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Form 990-PF

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

OMB No 1545-0052

Treated as a Private Foundation

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements. Department of the Treasury For calendar year 2012 or tax year beginning and ending Name of foundation A Employer identification number THE HERBERGER FOUNDATION 86-6050190 Number and street (or P O box number if mail is not delivered to street address) Room/suite B Telephone number 200 480-945-2681 10881 N. SCOTTSDALE ROAD City or town, state, and ZIP code C If exemption application is pending, check here SCOTTSDALE, Initial return Initial return of a former public charity G Check all that apply: D 1. Foreign organizations, check here Final return Amended return Foreign organizations meeting the 85% test, check here and attach computation X Name change Address change X Section 501(c)(3) exempt private foundation Check type of organization: E If private foundation status was terminated Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation under section 507(b)(1)(A), check here I Fair market value of all assets at end of year J Accounting method: X Cash Accrual If the foundation is in a 60-month termination Other (specify) (from Part II, col. (c), line 16) under section 507(b)(1)(B), check here (Part I, column (d) must be on cash basis.) ▶\$ 9,333,<u>551.</u> (d) Disbursements for charitable purposes (cash basis only) Part | Analysis of Revenue and Expenses (a) Revenue and (b) Net investment (c) Adjusted net (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a)) expenses per books ıncome N/A Contributions, gifts, grants, etc., received Check If the foundation is not required to attach Sch B Interest on savings and temporary cash investments 221,507 221,507 STATEMENT Dividends and interest from securities 5a Gross rents h Net rental income or (lo 387,073 6a Net gain or (loss) from of assets not on line 10 Gross sales price for all assets on line 6a 2,658,52911 Rart IV, line 2) 387,073 Capital gain net income Net short-term capital gair OGDEN, U Income modifications 10a Gross sales less retu b Less Cost of goods sold c Gross profit or (loss) 11 Other income 608,580 608,580 Total. Add lines 1 through 11 13 Compensation of officers, directors, trustees, etc. Other employee salaries and wages 15 Pension plans, employee benefits 16a Legal fees 6,000 7,500. 1,500. **b** Accounting fees STMT 2 c Other professional fees Interest 17 894 0 0. STMT 3 18 Taxes 19 Depreciation and depletion Occupancy Travel, conferences, and meetings Printing and publications 977 0 977. STMT 4 Other expenses 24 Total operating and administrative 6,000 2,477. expenses. Add lines 13 through 23 9,371 2,648,500 2,648,500. 25 Contributions, gifts, grants paid Total expenses and disbursements. 2,650,977. 2,657,871 6,000 Add lines 24 and 25 27 Subtract line 26 from line 12: <2,049,291. 2 Excess of revenue over expenses and disbursements 602,580 b Net investment income (if negative, enter -0-)

LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2012)

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

N/A

Cash-non-interest-bearing Cash-non-interest-bearing To , 405 134 , 956	Form 990-PF (2012) THE HERBERGER FOUNDATION 86-6050190 Page 2					
Cash - non-interest-bearing	P	art	Balance Sheets Attached schedules and amounts in the description	Beginning of year		
2 Surings and temporary cesh investments 3 Accounts receivable ▶ Less allowance for doubtful accounts ▶ Less allowance for doubtful accounts ▶ Less allowance for doubtful accounts ▶ 1 Final full private for season of ficers, directors, trustees, and other discaudated persons 7 Our data to law remarks 8 Investments for select or use 9 Pripadid represses and distreted charges 10 Investments - corporate stock 2 Investments - corporate stock 2 Investments - corporate boards 11 Investments - corporate stock 2 Investments - corporate boards 12 Investments - corporate boards 13 Investments - compared stock 14 Investments - compared stock 15 Other assets (describe ▶ 16 Testa assets (for be completed by all fillers) 17 Accounts payable and accounted expenses 18 Grants proyable and accounted expenses 19 Defined revenue 20 Temporary restricted 10 Defined revenue 21 Investments that allow FAS 117, check here 22 Temporary restricted 23 Temporary restricted 24 Temporary restricted 25 Temporary restricted 26 Temporary restricted 27 Total Intal Statistics and that solve for fast introduction or compared trained 28 Temporary restricted 29 Temporary restricted 20 Total Intel Statistics and states of fund belances 1 Total Intal Statistics and states of fund belances 1 Total Intal Statistics and intel seaseful balances 1 Total Intal Statistics and intel seaseful balances 1 Total Intal Statistics and intel over 545 117, check here 20 Total Intal Statistics and intel seaseful balances 1 Total Intal Statistics and intel seaseful balances 1 Total Intal Statistics and intel seaseful balances 1 Total Intal Statistics and intelled of a fine 2 (temporary balance) 1 Total Intal Statistics and intelled of a fine 2 (temporary balance) 1 Total Intal Statistics and intelled of a fine 2 (temporary balance) 1 Total Intal Statistics and intelled of a fine 2 (temporary balance) 1 Total Intal Statistics and intelled of a fine 2 (temporary balance) 1 Total Intal Statistics and intelled of a fine 2 (temp			COlumn snootio de for end-or-year amounts only			
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11			_ _ _ _ 			1,440,884.
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13 Investments - other 14 Land, buildings, and equipment basis			Less accumulated depreciation			
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Form **990-PF** (2012)

1,857,199.

2,650,977.

Add lines 5 and 6

See the Part VI instructions.

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.

Enter 1% of net investment income (1% of Part I, line 27b)

Enter qualifying distributions from Part XII, line 4

<u>6,026.</u>

orm	990-PF (2012) THE HERBERGER FOUNDATION 86-60		F	age 4
_	rt VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - se	e instru	ctior	<u>ıs)</u>
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 X and enter 1%		5,0 <u>:</u>	<u> 26.</u>
	of Part I, line 27b			
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-)			0.
3	Add lines 1 and 2		5,0	<u> 26.</u>
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		6,0	<u> 26.</u>
6	Credits/Payments:			
а	2012 estimated tax payments and 2011 overpayment credited to 2012 6a 6a			
b	Exempt foreign organizations - tax withheld at source 6b			
C	Tax paid with application for extension of time to file (Form 8868)			
đ	Backup withholding erroneously withheld 6d 6d			
7	Total credits and payments. Add lines 6a through 6d			0.
8	Enter any penalty for underpayment of estimated tax. Check here X if Form 2220 is attached 8			89 <u>.</u>
	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	(6,1	<u> 15.</u>
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid .			
	Enter the amount of line 10 to be: Credited to 2013 estimated tax			
Pa	rt VII-A Statements Regarding Activities			
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in		Yes	
	any political campaign?	1a		<u>X</u>
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		<u>X</u>
	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. ▶ \$			
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?	2		X
	If "Yes," attach a detailed description of the activities.			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or	i		
	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_
	olf "Yes," has it filed a tax return on Form 990-T for this year?	4b		
	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		_X_
	If "Yes," attach the statement required by General Instruction T.			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:			
	By language in the governing instrument, or			
	By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law			
	remain in the governing instrument?	6	X	L
7	Did the foundation have at least \$5,000 in assets at any time during the year?	7	_X_	
	If "Yes," complete Part II, col. (c), and Part XV.			
8a	Enter the states to which the foundation reports or with which it is registered (see instructions)			
	AZ	_		
ь	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	L
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			1
-	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
		Form 990	-PF	(2012)

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orm	1 990-PF (2012) THE HERBERGER FOUNDATION 86-60	50190	Page :
	art VII-A Statements Regarding Activities (continued)		
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of		
	section 512(b)(13)? If "Yes," attach schedule (see instructions)	. 11	X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges?		
	If "Yes," attach statement (see instructions)	12	X_
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	<u> </u>
	Website address ► N/A		
14	The books are in care of ▶ DENISE K. HORNBAKER Telephone no. ▶ 480-		81
		<u>85254 </u>	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	•	▶□
	and enter the amount of tax-exempt interest received or accrued during the year .	<u>N/</u>	
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank,		'es No
	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		
Pa	art VII-B Statements Regarding Activities for Which Form 4720 May Be Required	1 1-	- 1
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.	Y	'es No
18	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?	.0	
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from)		
	a disqualified person?		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	.o	ľ
	(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)?	10	
	(6) Agree to pay money or property to a government official? (Exception. Check "No"		
	ıf the foundation agreed to make a grant to or to employ the official for a period after		İ
	termination of government service, if terminating within 90 days.)	lo	l
ı	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)? $N/2$	<u>A</u> 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		i
	defined in section 4942(j)(3) or 4942(j)(5)):		
1	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?	io	
	If "Yes," list the years \blacktriangleright		
	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.)	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.		
	>		
3	a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time		
	during the year?	10	
	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,	_	ŀ
	Form 4720, to determine if the foundation had excess business holdings in 2012.) N/I		
	a 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 jeonardy before the first day of the tax year beginning in 2012?	4b	X

orm 990-PF (2012) THE HERBERGER FOUNDATION			<u>86-60501</u>	90 Page 6		
Part VII-B Statements Regarding Activities for Which F	orm 4720 May Be R	equired (continu	ıed)			
5a During the year did the foundation, pay or incur any amount to:	_					
(1) Carry on propaganda, or otherwise attempt to influence legislation (section	1 4945(e))?	. \square Ye	s X No			
(2) Influence the outcome of any specific public election (see section 4955); o	r to carry on, directly or indire	ctly,				
any voter registration drive?	. , .		s X No			
(3) Provide a grant to an individual for travel, study, or other similar purposes	· · · · · ?		s X No			
(4) Provide a grant to an organization other than a charitable, etc., organization						
500(a)(4), (0), av (0), av coation 4040(4)(0)(0)		□ v _e	s X No			
(5) Provide for any purpose other than religious, charitable, scientific, literary,	or adjugational nurnosas, or fo		• 🕮 🚻			
the prevention of cruelty to children or animals?	or educational purposes, or se		s X No			
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify und	In the executions described in	• •	5 LAL INU			
		i negulations	N/A	E .		
section 53.4945 or in a current notice regarding disaster assistance (see instru				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 for						
expenditure responsibility for the grant?	• •	/A Ye	s L No			
If "Yes," attach the statement required by Regulations section 53.494						
6a Did the foundation, during the year, receive any funds, directly or indirectly, to	pay premiums on					
a personal benefit contract?		Ye	s X No	_		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a p	ersonal benefit contract?		L	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 s		Ye	s 🗶 No 📙			
b If "Yes," did the foundation receive any proceeds or have any net income attribu				7b		
Part VIII Information About Officers, Directors, Trust	ees, Foundation Ma	nagers, Highly	/			
Faid Employees, and Contractors			- -			
List all officers, directors, trustees, foundation managers and their	, , , , , , , , , , , , , , , , , , , ,	(-) Companyation	(d) Contributions to	4.15		
(a) Name and address	(b) Title, and average hours per week devoted	(c) Compensation (If not paid,	(d) Contributions to employee benefit plans and deferred	(e) Expense account, other		
	to position	`enter'-0-)	compensation	allowances		
	PRESIDENT/CEO	& DIRECT	OR			
10881 N. SCOTTSDALE ROAD #200						
SCOTTSDALE, AZ 85254	1.00	0.	0.	0.		
JUDD R. HERBERGER	VICE-PRESIDEN	T & DIREC	TOR			
10881 N. SCOTTSDALE ROAD #200						
SCOTTSDALE, AZ 85254	3.00	0.	0.	0.		
DENISE K. HORNBAKER	TREAS., SECRE	TARY, & D	IR.			
10881 N. SCOTTSDALE ROAD #200						
SCOTTSDALE, AZ 85254	2.00	0.	0.	0.		
JEANNE L. HERBERGER	DIRECTOR					
10881 N. SCOTTSDALE ROAD #200			:			
SCOTTSDALE, AZ 85254	2.00	0.	0.	0.		
2 Compensation of five highest-paid employees (other than those inc						
	(b) Title, and average hours per week		(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other		
(a) Name and address of each employee paid more than \$50,000	devoted to position	(c) Compensation	and deferred compensation	account, other allowances		
NONE						
	1					
	<u></u>					
	1			1		
	1			!		
	1					
	1	1				
Total number of other employees paid over \$50,000		·	•	0		
Total number of other employated paid of or questions	_·· · · ·	•	Form	990-PF (2012)		
			, 5, 11	(2012)		

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Orm 990-PF (2012) THE HERBERGER FOUNDATION	<u>86-6</u>	050190 Page 7
Part VIII Information About Officers, Directors, Trustees, Foundate Paid Employees, and Contractors (continued)		
3 Five highest-paid independent contractors for professional services. If none, enter		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
	_	
	4	
	-	
······································	 	
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 statistic number of organizations and other beneficiaries served, conferences convened, research papers produced.	ical information such as the	Expenses
1		
·		
SEE STATEMENT 9		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 l	ines 1 and 2.	Amount
1 SEE STATEMENT 9		
		_
2		
All other program-related investments. See instructions.		
3		
<u> </u>		

Total. Add lines 1 through 3

P	art X Minimum Investment Return (All domestic foundations must complete this part. Foreign four	ndations	, see instructions.)
1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
а	Average monthly fair market value of securities	1a	10,026,452.
	Average of monthly cash balances	1b	173,619.
	Fair market value of all other assets	1c	0.
d	Total (add lines 1a, b, and c)	1d	10,200,071.
е	Reduction claimed for blockage or other factors reported on lines 1a and		
	1c (attach detailed explanation)		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	10,200,071.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	153,001.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	10,047,070.
6	Minimum investment return. Enter 5% of line 5	6	502,354.
P	Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and foreign organizations check here and do not complete this part.)	d certain	
1	Minimum investment return from Part X, line 6	1	502,354.
2a	Tax on investment income for 2012 from Part VI, line 5		
b	Income tax for 2012. (This does not include the tax from Part VI.)		
C	Add lines 2a and 2b	2c	<u>6,026.</u>
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	496,328.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4 .	5	<u>496,328.</u>
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	<u>496,328.</u>
P	art XII Qualifying Distributions (see instructions)		
1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
а	Expenses, contributions, gifts, etc total from Part I, column (d), line 26	1a	2,650,977. 0.
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:		
а	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	2,650,977.
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	6,026.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,644,951.
	Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation of	qualifies f	or the section

4940(e) reduction of tax in those years.

THE HERBERGER FOUNDATION 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				496,328.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:				
3 Excess distributions carryover, if any, to 2012:		0.		
a From 2007 b From 2008 101,131. 3,199,625.				
c From 2009 2,374,511.	,	j		
d From 2010 1,861,198.				
e From 2011 1,928,079.				
f Total of lines 3a through e	9,464,544.			
4 Qualifying distributions for 2012 from	J, 404, J44.			
Part XII, line 4: ►\$ 2,650,977.				
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				496,328.
e Remaining amount distributed out of corpus	2,154,649.		 -	150/5201
5 Excess distributions carryover applied to 2012	0.			0.
(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	11,619,193.			
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	101,131.			
9 Excess distributions carryover to 2013.				
Subtract lines 7 and 8 from line 6a	11,518,062.			
10 Analysis of line 9:				
a Excess from 2008 3,199,625.		ļ		
b Excess from 2009 2,374,511.				
c Excess from 2010 1,861,198.				
d Excess from 2011 1,928,079.				
e Excess from 2012 2,154,649.				<u> </u>

	DERGER FOUND		A guestion 9)	N/A	30130 rage 10				
<u> </u>	Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) 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									
b Check box to indicate whether the found		=	section	4942(j)(3) or 49	42(j)(5)				
2 a Enter the lesser of the adjusted net	Tax year	g louridation described in	Prior 3 years	1012())(0) 01 10	12())(0)				
income from Part I or the minimum	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total				
investment return from Part X for	(4) 20 12	(0) = 0 11	(0) == 1.5	(-)	(6) 1000				
· · · · · · ·									
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		1							
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 Info	rmation (Comple	te this part only i	f the foundation	had \$5 000 or mo	re in assets				
at any time during t			r the foundation	1144 40,000 01 1111	,, o accou				
1 Information Regarding Foundation									
a List any managers of the foundation wh		than 2% of the total contr	ibutions received by the	foundation before the clos	se of any tax				
year (but only if they have contributed n					,				
GARY K. HERBERGER									
b List any managers of the foundation wh	o own 10% or more of th	e stock of a corporation (or an equally large portic	on of the ownership of a pa	artnership or				
other entity) of which the foundation ha									
NONE			<u></u>						
2 Information Regarding Contribut									
Check here 🕨 🗶 If the foundation of	only makes contributions	to preselected charitable	organizations and does n	ot accept unsolicited requ	ests for funds. If				
the foundation makes gifts, grants, etc.				ompiete items 2a, b, c, and	1 0.				
a The name, address, and telephone num	ber or e-mail of the perso	on to whom applications s	hould be addressed:						
N/A									
		Ann and protected the	aculd includes						
b The form in which applications should b	submitted and informa	ttion and materials triey si	iouid atclude;						
c Any submission deadlines:									
N/A									
d Any restrictions or limitations on award	s such as by geographic	al areas, charitable fields	kinds of institutions or o	other factors:	· · · · · · · · · · · · · · · · · · ·				
N/A	e, seen as by goograpino	node, one more node,	The state of the s						
223601 12-05-12					Form 990-PF (2012)				

3 Grants and Contributions Paid During the		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	or substantial contributor	recipient		
ARIZONA OPERA	N/A	501(C)(3)	RELIGIOUS EDUCATIONAL	
4600 N. 12TH STREET			CHARITABLE SCIENTIFIC	25 000
PHOENIX, AZ 85012			LITERARY	25,000.
ARIZONA SCIENCE CENTER	N/A	501(C)(3)	RELIGIOUS EDUCATIONAL	
600 WASHINGTON STREET			CHARITABLE SCIENTIFIC	
PHOENIX, AZ 85004			LITERARY	5,000.
ARIZONA THEATER COMPANY	N/A	501(C)(3)	RELIGIOUS EDUCATIONAL	
502 W. ROOSEVELT STREET	N/A	501(0)(3)	CHARITABLE SCIENTIFIC	
PHOENIX AZ 85004			LITERARY	7,000
ARIZONA WOMEN'S BOARD	N/A	501(C)(3)	RELIGIOUS EDUCATIONAL CHARITABLE SCIENTIFIC	
5291 E. INDIAN BEND ROAD PARADISE VALLEY, AZ 85253			LITERARY	3,000
,				•
ARIZONA WOMEN'S EDUCATION AND	N/A	501(C)(3)	RELIGIOUS EDUCATIONAL	
EMPLOYMENT, INC. (AWEE)			CHARITABLE SCIENTIFIC	
640 NORTH FIRST AVENUE PHOENIX, AZ 85003			LITERARY	35,000
	CONTINUATION SHE	ET(S)	► 3a	2 648 500
b Approved for future payment				
NONE				
		:		
Total			3b	0

FUIII 990-PF (2012)	THE HEKDERGE	K FOUNDALION
Part XVI-A	Analysis of Income-Pro	ducing Activities
Enter arass amounts in	nless otherwise indicated	Unrelated business

ter gross amounts unless otherwise indicated.	Unrelated b	usiness income		section 512, 513, or 514	(e)
Program service revenue:	(a) Business code	(b) Amount	Exclu- sion code	(d) Amount	Related or exempt function income
a	3333			-	
b				-	
c					
d					
e					
	-				
g Fees and contracts from government agencies					
Membership dues and assessments					
interest on savings and temporary cash					
-					
nvestments Dividends and interest from securities			14	221,507.	
Net rental income or (loss) from real estate:	.			221/3071	
a Debt-financed property					-
b Not debt-financed property				-	
• • •					
Net rental income or (loss) from personal			ļ		
property	 	 .			
Other investment income	 				
Gain or (loss) from sales of assets other	1		18	387,073.	
than inventory	-		1	301,013.	
Net income or (loss) from special events	 		- - - 		-
Gross profit or (loss) from sales of inventory					·····
Other revenue:					
a	-		+ + -	-	
b	-				
<u> </u>	-				
d					-
e			. 	C00 E00	
Subtotal Add columns (h) (d) and (s)	<u> </u>		0.	608,580	600 F0
				13	608,58
Total. Add line 12, columns (b), (d), and (e)					
Total. Add line 12, columns (b), (d), and (e)					
Total. Add line 12, columns (b), (d), and (e) eworksheet in line 13 instructions to verify calculations.)	to the Accor	nplishment of	Exempt P	ırposes	
Subtotal. Add columns (b), (d), and (e) Total. Add line 12, columns (b), (d), and (e) ee worksheet in line 13 instructions to verify calculations.) Part XVI-B Relationship of Activities					
Total. Add line 12, columns (b), (d), and (e) ee worksheet in line 13 instructions to verify calculations.) Part XVI-B Relationship of Activities ine No. Explain below how each activity for which inc	come is reported in	column (e) of Part X\	/I-A contributed		olishment of
Total. Add line 12, columns (b), (d), and (e) e worksheet in line 13 instructions to verify calculations.) art XVI-B Relationship of Activities	come is reported in	column (e) of Part X\	/I-A contributed		olishment of
Total. Add line 12, columns (b), (d), and (e) e worksheet in line 13 instructions to verify calculations.) art XVI-B Relationship of Activities ne No. Explain below how each activity for which income	come is reported in	column (e) of Part X\	/I-A contributed		olishment of
Total. Add line 12, columns (b), (d), and (e) e worksheet in line 13 instructions to verify calculations.) art XVI-B Relationship of Activities ne No. Explain below how each activity for which income	come is reported in	column (e) of Part X\	/I-A contributed		olishment of
Total. Add line 12, columns (b), (d), and (e) e worksheet in line 13 instructions to verify calculations.) art XVI-B Relationship of Activities ne No. Explain below how each activity for which income	come is reported in	column (e) of Part X\	/I-A contributed		olishment of
Total. Add line 12, columns (b), (d), and (e) ee worksheet in line 13 instructions to verify calculations.) Part XVI-B Relationship of Activities The No. Explain below how each activity for which income.	come is reported in	column (e) of Part X\	/I-A contributed		olishment of
Total. Add line 12, columns (b), (d), and (e) ee worksheet in line 13 instructions to verify calculations.) Part XVI-B Relationship of Activities ine No. Explain below how each activity for which inc	come is reported in	column (e) of Part X\	/I-A contributed		Dishment of
Total. Add line 12, columns (b), (d), and (e) ee worksheet in line 13 instructions to verify calculations.) Part XVI-B Relationship of Activities ine No. Explain below how each activity for which inc	come is reported in	column (e) of Part X\	/I-A contributed		Dishment of
Total. Add line 12, columns (b), (d), and (e) ee worksheet in line 13 instructions to verify calculations.) Part XVI-B Relationship of Activities ine No. Explain below how each activity for which inc	come is reported in	column (e) of Part X\	/I-A contributed		Dishment of
Total. Add line 12, columns (b), (d), and (e) ee worksheet in line 13 instructions to verify calculations.) Part XVI-B Relationship of Activities ine No. Explain below how each activity for which inc	come is reported in	column (e) of Part X\	/I-A contributed		olishment of
Total. Add line 12, columns (b), (d), and (e) ee worksheet in line 13 instructions to verify calculations.) Part XVI-B Relationship of Activities ine No. Explain below how each activity for which inc	come is reported in	column (e) of Part X\	/I-A contributed		olishment of

223621 12-05-12

2a Is the fo	oundation directly or indirectly affiliated	I with, or related to, one	or more tax-exempt organi	zations described			
in sectio	on 501(c) of the Code (other than sect	ion 501(c)(3)) or in sec	tion 527?			Yes	X No
b If Yes,	complete the following schedule.						
	(a) Name of organization		(b) Type of organization		(c) Description of re	elationship	
	N/A						
						<u> </u>	
					<u> </u>		
	Under penalties of perjury, I declare that I have examined this return and belief it is true, correct, and complete. Deflaration of prepare		ng accompanying schedules and in taxpayer) is based on all inform	r statements, and to the nation of which prepar	ie best of my knowledge rer has any knowledge	May the IRS o	discuss this
Here			15-6-2013	2 NP		shown below	(see instr)?
	ignature of officer or trustee	<u> </u>	Date	Title		L Yes	LXJ No
	Print/Type preparer's name	Preparer's s		Date	Check I if	PTIN	
	Trino Type proparer 5 marile	Tropardi 5 c	ngnataro	Duis	self- employed	1	
Paid							
Prepare	r Firm's name ▶	First constant			Firm's EIN ▶		· · · · · · · · · · · · · · · · · · ·
Use Onl					THIII S LIN		
	Firm's address >						
	1 6 aca. 555				Phone no.		
					I i none no.	Form 990	-PF (2012
						, 3.111 000	(2012

THE HERBERGER FOUNDATION

Part XV **Supplementary Information Grants and Contributions Paid During the Year (Continuation)** If recipient is an individual, Recipient Purpose of grant or contribution show any relationship to Foundation Amount status of any foundation manager Name and address (home or business) or substantial contributor recipient ASU FOUNDATION N/A 501(C)(3) RELIGIOUS EDUCATIONAL P.O. BOX 2260 CHARITABLE SCIENTIFIC TEMPE AZ 85280 LITERARY 2,035,000, BALLET ARIZONA N/A 501(C)(3) RELIGIOUS EDUCATIONAL CHARITABLE SCIENTIFIC 3645 EAST INDIAN SCHOOL ROAD LITERARY 10,000. PHOENIX, AZ 85018 501(C)(3) RELIGIOUS EDUCATIONAL BARROW NEUROLOGICAL FOUNDATION N/A CHARITABLE SCIENTIFIC 350 WEST THOMAS ROAD LITERARY 55,000. PHOENIX, AZ 85013 BARRY GOLDWATER STATUE PROJECT N/A 501(C)(3) RELIGIOUS EDUCATIONAL CHARITABLE SCIENTIFIC (ARIZONA CENTENIAL 2012 FOUNDATION) 1010 NORTH SECOND AVE. # 425C LITERARY 10,000. PHOENIX, AZ 85003 COMMUNITY CONCERTS OF RANCHO SANTA FE 501(C)(3) RELIGIOUS EDUCATIONAL CHARITABLE SCIENTIFIC P.O. BOX 2781 RANCHO SANTA FE, CA 92067 LITERARY 2,000. 501(C)(3) RELIGIOUS EDUCATIONAL CRISIS NURSERY N/A CHARITABLE SCIENTIFIC 2334 EAST POLK STREET 10,000. ITERARY PHOENIX AZ 85006 DESERT BOTANICAL GARDEN N/A 501(C)(3) RELIGIOUS EDUCATIONAL CHARITABLE SCIENTIFIC 1201 N. GALVIN PARKWAY LITERARY 10,000. PHOENIX, AZ 85008 FRIENDS OF CRISIS NURSERY N/A 501(C)(3) RELIGIOUS EDUCATIONAL CHARITABLE SCIENTIFIC 2334 EAST POLK STREET LITERARY 2,000. PHOENIX, AZ 85006 GIRL SCOUTS-ARIZONA CACTUS-PINE N/A 501(C)(3) RELIGIOUS EDUCATIONAL CHARITABLE SCIENTIFIC COUNCIL 119 EAST CORONADO ROAD LITERARY 105,000. PHOENIX, AZ 85004 501(C)(3) RELIGIOUS EDUCATIONAL HEARD MUSEUM N/A 2301 NORTH CENTRAL AVENUE CHARITABLE SCIENTIFIC ITERARY 5,000. PHOENIX AZ 85004 Total from continuation sheets 2 573 500.

Part XV Supplementary Information Grants and Contributions Paid During the Year (Continuation) If recipient is an individual, Recipient show any relationship to any foundation manager or substantial contributor Foundation Purpose of grant or Amount status of contribution Name and address (home or business) recipient 501(C)(3) RELIGIOUS EDUCATIONAL HERBERGER THEATER CENTER N/A CHARITABLE SCIENTIFIC 222 EAST MONROE 66,978. LITERARY PHOENIX, AZ 85004 RELIGIOUS EDUCATIONAL 501(C)(3) N/A HOSPICE OF THE VALLEY CHARITABLE SCIENTIFIC 1510 EAST FLOWER STREET LITERARY 3,000. PHOENIX AZ 85014 LEAGE OF AMERICAN ORCHESTRAS N/A 501(C)(3) RELIGIOUS EDUCATIONAL CHARITABLE SCIENTIFIC 33 WEST 60TH STREET, 5TH FLOOR LITERARY 2,500. NEW YORK, NY 10023 N/A 501(C)(3) RELIGIOUS EDUCATIONAL LIBERTY WILDLIFE CHARITABLE SCIENTIFIC P.O. BOX 14345 ITERARY 5,000. SCOTTSDALE, AZ 85267 501(C)(3) RELIGIOUS EDUCATIONAL N/A O'CONNOR HOUSE CHARITABLE SCIENTIFIC 1300 NORTH COLLEGE AVENUE 35,000. LITERARY TEMPE AZ 85281 501(C)(3) RELIGIOUS EDUCATIONAL PHOENIX ART MUSEUM N/A CHARITABLE SCIENTIFIC 1625 NORTH CENTRAL AVENUE 10,000. LITERARY PHOENIX, AZ 85004 PHOENIX PERFORMING ARTS CENTER N/A 501(C)(3) RELIGIOUS EDUCATIONAL CHARITABLE SCIENTIFIC 222 EAST MONROE LITERARY 522. PHOENIX, AZ 85004 501(C)(3) RELIGIOUS EDUCATIONAL PHOENIX SYMPHONY N/A ONE NORTH FIRST STREET, # 200 CHARITABLE SCIENTIFIC LITERARY 158,000. PHOENIX AZ 85004 501(C)(3) RELIGIOUS EDUCATIONAL PHOENIX ZOO N/A CHARITABLE SCIENTIFIC 455 NORTH GALVIN PARKWAY LITERARY 10,000. PHOENIX, AZ 85008 RELEASE THE FEAR, INC. N/A 501(C)(3) RELIGIOUS EDUCATIONAL 332 WEST LYNWOOD STREET CHARITABLE SCIENTIFIC LITERARY 25,000. PHOENIX AZ 85003 Total from continuation sheets

3 Grants and Contributions Paid During the		-1		
Recipient	If recipient is an individual, show any relationship to any foundation manager	Foundation status of	Purpose of grant or contribution	Amount
Name and address (home or business)	or substantial contributor	recipient	001111111111111111111111111111111111111	
ANTOND DUDYNIN VEDVAN DEGENDAN		E01/G)/3)	DEL TOTOUG EDUGA ETOVA	
SANFORD BURNHAM MEDICAL RESEARCH INSTITUTE	N/A	501(C)(3)	RELIGIOUS EDUCATIONAL CHARITABLE SCIENTIFIC	
10901 NORTH TORREY PINES ROAD			LITERARY	
LA JOLLA, CA 92037				5,00
GGTTWGD FOURTON ARTICAN	N / 2	E01/G)/3)	DELICIOUS EDUCATIONAL	
SCIENCE FOUNDATION ARIZONA	N/A	501(C)(3)	RELIGIOUS EDUCATIONAL CHARITABLE SCIENTIFIC	
400 EAST VAN BUREN ST., #200 PHOENIX AZ 85004			LITERARY	1,00
PHOENIX, AZ 63004		1	BIIBRAKI	1,00
THE FOUNDATION FOUNDATION (DBA	N/A	501(C)(3)	RELIGIOUS EDUCATIONAL	
MYBILLOFRIGHTS.ORG)			CHARITABLE SCIENTIFIC	
2021 NORTH ALVARADO STREET			LITERARY	
PHOENIX AZ 85004				5,00
TRENDS CHARITABLE FUND	N/A	501(C)(3)	RELIGIOUS EDUCATIONAL	
5921 EAST INDIAN BEND ROAD			CHARITABLE SCIENTIFIC	
PARADISE VALLEY, AZ 85253			LITERARY	2,50
	•			
		-		
	•			
Total from continuation sheets				

FORM 990-PF DIVIDEND	S AND	INTER	EST F	ROM SEC	URITIES	STATEMENT	1
SOURCE		GROSS	AMOUR		PITAL GAINS DIVIDENDS	COLUMN (A AMOUNT)
VANGUARD	•		230,03	36.	8,529.	221,5	07.
TOTAL TO FM 990-PF, PART I, LN 4		230,036.		36.	8,529.	221,507.	
FORM 990-PF	AC	COUNTI	NG FEI	ES		STATEMENT	2
DESCRIPTION	EXPE	A) NSES BOOKS	NET :	(B) INVEST- INCOME			
ACCOUNTING FEES		7,500.		6,000	•	1,5	00.
TO FORM 990-PF, PG 1, LN 16B		7,500.		6,000	•	1,5	00.
FORM 990-PF		TAX	ES			STATEMENT	3
DESCRIPTION	EXPE	A) NSES BOOKS	NET :	(B) INVEST- INCOME			
FEDERAL 4940 TAX	_	894.	0.		•		0.
TO FORM 990-PF, PG 1, LN 18		894.		0	•		0.
FORM 990-PF	OTHER EXPENSES			ES	STATEMENT 4		
DESCRIPTION	EXPE	A) INSES BOOKS	NET	(B) INVEST- INCOME			
LICENSES, DUES, & FEES		977.		0	•	9	77.
TO FORM 990-PF, PG 1, LN 23		977.	. ——		•		77.

FORM 990-PF U.S. AND STATE	CITY GOVERNM	ENT OBLIGATIONS	STATEMENT 5
DESCRIPTION	U.S. OTH GOV'T GOV		FAIR MARKET VALUE
VANGUARD SHORT TERM FEDERAL FUND	808,464.	836,414.	
TOTAL U.S. GOVERNMENT OBLIGATIONS	808,464.	836,414.	
TOTAL STATE AND MUNICIPAL GOVERNM	ENT OBLIGATIO	ns	
TOTAL TO FORM 990-PF, PART II, LII	808,464.	836,414.	
FORM 990-PF CO	DRPORATE STOC	K	STATEMENT 6
DESCRIPTION		BOOK VALUE	FAIR MARKET VALUE
VANGUARD 500 INDEX FUND VANGUARD TOTAL STOCK MARKET INDEX	3,604,318. 2,190,682.	3,925,043. 2,976,084.	
TOTAL TO FORM 990-PF, PART II, LI	5,795,000.	6,901,127.	
FORM 990-PF C	ORPORATE BOND	S	STATEMENT 7
DESCRIPTION		BOOK VALUE	FAIR MARKET VALUE
VANGUARD TOTAL BOND MARKET INDEX I	615,523. 727,064.	677,639. 763,245.	
TOTAL TO FORM 990-PF, PART II, LI	1,342,587.	1,440,884.	
FORM 990-PF	OTHER ASSETS		STATEMENT 8
DESCRIPTION	BEGINNING O		FAIR MARKET VALUE
DIVIDENDS RECEIVABLE	24,64	20,170.	20,170.
TO FORM 990-PF, PART II, LINE 15	24,64	20,170.	20,170.

FORM 990-PF SUMMARY OF DIRECT CHARITABLE ACTIVITIES

STATEMENT

9

ACTIVITY ONE

THE HERBERGER FOUNDATION ("THE FOUNDATION") MAKES NO PROGRAM RELATED INVESTMENTS. NO DIRECT CHARITABLE ACTIVITES ARE CARRIED ON BY THE FOUNDATION. ALL ADMINISTRATIVE EXPENSES IN CONNECTION WITH THE TAX-EXEMPT PURPOSE WERE ALLOCATED TO GRANT-MAKING ACTIVITES.

ALL OTHER EXPENSES OF THE FOUNDATION WERE PROPERLY ALLOCATED TO THE INVESTMENT ACTIVITES OF THE FOUNDATION.

EXPENSES

TO FORM 990-PF, PART IX-A, LINE 1

0.