
	<b>13</b> Compensation of officers, directors, trustees, etc	48,186	43,368		4,819
	<b>14</b> Other employee salaries and wages . . . . .		0	0	0
	<b>15</b> Pension plans, employee benefits . . . . .		0	0	
	<b>16a</b> Legal fees (attach schedule) . . . . .				0
	<b>b</b> Accounting fees (attach schedule) . . . . .	1,500	0	0	1,500
	<b>c</b> Other professional fees (attach schedule) . . . . .				0
	<b>17</b> Interest . . . . .				0
	<b>18</b> Taxes (attach schedule) (see instructions)	3,351	2,103		0
	<b>19</b> Depreciation (attach schedule) and depletion . . . .	0	0		
	<b>20</b> Occupancy . . . . .				
	<b>21</b> Travel, conferences, and meetings . . . . .		0	0	
	<b>22</b> Printing and publications . . . . .		0	0	
	<b>23</b> Other expenses (attach schedule) . . . . .				
	<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23 . . . . .	53,037	45,471	0	6,319
	<b>25</b> Contributions, gifts, grants paid . . . . .	257,921			257,921
	<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	310,958	45,471	0	264,240
	<b>27</b> Subtract line 26 from line 12				
	<b>a Excess of revenue over expenses and disbursements</b>	152,243			
	<b>b Net investment income</b> (if negative, enter -0- )		417,730		
	<b>c Adjusted net income</b> (if negative, enter -0- ) . . . .			0	

Part II




Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions )

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing . . . . .	991	
	2	Savings and temporary cash investments . . . . .	53,451	180,256
	3	Accounts receivable  10,788		
		Less allowance for doubtful accounts  _____		10,788
	4	Pledges receivable  _____		
		Less allowance for doubtful accounts  _____		
	5	Grants receivable . . . . .		
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions) . . . . .		
	7	Other notes and loans receivable (attach schedule)  _____		
		Less allowance for doubtful accounts  0		
	8	Inventories for sale or use . . . . .		
	9	Prepaid expenses and deferred charges . . . . .		
	10a	Investments—U S and state government obligations (attach schedule)	280,658 	124,589
	b	Investments—corporate stock (attach schedule) . . . . .	3,253,884 	3,656,566
	c	Investments—corporate bonds (attach schedule). . . . .	898,149 	670,626
	11	Investments—land, buildings, and equipment basis  _____		
Liabilities		Less accumulated depreciation (attach schedule)  _____		
	12	Investments—mortgage loans . . . . .		
	13	Investments—other (attach schedule) . . . . .		0
	14	Land, buildings, and equipment basis  _____		
		Less accumulated depreciation (attach schedule)  _____		
	15	Other assets (describe  _____)		
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	4,487,133	4,642,825
	17	Accounts payable and accrued expenses . . . . .		
	18	Grants payable . . . . .		
	19	Deferred revenue . . . . .		
	20	Loans from officers, directors, trustees, and other disqualified persons		
	21	Mortgages and other notes payable (attach schedule) . . . . .		
	22	Other liabilities (describe  _____)		
	23	Total liabilities (add lines 17 through 22) . . . . .		0
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here  <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.		
	24	Unrestricted . . . . .		
	25	Temporarily restricted . . . . .		
	26	Permanently restricted . . . . .		
		Foundations that do not follow SFAS 117, check here  <input checked="" type="checkbox"/> and complete lines 27 through 31.		
	27	Capital stock, trust principal, or current funds . . . . .	4,487,133	4,642,825
	28	Paid-in or capital surplus, or land, bldg , and equipment fund		
	29	Retained earnings, accumulated income, endowment, or other funds		
	30	Total net assets or fund balances (see page 17 of the instructions) . . . . .	4,487,133	4,642,825
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions) . . . . .	4,487,133	4,642,825

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	4,487,133
2	Enter amount from Part I, line 27a . . . . .	2	152,243
3	Other increases not included in line 2 (itemize)  _____ 	3	3,449
4	Add lines 1, 2, and 3 . . . . .	4	4,642,825
5	Decreases not included in line 2 (itemize)  _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	6	4,642,825

Part IV

Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co )		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr )	(d) Date sold (mo , day, yr )
1a	See Additional Data Table			
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	See Additional Data Table		
b			
c			
d			
e			

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a	See Additional Data Table		
b			
c			
d			
e			

2	Capital gain net income or (net capital loss)	<div><div>If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7</div></div>	2	320,352
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) <div>If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 . . . . .</div>		3	

Part V

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No  
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	265,356	5,169,311	0 051333
2010	230,767	4,944,345	0 046673
2009	201,173	4,543,344	0 044279
2008	293,270	5,340,766	0 054912
2007			

2	Total of line 1, column (d). . . . .	2	0 197197
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 049299
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5. . . . .	4	5,154,774
5	Multiply line 4 by line 3. . . . .	5	254,125
6	Enter 1% of net investment income (1% of Part I, line 27b). . . . .	6	4,177
7	Add lines 5 and 6. . . . .	7	258,302
8	Enter qualifying distributions from Part XII, line 4. . . . . If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	264,240

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a		Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . .		1	4,177
c		All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3		Add lines 1 and 2. . . . .		3	4,177
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	4,177
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,595	
b		Exempt foreign organizations—tax withheld at source . . . . .	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c	0	
d		Backup withholding erroneously withheld . . . . .	6d		
7		Total credits and payments Add lines 6a through 6d. . . . .		7	1,595
8		Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		8	0
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .		9	2,582
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid. . . . .		10	
11		Enter the amount of line 10 to be Credited to 2013 estimated tax <input checked="" type="checkbox"/>	Refunded <input type="checkbox"/>	11	0

Part VII-AStatements Regarding Activities

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

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address				
14	The books are in care of US BANK Telephone no (503) 275-4327 Located at 555 SW OAK ST PORTLAND OR ZIP +4 97204			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here and enter the amount of tax-exempt interest received or accrued during the year.	15		
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (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 ).			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	1b		No
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		No
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 20 , 20 , 20 , 20			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions ).	2b		No
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20 , 20 , 20 , 20			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?			
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.).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		No

Part VII-B

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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).	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If any answer is "Yes" to 5a(1)–(5), did <b>any</b> of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	5b		
	Organizations relying on a current notice regarding disaster assistance check here.	<input checked="" type="checkbox"/>		
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?	<input type="checkbox"/> Yes	<input type="checkbox"/> No	
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
U S BANK	TRUSTEE	49,686		
PO BOX 3168	1			
PORTLAND, OR 97208				
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 VIII

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services. . . . .		0

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3. . . . .	



Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities. . . . .	1a	5,073,590
b	Average of monthly cash balances. . . . .	1b	159,683
c	Fair market value of all other assets (see instructions). . . . .	1c	0
d	Total (add lines 1a, b, and c). . . . .	1d	5,233,273
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .	1e	0
2	Acquisition indebtedness applicable to line 1 assets. . . . .	2	0
3	Subtract line 2 from line 1d. . . . .	3	5,233,273
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	4	78,499
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	5,154,774
6	Minimum investment return. Enter 5% of line 5. . . . .	6	257,739

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	257,739
2a	Tax on investment income for 2012 from Part VI, line 5. . . . .	2a	4,177
b	Income tax for 2012 (This does not include the tax from Part VI ). . . . .	2b	
c	Add lines 2a and 2b. . . . .	2c	4,177
3	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	3	253,562
4	Recoveries of amounts treated as qualifying distributions. . . . .	4	0
5	Add lines 3 and 4. . . . .	5	253,562
6	Deduction from distributable amount (see instructions). . . . .	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	7	253,562

Part XII

Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26. . . . .	1a	264,240
b	Program-related investments—total from Part IX-B. . . . .	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. . . . .	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required). . . . .	3a	0
b	Cash distribution test (attach the required schedule). . . . .	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	264,240
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	4,177
6	Adjusted qualifying distributions. Subtract line 5 from line 4. . . . .	6	260,063
Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years			

Part XIII

Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				253,562
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only. . . . .			0	
b Total for prior years 2010 , 20__ , 20__		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007. . . . .				0
b From 2008. . . . .				0
c From 2009. . . . .				0
d From 2010. . . . .				0
e From 2011. . . . .				1,073
f Total of lines 3a through e. . . . .	1,073			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 264,240				
a Applied to 2011, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions). . . . .		0		
c Treated as distributions out of corpus (Election required—see instructions). . . . .	0			
d Applied to 2012 distributable amount. . . . .				253,562
e Remaining amount distributed out of corpus	10,678			
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	11,751			
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 . . . . .				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions). . . . .	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 . . . . .	11,751			
10 Analysis of line 9				
a Excess from 2008. . . .				0
b Excess from 2009. . . .				0
c Excess from 2010. . . .				0
d Excess from 2011. . . .				1,073
e Excess from 2012. . . .				10,678

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

1a

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

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

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

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

1

Information Regarding Foundation Managers:

a

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

b

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

2

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

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

a

The name, address, and telephone number of the person to whom applications should be addressed

b

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

c

Any submission deadlines

d

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

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total . . . . .			3a	257,921
b Approved for future payment				
Total . . . . .			3b	

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions )
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
<b>1</b> Program service revenue					
<b>a</b> _____					
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>f</b> _____					
<b>g</b> Fees and contracts from government agencies					
<b>2</b> Membership dues and assessments. . . .					
<b>3</b> Interest on savings and temporary cash investments					
<b>4</b> Dividends and interest from securities. . . .			14	142,849	
<b>5</b> Net rental income or (loss) from real estate					
<b>a</b> Debt-financed property. . . . .					
<b>b</b> Not debt-financed property. . . . .					
<b>6</b> Net rental income or (loss) from personal property					
<b>7</b> Other investment income. . . . .					
<b>8</b> Gain or (loss) from sales of assets other than inventory			18	320,352	
<b>9</b> Net income or (loss) from special events					
<b>10</b> Gross profit or (loss) from sales of inventory. .					
<b>11</b> Other revenue <b>a</b> _____					
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>12</b> Subtotal Add columns (b), (d), and (e). .				463,201	
<b>13 Total.</b> Add line 12, columns (b), (d), and (e). . . . .				463,201	

[illegible]

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

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

**b** If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input type="checkbox"/>	PTIN
	Firm's name <input type="checkbox"/>			Firm's EIN <input type="checkbox"/>	
	Firm's address <input type="checkbox"/>			Phone no	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co )	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr )	(d) Date sold (mo , day, yr )
1000 WINDSTREAM CORP		2010-10-21	2012-01-17
23 APPLE COMPUTER INC		2010-11-23	2012-02-23
555 ILLINOIS TOOL WKS INC		2006-08-16	2012-02-23
151 CLIFFS NATURAL RESOURCES INC		2010-03-19	2012-03-15
342 EATON CORP		2011-03-16	2012-03-15
19 APPLE COMPUTER INC		2010-11-23	2012-03-20
100000 WAL MART STORES INC 5 000% 4/05/12		2007-12-17	2012-04-05
100000 F H L B DEB 3 600% 4/19/17		2010-03-29	2012-04-19
1250 CISCO SYS INC		2008-04-16	2012-05-02
275 ECOLAB INC		2002-08-07	2012-07-03
296 DISNEY WALT CO		2010-02-10	2012-07-13
269 DIRECTV CL A		2011-07-27	2012-07-13
1408 679 DRIEHAUS ACTIVE INCOME FUND		2011-04-19	2012-07-13
929 FIFTH THIRD BANCORP		2011-02-10	2012-07-13
882 FORD MOTOR CO		2011-02-02	2012-07-13
340 J P MORGAN CHASE & CO		2008-09-26	2012-07-13
76 J P MORGAN CHASE & CO		2008-10-10	2012-07-13
153 MC DONALD'S CORP		2009-01-21	2012-07-13
1797 995 NUVEEN HIGH INCOME BOND FD CL I		2007-11-15	2012-07-13
486 ORACLE CORPORATION		2006-12-05	2012-07-13
133 PRAXAIR INC		2003-12-22	2012-07-13
261 QUALCOMM INC		2002-08-15	2012-07-13
1025 SPDR DJ WILSHIRE INTERNATIONAL		2011-01-26	2012-07-13
234 TARGET CORP		2001-09-19	2012-07-13
282 TERADATA CORP DEL		2011-03-07	2012-07-13
353 WALGREEN COMPANY COMMON STOCK		2011-07-27	2012-07-13
ENRON CORP			2012-07-24
208 APACHE CORP		2004-07-06	2012-08-22
996 INTEL CORP		1995-09-29	2012-08-22
400 JARDEN CORP		2010-03-19	2012-08-22

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co )	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr )	(d) Date sold (mo , day, yr )
248 SPDR DJ WILSHIRE INTERNATIONAL		2011-02-02	2012-08-22
588 SPDR DJ WILSHIRE INTERNATIONAL		2011-11-07	2012-08-22
337 UNITED TECHNOLOGIES CORP		2004-01-05	2012-08-22
222 WHITING PETROLEUM CORP		2011-02-02	2012-08-22
125000 BARCLAYS BANK PLC 5 450% 9/12/12		2007-10-02	2012-09-12
30000 F N M A M T N 4 375% 9/15/12		2002-11-01	2012-09-15
VERITAS SOFTWARE CORP			2012-10-04
TELE COMMUNICATIONS SYSTEMS INC			2012-10-25
50 APPLE COMPUTER INC		2006-05-16	2012-11-08
550 GENERAL MILLS INC		2010-02-10	2012-11-08
956 937 NUVEEN SMALL CAP SELECT FD CL I		2001-10-03	2012-11-08
6369 146 NUVEEN SMALL CAP SELECT FD CL I		2003-04-14	2012-11-08
333 UNITED HEALTH GROUP INCORPORATED		2011-02-02	2012-11-08
330 WAL MART STORES INC		2006-07-05	2012-11-08
55 WAL MART STORES INC		2011-02-10	2012-11-08
193 ALLERGAN INC		2011-02-10	2012-11-21
40 MASTERCARD INC		2009-11-18	2012-11-21
6521 82 NUVEEN HIGH INCOME BOND FD CL I		2007-11-15	2012-11-21
4124 923 NUVEEN SMALL CAP SELECT FD CL I		2001-10-03	2012-11-21
747 103 NUVEEN SMALL CAP SELECT FD CL I		2004-08-18	2012-11-21
183 POLARIS INDS INC		2012-08-22	2012-11-21
405 STATE STR CORP		2011-08-11	2012-11-21
2701 173 NUVEEN SMALL CAP SELECT FD CL I		2004-08-18	2012-11-27
75000 U S TREASURY NT 3 375% 11/30/12		2008-01-17	2012-11-30
55 AMERICAN TOWER CORP		2011-02-10	2012-12-03
BANK OF AMERICA CORP			2012-12-03
1323 25 DRIEHAUS ACTIVE INCOME FUND		2011-04-19	2012-12-03
45 ECOLAB INC		2002-06-11	2012-12-03
190 EXXON MOBIL CORP		1995-06-27	2012-12-03
1070 ISHARES S&P PREF STK INDX FD		2009-09-25	2012-12-03



Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co )	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr )	(d) Date sold (mo , day, yr )
119 JOHNSON & JOHNSON		2001-02-21	2012-12-03
49 JOHNSON & JOHNSON		2002-07-25	2012-12-03
35 JOHNSON & JOHNSON		2004-01-14	2012-12-03
435 ORACLE CORPORATION		2006-12-05	2012-12-03
172 PEPSICO INC		2001-09-05	2012-12-03
30 PEPSICO INC		2001-09-19	2012-12-03
205 PROCTER & GAMBLE CO		2002-03-19	2012-12-03
188 UNITED PARCEL SERVICE INC CL B		2011-02-02	2012-12-03
176 UNITED PARCEL SERVICE INC CL B		2001-10-03	2012-12-03
321 VERIZON COMMUNICATIONS		2001-12-14	2012-12-03
18 0024 FIFTH THIRD BANCORP		2012-08-22	2012-12-06
954 9976 FIFTH THIRD BANCORP		2012-08-22	2012-12-06
315 P N C FINANCIAL SERVICES GROUP INC		2012-07-03	2012-12-06
750 MIDCAP SPDR TRUST SERIES I E T F		2007-10-03	2012-12-06
290 CVS CORP COM		2012-07-13	2012-12-18
130 CHEVRONTEXACO CORP		2011-03-07	2012-12-18
1313 32 DRIEHAUS ACTIVE INCOME FUND		2011-04-28	2012-12-18
380 ECOLAB INC		2002-06-11	2012-12-18
400 EXELON CORP		2008-12-09	2012-12-18
159 EXXON MOBIL CORP		1995-06-27	2012-12-18
497 GENERAL ELEC CO		1995-06-27	2012-12-18
124 GENERAL ELEC CO		2001-10-03	2012-12-18
15 GENERAL ELEC CO		2001-10-22	2012-12-18
20 GOOGLE INC CL A		2008-11-04	2012-12-18
355 ISHARES S&P PREF STK INDX FD		2009-09-25	2012-12-18
520 MICROSOFT CORP		1995-09-28	2012-12-18
450 MIDCAP SPDR TRUST SERIES I E T F		2007-09-04	2012-12-18
100 MIDCAP SPDR TRUST SERIES I E T F		2008-04-01	2012-12-18
15 MIDCAP SPDR TRUST SERIES I E T F		2008-12-09	2012-12-18
COUNTRYWIDE FINANCIAL CORPORATION			2012-12-31

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co )	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr )	(d) Date sold (mo , day, yr )
CAPITAL GAIN DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
12,126		12,550	-424
11,797		7,117	4,680
31,233		22,723	8,510
10,676		9,640	1,036
17,221		17,976	-755
11,447		5,879	5,568
100,000		102,281	-2,281
100,000		100,000	
24,537		26,929	-2,392
18,800		6,482	12,318
14,128		8,730	5,398
12,960		13,980	-1,020
14,636		15,805	-1,169
12,513		14,009	-1,496
8,097		13,989	-5,892
12,046		14,841	-2,795
2,693		3,119	-426
14,119		8,811	5,308
15,643		16,685	-1,042
14,210		9,159	5,051
14,241		5,041	9,200
14,279		3,572	10,707
37,885		40,280	-2,395
14,311		6,692	7,619
18,573		13,880	4,693
10,696		13,848	-3,152
802			802
18,287		9,314	8,973
25,587		8,897	16,690
19,312		13,456	5,856

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
9,558		9,761	-203
22,661		20,292	2,369
26,707		15,389	11,318
9,803		14,289	-4,486
125,000		126,736	-1,736
30,000		29,469	531
45			45
34			34
27,348		3,300	24,048
21,659		19,068	2,591
13,751		14,341	-590
91,525		74,583	16,942
17,995		14,043	3,952
24,217		15,730	8,487
4,036		3,059	977
17,582		14,085	3,497
19,150		9,128	10,022
58,370		60,287	-1,917
59,894		55,579	4,315
10,848		11,916	-1,068
14,980		13,917	1,063
18,269		13,982	4,287
39,599		43,084	-3,485
75,000		76,600	-1,600
4,108		3,017	1,091
11			11
14,000		14,862	-862
3,220		1,036	2,184
16,665		3,358	13,307
42,360		38,434	3,926

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
8,263		5,776	2,487
3,402		2,382	1,020
2,430		1,832	598
14,059		8,198	5,861
12,049		8,215	3,834
2,102		1,472	630
14,272		9,090	5,182
13,631		13,976	-345
12,761		9,613	3,148
14,185		10,241	3,944
257		267	-10
13,628		14,143	-515
17,510		19,552	-2,042
136,673		122,453	14,220
14,236		13,920	316
14,266		13,485	781
14,013		14,775	-762
27,196		8,757	18,439
12,204		20,434	-8,230
14,203		4,216	9,987
10,631		4,748	5,883
2,652		4,677	-2,025
321		559	-238
14,503		7,364	7,139
14,033		12,758	1,275
14,222		2,899	11,323
84,054		72,512	11,542
18,679		14,564	4,115
2,802		1,401	1,401
1,700			1,700

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
			436

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-4,24
			4,680
			8,510
			1,036
			-755
			5,568
			-2,281
			-2,392
			12,318
			5,398
			-1,020
			-1,169
			-1,496
			-5,892
			-2,795
			-426
			5,308
			-1,042
			5,051
			9,200
			10,707
			-2,395
			7,619
			4,693
			-3,152
			802
			8,973
			16,690
			5,856

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-203
			2,369
			11,318
			-4,486
			-1,736
			531
			45
			34
			24,048
			2,591
			-590
			16,942
			3,952
			8,487
			977
			3,497
			10,022
			-1,917
			4,315
			-1,068
			1,063
			4,287
			-3,485
			-1,600
			1,091
			11
			-862
			2,184
			13,307
			3,926




Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			2,487
			1,020
			598
			5,861
			3,834
			630
			5,182
			-345
			3,148
			3,944
			-10
			-515
			-2,042
			14,220
			316
			781
			-762
			18,439
			-8,230
			9,987
			5,883
			-2,025
			-238
			7,139
			1,275
			11,323
			11,542
			4,115
			1,401
			1,700

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
REGENTS OF UNIVERSITY OF MICHIGAN ANNUITY AND TRUST SERVICE 3003 S STATE ST STE 9000 ANN ARBOR,MI 48109	NONE	PUBLIC	GENERAL SUPPORT	25,792
SHRINERS HOSPITALS FOR CHILDREN ATTN TRUST & INVESTMENT ACT MANAGE PO BOX 31356 TAMPA,FL 33631	NONE	PUBLIC	GENERAL SUPPORT	25,792
BUFFALO HART PRESBYTERIAN CHURCH C/O ANN HUGHES CLERK OF SESSION 7442 ROLLING OAKS DRIVE RIVERTON,IL 62561	NONE	PUBLIC	GENERAL SUPPORT	25,792
PEO FOUNDATION 3700 GRAND AVENUE DES MOINES,IA 50312	NONE	PUBLIC	GENERAL SUPPORT	17,195
SHODAIR CHILDREN'S HOSPITAL PO BOX 5539 HELENA,MT 59604	NONE	PUBLIC	GENERAL SUPPORT	25,792
ROCKY MOUNTAIN COLLEGE ATTN CONTROLLER 1511 POLY DRIVE BILLINGS,MT 59102	NONE	PUBLIC	GENERAL SUPPORT	17,195
FIRST PRESBYTERIAN CHURCH HELENA ATTN JOHN LAGERQUIST 535 N EWING ST HELENA,MT 59601	NONE	PUBLIC	GENERAL SUPPORT	51,584
ST PETER'S COMMUNITY HOSPITAL FDN 2475 BROADWAY HELENA,MT 59601	NONE	PUBLIC	GENERAL SUPPORT	25,792
WHITWORTH UNIVERSITY MS 0102 300 W HAWTHORNE RD SPOKANE,WA 99251	NONE	PUBLIC	GENERAL SUPPORT	17,195
STANFORD UNIVERSITY OFFICE OF PLANNED GIVING 3145 PORTER DR STANFORD,CA 94305	NONE	PUBLIC	GENERAL SUPPORT	25,792
<b>Total . . . . .</b>  <b>3a</b>				257,921

## TY 2012 Accounting Fees Schedule

**Name:** R B & PEARL P RICHARDSON TRUST 50511690

**EIN:** 81-6010500

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREPARATION FEE (NON-ALLOC	1,500			1,500

**TY 2012 Investments Corporate  
Bonds Schedule****Name:** R B & PEARL P RICHARDSON TRUST 50511690**EIN:** 81-6010500

<b>Name of Bond</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
WAL MART STORES INC 5.000		
MET LIFE INC NOTES 5.000	98,800	104,065
BARKLAYS BANK PLC 5.450		
NUVEEN HIGH INCOME BOND FUND	87,866	87,507
AMERICAN CENTURY INTL BD	131,954	131,309
BERKSHIRE HATHAWAY INC	50,364	52,639
BARCLAYS BANK PLC 4/10/15	25,000	31,085
DEUTSCHE BANK AG MED TERM NT	99,410	105,435
COMMUNITY STATE BANK IA C D	25,000	26,472
CAMPBELL SOUP CO 3.050 7/15/17	50,245	54,055
ISHARES JP MORGAN EM BOND	50,066	57,466
GENERAL ELEC CAP CORP	51,921	52,867

**TY 2012 Investments Corporate  
Stock Schedule**

**Name:** R B & PEARL P RICHARDSON TRUST 50511690  
**EIN:** 81-6010500

Name of Stock	End of Year Book Value	End of Year Fair Market Value
APACHE CORP	11,143	19,389
APPLE INC	12,237	60,136
BANK OF AMERICA CORP	14,293	14,803
COACH INC	14,059	13,544
ECOLAB INC		
EXELON CORPORATION		
EXXON MOBIL CORP	17,682	42,150
GENERAL ELEC CO	31,701	26,951
GOLDMAN SACHS GROUP INC	30,164	23,726
ILLINOIS TOOL WKS INC		
INTEL CORP	21,475	23,610
JOHNSON & JOHNSON	23,512	29,092
MASTERCARD INC	21,216	28,494
MICROSOFT CORP	11,264	16,079
ORACLE CORPORATION	16,733	32,620
PEPSICO INC	19,578	28,672
PFIZER INC	53,702	43,889
PRAXAIR INC	8,965	25,940
PROCTER & GAMBLE CO	20,743	27,835
QUALCOM INC	8,236	31,796
STATE STR CORP	10,702	14,573
TARGET CORPORATION	13,699	24,615
UNITED PARCEL SERVICE INC CL B	14,878	14,377
UNITED TECHNOLOGIES CORP	14,463	26,079
VERIZON COMMUNICATIONS	17,080	27,476
WAL MART STORES INC	10,677	13,100
WELLS FARGO & CO	30,556	41,016
3M CO	18,384	25,534
SCHLUMBERGER LTD	17,403	28,759
NUVEEN REAL ESTATE	190,372	256,692

Name of Stock	End of Year Book Value	End of Year Fair Market Value
NUVEEN SMALL CAP SELEC		
ISHARES MSCI EMERGING MKTS IND	237,085	271,910
LAUDUS INTL MRKMASTERS INV FD	234,870	260,306
MIDCAP SPDR TRUST SER I	124,999	192,210
ABBOTT LABS	23,948	29,475
CISCO SYS INC		
GOOGLE INC CL A	13,674	26,880
J P MORGAN CHASE & CO	29,485	32,493
ISHARES S&P PREF STK INDX FD	134,369	141,641
MCDONALDS CORP	18,646	28,668
BRISTOL MYERS SQUIBB CO	19,571	23,009
CLIFFS NATURAL RESOURCES INC		
DISNEY WALT CO	20,372	26,737
FREEPORT MCMORAN COPPER GOLD	15,738	14,638
GENERAL MILLS INC		
JARDEN CORP		
STARBUCKS	17,052	33,251
WINDSTREAM CORP		
IPATH DJ UBS COMMUNITY	221,790	201,499
ISHARES BARCLAYS TIPS BD ETF	103,875	109,026
SCOUT INTERNATIONAL FD	264,853	290,136
ALLERGAN INC		
AMERICAN TOWER CORP	11,080	15,609
CAPITAL ONE FINANCIAL CORP	13,869	14,772
CHEVERON CORPORATION	17,867	18,492
CITIGROUP INC	20,493	20,017
DIRECTV CL A		
EMC CORPORATION	13,901	13,637
EATON CORP		
EXPRESS SCRIPTS INC	13,594	13,446

Name of Stock	End of Year Book Value	End of Year Fair Market Value
FIFTH THIRD BANCORP	14,860	14,516
FORD MOTOR CO		
GILEAD SCIENCES INC	14,342	24,459
NATIONAL OILWELL VARCO INC	14,217	12,918
OCCIDENTAL PETRO CORP	13,622	10,725
PGE CORP	17,348	15,871
PRUDENTIAL FINANCIAL INC	27,713	23,679
TERADATA CORP DEL		
UNITED HEALTH GRP INC		
WALGREEN CO		
WHITING PETROLEUM CORP		
ACE LTD	15,043	18,673
DRIEHAUS ACTIVE INCOME FUND		
HIGHLAND LONG SHORT EQUITY Z		
SPDR DJ WILSHIRE INTERNATIONAL	157,700	168,170
TFS MARKET NEUTRAL FUND	182,808	185,980
BAXTER INTL INC	14,131	17,332
BOEING CO	18,578	18,463
CF INDUSTRIES HOLDINGS	14,485	14,221
CVS CAREMARK CORP	14,276	15,085
DOLLAR TREE INC	14,303	14,399
EMERSON ELEC CO	27,997	31,140
INTERNATION BUSINESS MACHINES	14,326	14,749
LSI CORPORATION	14,043	12,860
NIKE INC	19,796	22,704
PIONEER NAT RES CO	13,965	15,456
ACCENTURE PLC	14,962	15,295
COVIDIEN PLC	14,313	15,878
DRIEHAUS ACTIVE INC FD	141,120	139,549
OPPENHEIMER SR FLOA RATE	108,663	109,759



Name of Stock	End of Year Book Value	End of Year Fair Market Value
PYXIS LONG SHOR EQUITY Z	54,221	53,751
ROWE T PRICE MID-CAP GROWTH	130,056	126,520
ROWE T PRICE MID-CAP VALUE	129,971	126,697
SPDR GOLD TRUST	59,905	58,327
T ROWE PRICE SC	133,754	130,021

**TY 2012 Investments Government  
Obligations Schedule****Name:** R B & PEARL P RICHARDSON TRUST 50511690**EIN:** 81-6010500**US Government Securities - End of  
Year Book Value:**

124,589

**US Government Securities - End of  
Year Fair Market Value:**

132,233

**State & Local Government  
Securities - End of Year Book  
Value:****State & Local Government  
Securities - End of Year Fair  
Market Value:**

# TY 2012 Other Increases Schedule

**Name:** R B & PEARL P RICHARDSON TRUST 50511690

**EIN:** 81-6010500

Description	Amount
REC'D VS REPT'D SEC PY	3,444
ADJUSTMENT FOR ROUNDING	5

**TY 2012 Taxes Schedule****Name:** R B & PEARL P RICHARDSON TRUST 50511690**EIN:** 81-6010500

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL ESTIMATES - PRINCIPAL	1,248	0		0
FOREIGN TAXES ON QUALIFIED FOR	1,703	1,703		0
FOREIGN TAXES ON NONQUALIFIED	400	400		0