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 , and ending

Name of foundation REDI FOUNDATION	A Employer identification number 86-0973894
Number and street (or P O box number if mail is not delivered to street address) Room/suite 3140 E OCOTILLO ROAD	B Telephone number 602-272-2637
City or town, state, and ZIP code PHOENIX, AZ 85016	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, col. (c), line 16) ▶$ 471,621. 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))

	Line	(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			N/A	
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	9,527.	9,527.		STATEMENT1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	4,147.			
	b Gross sales price for all assets on line 6a 124,352.				
	7 Capital gain net income (from Part IV, line 2)		4,147.		
	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 or (loss)				
	11 Other income	42.	42.		STATEMENT2
	12 **Total.** Add lines 1 through 11	13,716.	13,716.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 3	1,985.	1,985.		0.
	c Other professional fees STMT 4	1,127.	1,127.		0.
	17 Interest				
	18 Taxes STMT 5	409.	193.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	422.	412.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	3,943.	3,717.		0.
	25 Contributions, gifts, grants paid	32,500.			32,500.
	26 **Total expenses and disbursements.** Add lines 24 and 25	36,443.	3,717.		32,500.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	<22,727.>			
	b **Net investment income** (if negative, enter -0-)		9,999.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

RECEIVED
MAY 29 2013
OGDEN, UT
321
IRS-OSC

SCANNED MAY 31 2013

223501
12-05-12 LHA For Paperwork Reduction Act Notice, see instructions. Form **990-PF** (2012)

11

12480513 134713 AOF1NE 2012.03040 REDI FOUNDATION AOF1NE1

Part II Balance Sheets

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

		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	67,380.	6,884.	6,884.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	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			
	b Investments - corporate stock STMT 7	402,557.	440,326.	464,737.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment. basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	469,937.	447,210.	471,621.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here** ▶ [X] **and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	469,937.	447,210.	
	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, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances**	469,937.	447,210.	
	31 **Total liabilities and net assets/fund balances**	469,937.	447,210.	

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	469,937.
2	Enter amount from Part I, line 27a	2	<22,727.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	447,210.
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	447,210.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr.)
1a	BESSEMBER TRUST - SEE ATTACHED	P	VARIOUS	12/31/12
b	BESSEMBER TRUST - SEE ATTACHED	P	VARIOUS	12/31/12
c	BESSEMBER TRUST - SEE ATTACHED	P	VARIOUS	12/31/12
d	BESSEMBER TRUST - SEE ATTACHED	P	VARIOUS	12/31/12
e	BESSEMBER TRUST - CAPITAL GAIN DISTRIBUTION	P	VARIOUS	12/31/12

	(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	32,693.		30,332.	2,361.
b	49,932.		50,142.	<210.>
c	5,397.		4,613.	784.
d	29,948.		35,118.	<5,170.>
e	6,382.			6,382.

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				2,361.
b				<210.>
c				784.
d				<5,170.>
e				6,382.

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	4,147.
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) If (loss), enter -0- in Part I, line 8		3	N/A

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 (col. (b) divided by col (c))
2011	29,784.	521,007.	.057166
2010	0.	0.	.000000
2009	25,000.	447,502.	.055866
2008	28,000.	560,447.	.049960
2007	37,292.	668,345.	.055798

2 Total of line 1, column (d)	2	.218790
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	.043758
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	468,115.
5 Multiply line 4 by line 3	5	20,484.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	100.
7 Add lines 5 and 6	7	20,584.
8 Enter qualifying distributions from Part XII, line 4	8	32,500.

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)

1a 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 instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b		1	100.
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	100.
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	100.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 100.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	100.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	0.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	
11 Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶	Refunded ▶	11	

Part VII-A Statements Regarding Activities

		Yes	No
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?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *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
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ 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	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 ▶ FRANCES VALENTE Telephone no ▶602-272-2637

Located at ▶ 6602 N 31ST STREET, PHOENIX, AZ ZIP+4 ▶85016

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 | N/A

			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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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? ☐ 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)? N/A	1b		
	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?	1c		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 ▶ ____, ____, ____, ____			
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) N/A	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 ▶ ____, ____, ____, ____			
3a	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.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		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?	4b		X

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 [X] 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 [X] No

(3) Provide a grant to an individual for travel, study, or other similar purposes? [ ] Yes [X] 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)? [ ] Yes [X] 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 [X] 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)? N/A | 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? N/A [ ] 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 [X] 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.

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 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.

(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
SEE STATEMENT 8		0.	0.	0.

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A **Summary of Direct Charitable Activities**

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

Part IX-B **Summary of Program-Related Investments**

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 NONE	0.
Total. Add lines 1 through 3 ▶	0.

Form **990-PF** (2012)

223561
12-05-12

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	454,899.
b	Average of monthly cash balances	1b	20,345.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	475,244.
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	475,244.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	7,129.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	468,115.
6	**Minimum investment return.** Enter 5% of line 5	6	23,406.

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	23,406.
2a	Tax on investment income for 2012 from Part VI, line 5 2a 100.		
b	Income tax for 2012 (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	100.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	23,306.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	23,306.
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	23,306.

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	32,500.
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	32,500.
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	5	100.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	32,400.

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.

Form **990-PF** (2012)

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					23,306.
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only				0.	
b Total for prior years: ____, ____, ____			0.		
3 Excess distributions carryover, if any, to 2012					
a From 2007	5,291.				
b From 2008	93.				
c From 2009	2,660.				
d From 2010	5,441.				
e From 2011	4,166.				
f Total of lines 3a through e		17,651.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 32,500.					
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					23,306.
e Remaining amount distributed out of corpus		9,194.			
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		26,845.			
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 instr				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)		0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7		5,291.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a		21,554.			
10 Analysis of line 9:					
a Excess from 2008	93.				
b Excess from 2009	2,660.				
c Excess from 2010	5,441.				
d Excess from 2011	4,166.				
e Excess from 2012	9,194.				

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))

NONE

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SALVATION ARMY PO BOX 52177 PHOENIX, AZ 85072	NONE	PUBLIC CHARITY	FOR SOUTHWEST DIVISION	10,000.
SOCIETY OF ST. VINCENT DEPAUL PO BOX 13600 PHOENIX, AZ 85002	NONE	PUBLIC CHARITY	PLANNED GIVING	10,000.
ST MARY'S FOOD BANK 2831 N 21ST STREET PHOENIX, AZ 85009	NONE	PUBLIC CHARITY	DEVELOPMENT DEPARTMENT	10,000.
NEWPORT MESA SOCCER CLUB PO BOX 10157 COSTA MESA, CA 92627	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	2,500.
Total			▶ 3a	32,500.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
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					
4 Dividends and interest from securities			14	9,527.	
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			01	42.	
8 Gain or (loss) from sales of assets other than inventory			18	4,147.	
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.		13,716.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 13,716.

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

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
N/A		

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

Frances K. Valente 5/10/13 Pres.

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
MICHAEL T. FINNEGAN	MT Finnegan	5-13-13		P00075125
Firm's name ▶ CBIZ MHM, LLC			Firm's EIN ▶ 34-1884125	
Firm's address ▶ 3101 N. CENTRAL AVE., STE. 300 PHOENIX, AZ 85012			Phone no 602-264-6835	

Bessemer Trust Company, N.A. — Proceeds from Broker and Barter Exchange Transactions — Account 8G3621

2012

1c - SHORT-TERM TRANSACTIONS *6 - COVERED tax lot for which cost basis is reported to the IRS***

Report on Form 8949, Part I, with Box A checked

These columns are not reported to the IRS

8 - Description / CUSIP / 1d - Symbol 1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of * stocks, bonds, etc.	1b - Date of acquisition	3 - Cost or other basis	Gain or loss	Additional Information	Notes
ABERTIS INFRAESTR ADR / CUSIP: 003381100 / Symbol: ABRT Y							
07/10/12	0.250	1.56	02/15/12	2.07	-0.51	Sale	
	3 tax lots for 08/02/12. Total proceeds (and cost when required) reported to the IRS.						
	42.000	*248.07*	*11/21/11*	*296.55*	*-48.48*	*Sale*	
	41.750	*246.60*	*02/15/12*	*345.52*	*-98.92*	*Sale*	
	5.250	*31.01*	*03/28/12*	*42.95*	*-11.94*	*Sale*	
08/02/12	89.000	525.68	VARIOUS	685.02	-159.34	Total of 3 lots	
Security total:		527.24		687.09	-159.85		
AJINOMOTO INC ADR / CUSIP: 009707100 / Symbol: AJIN Y							
	2 tax lots for 09/20/12. Total proceeds (and cost when required) reported to the IRS.						
	50.000	*748.18*	*11/22/11*	*590.20*	*157.98*	*Sale*	
	50.000	*748.18*	*02/16/12*	*585.98*	*162.20*	*Sale*	
09/20/12	100.000	1,496.36	VARIOUS	1,176.18	320.18	Total of 2 lots	
BARCLAYS PLC ADR / CUSIP: 06738E204 / Symbol: BCS							
	3 tax lots for 07/03/12. Total proceeds (and cost when required) reported to the IRS.						
	60.000	*635.22*	*11/21/11*	*605.59*	*29.63*	*Sale*	
	30.000	*317.61*	*02/14/12*	*440.12*	*-122.51*	*Sale*	
	10.000	*105.87*	*03/27/12*	*161.30*	*-55.43*	*Sale*	
07/03/12	100.000	1,058.70	VARIOUS	1,207.01	-148.31	Total of 3 lots	
CARNIVAL CORP CL A / CUSIP: 143658300 / Symbol: CCL							
01/17/12	20.000	591.52	11/21/11	632.20	-40.68	Sale	
	2 tax lots for 09/26/12. Total proceeds (and cost when required) reported to the IRS.						
	20.000	*736.38*	*11/21/11*	*632.20*	*104.18*	*Sale*	
	5.000	*184.09*	*03/27/12*	*162.65*	*21.44*	*Sale*	
09/26/12	25.000	920.47	VARIOUS	794.85	125.62	Total of 2 lots	
Security total:		1,511.99		1,427.05	84.94		
CENTURYLINK INC / CUSIP: 156700106 / Symbol: CTL							
	2 tax lots for 11/01/12. Total proceeds (and cost when required) reported to the IRS.						
	5.000	*192.01*	*02/14/12*	*188.85*	*3.16*	*Sale*	

Bessemer Trust Company N.A. Account 8G3621

Proceeds from Broker and Barter Exchange Transactions

2012 (continued)

*1c - SHORT-TERM TRANSACTIONS 6 - COVERED tax lot for which cost basis is reported to the IRS***

Report on Form 8949, Part I, with Box A checked

8 - Description / CUSIP / 1d - Symbol					These columns are not reported to the IRS		
1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	1b - Date of acquisition	3 - Cost or other basis	Gain or loss	Additional Information	Notes
CENTURYLINK INC / CUSIP: 156700106 / Symbol: CTL (cont'd)							
	5.000	*192.01*	*03/27/12*	*196.40*	*-4.39*	*Sale*	
11/01/12	10.000	384.02	VARIOUS	385.25	-1.23	Total of 2 lots	
CITIGROUP INC / CUSIP: 172967424 / Symbol: C							
11/15/12	15.000	531.44	08/29/12	449.41	82.03	Sale	
COMCAST CORP CL A NEW / CUSIP: 20030N101 / Symbol: CMCS A							
	2 tax lots for 05/24/12. Total proceeds (and cost when required) reported to the IRS.						
	50.000	*1,440.16*	*11/21/11*	*1,063.43*	*376.73*	*Sale*	
	5.000	*144.02*	*03/27/12*	*151.20*	*-7.18*	*Sale*	
05/24/12	55.000	1,584.18	VARIOUS	1,214.63	369.55	Total of 2 lots	
DEUTSCHE POST AG ADR / CUSIP: 25157Y202 / Symbol: DPSG Y							
	3 tax lots for 06/21/12. Total proceeds (and cost when required) reported to the IRS.						
	20.000	*342.86*	*11/21/11*	*293.59*	*49.27*	*Sale*	
	45.000	*771.44*	*12/19/11*	*659.23*	*112.21*	*Sale*	
	5.000	*85.72*	*03/27/12*	*97.65*	*-11.93*	*Sale*	
06/21/12	70.000	1,200.02	VARIOUS	1,050.47	149.55	Total of 3 lots	
FIRSTENERGY CORP / CUSIP: 337932107 / Symbol: FE							
	2 tax lots for 05/24/12. Total proceeds (and cost when required) reported to the IRS.						
	10.000	*468.93*	*11/21/11*	*435.54*	*33.39*	*Sale*	
	5.000	*234.47*	*03/27/12*	*226.18*	*8.29*	*Sale*	
05/24/12	15.000	703.40	VARIOUS	661.72	41.68	Total of 2 lots	
	2 tax lots for 06/20/12. Total proceeds (and cost when required) reported to the IRS.						
	10.000	*486.03*	*11/21/11*	*435.54*	*50.49*	*Sale*	
	15.000	*729.04*	*01/23/12*	*628.91*	*100.13*	*Sale*	
06/20/12	25.000	1,215.07	VARIOUS	1,064.45	150.62	Total of 2 lots	
	Security total:	1,918.47		1,726.17	192.30		
FREEPORT-MCMRN CPPR&GOLD / CUSIP: 35671D857 / Symbol: FCX							
12/05/12	5.000	163.92	03/27/12	195.95	-32.03	Sale	

Bessemer Trust Company, N.A.
2012

Proceeds from Broker and Barter Exchange Transactions (continued)

Account 8G3621

1c - SHORT-TERM TRANSACTIONS *6 - COVERED tax lot for which cost basis is reported to the IRS***

Report on Form 8949, Part I, with Box A checked

These columns are not reported to the IRS: Gain or loss, Additional Information, Notes

8 - Description / CUSIP / 1d - Symbol 1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	1b - Date of acquisition	3 - Cost or other basis	Gain or loss	Additional Information	Notes
GDF SUEZ ADR / CUSIP: 36160B105 / Symbol: GDFZ Y							
03/21/12	10.000	262.03	11/21/11	254.31	7.72	Sale	
JOHNSON & JOHNSON / CUSIP: 478160104 / Symbol: JNJ							
	2 tax lots for 11/07/12. Total proceeds (and cost when required) reported to the IRS.						
	10.000	*701.31*	*02/14/12*	*645.36*	*55.95*	*Sale*	
	5.000	*350.65*	*03/27/12*	*327.30*	*23.35*	*Sale*	
11/07/12	15.000	1,051.96	VARIOUS	972.66	79.30	Total of 2 lots	
KON PHILIP ELEC ADR / CUSIP: 500472303 / Symbol: PHG							
06/12/12	0.137	2.48	03/07/12	2.72	-0.24	Sale	
	2 tax lots for 12/11/12. Total proceeds (and cost when required) reported to the IRS.						
	24.863	*652.60*	*03/07/12*	*493.53*	*159.07*	*Sale*	
	2.137	*56.09*	*05/31/12*	*37.82*	*18.27*	*Sale*	
12/11/12	27.000	708.69	VARIOUS	531.35	177.34	Total of 2 lots	
Security total:		711.17		534.07	177.10		
LOWES COS INC / CUSIP: 548661107 / Symbol: LOW							
11/07/12	20.000	656.46	03/07/12	577.81	78.65	Sale	
MCGRAW-HILL COMPANIES INC / CUSIP: 580645109 / Symbol: MHP							
10/17/12	15.000	837.37	02/03/12	697.16	140.21	Sale	
MERCK KGAA ADR / CUSIP: 589339100 / Symbol: MKGA Y							
12/12/12	10.000	450.58	01/23/12	333.31	117.27	Sale	
MUNICH RE GROUP ADR / CUSIP: 626188106 / Symbol: MURG Y							
	2 tax lots for 10/18/12. Total proceeds (and cost when required) reported to the IRS.						
	70.000	*1,162.05*	*01/23/12*	*903.92*	*258.13*	*Sale*	
	5.000	*83.00*	*03/27/12*	*77.90*	*5.10*	*Sale*	
10/18/12	75.000	1,245.05	VARIOUS	981.82	263.23	Total of 2 lots	

Bessemer Trust Company N.A. Account 8G3621

Proceeds from Broker and Barter Exchange Transactions
(continued)

2012

1c - SHORT-TERM TRANSACTIONS *6 - COVERED tax lot for which cost basis is reported to the IRS***

Report on Form 8949, Part I, with Box A checked

8 - Description / CUSIP / 1d - Symbol — These columns are not reported to the IRS

1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of * stocks, bonds, etc.	1b - Date of acquisition	3 - Cost or other basis	Gain or loss	Additional Information	Notes
NEWMONT MINING CORP / CUSIP: 651639106 / Symbol: NEM							
2 tax lots for 08/29/12. Total proceeds (and cost when required) reported to the IRS.							
	15.000	*726.02*	*11/21/11*	*972.67*	*-246.65*	*Sale*	
	10.000	*484.02*	*12/19/11*	*617.15*	*-133.13*	*Sale*	
08/29/12	25.000	1,210.04	VARIOUS	1,589.82	-379.78	Total of 2 lots	
OW REAL RETURN FUND / CUSIP: 680414703 / Symbol: OWRR X							
08/15/12	272.251	2,556.44	03/29/12	2,600.00	-43.56	Sale	
ORIENTAL LAND CO LTD ADR / CUSIP: 68620X104 / Symbol: OLCL Y							
11/16/12	25.000	318.38	04/03/12	269.04	49.34	Sale	
11/20/12	25.000	323.33	04/04/12	267.19	56.14	Sale	
2 tax lots for 11/21/12. Total proceeds (and cost when required) reported to the IRS.							
	25.000	*320.51*	*04/02/12*	*266.21*	*54.30*	*Sale*	
	75.000	*961.55*	*04/04/12*	*801.56*	*159.99*	*Sale*	
11/21/12	100.000	1,282.06	VARIOUS	1,067.77	214.29	Total of 2 lots	
	Security total:	1,923.77		1,604.00	319.77		
PHILLIPS 66 COMMON / CUSIP: 718546104 / Symbol: PSX							
05/01/12	0.500	15.41	11/21/11	16.39	-0.98	Sale	
4 tax lots for 05/02/12. Total proceeds (and cost when required) reported to the IRS.							
	2.000	*63.76*	*11/21/11*	*65.56*	*-1.80*	*Sale*	
	5.000	*159.39*	*02/03/12*	*169.11*	*-9.72*	*Sale*	
	2.500	*79.70*	*02/14/12*	*87.90*	*-8.20*	*Sale*	
	2.500	*79.70*	*03/27/12*	*92.57*	*-12.87*	*Sale*	
05/02/12	12.000	382.55	VARIOUS	415.14	-32.59	Total of 4 lots	
	Security total:	397.96		431.53	-33.57		
SK TELECOM ADR / CUSIP: 78440P108 / Symbol: SKM							
05/01/12	25.000	337.53	11/21/11	356.04	-18.51	Sale	
3 tax lots for 05/02/12. Total proceeds (and cost when required) reported to the IRS.							
	20.000	*268.74*	*11/21/11*	*284.83*	*-16.09*	*Sale*	
	55.000	*739.02*	*01/23/12*	*745.02*	*-6.00*	*Sale*	

Bessemer Trust Company N.A.

2012 **Proceeds from Broker and Barter Exchange Transactions** (continued)

Account 8G3621

1c - SHORT-TERM TRANSACTIONS *6 - COVERED tax lot for which cost basis is reported to the IRS***

Report on Form 8949, Part I, with Box A checked

8 - Description / CUSIP / 1d - Symbol

These columns are not reported to the IRS

1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	1b - Date of acquisition	3 - Cost or other basis	Gain or loss	Additional Information	Notes
SK TELECOM ADR / CUSIP: 78440P108 / Symbol· SKM (cont'd)							
	5.000	*67.18*	*03/27/12*	*70.00*	*-2.82*	*Sale*	
05/02/12	80.000	1,074.94	VARIOUS	1,099.85	-24.91	Total of 3 lots	
	Security total:	1,412.47		1,455.89	-43.42		
SANOFI - ADR / CUSIP: 80105N105 / Symbol: SNY							
	2 tax lots for 08/29/12. Total proceeds (and cost when required) reported to the IRS.						
	15.000	*613.09*	*02/03/12*	*551.16*	*61.93*	*Sale*	
	5.000	*204.36*	*03/27/12*	*194.55*	*9.81*	*Sale*	
08/29/12	20.000	817.45	VARIOUS	745.71	71.74	Total of 2 lots	
TARGET CORP / CUSIP: 87612E106 / Symbol: TGT							
	2 tax lots for 04/02/12. Total proceeds (and cost when required) reported to the IRS.						
	5.000	*290.87*	*11/21/11*	*261.19*	*29.68*	*Sale*	
	5.000	*290.87*	*03/27/12*	*291.60*	*-0.73*	*Sale*	
04/02/12	10.000	581.74	VARIOUS	552.79	28.95	Total of 2 lots	
	2 tax lots for 08/20/12. Total proceeds (and cost when required) reported to the IRS.						
	15.000	*953.36*	*11/21/11*	*783.56*	*169.80*	*Sale*	
	5.000	*317.79*	*01/23/12*	*251.11*	*66.68*	*Sale*	
08/20/12	20.000	1,271.15	VARIOUS	1,034.67	236.48	Total of 2 lots	
	Security total:	1,852.89		1,587.46	265.43		
TELE2 AB ADR / CUSIP: 87952P307 / Symbol: TLTZ Y							
	2 tax lots for 10/16/12. Total proceeds (and cost when required) reported to the IRS.						
	60.000	*535.76*	*02/06/12*	*593.72*	*-57.96*	*Sale*	
	15.000	*133.94*	*03/28/12*	*151.36*	*-17.42*	*Sale*	
10/16/12	75.000	669.70	VARIOUS	745.08	-75.38	Total of 2 lots	
TOKYO GAS LTD ADR / CUSIP: 889115101 / Symbol: TKGS Y							
08/24/12	0.500	10.93	02/15/12	9.41	1.52	Sale	
	2 tax lots for 10/18/12. Total proceeds (and cost when required) reported to the IRS.						
	8.000	*172.97*	*11/21/11*	*138.34*	*34.63*	*Sale*	

Bessemer Trust Company N.A.

2012

Proceeds from Broker and Barter Exchange Transactions (continued)

Account 8G3621

1c - SHORT-TERM TRANSACTIONS *6 - COVERED tax lot for which cost basis is reported to the IRS***

Report on Form 8949, Part I, with Box A checked

8 - Description / CUSIP / 1d - Symbol — These columns are not reported to the IRS

1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of * stocks, bonds, etc.	1b - Date of acquisition	3 - Cost or other basis	Gain or loss	Additional Information	Notes
TOKYO GAS LTD ADR / CUSIP: 889115101 / Symbol: TKGS Y (cont'd)							
	37.000	*799.99*	*02/15/12*	*696.47*	*103.52*	*Sale*	
10/18/12	45.000	972.96	VARIOUS	834.81	138.15	Total of 2 lots	1
	Security total:	983.89		844.22	139.67		
UNILEVER NV ADR / CUSIP: 904784709 / Symbol: UN							
08/20/12	30.000	1,031.72	11/21/11	969.54	62.18	Sale	
WESTERN UNION CO / CUSIP: 959802109 / Symbol: WU							
	2 tax lots for 12/11/12. Total proceeds (and cost when required) reported to the IRS.						
	35.000	*459.32*	*02/03/12*	*689.17*	*-229.85*	*Sale*	
	10.000	*131.24*	*03/27/12*	*182.00*	*-50.76*	*Sale*	
12/11/12	45.000	590.56	VARIOUS	871.17	-280.61	Total of 2 lots	
YUM BRANDS INC / CUSIP: 988498101 / Symbol: YUM							
	2 tax lots for 04/02/12. Total proceeds (and cost when required) reported to the IRS.						
	15.000	*1,054.31*	*11/21/11*	*797.75*	*256.56*	*Sale*	
	15.000	*1,054.31*	*12/01/11*	*844.13*	*210.18*	*Sale*	
04/02/12	30.000	2,108.62	VARIOUS	1,641.88	466.74	Total of 2 lots	
NOBLE CORPORATION / CUSIP: H5833N103 / Symbol: NE							
	2 tax lots for 03/07/12. Total proceeds (and cost when required) reported to the IRS.						
	15.000	*580.04*	*11/21/11*	*515.62*	*64.42*	*Sale*	
	25.000	*966.74*	*01/23/12*	*859.47*	*107.27*	*Sale*	
03/07/12	40.000	1,546.78	VARIOUS	1,375.09	171.69	Total of 2 lots	
	Totals:	**32,693.25**		**30,331.74**	**2,361.51**		

Bessemer Trust Company N.A. Account 8G3621

Proceeds from Broker and Barter Exchange Transactions

2012 (continued)

*SHORT-TERM TRANSACTIONS 6 - NONCOVERED tax lot for which cost basis is NOT reported to the IRS***

Report on Form 8949, Part I, with Box B checked

These columns are not reported to the IRS: Gain or loss, Additional Information, Notes

1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	Date of acquisition	Cost or other basis	Gain or loss	Additional Information	Notes
8 - Description / CUSIP / 1d - Symbol							
OW GLOBAL SML & MID CAP FD / CUSIP: 680414604 / Symbol: OWSM X							
2 tax lots for 03/29/12. Total proceeds (and cost when required) reported to the IRS.							
	123.821	*1,877.13*	*04/18/11*	*1,996.00*	*-118.87*	*Sale*	
	136.292	*2,066.19*	*06/24/11*	*2,154.78*	*-88.59*	*Sale*	
03/29/12	260.113	3,943.32	VARIOUS	4,150.78	-207.46	Total of 2 lots	
US TREASURY BILLS 05/03/12 / CUSIP: 9127953N9 / Symbol:							
3 tax lots for 02/06/12. Total proceeds (and cost when required) reported to the IRS.							
	10,000.000	*9,997.01*	*10/28/11*	*9,997.56*	*-0.55*	*Sale*	
	9,000.000	*8,998.30*	*12/13/11*	*8,999.47*	*-1.17*	*Sale*	
	4,000.000	*3,999.28*	*01/06/12*	*3,999.77*	*-0.49*	*Sale*	
02/06/12	23,000.000	22,994.59	VARIOUS	22,996.80	-2.21	Total of 3 lots	
03/20/12	23,000.000	22,993.73	10/28/11	22,994.38	-0.65	Sale	
	Security total:	45,988.32		45,991.18	-2.86		
	Totals:	**49,931.64**		**50,141.96**	**-210.32**		

*1c - LONG-TERM TRANSACTIONS 6 - COVERED tax lot for which cost basis is reported to the IRS***

Report on Form 8949, Part II, with Box A checked

These columns are not reported to the IRS: Gain or loss, Additional Information, Notes

1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	1b - Date of acquisition	3 - Cost or other basis	Gain or loss	Additional Information	Notes
8 - Description / CUSIP / 1d - Symbol							
FREEPORT-MCMRN CPPR&GOLD / CUSIP: 35671D857 / Symbol: FCX							
2 tax lots for 12/05/12. Total proceeds (and cost when required) reported to the IRS.							
	10.000	*327.84*	*11/21/11*	*359.82*	*-31.98*	*Sale*	
	10.000	*327.84*	*12/01/11*	*394.56*	*-66.72*	*Sale*	
12/05/12	20.000	655.68	VARIOUS	754.38	-98.70	Total of 2 lots	
KON PHILIP ELEC ADR / CUSIP: 500472303 / Symbol: PHG							
12/11/12	15.000	393.72	11/21/11	275.97	117.75	Sale	
MCGRAW-HILL COMPANIES INC / CUSIP: 580645109 / Symbol: MHP							
11/27/12	15.000	778.21	11/21/11	649.46	128.75	Sale	

Bessemer Trust Company N.A.

Account 8G3621

Proceeds from Broker and Barter Exchange Transactions

2012 (continued)

*1c - LONG-TERM TRANSACTIONS 6 - COVERED tax lot for which cost basis is reported to the IRS***

Report on Form 8949, Part II, with Box A checked

8 - Description / CUSIP / 1d - Symbol — These columns are not reported to the IRS: Gain or loss, Additional Information, Notes

1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	1b - Date of acquisition	3 - Cost or other basis	Gain or loss	Additional Information	Notes
MERCK KGAA ADR / CUSIP: 589339100 / Symbol: MKGA Y							
12/12/12	15.000	675.86	11/21/11	469.31	206.55	Sale	
SUNCORP GROUP ADR / CUSIP: 86723Y100 / Symbol: SNMY Y							
12/12/12	50.000	528.02	11/21/11	417.59	110.43	Sale	
WESTERN UNION CO / CUSIP: 959802109 / Symbol: WU							
12/11/12	45.000	590.56	11/21/11	732.14	-141.58	Sale	
WHARF HOLDINGS ADR / CUSIP: 962257200 / Symbol: WARF Y							
12/12/12	50.000	765.47	12/01/11	495.50	269.97	Sale	
ACCENTURE PLC CL A / CUSIP: G1151C101 / Symbol: ACN							
11/27/12	15.000	1,009.56	11/21/11	819.01	190.55	Sale	
	Totals:	**5,397.08**		**4,613.36**	**783.72**		

*LONG-TERM TRANSACTIONS 6 - NONCOVERED tax lot for which cost basis is NOT reported to the IRS***

Report on Form 8949, Part II, with Box B checked

8 - Description / CUSIP / 1d - Symbol — These columns are not reported to the IRS: Date of acquisition, Cost or other basis, Gain or loss, Additional Information, Notes

1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	Date of acquisition	Cost or other basis	Gain or loss	Additional Information	Notes
MICROSOFT CORP / CUSIP: 594918104 / Symbol: MSFT							
2 tax lots for 03/07/12. Total proceeds (and cost when required) reported to the IRS.							
	5.000	*159.00*	*10/21/09*	*133.24*	*25.76*	*Sale*	
	5.000	*159.00*	*10/22/09*	*132.25*	*26.75*	*Sale*	
03/07/12	10.000	318.00	VARIOUS	265.49	52.51	Total of 2 lots	
OW GLOBAL SML & MID CAP FD / CUSIP: 680414604 / Symbol: OWSM X							
3 tax lots for 03/29/12. Total proceeds (and cost when required) reported to the IRS.							
	176.944	*2,682.47*	*10/03/08*	*1,824.29*	*858.18*	*Sale*	
	35.272	*534.72*	*12/10/10*	*531.90*	*2.82*	*Sale*	
	134.531	*2,039.49*	*12/10/10*	*2,028.73*	*10.76*	*Sale*	
03/29/12	346.747	5,256.68	VARIOUS	4,384.92	871.76	Total of 3 lots	

Bessemer Trust Company, N.A.

Account 8G3621

Proceeds from Broker and Barter Exchange Transactions

2012 (continued)

LONG-TERM TRANSACTIONS ***6 - NONCOVERED tax lot for which cost basis is NOT reported to the IRS*****

Report on Form 8949, Part II, with Box B checked

8 - Description / CUSIP / 1d - Symbol 1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of stocks, bonds, etc.	Date of acquisition (These columns are not reported to the IRS)	Cost or other basis	Gain or loss	Additional Information	Notes
OW REAL RETURN FUND / CUSIP: 680414703 / Symbol: OWRR X							
	3 tax lots for 08/15/12. Total proceeds (and cost when required) reported to the IRS.						
	321.491	*3,018.80*	*04/28/05*	*3,214.91*	*-196.11*	*Sale*	
	124.806	*1,171.93*	*12/18/06*	*1,432.77*	*-260.84*	*Sale*	
	207.970	*1,952.83*	*12/16/10*	*2,160.81*	*-207.98*	*Sale*	
08/15/12	654.267	6,143.56	VARIOUS	6,808.49	-664.93	Total of 3 lots	
OW GLOBAL OPPORTUNITIES FD / CUSIP: 680414802 / Symbol: OWGO X							
12/18/12	2,314.815	17,500.00	11/28/07	23,148.15	-5,648.15	Sale	
ACE LIMITED / CUSIP: H0023R105 / Symbol: ACE							
	2 tax lots for 06/20/12. Total proceeds (and cost when required) reported to the IRS.						
	5.000	*364.74*	*04/27/10*	*262.07*	*102.67*	*Sale*	
	5.000	*364.74*	*06/09/10*	*248.51*	*116.23*	*Sale*	
06/20/12	10.000	729.48	VARIOUS	510.58	218.90	Total of 2 lots	
	Totals:	**29,947.72**		**35,117.63**	**-5,169.91**		

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS	9,456.	0.	9,456.
INTEREST	71.	0.	71.
TOTAL TO FM 990-PF, PART I, LN 4	9,527.	0.	9,527.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
MISCELLANEOUS	42.	42.	
TOTAL TO FORM 990-PF, PART I, LINE 11	42.	42.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CBIZ MILLER WAGNER	1,985.	1,985.		0.
TO FORM 990-PF, PG 1, LN 16B	1,985.	1,985.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES - BESSEMER	1,127.	1,127.		0.
TO FORM 990-PF, PG 1, LN 16C	1,127.	1,127.		0.

FORM 990-PF | TAXES | STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	193.	193.		0.
FEDERAL INCOME TAXES	216.	0.		0.
TO FORM 990-PF, PG 1, LN 18	409.	193.		0.

FORM 990-PF | OTHER EXPENSES | STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MISCELLANEOUS EXPENSE	412.	412.		0.
ACC REPORT FEE	10.	0.		0.
TO FORM 990-PF, PG 1, LN 23	422.	412.		0.

FORM 990-PF | CORPORATE STOCK | STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BESSEMER TRUST (SEE ATTACHED)	440,326.	464,737.
TOTAL TO FORM 990-PF, PART II, LINE 10B	440,326.	464,737.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 8

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
FRANCES K. VALENTE 6602 N 31ST STREET PHOENIX, AZ 85016	PRESIDENT 4.00	0.	0.	0.
THOMAS M. VALENTE 6602 N 31ST STREET PHOENIX, AZ 85016	VICE PRESIDENT 2.00	0.	0.	0.
MATTHEW R. VALENTE 6602 N 31ST STREET PHOENIX, AZ 85016	SECRETARY/TREASURER 1.00	0.	0.	0.
MICHAEL J. VALENTE 6602 N 31ST STREET PHOENIX, AZ 85016	DIRECTOR 1.00	0.	0.	0.
THOMAS D. VALENTE 6602 N 31ST STREET PHOENIX, AZ 85016	DIRECTOR 1.00	0.	0.	0.
TIMOTHY P. VALENTE 6602 N 31ST STREET PHOENIX, AZ 85016	DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

Trade date basis

Account Holdings

Cash and Short Term

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
CASH AVAILABLE			$184		$184	2.7%			
FED TRUST UST OBLIG #59	6,700	1 00	6,700	1.000	6,700	97.3			
Total cash and short term			**$6,884**		**$6,884**	**100.0%**			

Large Cap Core - U.S.

Consumer discretionary

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
COACH INC *(COH)*	25	$54.96	$1,374	$55.510	$1,387	3.2%	$13	$30	2.16%
DOLLAR GENERAL CORP *(DG)*	30	43.53	1,306	44 090	1,322	3.1	16		
LOWES COS INC *(LOW)*	50	28 78	1,439	35.520	1,776	4.1	337	32	1 80
MACY'S INC *(M)*	50	35.22	1,761	39.020	1,951	4.6	190	40	2 05
TARGET CORP *(TGT)*	20	50.20	1,004	59.170	1,183	2.8	179	28	2.43
Total consumer discretionary			**$6,884**		**$7,619**	**17.8%**	**$735**	**$130**	**1.71%**

Consumer staples

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
CVS/CAREMARK CORP *(CVS)*	30	$39.10	$1,173	$48.350	$1,450	3.4%	$277	$27	1.86%
WALGREEN CO *(WAG)*	65	36.31	2,360	37.010	2,405	5 6	45	71	2.97
Total consumer staples			**$3,533**		**$3,855**	**9.0%**	**$322**	**$98**	**2.54%**

Energy

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
CONOCOPHILLIPS *(COP)*	25	$54 72	$1,368	$57 990	$1,449	3 4%	$81	$66	4.55%
MARATHON OIL CORP *(MRO)*	55	28.80	1,584	30 660	1,686	3.9	102	37	2 22
Total energy			**$2,952**		**$3,135**	**7.3%**	**$183**	**$103**	**3.29%**

Trade date basis

Financials	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
ACE LIMITED	25	$49 68	$1,242	$79 800	$1,995	4.7%	$753	$49	2.46%
CITIGROUP INC *(C)*	30	29.80	894	39 560	1,186	2 8	292	1	0.10
Total financials			**$2,136**		**$3,181**	**7.4%**	**$1,045**	**$50**	**1.57%**

Health care									
AETNA INC NEW *(AET)*	35	$43 60	$1,526	$46 310	$1,620	3.8%	$94	$28	1 73%
JOHNSON & JOHNSON *(JNJ)*	25	63 68	1,592	70.100	1,752	4.1	160	61	3 48
THERMO FISHER SCIENTIFIC *(TMO)*	30	58 03	1,741	63.780	1,913	4.5	172	18	0.94
UNITEDHEALTH GROUP INC *(UNH)*	35	48 11	1,684	54.240	1,898	4.4	214	29	1 57
ZIMMER HLDGS INC *(ZMH)*	35	63.57	2,225	66.660	2,333	5.4	108	25	1 08
Total health care			**$8,768**		**$9,516**	**22.2%**	**$748**	**$161**	**1.69%**

Industrials									
GENERAL DYNAMICS CORP *(GD)*	15	$64.93	$974	$69 270	$1,039	2 4%	$65	$30	2 94%
WASTE MANAGEMENT INC NEW *(WM)*	40	33.48	1,339	33.740	1,349	3.2	10	56	4.21
Total industrials			**$2,313**		**$2,388**	**5.6%**	**$75**	**$86**	**3.60%**

Information technology									
ACCENTURE PLC CL A	25	$57.92	$1,448	$66.500	$1,662	3 9%	$214	$40	2 44%
AVAGO TECHNOLOGIES	35	35.17	1,231	31 651	1,107	2 6	(124)	23	2 15
INTERNATIONAL BUS MACHINES *(IBM)*	10	187.20	1,872	191.550	1,915	4.5	43	34	1 77
MICROSOFT CORP *(MSFT)*	75	25.67	1,925	26.710	2,003	4.7	78	69	3 44
QUALCOMM INC *(QCOM)*	30	62.40	1,872	61 860	1,855	4 3	(17)	30	1.62
SEAGATE TECHNOLOGY PLC	30	27.50	825	30.420	912	2.1	87	45	5 00
Total information technology			**$9,173**		**$9,454**	**22.0%**	**$281**	**$241**	**2.55%**

Trade date basis

Materials	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
NEWMONT MINING CORP *(NEM)*	**20**	**$57.00**	**$1,140**	**$46.440**	**$928**	**2.2%**	**($212)**	**$28**	**3.01%**
Telecom services									
CENTURYLINK INC *(CTL)*	**30**	**$37.50**	**$1,125**	**$39.120**	**$1,173**	**2.7%**	**$48**	**$87**	**7.41%**
Utilities									
DETROIT ENERGY CO *(DTE)*	10	$50 50	$505	$60.050	$600	1.4%	$95	$24	4.13%
EXELON CORP *(EXC)*	35	41.71	1,460	29.740	1,040	2.4	(420)	73	7 06
Total utilities			**$1,965**		**$1,640**	**3.8%**	**($325)**	**$97**	**5.91%**
Total large cap core - u.s.			**$39,989**		**$42,889**	**100.0%**	**$2,900**	**$1,081**	**2.52%**

Large Cap Core - Non U.S.

Consumer discretionary	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
DAIHATSU MOTOR CO LTD ADR	30	$37.63	$1,129	$39.577	$1,187	2.5%	$58	$33	2.86%
MAGNA INTL INC CL A	25	37.04	926	50.020	1,250	2.6	324	36	2.88
VOLKSWAGEN AG ADR	20	32 75	655	45.392	907	1 9	252	11	1 31
Total consumer discretionary			**$2,710**		**$3,344**	**6.9%**	**$634**	**$80**	**2.39%**
Consumer staples									
AB FOODS LTD ADR	80	$17.50	$1,400	$25 423	$2,033	4 2%	$633	$31	1 54%
IMPERIAL TOBACCO LT ADR	30	73.27	2,198	77 146	2,314	4.8	116	101	4 37

Trade date basis

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
KON AHOLD ADR	150	13.43	2,015	13.362	2,004	4.1	(11)	65	3.26
Total consumer staples			**$5,613**		**$6,351**	**13.1%**	**$738**	**$197**	**3.10%**

Energy

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
ENI S.P A ADR	40	$42 10	$1,684	$49 140	$1,965	4 1%	$281	$85	4.37%
SINOPEC/CHINA PETE&CHM ADR	15	107.80	1,617	114 920	1,723	3.6	106	63	3.70
TOTAL SA ADR	45	51.51	2,318	52 010	2,340	4 8	22	112	4.82
Total energy			**$5,619**		**$6,028**	**12.4%**	**$409**	**$260**	**4.31%**

Financials

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
ALLIANZ AKTIENGES ADR	85	$10.53	$895	$13.817	$1,174	2.4%	$279	$36	3 11%
CHINA CONSTRUCTION ADR	115	14.53	1,671	16.050	1,845	3 8	174	71	3.89
MUNICH RE GROUP ADR	110	12.08	1,329	17.930	1,972	4.1	643	60	3.06
NORDEA BK SWEDEN AB ADR	135	7.53	1,016	9.546	1,288	2 7	272	37	2.89
SUMITOMO MITSUI FIN ADR	315	6.02	1,897	7.340	2,312	4 8	415	71	3.09
SUNCORP GROUP ADR	120	8 81	1,057	10.558	1,266	2.6	209	43	3.40
WHARF HOLDINGS ADR	45	9.73	438	15.637	703	1.5	265	11	1.70
Total financials			**$8,303**		**$10,560**	**21.8%**	**$2,257**	**$329**	**3.12%**

Health care

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
ITOCHU CORP ADR	85	$21 06	$1,790	$20.980	$1,783	3.7%	($7)	$83	4.68%
SANOFI - ADR	45	34.20	1,539	47.380	2,132	4.4	593	64	3.02
TEVA PHARM INDS LTD ADR	50	42.24	2,112	37.340	1,867	3.9	(245)	40	2.15
Total health care			**$5,441**		**$5,782**	**11.9%**	**$341**	**$187**	**3.23%**

Trade date basis

Industrials	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
EAST JAPAN RAIL ADR	205	$10.32	$2,116	$10.756	$2,204	4 5%	$88	$39	1.80%
EMBRAER SA ADR	50	27 74	1,387	28.510	1,425	2 9	38		
NIKON CORP PLC UNSPON-ADR	35	27.40	959	29.214	1,022	2 1	63	14	1.40
Total industrials			**$4,462**		**$4,651**	**9.6%**	**$189**	**$53**	**1.14%**

Materials									
AKZO NOBEL NV ADR	40	$16.73	$669	$21.861	$874	1 8%	$205	$19	2.28%
BARRICK GOLD CORP	55	46 75	2,571	35 010	1,925	4.0	(646)	22	1.14
BHP BILLITON PLC-ADR	20	56 20	1,124	70.370	1,407	2 9	283	44	3 18
Total materials			**$4,364**		**$4,206**	**8.7%**	**($158)**	**$85**	**2.02%**

Telecom services									
CHINA TELECOM ADR	30	$60.47	$1,814	$56 850	$1,705	3.5%	($109)	$29	1.73%
TELE2 AB ADR	105	9 50	998	9.000	945	2.0	(53)	35	3.71
TIM PARTICIPACOES SA ADR	60	28.32	1,699	19.820	1,189	2.5	(510)	17	1 45
VODAFONE GP PLC NEW ADR	65	27.38	1,780	25.190	1,637	3 4	(143)	97	5.95
Total telecom services			**$6,291**		**$5,476**	**11.3%**	**($815)**	**$178**	**3.25%**

Utilities									
SSE PLC ADR	60	$20 33	$1,220	$23.049	$1,382	2.9%	$162	$75	5.43%
TOKYO GAS LTD ADR	42	17.29	726	18.273	767	1.6	41	15	2.03
Total utilities			**$1,946**		**$2,149**	**4.4%**	**$203**	**$90**	**4.19%**
Total large cap core - non u.s.			**$44,749**		**$48,547**	**100.0%**	**$3,798**	**$1,459**	**3.01%**

Trade date basis

Large Cap Strategies

Large cap strategies funds

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
OW LARGE CAP STRATEGIES FD BOOK COST 120,290	10,075.262	$11.43	$115,161	$10.020	$100,954	100.0%	($14,207)	$735	0.73%
Total large cap strategies			**$115,161**		**$100,954**	**100.0%**	**($14,207)**	**$735**	**0.73%**

Global Small & Mid Cap

Global small & mid cap funds

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
OW GLOBAL SML & MID CAP FD BOOK COST 80,727	7,387.540	$10 56	$78,049	$14.690	$108,522	100.0%	$30,473	$1,211	1.12%
Total global small & mid cap			**$78,049**		**$108,522**	**100.0%**	**$30,473**	**$1,211**	**1.12%**

Global Opportunities

Global opportunities funds

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
OW GLOBAL OPPORTUNITIES FD BOOK COST 130,524	17,067.953	$7 33	$125,078	$7.560	$129,033	100.0%	$3,955	$4,096	3.17%
Total global opportunities			**$125,078**		**$129,033**	**100.0%**	**$3,955**	**$4,096**	**3.17%**

Trade date basis

Real Return / Commodities

Real return funds

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
OW REAL RETURN FUND BOOK COST 38,728	3,753.241	$9 94	$37,300	$9 270	$34,792	100.0%	($2,508)	$86	0.25%
Total real return / commodities			**$37,300**		**$34,792**	**100.0%**	**($2,508)**	**$86**	**0.25%**
Total value of account			**$447,210**		**$471,621**		**$24,411**	**$8,668**	**1.84%**
		cash	(6884)		(6884) → 464737				
					Market value				
Total interest and dividends accrued			440336		97				
Total value of account including accruals					**$471,718**				

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 8

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
FRANCES K. VALENTE 6602 N 31ST STREET PHOENIX, AZ 85016	PRESIDENT 4.00	0.	0.	0.
THOMAS M. VALENTE 6602 N 31ST STREET PHOENIX, AZ 85016	VICE PRESIDENT 2.00	0.	0.	0.
MATTHEW R. VALENTE 6602 N 31ST STREET PHOENIX, AZ 85016	SECRETARY/TREASURER 1.00	0.	0.	0.
MICHAEL J. VALENTE 6602 N 31ST STREET PHOENIX, AZ 85016	DIRECTOR 1.00	0.	0.	0.
THOMAS D. VALENTE 6602 N 31ST STREET PHOENIX, AZ 85016	DIRECTOR 1.00	0.	0.	0.
TIMOTHY P. VALENTE 6602 N 31ST STREET PHOENIX, AZ 85016	DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

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 ▶ [X]
- 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.

Type or print		
File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions. REDI FOUNDATION	Employer identification number (EIN) or 86-0973894
	Number, street, and room or suite no. If a P.O. box, see instructions. 3140 E OCOTILLO ROAD	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. PHOENIX, AZ 85016	

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 ▶ FRANCES VALENTE
6602 N 31ST STREET - PHOENIX, AZ 85016
Telephone No. ▶ 602-272-2637 FAX No. ▶
- 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, 2013 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ [X] calendar year 2012 or
▶ [ ] tax year beginning ______ , and ending ______ .

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**	$ 100.
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**	$ 0.
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**	$ 100.

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.