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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 DORRANCE FAMILY FOUNDATION		A Employer identification number 86-0691863	
Number and street (or P O box number if mail is not delivered to street address) 7600 E DOUBLETREE RANCH RD		B Telephone number (see instructions) (480) 367-7000	
City or town, state, and ZIP code SCOTTSDALE, AZ 85258		C If exemption application is pending, check here <input type="checkbox"/>	
G 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>		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 53,793,078		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	26	26		
	4 Dividends and interest from securities.	1,593,694	1,593,694		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	2,253,596			
	b Gross sales price for all assets on line 6a _____ 2,253,596				
	7 Capital gain net income (from Part IV, line 2)		2,253,596		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	752,602	752,602		
	12 Total. Add lines 1 through 11	4,599,918	4,599,918		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	9,014	4,507		4,507
	b Accounting fees (attach schedule)	6,630	3,315		3,315
	c Other professional fees (attach schedule)	243,185	95,413		147,773
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	81,675	23,206		0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings	12,482	0		12,482
	22 Printing and publications				
	23 Other expenses (attach schedule)	114,418	57,488		35,929
	24 Total operating and administrative expenses. Add lines 13 through 23	467,404	183,929		204,006
	25 Contributions, gifts, grants paid	4,110,100			4,110,100
	26 Total expenses and disbursements. Add lines 24 and 25	4,577,504	183,929		4,314,106
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	22,414			
	b Net investment income (if negative, enter -0-)		4,415,989		
	c Adjusted net income (if negative, enter -0-)				

Part II

Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing		
	2	Savings and temporary cash investments	300,784	1,076,999
	3	Accounts receivable ▶ <u>17</u>		
		Less allowance for doubtful accounts ▶ _____	7,530	17
	4	Pledges receivable ▶ _____		
		Less allowance for doubtful accounts ▶ _____		
	5	Grants receivable		
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)		
	7	Other notes and loans receivable (attach schedule) ▶ _____		
		Less allowance for doubtful accounts ▶ _____		
	8	Inventories for sale or use		
	9	Prepaid expenses and deferred charges		
	10a	Investments—U S and state government obligations (attach schedule)		
	b	Investments—corporate stock (attach schedule)		
	c	Investments—corporate bonds (attach schedule).		
	11	Investments—land, buildings, and equipment basis ▶ _____		
		Less accumulated depreciation (attach schedule) ▶ _____		
	12	Investments—mortgage loans		
	13	Investments—other (attach schedule)	49,141,781	52,716,062
	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)	49,450,095	53,793,078
Liabilities	17	Accounts payable and accrued expenses	98,808	45,955
	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 ▶ _____)	750,000	0
	23	Total liabilities (add lines 17 through 22)	848,808	45,955
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	0	0
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0
	29	Retained earnings, accumulated income, endowment, or other funds	48,601,287	53,747,123
	30	Total net assets or fund balances (see page 17 of the instructions)	48,601,287	53,747,123
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	49,450,095	53,793,078

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	48,601,287
2	Enter amount from Part I, line 27a	2	22,414
3	Other increases not included in line 2 (itemize) ▶ _____	3	5,123,422
4	Add lines 1, 2, and 3	4	53,747,123
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	53,747,123

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a	DFE ASSET MANAGEMENT	P		
b	DFE ALTERNATIVE INVESTMENTS	P		
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 2,154,474			2,154,474
b 99,122			99,122
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			2,154,474
b			99,122
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	2,253,596
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	9,648,467	58,022,060	0 166290
2010	7,804,920	60,974,642	0 128003
2009	6,269,045	57,551,275	0 108930
2008	9,067,613	67,742,493	0 133854
2007	8,333,522	69,755,531	0 119468

2 Total of line 1, column (d).	2	0 656545
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 131309
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	50,089,857
5 Multiply line 4 by line 3.	5	6,577,249
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	44,160
7 Add lines 5 and 6.	7	6,621,409
8 Enter qualifying distributions from Part XII, line 4.	8	4,314,106

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

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

1a		Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	88,320
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	88,320
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	88,320
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	46,400	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c		
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments Add lines 6a through 6d.		7	46,400
8		Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		8	449
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	42,369
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	
11		Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/>	Refunded <input type="checkbox"/>	11	

Part VII-AStatements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year?.	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ 0 (2) On foundation managers <input type="checkbox"/> \$ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2		No
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? If "Yes," attach the statement required by General Instruction T.	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> AZ			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶N/A				
14	The books are in care of ▶BENNETT DORRANCE Telephone no ▶(480) 367-7000 Located at ▶7600 E DOUBLETREE RANCH RD STE 300 SCOTTSDALE AZ ZIP +4 ▶85258			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

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

Part VII-B

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

5a

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

b

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

5b

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

☒

c

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

☐ Yes ☐ No

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

6a

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

☐ Yes ☒ No

b

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

6b

No

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

7a

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

☐ Yes ☒ No

b

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

7b

Part VIII

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

1

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BENNETT DORRANCE	PRESIDENT	0	0	0
7600 E DOUBLETREE RANCH RD 300 SCOTTSDALE, AZ 85258	2 00			
JACQUELYN W DORRANCE	SECRETARY	0	0	0
7600 E DOUBLETREE RANCH RD 300 SCOTTSDALE, AZ 85258	2 00			
BENNETT DORRANCE JR	VICE PRESIDENT	0	0	0
7600 E DOUBLETREE RANCH RD 300 SCOTTSDALE, AZ 85258	2 00			
ASHLEY DORRANCE KAPLAN	TREASURER	0	0	0
7600 E DOUBLETREE RANCH RD 300 SCOTTSDALE, AZ 85258	2 00			

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
HANK INC	MANAGEMENT FEES	197,030
7600 E DOUBLETREE RANCH RD 300		
SCOTTSDALE,AZ 85258		
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.	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.	1a	50,518,079
b	Average of monthly cash balances.	1b	334,568
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	50,852,647
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	50,852,647
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	762,790
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	50,089,857
6	Minimum investment return. Enter 5% of line 5.	6	2,504,493

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	2,504,493
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	88,320
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	88,320
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	2,416,173
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	2,416,173
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	2,416,173

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	4,314,106
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	4,314,106
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	4,314,106
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				2,416,173
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.	5,156,617			
b From 2008.	5,680,488			
c From 2009.	3,426,923			
d From 2010.	4,823,174			
e From 2011.	6,840,024			
f Total of lines 3a through e.	25,927,226			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 4,314,106				
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.				2,416,173
e Remaining amount distributed out of corpus	1,897,933			
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	27,825,159			
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). . .	5,156,617			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.	22,668,542			
10 Analysis of line 9				
a Excess from 2008. . . .	5,680,488			
b Excess from 2009. . . .	3,426,923			
c Excess from 2010. . . .	4,823,174			
d Excess from 2011. . . .	6,840,024			
e Excess from 2012. . . .	1,897,933			

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))

See Additional Data Table

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	4,110,100
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments.					
3 Interest on savings and temporary cash investments			14	26	
4 Dividends and interest from securities.			14	1,593,694	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.			14	752,602	
8 Gain or (loss) from sales of assets other than inventory					2,253,596
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. . .					
11 Other revenue a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e).		0		2,346,322	2,253,596
13 Total. Add line 12, columns (b), (d), and (e).			13		4,599,918

[illegible]

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

[illegible]

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

b If "Yes," complete the following schedule

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

**Sign
Here**

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

***** 2013-11-12 *****
 Signature of officer or trustee Date Title
 May the IRS discuss this return with the preparer shown below (see instr.)? ☒ Yes ☐ No

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

**Paid
Preparer
Use
Only**

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input checked="" type="checkbox"/>	PTIN P00367616
	COLETTE KAMPS	COLETTE KAMPS	2013-11-12		
	Firm's name <input type="checkbox"/>	HENRY & HORNE LLP		Firm's EIN <input type="checkbox"/> 86-0133881	
		2055 E WARNER RD STE 101			
	Firm's address <input type="checkbox"/>	TEMPE, AZ 85284		Phone no (480) 839-4900	

Form 990PF Part XV Line 1a - 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).

BENNETT DORRANCE
JACQUELYN W DORRANCE

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ACT TODAY 19119 VENTURA BOULEVARD TARZANA,CA 91356	NONE	PUBLIC CHARITY	TO SUPPORT PROGRAMS FOR AUTISTIC CHILDREN IN NEED	500
ALA KAHAKAI TRAIL ASSOCIATION PO BOX 2338 KAMUELA,HI 96743	NONE	PUBLIC CHARITY	TO SUPPORT LAND CONSERVATION AT KAIHOLENA	50,000
AMERICAN CANCER SOCIETY 3333 WILSHIRE BOULEVARD LOS ANGELES,CA 90010	NONE	PUBLIC CHARITY	TO SUPPORT THE CANCER RESEARCH (WALK IN HONOR OF PARTICIPANT CHRIS BARRA)	500
ARIZONA CENTENNIAL 2012 FOUNDATION 1110 WEST WASHINGTON STREET PHOENIX,AZ 85007	NONE	PUBLIC CHARITY	GENERAL PROGRAM SUPPORT	25,000
ARIZONA COMMUNITY FOUNDATION 2201 EAST CAMELBACK ROAD PHOENIX,AZ 85016	NONE	PUBLIC CHARITY	TO SUPPORT THE DORRANCE SCHOLARSHIP PROGRAM	1,436,707
ARIZONA COMMUNITY FOUNDATION 2201 EAST CAMELBACK ROAD PHOENIX,AZ 85016	NONE	PUBLIC CHARITY	TO SUPPORT THE DORRANCE SCHOLARSHIP PROGRAM	1,386,707
ARIZONA COMMUNITY FOUNDATION 2201 EAST CAMELBACK ROAD PHOENIX,AZ 85016	NONE	PUBLIC CHARITY	TO SUPPORT THE DORRANCE SCHOLARSHIP PROGRAM	74,000
ARIZONA COMMUNITY FOUNDATION 2201 EAST CAMELBACK ROAD PHOENIX,AZ 85016	NONE	PUBLIC CHARITY	TO SUPPORT MAXIE'S HOUSE ASSISTING WITH THE PHYSICAL AND EMOTIONAL HEALTH OF CHILDREN	10,000
ARIZONA HUMANE SOCIETY 1521 WEST DOBBINS ROAD PHOENIX,AZ 85041	NONE	PUBLIC CHARITY	CIRCLE OF FRIENDS MEMBERSHIP- TO SUPPORT ANIMAL SHELTERS AND IMPROVING LIFE OF ANIMALS	5,000
ARIZONA STATE UNIVERSITY FOUNDATION PO BOX 2260 TEMPE,AZ 852802260	NONE	PUBLIC CHARITY	TO SUPPORT THE ARIZONA STATE UNIVERSITY TRUSTEE LEADERSHIP, PRESIDENT'S CLUB & WOMEN & PHILANTHROPY	37,500
BALLET ARIZONA 3645 EAST INDIAN SCHOOL ROAD PHOENIX,AZ 85018	NONE	PUBLIC CHARITY	TO SUPPORT ARTS & CULTURE AT BALLET ARIZONA WITH THE PURCHASE OF MARKETING MATERIALS	5,119
BALLET ARIZONA 3645 EAST INDIAN SCHOOL ROAD PHOENIX,AZ 85018	NONE	PUBLIC CHARITY	TO SUPPORT ARTS & CULTURE AND "THE THING" EVENT FOR BALLET ARIZONA	20,000
BALLET ARIZONA 3645 EAST INDIAN SCHOOL ROAD PHOENIX,AZ 85018	NONE	PUBLIC CHARITY	TO SUPPORT BALLET ARIZONA - GENERAL OPERATING	100,000
BALLET ARIZONA 3645 EAST INDIAN SCHOOL ROAD PHOENIX,AZ 85018	NONE	PUBLIC CHARITY	TO SUPPORT BALLET ARIZONA - GENERAL OPERATING	10,000
BALLET ARIZONA 3645 EAST INDIAN SCHOOL ROAD PHOENIX,AZ 85018	NONE	PUBLIC CHARITY	TO SUPPORT BALLET ARIZONA'S "NEXT STEP" CAMPAIGN	10,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
BANNER ALZHEIMER'S FOUNDATION 2025 N 3RD STREET PHOENIX,AZ 85004	NONE	PUBLIC CHARITY	TO SUPPORT THE GENERAL OPERATIONS OF BANNER FOUNDATION INVESTING LOCALLY IN PATIENT CARE PROGRAMS	10,000
BARNARD COLLEGE 3009 BROADWAY NEWYORK,NY 10027	NONE	PUBLIC CHARITY	TO SUPPORT A BARNARD FUND SCHOLAR IN WOMEN'S EDUCATION	10,000
BARROW NEUROLOGICAL FOUNDATION 350 WEST THOMAS ROAD PHOENIX,AZ 85013	NONE	PUBLIC CHARITY	TO SUPPORT BARROW NEUROLOGICAL SOCIETY'S "GRAND BALL" EVENT	50,000
BOSTON SYMPHONY ORCHESTRA INC 301 MASSACHUSETTS AVENUE BOSTON,MS 02115	NONE	PUBLIC CHARITY	TO SUPPORT BOSTON SYMPHONY ORCHESTRA	3,000
BRAVO COLORADO AT VAIL-BEAVER CREEK 2271 NORTH FRONTAGE ROAD WEST VAIL,CO 81657	NONE	PUBLIC CHARITY	TO SUPPORT THE ARTS FOR THE BRAVO VAIL FESTIVAL EVENT (UNDERWRITING)	10,000
CHILDREN'S HOSPITAL LOS ANGELES 4650 SUNSET BOULEVARD LOS ANGELES,CA 90027	NONE	PUBLIC CHARITY	TO SUPPORT THE CHILDREN'S HOSPITAL-AUDREY HEPBURN CARES TEAM/CENTER	12,000
CHRYSLIS SHELTER FOR VICTIMS OF DOMESTIC VIOLENCE 1010 EAST MCDOWELL ROAD PHOENIX,AZ 85006	NONE	PUBLIC CHARITY	TO SUPPORT ASSISTANCE PROGRAMS FOR THE HOMELESS IN GAINING SELF-SUFFICIENCY IN HONOR OF CHRISTI WARNER BEYER	1,000
CLARKSON UNIVERSITY 8 CLARKSON AVENUE POTSDAM,NY 13699	NONE	PUBLIC CHARITY	TO SUPPORT CLARKSON STUDENT STRATEGIC INVESTMENT FUND	2,500
CYSTIC FIBROSIS FOUNDATION 3800 NORTH CENTRAL PHOENIX,AZ 85012	NONE	PUBLIC CHARITY	TO SUPPORT GENERAL OPERATIONS OF CYSTIC FIBROSIS FOUNDATION IN SEEKING THE CURE OF THE DISEASE	2,000
DESERT BOTANICAL GARDEN 1201 NORTH GALVIN PARKWAY PHOENIX,AZ 85008	NONE	PUBLIC CHARITY	TO SUPPORT THE DESERT BOTANICAL GARDEN WITH THE DINNER ON THE DESERT / CARDON CACTUS EVENT	25,000
DUCKS UNLIMITED ONE WATERFOWL WAY MEMPHIS,TN 38120	NONE	PUBLIC CHARITY	TO SUPPORT WETLANDS AND WATERFOWL CONSERVATION THROUGH THE PRESIDENT'S COUNCIL MEMBERSHIP	10,000
FEEDING MATTERS POPSICLE CENTER INC 8711 EAST PINNACLE PEAK ROAD SCOTTSDALE,AZ 85255	NONE	PUBLIC CHARITY	TO SUPPORT CHILDREN WITH FEEDING ISSUES IN THEIR WEBSITE UPGRADE	60,000
FEEDING MATTERS POPSICLE CENTER INC 8711 EAST PINNACLE PEAK ROAD SCOTTSDALE,AZ 85255	NONE	PUBLIC CHARITY	TO SUPPORT CHILDREN WITH FEEDING ISSUES WITH THE NEW VOLUNTEER PROGRAM AND RELATED STAFF AND SUPPLY EXPENSES	45,000
FLORENCE CRITTENTON SERVICES OF ARIZONA INC 715 WEST MARIPOSA STREET PHOENIX,AZ 85013	NONE	PUBLIC CHARITY	TO SUPPORT THE IMAGINE MORE CAMPAIGN IN SERVICES THAT EDUCATE, PREPARE, AND EMPOWER TEEN MOTHERS AND GENERAL OPERATIONS	25,000
FOOTHILLS ANIMAL RESCUE INC 23030 NORTH PIMA RD SCOTTSDALE,AZ 85255	NONE	PUBLIC CHARITY	TO SUPPORT FOOTHILLS ANIMAL SHELTER IN PROVIDING RESCUE, SHELTER, AND ADOPTION FOR CATS AND DOGS	5,000

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Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
GIRL SCOUTS COUNCIL INC - ARIZONA CACTUS-PINE 119 EAST CORONADO PHOENIX,AZ 85004	NONE	PUBLIC CHARITY	TO SUPPORT GIRL SCOUT COUNCIL CACTUS PINE- UNDERWRITING FOR YOUNG WOMEN OF DISTINCTION AWARD	5,000
GRAND CANYON ASSOCIATION PO BOX 399 GRAND CANYON,AZ 86023	NONE	PUBLIC CHARITY	TO SUPPORT THE GENERAL OPERATIONS OF THE GRAND CANYON ASSOCIATION BENEFITING THE NATIONAL PARK	2,500
GRAND CANYON WILD LANDS COUNCIL PO BOX 1594 FLAGSTAFF,AZ 86002	NONE	PUBLIC CHARITY	TO SUPPORT THE WOLF RECOVERY PROJECT AT THE GRAND CANYON	1,000
HAWAII PERFORMING ARTS FESTIVAL PO BOX 474 KAMUELA,HI 96743	NONE	PUBLIC CHARITY	TO SUPPORT THE 2012 SEASON SPONSORSHIP- PROMOTING THE ARTS	2,000
HAWAII PUBLIC RADIO 738 KAHEKA STREET HONOLULU,HI 96814	NONE	PUBLIC CHARITY	TO SUPPORT OPERATIONS OF HAWAII PUBLIC RADIO PROVIDING ARTS, ENTERTAINMENT AND INFORMATION IN HAWAII AND BEYOND	500
HAWAII WILDLIFE CENTER PO BOX 551752 KAPAAU,HI 96755	NONE	PUBLIC CHARITY	TO SUPPORT GENERAL OPERATIONS OF THE RESCUE, REHABILITATION, RESEARCH AND EDUCATION FACILITY EXCLUSIVELY FOR NATIVE WILDLIFE	1,000
HOMEWARD BOUND 3202 WEST COLTER STREET PHOENIX,AZ 85015	NONE	PUBLIC CHARITY	HOMEWARD BOUND PROVIDES TRANSITIONAL HOUSING TO VICTIMS OF DOMESTIC VIOLENCE - OLD BAGS LUNCHEON EVENT	10,000
HOMEWARD BOUND 3202 WEST COLTER STREET PHOENIX,AZ 85015	NONE	PUBLIC CHARITY	HOMEWARD BOUND PROVIDES TRANSITIONAL HOUSING TO VICTIMS OF DOMESTIC VIOLENCE - OLD BAGS LUNCHEON EVENT	5,000
IOWA NATURAL HERITAGE FOUNDATION 505 FIFTH AVENUE DES MONIES,IA 50309	NONE	PUBLIC CHARITY	TO SUPPORT THE WORK DONE TO PROTECT, RESTORE, AND PROMOTE WILD PLACES IN IOWA	4,000
KAHILU THEATRE FOUNDATION PO BOX 549 KAMUELA,HI 96743	NONE	PUBLIC CHARITY	KAHILU THEATER YOUTH SUMMER ARTS	20,000
KAMUELA PHILHARMONIC ORCHESTRA PO BOX 2597 KAMUELA,HI 96743	NONE	PUBLIC CHARITY	SUPPORT JANUARY CONCERT	20,000
KOKOLULU FARM & CANCER RETREATS INC PO BOX 340 HAWAII,HI 96719	NONE	PUBLIC CHARITY	TO SUPPORT THE CENTER IN PROVIDING EDUCATION AND CHARITABLE ASSISTANCE TO THOSE AFFECTED BY CANCER	30,000
LAWRENCEVILLE SCHOOLS PO BOX 6125 LAWRENCEVILLE,NJ 086489987	NONE	PUBLIC CHARITY	TO SUPPORT GENERAL OPERATIONS IN ACADEMIC ADVANCEMENT	2,500
MIDDLEBURY COLLEGE 5 COURT STREET MIDDLEBURY,VT 057536014	NONE	PUBLIC CHARITY	TO SUPPORT THE ANNUAL GIVING CAMPAIGN FOR ELEMENTARY EDUCATION	2,500
NATIONAL DISASTER SEARCH DOG FOUNDATION 501 E OJAI AVENUE OJAI,CA 93023	NONE	PUBLIC CHARITY	TO SUPPORT SEARCH DOG FOUNDATION CLASS 2013 RECRUITMENT & TRAINING NEEDS	10,000


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Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
NORTH HAWAII HOSPICE INC 65-1328 KAWAIHAE ROAD KAMUELA, HI 96743	NONE	PUBLIC CHARITY	TO SUPPORT GENERAL OPERATIONS FOR PROVIDING COMPASSIONATE AND PROFESSIONAL HOMECARE TO TERMINAL PATIENTS	1,000
NORTH KOHALA COMMUNITY RESOURCE CENTER PO BOX 519 HAWAII, HI 96719	NONE	PUBLIC CHARITY	TO SUPPORT THE HIP-AG IOLE GARDEN PROJECT	9,067
NORTH KOHALA COMMUNITY RESOURCE CENTER PO BOX 519 HAWAII, HI 96719	NONE	PUBLIC CHARITY	TO SUPPORT THE KONEA O'KUKUI GARDEN RESTORATION PROJECT	15,000
NORTH KOHALA COMMUNITY RESOURCE CENTER PO BOX 519 HAWAII, HI 96719	NONE	PUBLIC CHARITY	TO SUPPORT THE LEARNING CENTER, KOHALA ATHLETIC ASSOCIATION, AND NK SUMMER MUSICAL THEATRE CAMP FOR CHILDREN AND GENERAL OPERATING	11,000
NOTMYKID 5230 EAST SHEA BOULEVARD SCOTTSDALE, AZ 85254	NONE	PUBLIC CHARITY	TO SUPPORT ASSISTING AT-RISK KIDS WITH THE "BE THE BALL EVENT"	25,000
NOTMYKID 5230 EAST SHEA BOULEVARD SCOTTSDALE, AZ 85254	NONE	PUBLIC CHARITY	TO SUPPORT GENERAL OPERATING IN ASSISTING AT-RISK KIDS	10,000
PALO VERDE VOLUNTEER FIRE DEPARTMENT PO BOX 1381 REDWAY, CA 95560	NONE	PUBLIC CHARITY	TO SUPPORT THE PURCHASE OF MEDICAL GEAR, FIREFIGHTING GEAR, TRAINING, ETC FOR VOLUNTEER FIRE FIGHTERS	2,000
PHILLIPS EXETER ACADEMY 20 MAIN STREET EXETER, NH 038332460	NONE	PUBLIC CHARITY	TO SUPPORT SECONDARY EDUCATION @ THE ACADEMY-IN HONOR OF KIRK C BANSACK, CLASS OF 2005	2,000
PHOENIX ART MUSEUM 1625 NORTH CENTRAL AVENUE PHOENIX, AZ 850041685	NONE	PUBLIC CHARITY	TO SUPPORT THE MUSEUM WITH CIRCLES MEMBERSHIP RENEWAL	25,000
PHOENIX ART MUSEUM 1625 NORTH CENTRAL AVENUE PHOENIX, AZ 850041685	NONE	PUBLIC CHARITY	TO SUPPORT THE "HOLIDAY LUNCHEON " AT THE PHOENIX ART MUSEUM	10,000
PHOENIX CHILDREN'S HOSPITAL FOUNDATION 2929 EAST CAMELBACK PHOENIX, AZ 85016	NONE	PUBLIC CHARITY	TO SUPPORT GENERAL OPERATIONS IN THE HOSPITAL WITH THE CARE OF CHILDREN	5,000
PHOENIX COUNTRY DAY SCHOOL 3901 EAST STANFORD DRIVE PARADISE VALLEY, AZ 85253	NONE	PUBLIC CHARITY	TO SUPPORT THE CAPITAL CAMPAIGN FOR SCHOOL OPERATIONS	10,000
PHOENIX THEATRE 100 EAST MCDOWELL ROAD PHOENIX, AZ 850041628	NONE	PUBLIC CHARITY	TO SUPPORT THE ARTS IN THE "NEXT STEP CAMPAIGN"	20,000
PUAKO COMMUNITY ASSOCIATION PO BOX 44345 KAWAIHAE, HI 96743	NONE	PUBLIC CHARITY	TO SUPPORT GENERAL OPERATIONS HELPING TO PROTECT THE ENVIRONMENTAL ASSETS OF THE COMMUNITY	2,000
SAFFYRE SANCTUARY INC PO BOX 921708 SYLMAR, CA 913921708	NONE	PUBLIC CHARITY	TO SUPPORT EQUINE EDUCATION PROGRAM EXPANSION	15,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
SAN FRANCISCO BALLET 455 FRANKLIN STREET SAN FRANCISCO,CA 94102	NONE	PUBLIC CHARITY	TO SUPPORT ARTS & CULTURE	2,500
SEVEN ARROWS ELEMENTARY SCHOOL 15200 W SUNSET BOULEVARD PACIFIC PALISADES,CA 90272	NONE	PUBLIC CHARITY	TO SUPPORT THE ANNUAL GIVING CAMPAIGN FOR ELEMENTARY EDUCATION	5,000
SEVEN ARROWS INC (LITTLE DOLPHINS BY THE SEA) 15240 LA CRUZ DRIVE PACIFIC PALISADES,CA 90272	NONE	PUBLIC CHARITY	TO SUPPORT THE ANNUAL GIVING CAMPAIGN FOR ELEMENTARY EDUCATION	5,000
SOLDIER'S BEST FRIEND PO BOX 6242 GLENDALE,AZ 85312	NONE	PUBLIC CHARITY	TO SUPPORT GENERAL OPERATIONS FOR TRAINING EXPENSES AND DOG SUPPLIES	10,000
SOLDIER'S BEST FRIEND PO BOX 6242 GLENDALE,AZ 85312	NONE	PUBLIC CHARITY	TO SUPPORT GENERAL OPERATIONS FOR TRAINING EXPENSES AND DOG SUPPLIES	10,000
SOUTHWEST CENTER FOR HIVAIDS INC 1144 EAST MCDOWELL ROAD PHOENIX,AZ 85006	NONE	PUBLIC CHARITY	TO SUPPORT GENERAL OPERATIONS IN THE FIGHT AGAINST HIV/AIDS	5,000
ST LAWRENCE UNIVERSITY 23 ROMODA DRIVE CANTON,NY 13617	NONE	PUBLIC CHARITY	TO SUPPORT THE ECON-FED CHALLENGE PROMOTING RESEARCH ON ECONOMICS	2,500
ST MARY'S ACADEMY 1615 SW FIFTH AVENUE PORTLAND,OR 97201	NONE	PUBLIC CHARITY	TO SUPPORT CONTINUED ADVANCEMENT OF THE SCHOOL-IN HONOR OF ANNE GOULET BANSACK AND TOM BANSACK	2,500
TEACH FOR AMERICA INC 3030 NORTH CENTRAL AVENUE PHOENIX,AZ 85012	NONE	PUBLIC CHARITY	TO SUPPORT LEADERS WHO WORK TO ENSURE THAT KIDS GROWING UP IN POVERTY GET QUALITY EDUCATION	5,000
THE GLACIER NATIONAL PARK FUND 402 9TH STREET WEST COLUMBIA FALLS,MT 59912	NONE	PUBLIC CHARITY	TO SUPPORT THE ADOPT-A-TRAIL PROGRAM-SPECIFICALLY THE ICEBERG LAKE TRAIL	2,500
THE NATURE CONSERVANCY 7600 NORTH 15TH STREET PHOENIX,AZ 850204330	NONE	PUBLIC CHARITY	TO SUPPORT THE COLUMBIA DESIGN INITIATIVE SUSTAINABLE AGRICULTURE PROJECT	50,000
THE NATURE CONSERVANCY 7600 NORTH 15TH STREET PHOENIX,AZ 850204330	NONE	PUBLIC CHARITY	TO SUPPORT ARIZONA'S NEW FOREST RESTORATION INITIATIVE	5,000
THE PEREGRINE FUND 5668 W FLYING HAWK LANE BOISE,ID 83709	NONE	PUBLIC CHARITY	TO SUPPORT GENERAL OPERATIONS IN THE CONSERVATION OF BIRDS OF PREY	1,000
THUNDERBIRDS CHARITIES 7226 N 16TH STREET PHOENIX,AZ 85020	NONE	PUBLIC CHARITY	TO SUPPORT NOTMYKID FOUNDATION INSPIRING KIDS TO MAKE POSITIVE LIFE CHOICES	25,000
TRANSLATIONAL GENOMICS RESEARCH INSTITUTE FOUNDATION 445 NORTH 5TH STREET PHOENIX,AZ 85004	NONE	PUBLIC CHARITY	TO SUPPORT GENERAL OPERATIONS OF DEVELOPING EARLIER DIAGNOSIS AND BETTER TREATMENTS	10,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
TRANSLATIONAL GENOMICS RESEARCH INSTITUTE FOUNDATION 445 NORTH 5TH STREET PHOENIX,AZ 85004	NONE	PUBLIC CHARITY	TO SUPPORT HIRING A PATIENT CARE COORDINATOR IN THE CENTER FOR RARE CHILDHOOD DISORDERS	100,000
TRENDS CHARITABLE FUND 2355 E CAMELBACK RD SUITE 500 PHOENIX,AZ 85016	NONE	PUBLIC CHARITY	GENERAL PROGRAM SUPPORT	1,000
UNIVERSITY OF ARIZONA FOUNDATION PO BOX 245073 TUCSON,AZ 85724	NONE	PUBLIC CHARITY	TO SUPPORT IMPROVING THE HEALTH OF ARIZONA'S CHILDREN-PANDA CHILDREN HELPING CHILDREN EVENT	50,000
UNIVERSITY OF MONTANA FOUNDATION PO BOX 7159 MISSOULA,MT 598077159	NONE	PUBLIC CHARITY	TO SUPPORT THE FLATHEAD LAKE MONITORING AND RESEARCH FUND IN HONOR OF THOMAS BANSAK	2,500
UNIVERSITY OF MONTANA FOUNDATION PO BOX 7159 MISSOULA,MT 598077159	NONE	PUBLIC CHARITY	TO SUPPORT THE FLATHEAD LAKE MONITORING AND RESEARCH FUND IN HONOR OF THOMAS BANSAK	10,000
VALLEY OF THE SUN UNITED WAY FOUNDATION 1515 EAST OSBORN ROAD PHOENIX,AZ 85014	NONE	PUBLIC CHARITY	TO SUPPORT TOCQUEVILLE SOCIETY WITH 2012 VALLEY OF THE SUN MEMBERSHIP RENEWAL	25,000
VETERANS MEDICAL LEADERSHIP COUNCIL 4715 N 32ND STREET PHOENIX,AZ 85018	NONE	PUBLIC CHARITY	TO SUPPORT VETERANS WITH UNDERWRITING THE 10TH ANNUAL VMLC'S HEROES LUNCHEON	5,000
WEST HAWAII VETERANS CEMETERY DEVELOPMENT & EXPANSION ASSOCIATION PO BOX 1334 KEALAKEKUA,HI 96750	NONE	PUBLIC CHARITY	TO SUPPORT GENERAL OPERATIONS HONORING VETERANS	500
WHISPERING HOPE RANCH FOUNDATION 9045 EAST PIMA CENTER PARKWAY SCOTTSDALE,AZ 85258	NONE	PUBLIC CHARITY	TO SUPPORT GENERAL OPERATIONS FOR WHISPERING HOPE RANCH, RETREAT FOR SPECIAL NEEDS CHILDREN-IN HONOR OF SUSAN BANSAK	25,000
WHISPERING HOPE RANCH FOUNDATION 9045 EAST PIMA CENTER PARKWAY SCOTTSDALE,AZ 85258	NONE	PUBLIC CHARITY	TO SUPPORT GENERAL OPERATIONS FOR WHISPERING HOPE RANCH, RETREAT FOR SPECIAL NEEDS CHILDREN-IN HONOR OF SUSAN BANSAK	1,500
YALE 157 CHURCH STREET NEW HAVEN,CT 065102100	NONE	PUBLIC CHARITY	GRANT AWARD IS FOR "CLASS OF 1961 YALE CANCER CENTER INITIATIVE	4,000
YOUNG LIFE CACHE VALLEY PO BOX 4014 LOGAN,UT 84323	NONE	PUBLIC CHARITY	TO SUPPORT OUTREACH FOR MIDDLE HIGH AND HIGH SCHOOL STUDENTS	10,000
YOUNG LIFE CACHE VALLEY PO BOX 4014 LOGAN,UT 84323	NONE	PUBLIC CHARITY	TO SUPPORT OUTREACH FOR MIDDLE HIGH AND HIGH SCHOOL STUDENTS	5,000
YOUNG LIFE SCOTTSDALE 7439 EAST EARL DRIVE SCOTTSDALE,AZ 85251	NONE	PUBLIC CHARITY	TO SUPPORT OUTREACH FOR MIDDLE HIGH AND HIGH SCHOOL STUDENTS	10,000
Total  3a				4,110,100

TY 2012 Accounting Fees Schedule

Name: DORRANCE FAMILY FOUNDATION

EIN: 86-0691863

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	6,630	3,315		3,315

TY 2012 Investments - Other Schedule**Name:** DORRANCE FAMILY FOUNDATION**EIN:** 86-0691863

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
DFE ASSET MANAGEMENT LLC	AT COST	37,389,006	37,389,006
DFE ALTERNATIVE INVESTMENTS LLC	AT COST	15,259,965	15,259,965
LYME FOREST FUND III TE, LP	AT COST	67,091	67,091

TY 2012 Legal Fees Schedule

Name: DORRANCE FAMILY FOUNDATION

EIN: 86-0691863

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	9,014	4,507		4,507

TY 2012 Other Expenses Schedule**Name:** DORRANCE FAMILY FOUNDATION**EIN:** 86-0691863

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OFFICE EXPENSES	47,525	0		33,829
MARKETING AND ADVERTISING	2,100	0		2,100
MISCELLANEOUS	7,305	0		0
OTHER DEDUCTIONS - K-1	57,488	57,488		0

TY 2012 Other Income Schedule

Name: DORRANCE FAMILY FOUNDATION

EIN: 86-0691863

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
ORDINARY INCOME FROM PARTNERSHIP INTERESTS	752,602	752,602	752,602

TY 2012 Other Increases Schedule

Name: DORRANCE FAMILY FOUNDATION

EIN: 86-0691863

Description	Amount
UNREALIZED GAIN ON INVESTMENTS	2,533,734
PRIOR YEAR UNREALIZED GAIN ON INVESTMENT - PRIOR PERIOD ADJUSTMENT	2,589,688

TY 2012 Other Liabilities Schedule

Name: DORRANCE FAMILY FOUNDATION

EIN: 86-0691863

Description	Beginning of Year - Book Value	End of Year - Book Value
PLEDGE TO THE NATURE CONSERVANCY	750,000	0

TY 2012 Other Professional Fees Schedule**Name:** DORRANCE FAMILY FOUNDATION**EIN:** 86-0691863

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MANAGEMENT FEES	197,030	49,258		147,773
OTHER PROFESSIONAL FEES	500	500		0
INVESTMENT EXPENSE	45,655	45,655		0

TY 2012 Taxes Schedule**Name:** DORRANCE FAMILY FOUNDATION**EIN:** 86-0691863

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAX	58,469	0		0
FOREIGN TAXES PAID	23,206	23,206		0