Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

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

Name of foundation: The Norton Foundation

A Employer identification number: 86-0836442

Number and street (or P O box number if mail is not delivered to street address): 4835 E. Cactus Road

Room/suite: 115

B Telephone number (see the instructions): (602) 954-8812

City or town: Scottsdale

State: AZ

ZIP code: 85254

C If exemption application is pending, check here ► ☐

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

D 1 Foreign organizations, check here ► ☐

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

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

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

I Fair market value of all assets at end of year *(from Part II, column (c), line 16)* ► $ 3,530,664.

J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis)*

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► ☐

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)
1	Contributions, gifts, grants, etc, received (att sch)	843,550.			
2	Ck ► ☐ if the foundn is **not** req to att Sch B				
3	Interest on savings and temporary cash investments	72.	72.		
4	Dividends and interest from securities	63,817.	63,817.		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain/(loss) from sale of assets not on line 10	203,414.			
b	Gross sales price for all assets on line 6a 1,454,117.				
7	Capital gain net income (from Part IV, line 2)		203,414.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit/(loss) (att sch)				
11	Other income (attach schedule)				
12	**Total.** Add lines 1 through 11	1,110,853.	267,303.		
13	Compensation of officers, directors, trustees, etc				
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach sch)				
c	Other prof fees (attach sch) L-16c Stmt	30,638.	30,638.		
17	Interest				
18	Taxes (attach schedule)(see instrs) Income tax	4,728.			
19	Depreciation (attach sch) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) See Line 23 Stmt	24,600.	270.		10.
24	**Total operating and administrative expenses.** Add lines 13 through 23	59,966.	30,908.		10.
25	Contributions, gifts, grants paid	129,565.			129,565.
26	**Total expenses and disbursements.** Add lines 24 and 25	189,531.	30,908.		129,575.
27	Subtract line 26 from line 12:				
a	**Excess of revenue over expenses and disbursements**	921,322.			
b	**Net investment income** (if negative, enter -0-)		236,395.		
c	**Adjusted net income** (if negative, enter -0-)				

REVENUE

OPERATING AND ADMINISTRATIVE EXPENSES

RECEIVED
NOV 25 2013
OGDEN, UT
IRS-OSC
3063

SCANNED DEC 1 3 2013

BAA For Paperwork Reduction Act Notice, see instructions. TEEA0301 12/06/12 Form **990-PF** (2012)

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Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1	Cash – non-interest-bearing			
	2	Savings and temporary cash investments	59,232.	49,409.	49,409.
	3	Accounts receivable ►			
		Less allowance for doubtful accounts ►	784.		
	4	Pledges receivable ►			
		Less. allowance for doubtful accounts ►			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach sch) ►			
		Less allowance for doubtful accounts ►			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments – U S and state government obligations (attach schedule)			
	b	Investments – corporate stock (attach schedule) L-10b Stmt	2,253,339.	2,367,081.	2,662,025.
	c	Investments – corporate bonds (attach schedule)			
	11	Investments – land, buildings, and equipment basis ►			
		Less accumulated depreciation (attach schedule) ►			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule)			
	14	Land, buildings, and equipment basis ►			
		Less. accumulated depreciation (attach schedule) ►			
	15	Other assets (describe ► Life Insurance)		819,230.	819,230.
	16	**Total assets** (to be completed by all filers – see the instructions Also, see page 1, item I)	2,313,355.	3,235,720.	3,530,664.
LIABILITIES	17	Accounts payable and accrued expenses		3,944.	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ►)			
	23	**Total liabilities** (add lines 17 through 22)		3,944.	
NET ASSETS OR FUND BALANCES		**Foundations that follow SFAS 117, check here ► ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ► ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	2,313,355.	3,231,776.	
	30	**Total net assets or fund balances** (see instructions)	2,313,355.	3,231,776.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	2,313,355.	3,235,720.	

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	2,313,355.
2	Enter amount from Part I, line 27a	2	921,322.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	3,234,677.
5	Decreases not included in line 2 (itemize) ► Basis adjustment Schwab verses K-1	5	2,901.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	3,231,776.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	Schdule 1 - Windhaven Account	P	Various	Various
b	K-1 Gains	P	Various	Various
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	1,454,117.		1,252,575.	201,542.
b	0.		0.	1,872.
c				
d				
e				

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

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a	0.	0.	0.	201,542.
b	0.	0.	0.	1,872.
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 — 203,414.

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 — 203,414.

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2011	122,143.	2,626,413.	0.046506
2010	123,503.	2,569,921.	0.048057
2009	143,660.	2,465,825.	0.058260
2008	162,922.	2,846,927.	0.057227
2007	159,459.	3,451,946.	0.046194

2	**Total** of line 1, column (d)	2	0.256244
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	0.051249
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	3,064,359.
5	Multiply line 4 by line 3	5	157,045.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,364.
7	Add lines 5 and 6	7	159,409.
8	Enter qualifying distributions from Part XII, line 4	8	129,575.

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

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here ► ☐ and enter 'N/A' on line 1 Date of ruling or determination letter _______ **(attach copy of letter if necessary – see instrs)**			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► ☐ and enter 1% of Part I, line 27b		1	4,728.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3	Add lines 1 and 2		3	4,728.
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	4,728.
6	Credits/Payments			
a	2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a 780.		
b	Exempt foreign organizations – tax withheld at source	6 b		
c	Tax paid with application for extension of time to file (Form 8868)	6 c 2,500.		
d	Backup withholding erroneously withheld	6 d		
7	Total credits and payments. Add lines 6a through 6d		7	3,280.
8	Enter any **penalty** for underpayment of estimated tax Check here ☒ if Form 2220 is attached		8	81.
9	**Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ►		9	1,529.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►		10	0.
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ► 0. **Refunded** ►		11	

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► N/A

14 The books are in care of ► Roger L. Stevenson Telephone no ► (602) 954-8812

Located at ► 4835 E. Cactus Road Suite 115 Scottsdale AZ ZIP + 4 ► 85254

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here ► ☐

and enter the amount of tax-exempt interest received or accrued during the year ► 15

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If 'Yes,' enter the name of the foreign country ►			

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

File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.		Yes	No
1 a During the year did the foundation (either directly or indirectly)			
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ **Yes** ☒ **No**			
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ **Yes** ☒ **No**			
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ **Yes** ☒ **No**			
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ **Yes** ☒ **No**			
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ **Yes** ☒ **No**			
(6) Agree to pay money or property to a government official? (**Exception.** Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ **Yes** ☒ **No**			
b If any answer is 'Yes' to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1 b		
Organizations relying on a current notice regarding disaster assistance check here ► ☐			
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1 c		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ **Yes** ☒ **No**			
If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__			
b Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement – see instructions)	2 b		
c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ► 20__ , 20__ , 20__ , 20__			
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ **Yes** ☒ **No**			
b If 'Yes,' did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)*	3 b		
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4 b		X

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

5 a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(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)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X

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

7 a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

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
John R. Norton 4835 E. Cactus Road Suite 115 Scottsdale AZ 85254	Dir./ Pres. 2.00	0.	0.	0.
Doris S. Norton 4835 E. Cactus Road Suite 115 Scottsdale AZ 85254	Dir./ Sec. 1.00	0.	0.	0.
Michael R. Norton 4835 E. Cactus Road Suite 115 Scottsdale AZ 85254	Director 1.00	0.	0.	0.
See Information about Officers, Directors, Trustees, Etc		0.	0.	0.

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

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

Total number of other employees paid over $50,000 ► None

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

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 "None" The Norton Foundation supports organizations exempt under IRC Section 501 (c) (3) dedicated to helping meet charitable, educational and scientific needs of the Phoenix Area, State of Arizona, Western United States and United States.	0.
2	
3	
4	

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a	Average monthly fair market value of securities	1 a	3,009,365.
b	Average of monthly cash balances	1 b	101,659.
c	Fair market value of all other assets (see instructions)	1 c	
d	**Total** (add lines 1a, b, and c)	1 d	3,111,024.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	3,111,024.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	46,665.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,064,359.
6	**Minimum investment return.** Enter 5% of line 5	6	153,218.

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	153,218.
2 a	Tax on investment income for 2012 from Part VI, line 5	2 a	4,728.		
b	Income tax for 2012 (This does not include the tax from Part VI)	2 b			
c	Add lines 2a and 2b			2 c	4,728.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	148,490.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	148,490.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	148,490.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes		
a	Expenses, contributions, gifts, etc — total from Part I, column (d), line 26	1 a	129,575.
b	Program-related investments — total from Part IX-B	1 b	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)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	129,575.
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	129,575.

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					148,490.
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only				127,297.	
b Total for prior years 20 ___, 20 ___, 20 ___					
3 Excess distributions carryover, if any, to 2012					
a From 2007	0.				
b From 2008	0.				
c From 2009	0.				
d From 2010	0.				
e From 2011	0.				
f **Total** of lines 3a through e		0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► $ 129,575.					
a Applied to 2011, but not more than line 2a				127,297.	
b Applied to undistributed income of prior years (Election required – see instructions)					
c Treated as distributions out of corpus (Election required – see instructions)					
d Applied to 2012 distributable amount					2,278.
e Remaining amount distributed out of corpus		0.			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a))*					
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		0.			
b Prior years' undistributed income Subtract line 4b from line 2b			0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d Subtract line 6c from line 6b Taxable amount – see instructions			0.		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount – see instructions				0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013					146,212.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)		0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		0.			
10 Analysis of line 9					
a Excess from 2008	0.				
b Excess from 2009	0.				
c Excess from 2010	0.				
d Excess from 2011	0.				
e Excess from 2012	0.				

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

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

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

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

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year – see instructions.)

1 Information Regarding Foundation Managers:

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

John R. and Doris S. Norton
4835 E. Cactus Road Suite 115 Scottsdale, AZ 85254

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

None

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

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

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

N/A

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

N/A

c Any submission deadlines.

N/A

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

N/A

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
Arizona Burn Foundation 333 E. Virgina AVe. Suite 204 Phoenix AZ 85004	N/A	Public	Operating	5,000.
All Saints Episcopal Church 6300 N. Central Ave. Phoenix, AZ 85012	N/A	Public	Operating	1,000.
Arizona Humane Society 1521 W. Dobbins Phoenix, AZ 85041	N/A	Public	Operating	5,000.
ASU Foundation - Friends of Dance P. O. Box 875005 Tempe AZ 85287-5005	N/A	Public	Endowment	500.
Banner Alzheimer's Foundation 2025 N. 3rd Street, Suite 250 Phoenix AZ 85004	N/A	Public	Endowment	3,500.
Barrow Neurological Foundation 350 W. Thomas Road Phoenix, AZ 85013	N/A	Public	Endowment	5,000.
CA. Agricultural Leadership Foundation P. O. Box 479 Salinas CA 93902	N/A	Public	Operating	15,000.
CA. Strawberry Scholarship Fund P. O. 269 Watsonville CA 95077-0269	N/A	Public	Endowment	1,000.
Cato Institute 1000 Massachusetts Ave. N.W. Washington DC 20001	N/A	Public	Operating	2,000.
See Line 3a statement				91,565.
Total			► **3a**	129,565.
b *Approved for future payment*				
Crisis Nursery 2334 E. Polk Street Phoenix AZ 85006	N/A	Public	Operating	20,000.
Phoenix Children's Hospital 2929 E. Camelback Road, Suite 122 Phoenix AZ 85016	N/A	Public	Operating	20,000.
See Line 3b statement				40,000.
Total			► **3b**	80,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b None					
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	72.	
4 Dividends and interest from securities			14	63,817.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	203,414.	
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)				267,303.	

13 **Total.** Add line 12, columns (b), (d), and (e) 13 267,303.

(See worksheet in line 13 instructions to verify calculations)

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

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

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1 a (1)		X
	(2) Other assets	1 a (2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1 b (1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1 b (2)		X
	(3) Rental of facilities, equipment, or other assets	1 b (3)		X
	(4) Reimbursement arrangements	1 b (4)		X
	(5) Loans or loan guarantees	1 b (5)		X
	(6) Performance of services or membership or fundraising solicitations	1 b (6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1 c		X

d If the answer to any of the above is 'Yes,' complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

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

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

b If 'Yes,' complete the following schedule

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

Sign Here

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

Signature of officer or trustee

Date: 11/15/2013

Title: Treasurer

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

Paid Preparer Use Only

Print/Type preparer's name: John J. Turro

Preparer's signature

Date: 11/14/13

Check ☐ if self-employed

PTIN: P00046249

Firm's name ► Secore & Niedzialek, P. C.

Firm's EIN ► 86-0558117

Firm's address ► 2800 N. Central Ave, Suite 200
Phoenix, AZ 85004

Phone no (602) 279-9090

Schedule B
(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

► **Attach to Form 990, Form 990-EZ, or Form 990-PF**

OMB No 1545-0047

2012

Name of the organization
The Norton Foundation

Employer identification number
86-0836442

Organization type (check one)·

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)(____) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor. (Complete Parts I and II)

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33-1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc, purposes, but these contributions did not total to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc, purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc, contributions of $5,000 or more during the year ► $ ____________

Caution: An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF) but it **must** answer 'No' on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2, of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990EZ, or 990-PF.

Schedule **B** (Form 990, 990-EZ, or 990-PF) (2012) Page 1 of 1 of **Part 1**

Name of organization
The Norton Foundation

Employer identification number
86-0836442

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	John R. and Doris S. Norton 5212 E. Palo Verde Place Paradise Valley AZ 85253-3345	$ 743,550.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
2	John R and Doris S. Norton 5212 E. Palo Verde Place Paradise Valley AZ 85253-2245	$ 100,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Schedule **B** (Form 990, 990-EZ, or 990-PF) (2012) Page 1 to 1 of **Part II**

Name of organization	**Employer identification number**
The Norton Foundation	86-0836442

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	**(b) Description of noncash property given**	**(c) FMV (or estimate) (see instructions)**	**(d) Date received**
1	Lincoln Financial Life Insurance #7016002 joint universal life insurance contract with face amount of $3,000,000	$ 587,987.	07/09/12

(a) No. from Part I	**(b) Description of noncash property given**	**(c) FMV (or estimate) (see instructions)**	**(d) Date received**
1	Sun Life Insurance #020166902 joint universal life contract with a face amount of $4,000,000	$ 155,563.	07/09/12

(a) No. from Part I	**(b) Description of noncash property given**	**(c) FMV (or estimate) (see instructions)**	**(d) Date received**
		$	

(a) No. from Part I	**(b) Description of noncash property given**	**(c) FMV (or estimate) (see instructions)**	**(d) Date received**
		$	

(a) No. from Part I	**(b) Description of noncash property given**	**(c) FMV (or estimate) (see instructions)**	**(d) Date received**
		$	

(a) No. from Part I	**(b) Description of noncash property given**	**(c) FMV (or estimate) (see instructions)**	**(d) Date received**
		$	

ATTACHMENT TO TAX RETURN

Taxpayer: The Norton Foundation
Taxpayer Identification Number: 86-0836442
Tax Year: December 31, 2012

We believe reasonable cause exists for the abatement of any late filing penalty relating to the abovementioned taxpayer.

FACTS

The taxpayer has always filed the income tax return on a timely basis, and prior to 2012 tax year, the taxpayer has had never had a penalty imposed. For the past 16+ years the taxpayer's CPA always prepared the tax return on behalf of the taxpayer. However, on May 13, 2013, prior to the due date of the tax return, the CPA passed away after suffering multiple illnesses during the past year. During the period of his illness the CPA unsuccessfully looked for another professional to assume the responsibility of preparing the tax return. Due to the death of the CPA, and the confusion and miscommunication between the CPA and the taxpayer, the tax return was not filed in a timely manner. However, as soon as practical, the necessary information was obtained and the tax return was prepared and filed.

STATEMENT OF LAW

The taxpayer's failure to timely file, pay and deposit the tax due is due to reasonable cause and not willful neglect. In the United States v. Boyle, 469 U.S 241, 105 S. Ct. 687, 83 L.Ed.2d 622 (1985) the Court held:

> To escape the penalty the taxpayer bears the burden of proving both (1) that the failure did not result from "willful neglect", and (2) the failure was "due to reasonable cause."
>
> IRC Section 6724 provides that no penalty shall be assessed if such failure to timely file (or pay) was due to reasonable cause and not willful neglect.
>
> IRM 20.1.1.3 states that "reasonable cause" provides relief from the late filing and late payment penalties. Reasonable cause is based on the facts and circumstances in each situation and allows the Service to provide relief from a penalty that would otherwise be assessed.
>
> IRM 20.1.1.3.2 Reasonable Cause. The length of time between the non-filing of the tax return and the subsequent compliance. Consider (1) when the act was required by law, (2) the period of time during which the taxpayer was unable to comply with the law due to circumstances beyond the taxpayer's control, and (3) when the taxpayer complied with the law.

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

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Miscellaneous	280.	270.		10.
Life insurance	24,320.			
Total	24,600.	270.		10.

Form 990-PF, Page 6, Part VIII, Line 1
Information about Officers, Directors, Trustees, Etc.

(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
Person ☒ Business ☐ John P. Norton P. O. Box 6039 Incline Village NV 89450	Director 1.00	0.	0.	0.
Person ☒ Business ☐ Melanie M. Norton 4835 E. Cactus Road Suite 115 Scottsdale AZ 85254	Director 1.00	0.	0.	0.
Person ☒ Business ☐ Roger L. Stevenson 4835 E. Cactus Road Suite 115 Scottsdale AZ 85254	Treasurer 3.00	0.	0.	0.
Total		0.	0.	0.

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a *Paid during the year*				
Central Coast Hospice Foundation P. O. Box 1798 Monterey CA 93942	N/A	Public	Endowment	Person or ☐ Business ☒ 5,000.
Crisis Nursery 2334 E. Polk Street Phoenix, AZ 85006	N/A	Public	Operating	Person or ☐ Business ☒ 10,000.

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

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a *Paid during the year*				
Eisenhower Dance Ensemble 17348 W. Twelve Mile Road Southfield, MI 48076	N/A	Public	Operating	Person or ☐ Business ☒ 500.
Friends of Channel 8 - KAET-TV 555 N. Central Ave., Suite 500 Phoenix AZ 85004-1252	N/A	Public	Operating	Person or ☐ Business ☒ 100.
Grand Canyon Council, Inc. - BSA 2969 N. Grenfield Road Phoenix, AZ 85016	N/A	Public	Operating	Person or ☐ Business ☒ 4,000.
Institute For Justice 901 N. Glebe Road Suite 900 Arlington VA 22203	N/A	Public	Operating	Person or ☐ Business ☒ 2,000.
Mountain States Legal Foundation 2596 South Lewis Way Lakewood CO 80227	N/A	Public	Operating	Person or ☐ Business ☒ 2,000.
New Directions Institute 2833 N. 3rd Street Phoenix AZ 85004	N/A	Public	Operating	Person or ☐ Business ☒ 1,000.
NotMYkid 5230 E. Shea Blvd, Suite 100 Scottsdale AZ 85254	N/A	Public	Operating	Person or ☐ Business ☒ 2,000.
Phoenix Art Museum 1625 N. Central Ave. Phoenix AZ 85004-1685	N/A	Public	Operating	Person or ☐ Business ☒ 2,500.
Phoenix Childrens' Hospital 2929 E. Camelback Road Suite 122 Phoenix AZ 85016	N/A	Public	Operating	Person or ☐ Business ☒ 10,000.
Ronald McDonald House Charities 501 East Roanoke Ave. Phoenix AZ 85004	N/A	Public	Operating	Person or ☐ Business ☒ 10,000.
St. Lukes Board of Visitors 1800 E. Van Buren Street Phoenix AZ 85006	N/A	Public	Operating	Person or ☐ Business ☒ 1,575.
St. Mary's/Westside Food Bank 4211 N. 43rd Ave. Phoenix AZ 85031	N/A	Public	Operating	Person or ☐ Business ☒ 10,000.
TGen Foundation 400 E. Van Buren Street, Suite 850 Phoenix AZ 85004	N/A	Public	Endowment	Person or ☐ Business ☒ 2,500.
Through Each Others Eyes 8234 N. 15th Place Phoenix AZ 85020	N/A	Public	Operating	Person or ☐ Business ☒ 2,500.
U-Mom New Day Centers 3333 E. Van Buren Street Phoenix AZ 85008	N/A	Public	Operating	Person or ☐ Business ☒ 5,390.

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

Continued

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a *Paid during the year*				
University of Arizona Foundation P. O. Box 210109 Tucson AZ 85721-010	N/A	Public	Endowment	Person or ☐ Business ☒ 11,500.
University of Southern California University Park Los Angeles CA 90089	N/A	Public	Endowment	Person or ☐ Business ☒ 1,000.
USC Annenberg School of Jounalism 3502 Watt Way, Suite 304 Los Aneqles CA 90089-0281	N/A	Public	Operating	Person or ☐ Business ☒ 2,000.
Valley of the Sun United Way 1515 East Osborn Rd. Phoenix, AZ 85014	N/A	Public	Operating	Person or ☐ Business ☒ 2,500.
Wellness Community Arizona 360 East Palm Lane Phoenix AZ 85024	N/A	Public	Operating	Person or ☐ Business ☒ 3,000.
Xavier College Preparatory 4710 N. Fifth Street Phoenix AZ 85012-1738	N/A	Public	Endowment	Person or ☐ Business ☒ 500.
Total				91,565.

Form 990-PF, Page 10, Part XV, line 3b
Line 3b statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Person or Business Checkbox Amount
b *Approved for future payment*				
Ronald McDonald House Charities 501 E. Roanoke Ave. Phoenix AZ 85004	N/A	Public	Operating	Person or ☐ Business ☒ 20,000.
St. Mary's/Westside Food Bank 2831 N. 31st Ave. Phoenix AZ 85009	N/A	Public	Operating	Person or ☐ Business ☒ 20,000.
Total				40,000.

Form 990-PF, Page 1, Part I

Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Windward Account	Investment Manager	29,697.			
K-1 Pass Thru	Investment Mangement	941.			
Total		30,638.			

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

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year Book Value	End of Year Fair Market Value
Windward Management	2,367,081.	2,662,025.
Total	2,367,081.	2,662,025.

YEAR-END SUMMARY INFORMATION IS NOT PROVIDED TO THE IRS.

Date Prepared: February 8, 2013

The information in this and all subsequent sections is not provided to the IRS by Charles Schwab It is provided to you as additional tax reporting information you may need to complete your tax return

REALIZED GAIN OR (LOSS)

The information in the following sections include all your realized gain or (loss) transactions during the tax year. They may be helpful for, but not limited to, Schedule D. Please consult with your tax advisor or financial advisor regarding specific questions.

Short-Term Realized Gain or (Loss)

This section is for covered securities and corresponds to transactions reported on your 1099-B as **"cost basis is reported to the IRS."** Report on Form 8949, Part I, with Box A checked

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain or (Loss)
ISHARES FTSE EPRA NA	464288489	562.00	08/02/12	12/10/12	$ 18,582.11	$ 16,695.17	$ 0.00	$ 1,886.94
Security Subtotal					**$ 18,582.11**	**$ 16,695.17**	**$ 0.00**	**$ 1,886.94**
ISHARES MSCI GRMNY IDX	464286806	269.00	10/03/12	12/10/12	$ 6,384.58	$ 6,176.16	$ 0.00	$ 208.42
Security Subtotal					**$ 6,384.58**	**$ 6,176.16**	**$ 0.00**	**$ 208.42**
ISHARES MSCI HK IDX FD H	464286871	400 00	10/03/12	12/10/12	$ 7,711.83	$ 7,393.28	$ 0.00	$ 318.55
Security Subtotal					**$ 7,711.83**	**$ 7,393.28**	**$ 0.00**	**$ 318.55**
ISHARES TR BARCLAYS TIPS	464287176	130.00	02/02/12	06/06/12	$ 15,615.25	$ 15,507.51	$ 0.00	$ 107.74
Security Subtotal					**$ 15,615.25**	**$ 15,507.51**	**$ 0.00**	**$ 107.74**
POWERSHARES GLOBAL ET	73936T557	2,115.00	02/09/12	10/03/12	$ 40,335.32	$ 39,652.02	$ 0.00	$ 683.30
Security Subtotal					**$ 40,335.32**	**$ 39,652.02**	**$ 0.00**	**$ 683.30**
POWERSHARES S&P ETF	73937B779	291 00	02/02/12	12/10/12	$ 8,160.92	$ 7,536.03	$ 0.00	$ 624 89
Security Subtotal					**$ 8,160.92**	**$ 7,536.03**	**$ 0.00**	**$ 624.89**
POWERSHS QQQ TRUST SE	73935A104	265.00	02/02/12	10/03/12	$ 18,285.09	$ 16,228.07	$ 0.00	$ 2,057.02
Security Subtotal					**$ 18,285.09**	**$ 16,228.07**	**$ 0.00**	**$ 2,057.02**

Please see the "Endnotes for Your Realized Gain or (Loss)" for an explanation of the codes and symbols in this Realized Gain or (Loss) section.

Schedule 1 1 of 6

SIPC

YEAR-END SUMMARY INFORMATION IS NOT PROVIDED TO THE IRS.

Date Prepared: February 8, 2013

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Short-Term Realized Gain or (Loss) (continued)

This section is for covered securities and corresponds to transactions reported on your 1099-B as **"cost basis is reported to the IRS."** Report on Form 8949, Part I, with Box A checked.

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain or (Loss)
S P D R S&P 500 ETF TR EXP	78462F103	596.00	02/02/12	06/06/12	$ 78,321.17	$ 79,079.66	$ 0.00	$ (758.49)
Security Subtotal					**$ 78,321.17**	**$ 79,079.66**	**$ 0.00**	**$ (758.49)**
SPDR BARCLAYS ETF HI	78464A417	1,002.00	02/09/12	10/03/12	$ 40,080.10	$ 39,676.70	$ 0.00	$ 403.40
Security Subtotal					**$ 40,080.10**	**$ 39,676.70**	**$ 0.00**	**$ 403.40**
VANGUARD REIT	922908553	91.00	06/06/12	12/10/12	$ 5,931.71	$ 5,717.34	$ 0.00	$ 214.37
Security Subtotal					**$ 5,931.71**	**$ 5,717.34**	**$ 0.00**	**$ 214.37**
Total Short-Term *(Cost basis is reported to the IRS)*					**$ 239,408.08**	**$ 233,661.94**	**$ 0.00**	**$ 5,746.14**

Short-Term Realized Gain or (Loss)

The transactions in this section are not reported on Form 1099-B or to the IRS Report on Form 8949, In either Part I or Part II as appropriate, with Box C checked

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain or (Loss)
CURRENCYSHARES JAPANE	23130A102	593.00	10/05/11	02/02/12	$ 76,614.19	$ 76,043.36	$ 0.00	$ 570.83
Security Subtotal					**$ 76,614.19**	**$ 76,043.36**	**$ 0.00**	**$ 570.83**
ISHARES IBOXX INVESTOP I	464287242	684.00	10/05/11	10/03/12	$ 83,181 57	$ 76,124.89	$ 0.00	$ 7,056.68
Security Subtotal					**$ 83,181.57**	**$ 76,124.89**	**$ 0.00**	**$ 7,056.68**
ISHARES MSCI HK IDX FD H	464286871	5,482 00	10/05/11	02/02/12	$ 92,588.11	$ 77,887.71	$ 0.00	$ 14,700.40

Please see the "Endnotes for Your Realized Gain or (Loss)" for an explanation of the codes and symbols in this Realized Gain or (Loss) section.

YEAR-END SUMMARY INFORMATION IS NOT PROVIDED TO THE IRS.

Date Prepared: February 8, 2013

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Short-Term Realized Gain or (Loss) (continued)

The transactions in this section are not reported on Form 1099-B or to the IRS Report on Form 8949, in either Part I or Part II as appropriate, with Box C checked

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain or (Loss)
ISHARES MSCI HK IDX FD H	464286871	4,426.00	11/01/11	02/02/12	$ 74,752.82	$ 72,477.52	$ 0.00	$ 2,275.30
Security Subtotal					**$ 167,340.93**	**$ 150,365.23**	**$ 0.00**	**$ 16,975.70**
ISHARES TR BARCLAYS TIPS	464287176	606.00	09/27/11	06/06/12	$ 72,791.09	$ 69,472.02	$ 0.00	$ 3,319.07
Security Subtotal					**$ 72,791.09**	**$ 69,472.02**	**$ 0.00**	**$ 3,319.07**
VANGUARD FTSE EMERGIN	922042858	308.00	05/31/11	02/02/12	$ 13,385.42	$ 15,113.56	$ 0 00	$ (1,728.14)
Security Subtotal					**$ 13,385.42**	**$ 15,113.56**	**$ 0.00**	**$ (1,728.14)**
VANGUARD TOTAL STOCK M	922908769	979.00	10/05/11	02/02/12	$ 66,925.11	$ 56,477.63	$ 0.00	$ 10,447.48
Security Subtotal					**$ 66,925.11**	**$ 56,477.63**	**$ 0.00**	**$ 10,447.48**
Total Short-Term *(Transactions are not reported on Form 1099-B or to the IRS)*					**$ 480,238.31**	**$ 443,596.69**	**$ 0.00**	**$ 36,641.62**

Total Short-Term					**$ 719,646.39**	**$ 677,258.63**	**$ 0.00**	**$ 42,387.76**

Long-Term Realized Gain or (Loss)

The transactions in this section are not reported on Form 1099-B or to the IRS Report on Form 8949, Part II, with Box C checked

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain or (Loss)
ISHARES TR BARCLAYS TIPS	464287176	596.00	05/07/08	10/03/12	$ 73,097 76	$ 63,463.36[a]	$ 0.00	$ 9,634 40

Please see the "Endnotes for Your Realized Gain or (Loss)" for an explanation of the codes and symbols in this Realized Gain or (Loss) section.

YEAR-END SUMMARY INFORMATION IS NOT PROVIDED TO THE IRS.

Date Prepared: February 8, 2013

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Long-Term Realized Gain or (Loss) (continued)

The transactions in this section are not reported on Form 1099-B or to the IRS. Report on Form 8949, Part II, with Box C checked.

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain or (Loss)
ISHARES TR BARCLAYS TIPS	464287176	409.00	09/27/11	10/03/12	$ 50,162.73	$ 46,887.88	$ 0 00	$ 3,274.85
ISHARES TR BARCLAYS TIPS	464287176	54.00	05/07/08	12/10/12	$ 6,655.46	$ 5,750 04[a]	$ 0.00	$ 905.42
Security Subtotal					**$ 129,915.95**	**$ 116,101.28**	**$ 0.00**	**$ 13,814.67**
PIMCO EXCH TRADED FUND	72201R833	812.00	11/18/10	02/02/12	$ 81,614.17	$ 82,109.44	$ 0.00	$ (495 27)
Security Subtotal					**$ 81,614.17**	**$ 82,109.44**	**$ 0.00**	**$ (495.27)**
PIMCO EXCH TRADED FUND	72201R304	402.00	10/04/10	02/02/12	$ 27,033.22	$ 22,691.39	$ 0.00	$ 4,341.83
PIMCO EXCH TRADED FUND	72201R304	782.00	10/04/10	10/03/12	$ 56,482.59	$ 44,140.96	$ 0.00	$ 12,341.63
Security Subtotal					**$ 83,515.81**	**$ 66,832.35**	**$ 0.00**	**$ 16,683.46**
SPDR GOLD TRUST	SPD 78463V107	229.00	05/07/08	06/06/12	$ 36,346.37	$ 19,699.49[a]	$ 0.00	$ 16,646.88
SPDR GOLD TRUST	SPD 78463V107	196.00	05/12/10	06/06/12	$ 31,108.68	$ 23,824.53	$ 0.00	$ 7,284.15
SPDR GOLD TRUST	SPD 78463V107	88.00	05/31/11	06/06/12	$ 13,967.16	$ 13,169.20	$ 0.00	$ 797.96
SPDR GOLD TRUST	SPD 78463V107	60 00	05/07/08	07/17/12	$ 9,226.10	$ 5,161.44[a]	$ 0.00	$ 4,064.66
SPDR GOLD TRUST	SPD 78463V107	406.00	10/16/08	07/17/12	$ 62,429.95	$ 31,919.40[a]	$ 0.00	$ 30,510.55
SPDR GOLD TRUST	SPD 78463V107	38.00	10/16/08	12/10/12	$ 6,303.38	$ 2,987.53[a]	$ 0.00	$ 3,315.85
Security Subtotal					**$ 159,381.64**	**$ 96,761.59**	**$ 0.00**	**$ 62,620.05**
VANGUARD DIV APPRCIATIO	921908844	342.00	02/01/11	12/10/12	$ 20,574.60	$ 18,369.47	$ 0.00	$ 2,205.13
Security Subtotal					**$ 20,574.60**	**$ 18,369.47**	**$ 0.00**	**$ 2,205.13**

Please see the "Endnotes for Your Realized Gain or (Loss)" for an explanation of the codes and symbols in this Realized Gain or (Loss) section.

YEAR-END SUMMARY INFORMATION IS NOT PROVIDED TO THE IRS.

Date Prepared: February 8, 2013

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Long-Term Realized Gain or (Loss) (continued)

The transactions in this section are not reported on Form 1099-B or to the IRS Report on Form 8949, Part II, with Box C checked

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain or (Loss)
VANGUARD FTSE EMERGIN	922042858	858 00	05/31/11	12/06/12	$ 36,721.58	$ 42,102.06	$ 0.00	$ (5,380.48)
Security Subtotal					**$ 36,721.58**	**$ 42,102.06**	**$ 0.00**	**$ (5,380.48)**
VANGUARD MSCI EAFE ETF	921943858	262.00	05/31/11	12/10/12	$ 9,018.10	$ 10,042.46	$ 0.00	$ (1,024.36)
Security Subtotal					**$ 9,018.10**	**$ 10,042.46**	**$ 0.00**	**$ (1,024.36)**
VANGUARD REIT	922908553	276.00	09/15/10	02/02/12	$ 17,196.04	$ 14,506.87	$ 0.00	$ 2,689.17
Security Subtotal					**$ 17,196.04**	**$ 14,506.87**	**$ 0.00**	**$ 2,689.17**
VANGUARD TOTAL STOCK M	922908769	2,507.00	02/04/09	02/02/12	$ 171,380.25	$ 105,792.39[a]	$ 0.00	$ 65,587.86
VANGUARD TOTAL STOCK M	922908769	293.00	02/01/11	02/02/12	$ 20,029.68	$ 19,745.27	$ 0.00	$ 284.41
VANGUARD TOTAL STOCK M	922908769	70.00	02/04/09	12/10/12	$ 5,123.19	$ 2,953.92[a]	$ 0.00	$ 2,169.27
Security Subtotal					**$ 196,533.12**	**$ 128,491.58**	**$ 0.00**	**$ 68,041.54**
Total Long-Term *(Transactions are not reported on Form 1099-B or to the IRS)*					**$ 734,471.01**	**$ 575,317.10**	**$ 0.00**	**$ 159,153.91**
Total Long-Term					**$ 734,471.01**	**$ 575,317.10**	**$ 0.00**	**$ 159,153.91**

YEAR-END SUMMARY INFORMATION IS NOT PROVIDED TO THE IRS.

Date Prepared: February 8, 2013

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Realized Gain or (Loss) Summary

Total Realized Gain or (Loss)

Description	Total Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain or (Loss)
Total Short-Term Realized Gain or (Loss) *(Cost basis is reported to the IRS Report on Form 8949, Part I, with Box A checked)*	$ 239,408.08	$ 233,661.94	$ 0.00	$ 5,746.14
Total Short-Term Realized Gain or (Loss) *(Transactions are not reported on Form 1099-B or to the IRS. Report on Form 8949, in either Part I or Part II as appropriate, with Box C checked)*	$ 480,238.31	$ 443,596.69	$ 0.00	$ 36,641.62
Total Short-Term Realized Gain or (Loss)	$ 719,646.39	$ 677,258.63	$ 0.00	$ 42,387.76
Total Long-Term Realized Gain or (Loss) *(Transactions are not reported on Form 1099-B or to the IRS Report on Form 8949, Part II with Box C checked)*	$ 734,471.01	$ 575,317.10	$ 0.00	$ 159,153.91
Total Long-Term Realized Gain or (Loss)	$ 734,471.01	$ 575,317.10	$ 0.00	$ 159,153.91
TOTAL REALIZED GAIN OR (LOSS)	$ 1,454,117.40	$ 1,252,575.73	$ 0.00	$ 201,541.67

Investment Detail - Other Assets

Other Assets	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Holding Days	Holding Period
EGSHARES ETF	**1,620.0000**	**26.6400**	**43,156.80**	**2%**	**1,474.20**		
MERGING MARKETS ONSUMER SYMBOL: ECON	1,620.0000	25.7300	41,682.60	12/06/12	1,474.20	25	Short-Term
ISHARES ETF	**1,057.0000**	**52.2700**	**55,249.39**	**2%**	**(78.11)**		
AAA- A RATED CORPORATE BOND FUND SYMBOL: QLTA	1,057.0000	52.3438	55,327.50	10/03/12	(78.11)	89	Short-Term
ISHARES FTSE EPRA	**4,806.0000**	**33.1300**	**159,222.78**	**6%**	**22,998.86**		
NAREIT GLOBAL REAL	2,889.0000	27.4406	79,276.18	06/06/12	16,436.39	208	Short-Term
ESTATE EX US INDEX FUND	1,917.0000	29.7066	56,947.74	08/02/12	6,562.47	151	Short-Term
SYMBOL: IFGL							
Cost Basis			*136,223.92*				
ISHARES GOLD TRUST	**6,524.0000**	**16.2792**	**106,205.50**	**4%**	**2,224.68**		
SYMBOL: IAU	6,524.0000	15 9382	103,980.82	06/06/12	2,224.68	208	Short-Term
ISHARES MSCI GRMNY IDX	**3,343.0000**	**24.7000**	**82,572.10**	**3%**	**5,817.82**		
ERMANY INDEX FUND YMBOL: EWG	3,343.0000	22.9597	76,754 28	10/03/12	5,817.82	89	Short-Term
ISHARES MSCI HK IDX FD	**4,118.0000**	**19.4200**	**79,971.56**	**3%**	**3,857.74**		
HONG KONG INDEX FUND SYMBOL: EWH	4,118.0000	18.4832	76,113.82	10/03/12	3,857.74	89	Short-Term
ISHARES TR BARCLAYS BOND	**719.0000**	**107.4900**	**77,285.31**	**3%**	**7,815.53**		
BARCLAYS 7-10 YEAR TREASURY BOND FUND SYMBOL: IEF	719.0000	96.6200	69,469.78	05/31/11	7,815.53	580	Long-Term

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Schwab has provided accurate gain and loss information wherever possible for most investments Cost basis data may be incomplete or unavailable for some of your holdings
Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.

Investment Detail - Other Assets (continued)

	Quantity	Market Price	Market Value	% of Account Assets	Unrealized Gain or (Loss)		
Other Assets (continued)	Units Purchased	Cost Per Share	Cost Basis	Acquired		Holding Days	Holding Period
ISHARES TR BARCLAYS TIPS	**1,072.0000**	**121.4100**	**130,151.52**	**5%**	**16,425.61**		
BOND FUND	746.0000	106.4821	79,435.68 [a]	05/07/08	11,136.18	1699	Long-Term
SYMBOL· TIP	326.0000	105.1847	34,290.23 [a]	06/16/08	5,289.43	1659	Long-Term
Cost Basis			*113,725.91*				
ISHARES TR RUSSELL 2000	**978.0000**	**84.3178**	**82,462.81**	**3%**	**3,025.74**		
RUSSELL 2000 INDEX FUND	978.0000	81.2239	79,437 07	02/02/12	3,025.74	333	Short-Term
SYMBOL. IWM							
POWERSHARES S&P ETF	**3,774.0000**	**27.6800**	**104,464.32**	**4%**	**6,729.04**		
500 LOW VOLATILITY	3,774.0000	25.8970	97,735.28	02/02/12	6,729 04	333	Short-Term
PORTFOLIO							
SYMBOL: SPLV							
POWERSHS DB COMMDTY INDX	**3,962.0000**	**27.7800**	**110,064.36**	**4%**	**19,575.57**		
SYMBOL: DBC	3,380.0000	22.3233	75,453.05	02/05/10	18,443.35	1060	Long-Term
	582 0000	25.8346	15,035 74	10/05/11	1,132.22	453	Long-Term
Cost Basis			*90,488.79*				
POWERSHS EXCH TRAD FD TR	**2,681.0000**	**31.4460**	**84,306.73**	**3%**	**981.25**		
EMERGING MKTS SOVEREIGN	2,681.0000	31.0800	83,325 48	10/03/12	981.25	89	Short-Term
DEBT PORTFOLIO							
SYMBOL: PCY							
POWERSHS QQQ TRUST SER 1	**3,616.0000**	**65.1301**	**235,510.44**	**9%**	**20,081.45**		
SYMBOL: QQQ	1,411.0000	56.9802	80,399.20	02/01/11	11,499.37	699	Long-Term
	2,205.0000	61.2380	135,029.79	02/02/12	8,582.08	333	Short-Term
Cost Basis			*215,428.99*				

Schwab has provided accurate gain and loss information wherever possible for most investments Cost basis data may be incomplete or unavailable for some of your holdings
Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement

Investment Detail - Other Assets (continued)

Other Assets (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Holding Days	Holding Period
SPDR BARCLAYS ETF	**4,477.0000**	**30.7200**	**137,533.44**	**5%**	**288.78**		
3 YEAR US CORP	2,592 0000	30 5234	79,116 91	02/02/12	509.33	333	Short-Term
VESTMENT GRADE INDEX	1,885 0000	30.8370	58,127.75	10/03/12	(220.55)	89	Short-Term
SYMBOL. SCPB							
Cost Basis			*137,244.66*				
SPDR GOLD TRUST	**478.0000**	**162.0204**	**77,445.75**	**3%**	**39,865.77**		
SPDR GOLD SHARES	478.0000	78 6192	37,579.98 [a]	10/16/08	39,865.77	1537	Long-Term
SYMBOL: GLD							
VANGUARD BOND INDEX FUND	**4,083.0000**	**84.0300**	**343,094.49**	**13%**	**26,680.37**		
TOTAL BOND MARKET ETF	1,689.0000	74.0300	125,036 67 [a]	11/04/08	16,890.00	1518	Long-Term
SYMBOL: BND	754 0000	78.1018	58,888.81 [a]	07/13/09	4,469.81	1267	Long-Term
	949.0000	80.3006	76,205.35	06/02/10	3,539 12	943	Long-Term
	433.0000	79.9639	34,624.37	02/01/11	1,760.62	699	Long-Term
	258.0000	83.9493	21,658.92	02/02/12	20.82	333	Short-Term
Cost Basis			*316,414.12*				
VANGUARD DIV APPRCIATION	**3,080.0000**	**59.5700**	**183,475.60**	**7%**	**43,087.54**		
SYMBOL: VIG	2,994.0000	45.3469	135,768 84	02/05/10	42,583.74	1060	Long-Term
	86.0000	53.7118	4,619.22	02/01/11	503.80	699	Long-Term
Cost Basis			*140,388.06*				
VANGUARD MSCI EAFE ETF	**2,306.0000**	**35.2300**	**81,240.38**	**3%**	**(3,628.13)**		
SYMBOL. VEA	1,882.0000	38.3300	72,137 06	05/31/11	(5,834.20)	580	Long-Term
	424.0000	30.0270	12,731 45	10/05/11	2,206.07	453	Long-Term
Cost Basis			*84,868.51*				
VANGUARD MSCI EMERGING	**965.0000**	**44.5300**	**42,971.45**	**2%**	**1,541.74**		
MARKETS ETF	512.0000	49 0700	25,123.84	05/31/11	(2,324.48)	580	Long-Term
SYMBOL· VWO	453 0000	35.9952	16,305 87	10/05/11	3,866.22	453	Long-Term
Cost Basis			*41,429.71*				

Schwab has provided accurate gain and loss information wherever possible for most investments Cost basis data may be incomplete or unavailable for some of your holdings. Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement

Investment Detail - Other Assets (continued)

	Quantity	Market Price	Market Value	% of Account Assets	Unrealized Gain or (Loss)		
Other Assets (continued)	Units Purchased	Cost Per Share	Cost Basis	Acquired		Holding Days	Holding Period
VANGUARD REIT	**3,654.0000**	**65.8000**	**240,433.20**	**9%**	**38,533.59**		
SYMBOL: VNQ	295.0000	52.5611	15,505.53	09/15/10	3,905.47	838	Long-Term
	2,239.0000	51.8208	116,026.83	10/04/10	31,299.37	819	Long-Term
	1,120.0000	62.8279	70,367.25	06/06/12	3,328.75	208	Short-Term
Cost Basis			*201,899.61*				
VANGUARD TOTAL STOCK MKT	**1,085.0000**	**73.2800**	**79,508.80**	**3%**	**33,723.10**		
SYMBOL: VTI	1,085.0000	42.1988	45,785.70 [a]	02/04/09	33,723.10	1426	Long-Term
WISDOMTREE ASIA ETF	**1,541.0000**	**52.5500**	**80,979.55**	**3%**	**3,921.85**		
LOCAL DEBT FUND	1,541.0000	50.0049	77,057.70	03/17/11	3,921.85	655	Long-Term
SYMBOL: ALD							
Total Other Assets	**59,939.0000**		**2,617,306.28**	**98%**	**294,943.99**		
		Total Cost Basis	*2,322,362.29*				

Total Investment Detail	**2,662,025.14**
Total Account Value	**2,662,025.14**
Total Cost Basis	*2,322,362.29*

FUND CASH	44,718.86
	2,367,081.15

Form **8868**

(Rev January 2013)

Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

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

OMB No 1545-1709

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

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

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

Part I **Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only . . . . ▶ ☐

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions. The Norton Foundation	Employer identification number (EIN) or 86-0836442
	Number, street, and room or suite no If a P.O. box, see instructions. 4835 E. Cactus Road, Suite 115	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. Scottsdale, AZ 85254	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

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

- The books are in the care of ▶ Roger L. Stevenson

Telephone No. ▶ (602) 954-8812 ext. 22 FAX No. ▶ (602) 954-8908

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

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

▶ ☑ calendar year 20 12 or

▶ ☐ tax year beginning ________ , 20 ____ , and ending ________ , 20 ____ .

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

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	**3a**	$ 3,280
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	**3b**	$ 3,280
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	**3c**	$ 0

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

For Privacy Act and Paperwork Reduction Act Notice, see instructions. Cat No 27916D Form **8868** (Rev 1-2013)

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

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

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

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

Enter filer's identifying number, see instructions

Type or print

File by the due date for filing your return See instructions

Name of exempt organization or other filer, see instructions.
The Norton Foundation

Employer identification number (EIN) or
86-0836442

Number, street, and room or suite no. If a P.O. box, see instructions.
4835 E. Cactus Road, Suite 115

Social security number (SSN)

City, town or post office, state, and ZIP code. For a foreign address, see instructions.
Scottsdale, AZ 85254

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
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Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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

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Telephone No. ▶ 602-954-8812 FAX No. ▶ 602-954-8908

• If the organization does not have an office or place of business in the United States, check this box . . . . ▶ ☐

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box . . . . ▶ ☐ . If it is for part of the group, check this box . . . . . ▶ ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until November 15, 20 13 .

5 For calendar year 12 , or other tax year beginning ______, 20 ___, and ending ______, 20 ___.

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

7 State in detail why you need the extension Due to circumstances beyond taxpayers control, all information necessary to file a complete and accurate return has not been received from outside parties.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$ 3,280
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$ 3,280
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$ 0

Signature and Verification must be completed for Part II only.

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

Signature ▶ Title ▶ Treasurer Date ▶ 7/29/2013