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 , 2012, and ending , 20

Name of foundation: Melling Family Foundation

A Employer identification number: 87-0663843

Number and street (or P O box number if mail is not delivered to street address): 3081 Whitewater Dr

Room/suite:

B Telephone number (see instructions): 801-277-9118

City or town, state, and ZIP code: Holladay, UT 84121-1562

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)* ▶ $ 764,611

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

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)*

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received (attach schedule)	99,979			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch. B				
	3	Interest on savings and temporary cash investments	27,524	27,524		
	4	Dividends and interest from securities				
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	15,611			
	b	Gross sales price for all assets on line 6a 718,892				
	7	Capital gain net income (from Part IV, line 2)		15,611		
	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) (attach schedule)				
	11	Other income (attach schedule)	206	206		
	12	**Total.** Add lines 1 through 11	143,320	43,341		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)	5,921	5,921		
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	1,725	1,725		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	10	10		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	7,656	7,656		
	25	Contributions, gifts, grants paid	32,500			
	26	**Total expenses and disbursements.** Add lines 24 and 25	40,156	7,656		
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	103,164			
	b	**Net investment income** (if negative, enter -0-)		35,685		
	c	**Adjusted net income** (if negative, enter -0-)				

RECEIVED
3056 MAY 17 2013 IRS-OSC
OGDEN, UT

SCANNED MAY 23 2013

18

18

Part II	Balance Sheets — Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	165,881	41,768	41,768
	2 Savings and temporary cash investments			
	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 (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U.S. and state government obligations (attach schedule)	27,601	0	0
	b Investments—corporate stock (attach schedule)	385,396	538,151	561,873
	c Investments—corporate bonds (attach schedule)	80,067	184,692	189,389
	11 Investments—land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	14 Land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	658,945	764,611	793,030
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 (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	658,945	764,611	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	658,945	764,611	
	31 Total liabilities and net assets/fund balances (see instructions)	658,945	764,611	

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	658,945
2	Enter amount from Part I, line 27a	2	103,164
3	Other increases not included in line 2 (itemize) ▶	3	4,599
4	Add lines 1, 2, and 3	4	766,708
5	Decreases not included in line 2 (itemize) ▶	5	2,097
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	764,611

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

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

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

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	15,611
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 . . .	3	9,864

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			
2010			
2009			
2008			
2007			

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

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	714
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	714
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	714
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		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments. Add lines 6a through 6d	7	
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	714
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		✓
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		✓
	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		✓
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ ________ **(2)** On foundation managers. ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		✓
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		✓
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		✓
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		✓
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		✓
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	✓	
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	✓	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ Utah			
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	✓	
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		✓
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10	✓	

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		✓
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		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	✓	

Website address ▶ None

14 The books are in care of ▶ Nancy N. Melling Telephone no. ▶ 801-277-9118
Located at ▶ 3081 Whitewater Dr. Holladay, UT ZIP+4 ▶ 80121-1562

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041**—Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		✓
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

			Yes	No
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)?	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		✓
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20___ , 20___ , 20___ , 20___			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions.)	2b		✓
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ 20___ , 20___ , 20___ , 20___			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ 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.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		✓
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		✓

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

		Yes	No
5a	During the year did the foundation pay or incur any amount to:		
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No		
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No		
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☑ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No		
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No		
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b**		✓
	If "Yes" to 6b, file Form 8870.		
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
George D. Melling Holladay, UT	Trustee, 12 hrs/yr	0	0	0
Nancy N. Melling Holladay, UT	Trustee, 1.5 hrs/wk	0	0	0
Thomas G. Melling Sammamish, WA	Trustee, 8 hrs/yr	0	0	0
Amy M. Christiansen Lakewood, CO	Trustee, 8 hrs/yr	0	0	0

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

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

Total number of other employees paid over $50,000 ▶

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

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

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

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	
2	
3	
4	

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	678,459
b	Average of monthly cash balances	1b	46,608
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	725,067
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	725,067
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	10,876
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	714,191
6	**Minimum investment return.** Enter 5% of line 5	6	35,710

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	35,710
2a	Tax on investment income for 2012 from Part VI, line 5	2a	718		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	718
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	34,992
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	34,992
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	34,992

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	
b	Program-related investments—total from Part IX-B	1b	
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	
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

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

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

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

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

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2a 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:

Nancy N.Melling, 3081 Whitewater Dr., Holladay, UT 84121-1562 801-277-9118

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

Preliminary letter stating purpose of the organization and the grant being sought. Further information may be requested.

c Any submission deadlines:

June 1; the Board of Trustees meets only once a year.

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

No religious organizations or affiliations. We support environment, women's health, education and economic issues.

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*				
See Attachment				
Total . . . . ▶ **3a**				
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
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					
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					
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)					

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

(See worksheet in line 13 instructions to verify calculations.)

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

▶ [signature] | 5/14/13 | ▶ Trustee

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN

Firm's name ▶ | Firm's EIN ▶

Firm's address ▶ | Phone no

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**

OMB No 1545-0047

2012

Name of the organization	**Employer identification number**
Melling Family Foundation	87-066-384

Organization type (check one):

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

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

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

General Rule

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

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33⅓ % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

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

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

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

Name of organization	Employer identification number

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	George D. Melling 3081 Whitewater Dr. Holladay, UT 84121-1562	$ 99,979	Person ☐ Payroll ☐ Noncash ☑ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	379 SH ISHARES TRUST RUSSELL 1000 GROWTH FUND 353 SH ISHARES TRUST RUSSELL 1000 VALUE INDEX 619 SH ISHARES TRUST EMERGING MARKETS FUND 1552 SH ISHARES GOLD TRUST	$ 99,979	8/23/12

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

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

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

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

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

Name of organization	Employer identification number

Part III ***Exclusively*** **religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year.** Complete columns **(a)** through **(e) and** the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **$1,000 or less** for the year. (Enter this information once. See instructions.) ▶ $

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

Other Income (Part I, line 11)		
Capital Gain Distribution		$206
	Total	**$206**
Other Professional Fees (Part I, line 16c)		
Portfolio Focus Program fees		$5,921
	Total	**$5,921**
Taxes (Part I, line 18)		
US Treasury		$1,105
Foreign Taxes		$620
	Total	**$1,725**
Other Expenses (Part I, line 23)		
USPS – Stamps		$10
	Total	**$10**
Other Increases (Part III, line 3)		
Non-taxable dividends minus 2012 dividend distributed in 2013		$3,017
Dividends and Cap Gains declared in 2011, distributed in 2012		$1,463
		$1
		$118
	Total	**$4,599**
Other Decreases (Part III, line 5)		
Dividends declared in 2012, distributed in 2013		$2060
Cap Gain distribution declared in 2012, Paid in 2013		$35
Foreign tax shown paid in 2011, paid in 2012		$2
	Total	**$2097**

MELLING FAMILY FOUNDATION
3081 WHITEWATER DR

ASSET DETAIL

The Estimated Annualized Income ("EAI") for certain securities could include a return of principal or capital gains, in which case EAI depicted on this account statement would be overstated EAI is only an estimate of income generated by the investment and the actual income may be higher or lower In the event the investment matures, is sold or called, the full EAI may not be realized

** The Unrealized Gain/Loss may not reflect your investments' total return. Specifically, the net cost may include dividend and capital gains distributions which have been reinvested Additionally, the information that appears in these columns may be based on information provided by you or at your direction. RBC has not verified such data. Please see "About Your Statement" on page 2 for further information.*

Your Financial Advisor has elected to display Asset Detail with the following options asset purchases (tax lots) consolidated

CASH AND MONEY MARKET

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	CURRENT MARKET VALUE	PREVIOUS YEAR-END STATEMENT MARKET VALUE
CASH				$1,425.22	
PRIME MONEY MARKET FUND RBC INVESTOR CLASS	TPMXX	33,885.290	$1.000	$33,885.29	$164,243.50
TOTAL CASH AND MONEY MARKET				$35,310.51	

US EQUITIES

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
ALPS ETF TR ALERIAN MLP	AMLP	3,112.000	$15.950	$49,636.40	$53,149.20	-$3,512.80	$3,099.55
AT&T INC	T	443.000	$33.710	$14,933.53	$13,448.82	$1,484.71	$797.40
BRISTOL MYERS SQUIBB CO	BMY	402.000	$32.590	$13,101.18	$12,994.85	$106.33	$562.80
CENTURYLINK INC	CTL	339.000	$39.120	$13,261.68	$13,356.38	-$94.70	$983.10
DIAMOND OFFSHORE DRILLING INC	DO	205.000	$67.960	$13,931.80	$13,505.09	$426.71	$102.50
DOMINION RESOURCES INC VA NEW	D	263.000	$51.800	$13,623.40	$13,196.16	$427.24	$554.93
ELI LILLY & CO	LLY	339.000	$49.320	$16,719.48	$13,151.67	$3,567.81	$664.44
FIRST TRUST ENERGY INCOME AND GROWTH FUND	FEN	869.000	$30.650	$26,634.85	$26,797.37	-$162.52	$1,738.00
FIRSTENERGY CORP	FE	307.000	$41.760	$12,820.32	$13,286.50	-$466.18	$675.40
H J HEINZ CO	HNZ	244.000	$57.680	$14,073.92	$13,078.03	$995.89	$502.64
ISHARES RUSSELL 1000 VALUE INDEX FUND	IWD	353.000	$72.820	$25,705.46	$24,798.25	$907.21	$591.63
ISHARES TRUST RUSSELL 1000 GROWTH INDEX FD	IWF	379.000	$65.490	$24,820.71	$24,794.18	$26.53	$410.84

US EQUITIES
(continued)

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
MERCK & CO INC NEW	MRK	345.000	$40.940	$14,124.30	$13,175.03	$949.27	$593.40
MICROCHIP TECHNOLOGY INC	MCHP	425.000	$32.590	$13,850.75	$12,942.27	$908.48	$598.40
TOTAL US EQUITIES				$267,237.78	$261,673.80	$5,563.98	$11,875.03

INTERNATIONAL EQUITIES

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
BANK OF MONTREAL	BMO	228.000	$61.300	$13,976.40	$13,380.86	$595.54	$660.06
BCE INC NEW	BCE	333.000	$42.940	$14,299.02	$13,293.34	$1,005.68	$755.91
BHP BILLITON PLC SPONSORED ADR	BBL	261.000	$70.370	$18,366.57	$16,227.27	$2,139.30	$584.64
FIRST TR STOXX EUROPEAN SELECT DIVID INDEX FD	FDD	1,607.000	$12.310	$19,782.17	$20,087.41	-$305.24	$981.88
ISHARES TR DOW JONES EPAC SELECT DIVIDEND	IDV	1,649.000	$33.670	$55,521.83	$54,881.37	$640.46	$2,684.57
ISHARES TRUST MSCI EMERGING MARKETS INDEX FUND	EEM	619.000	$44.350	$27,452.65	$24,784.76	$2,667.89	$461.16
RIO TINTO PLC SPONSORED ADR	RIO	333.000	$58.090	$19,343.97	$16,015.60	$3,328.37	$551.12
ROYAL DUTCH SHELL PLC SPONSORED ADR REPSTG B SHS	RDSB	180.000	$70.890	$12,760.20	$13,278.58	-$518.38	$619.20
TOTAL INTERNATIONAL EQUITIES				$181,502.81	$171,949.19	$9,553.62	$7,298.54

TAXABLE FIXED INCOME

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE/ ACCRUED INTEREST	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
ISHARES CORE TOTAL U S BOND MARKET ETF	AGG	71.000	$111.080	$7,886.68	$7,828.35	$58.33	$200.79
POWERSHARES EXCHANGE TRADED FD TR II SENIOR LN PORT NYSE ARCA INC	BKLN	1,088.000	$24.980	$27,178.24	$26,597.99	$580.25	$1,306.69
ISHARES TR JPMORGAN USD EMERGING MKTS BD FD ETF	EMB	179.000	$122.790	$21,979.41	$19,983.45	$1,995.96	$917.02
MARKET VECTORS ETF TR EMERGING MKTS LOCAL	EMLC	749.000	$27.450	$20,560.05	$20,793.68	-$233.63	$835.88

MELLING FAMILY FOUNDATION
3081 WHITEWATER DR

TAXABLE FIXED INCOME
(continued)

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE/ ACCRUED INTEREST	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
ISHARES IBOXX $ HIGH YIELD CORPORATE BOND FUND	HYG	294.000	$93.350	$27,444.90	$26,747.39	$697.51	$1,811.04
JPMORGAN TR I STRATEGIC INCOME OPPTYS FD	JSOSX	1,373.005	$11.830	$16,242.65	$16,174.00	$68.65	$573.92
ISHARES BARCLAYS MBS BOND FD ETF	MBB	184.000	$107.990	$19,870.16	$19,901.42	-$31.26	$363.58
ISHARES S&P U S PREFERRED STOCK INDEX FUND	PFF	858.000	$39.620	$33,993.96	$33,281.73	$712.23	$2,044.61
SPDR SERIES TRUST SPDR DB INTL GOVERNMENT INFLATION PROTECTED BOND ETF	WIP	224.000	$63.540	$14,232.96	$13,384.00	$848.96	$352.58
TOTAL TAXABLE FIXED INCOME		5,020.005		$189,389.01	$184,692.01	$4,697.00	$8,406.11

OTHER ASSETS

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	NET COST *	UNREALIZED GAIN/LOSS *
ANNALY CAPITAL MANAGEMENT INC	NLY	799.000	$14.040	$11,217.96	$13,246.22	-$2,028.26
CBL & ASSOCIATES PROPERTIES INC	CBL	759.000	$21.210	$16,098.39	$13,167.51	$2,930.88
ISHARES GOLD TRUST	IAU	1,552.000	$16.279	$25,265.32	$25,220.00	$45.32
NATIONAL RETAIL PROPERTIES INC	NNN	500.000	$31.200	$15,600.00	$13,274.00	$2,326.00
SPDR INDEX SHS FDS SPDR DOW JONES INTERNATIONAL REAL ESTATE ETF	RWX	550.000	$41.350	$22,742.50	$19,798.90	$2,943.60
WISDOMTREE TRUST GLOBAL EX US REAL ESTATE FD	DRW	741.000	$29.970	$22,207.77	$19,821.64	$2,386.13
TOTAL OTHER ASSETS				$113,131.94	$104,528.27	$8,603.67

Form 990 PF Part IV Capital Gains and Losses 2012
For Tax on Investment Income

Melling Family Foundation

87-0663843

RBC Wealth Management

A division of RBC Capital Markets, LLC, Member NYSE/FINRA/SIPC.

PORTFOLIO FOCUS
ACCOUNT STATEMENT
2012 ANNUAL STATEMENT

SCHEDULE OF REALIZED GAINS AND LOSSES

	THIS YEAR
Total Realized Gain or Loss	15,599.20
Short-term	9,851.94
Long-term	5,747.26

QUANTITY	DESCRIPTION	SYMBOL	OPEN DATE	NET COST	CLOSE DATE	NET PROCEEDS	REALIZED GAIN/LOSS
Short Term							
449.000	ALTRIA GROUP INC	MO	02/21/12	13,294.22	04/13/12	14,215.47	921.25
190.000	DIGITAL REALTY TRUST INC	DLR	02/21/12	13,227.33	06/07/12	13,605.95	378.62
2,183.000	FIRST TRUST MORNINGSTAR DIVIDEND LEADERS INDEX FUND	FDL	01/04/12	38,180.67	02/21/12	38,138.50	-42.17
1,527.235	HUSSMAN INVT TR STRATEGIC GROWTH FUND	HSGFX	02/25/11	18,281.00	02/21/12	17,990.83	-290.17
55.713	HUSSMAN INVT TR STRATEGIC GROWTH FUND	HSGFX	04/08/11	668.00	02/21/12	656.30	-11.70
762.843	HUSSMAN INVT TR STRATEGIC GROWTH FUND	HSGFX	05/17/11	9,444.00	02/21/12	8,986.29	-457.71

Form 990 PF Part IV Capital Gains and Losses
For Tax on Investment Income
MELLING FAMILY FOUNDATION
3081 WHITEWATER DR

Melling Family Foundation

87-0663843
Account numb
311-144

QUANTITY	DESCRIPTION	SYMBOL	OPEN DATE	NET COST	CLOSE DATE	NET PROCEEDS	REALIZED GAIN/LOSS
Short Term							
77.885	HUSSMAN INVT TR STRATEGIC GROWTH FUND	HSGFX	06/01/11	965.00	02/21/12	917.49	-47.51
110.000	ISHARES CORE TOTAL U S BOND MARKET ETF	AGG	02/21/12	12,128.44	10/15/12	12,355.31	226.87
2,323.000	ISHARES GOLD TRUST	IAU	08/31/11	41,627.92	02/21/12	39,749.29	-1,878.63
897.000	ISHARES GOLD TRUST	IAU	01/27/12	15,186.21	02/21/12	15,348.74	162.53
939.000	ISHARES RUSSELL 1000 VALUE INDEX FUND	IWD	10/17/11	56,211.54	02/21/12	64,302.97	8,091.43
34.000	ISHARES S&P NORTH AMERICAN NATURAL RESOURCES SECTOR INDEX	IGE	01/06/11	1,394.83	01/04/12	1,337.57	-57.26
102.000	ISHARES S&P NORTH AMERICAN NATURAL RESOURCES SECTOR INDEX	IGE	02/25/11	4,675.67	01/04/12	4,012.70	-662.97
253.000	ISHARES S&P NORTH AMERICAN NATURAL RESOURCES SECTOR INDEX	IGE	05/17/11	10,766.95	01/04/12	9,953.08	-813.87
312.000	ISHARES S&P NORTH AMERICAN NATURAL RESOURCES SECTOR INDEX	IGE	08/03/11	13,359.81	01/04/12	12,274.16	-1,085.65
1,384.000	ISHARES TR S&P INTL PFD STK INDEX FD	IPFF	01/13/12	35,166.70	02/21/12	36,025.01	858.31
67.000	ISHARES TR BARCLAYS TREAS INFLATION PROTECTED SECS FD	TIP	02/25/11	7,256.77	02/21/12	7,928.27	671.50
5.000	ISHARES TR BARCLAYS TREAS INFLATION PROTECTED SECS FD	TIP	04/08/11	544.95	02/21/12	591.66	46.71
5.000	ISHARES TR BARCLAYS TREAS INFLATION PROTECTED SECS FD	TIP	05/17/11	552.30	02/21/12	591.66	39.36
47.000	ISHARES TR DOW JONES SEL DIVID INDEX FD	DVY	02/25/11	2,394.65	02/21/12	2,603.82	209.17
349.000	ISHARES TR DOW JONES SEL DIVID INDEX FD	DVY	05/17/11	18,776.20	02/21/12	19,334.77	558.57
269.000	ISHARES TR DOW JONES SEL DIVID INDEX FD	DVY	08/10/11	12,573.39	02/21/12	14,902.73	2,329.34
293.000	ISHARES TR JPMORGAN USD EMERGING MKTS BD FD ETF	EMB	08/31/11	32,710.35	02/21/12	32,841.92	131.57
553.000	ISHARES TR RUSSELL MIDCAP GROWTH INDEX FD	IWP	01/27/12	32,851.75	02/21/12	33,998.65	1,146.90

Form 990 PF Part IV Capital Gains and Losses
For Taxjon Investment Income

Melling Family Foundation

87-0663843

RBC Wealth Management

A division of RBC Capital Markets, LLC, Member NYSE/FINRA/SIPC.

PORTFOLIO FOCUS
ACCOUNT STATEMENT
2012 ANNUAL STATEMENT

QUANTITY	DESCRIPTION	SYMBOL	OPEN DATE	NET COST	CLOSE DATE	NET PROCEEDS	REALIZED GAIN/LOSS
Short Term							
381.000	ISHARES TRUST BARCLAYS 1-3 YEAR TREASURY BD FD	SHY	01/13/12	32,209.74	01/27/12	32,224.59	14.85
81.000	ISHARES TRUST IBOXX $ INVESTOP INVESTMENT GRADE CORP BOND FD	LQD	01/13/12	9,293.60	02/21/12	9,396.03	102.43
229.000	ISHARES TRUST IBOXX $ INVESTOP INVESTMENT GRADE CORP BOND FD	LQD	01/13/12	26,274.49	10/15/12	28,189.89	1,915.40
1,407.000	ISHARES TRUST MSCI EMERGING MARKETS INDEX FUND	EEM	05/17/11	66,086.79	02/21/12	61,556.55	-4,530.24
346.000	ISHARES TRUST RUSSELL 1000 GROWTH INDEX FD	IWF	02/25/11	20,905.29	02/21/12	22,001.78	1,096.49
14.000	ISHARES TRUST RUSSELL 1000 GROWTH INDEX FD	IWF	04/08/11	847.98	02/21/12	890.25	42.27
634.000	ISHARES TRUST RUSSELL 1000 GROWTH INDEX FD	IWF	05/17/11	38,515.47	02/21/12	40,315.39	1,799.92
3.000	ISHARES TRUST RUSSELL 1000 GROWTH INDEX FD	IWF	06/01/11	182.82	02/21/12	190.77	7.95
170.000	ISHARES TRUST RUSSELL 1000 GROWTH INDEX FD	IWF	10/17/11	9,610.67	02/21/12	10,810.12	1,199.45
2,148.549	JPMORGAN TR I STRATEGIC INCOME OPPTYS FD	JSOSX	01/13/12	24,429.00	02/21/12	24,815.74	386.74
105.000	LORILLARD INC	LO	02/21/12	13,547.09	04/13/12	14,501.51	954.42
237.000	MARKET VECTORS ETF TR EMERGING MKTS LOCAL	EMLC	08/31/11	6,579.58	02/21/12	6,340.70	-238.88
438.000	MARKET VECTORS ETF TRUST GOLD MINERS ETF	GDX	08/31/11	27,623.81	02/21/12	24,300.46	-3,323.35
Short Term Subtotal							9,851.94

Form 990 PF Part IV Capital Gains and Losses
For Tax on Investment Income

Melling Family Foundation

87-0663843

MELLING FAMILY FOUNDATION
3081 WHITEWATER DR

Account numb
311-14
Page 22 of

QUANTITY	DESCRIPTION	SYMBOL	OPEN DATE	NET COST	CLOSE DATE	NET PROCEEDS	REALIZED GAIN/LOSS
Long Term							
484.986	HUSSMAN INVT TR STRATEGIC GROWTH FUND	HSGFX	04/21/10	6,110.82	02/21/12	5,713.14	-397.68
87.000	ISHARES S&P NORTH AMERICAN NATURAL RESOURCES SECTOR INDEX	IGE	11/09/10	3,372.64	01/04/12	3,422.60	49.96
68.000	ISHARES TR BARCLAYS TREAS INFLATION PROTECTED SECS FD	TIP	05/22/09	6,875.73	02/21/12	8,046.60	1,170.87
110.000	ISHARES TR BARCLAYS TREAS INFLATION PROTECTED SECS FD	TIP	05/17/11	12,150.60	06/11/12	13,225.37	1,074.77
2.000	ISHARES TR BARCLAYS TREAS INFLATION PROTECTED SECS FD	TIP	06/01/11	220.87	06/11/12	240.46	19.59
158.000	ISHARES TRUST RUSSELL 1000 GROWTH INDEX FD	IWF	05/22/09	6,217.30	02/21/12	10,047.05	3,829.75
Long Term Subtotal							5,747.26
TOTAL REALIZED GAIN OR LOSS							15,599.20

GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR - 2012
(PART XV, LINE 3a)

Name & Address (home or business)	Purpose of grant or contribution	Amount
African Wildlife Federation 1400 Sixteenth Street, NW Suite 120 Washington, DC 20036-2240	Support the mission of ensuring the wildlife and wildlands of Africa will endure forever through increased scientific understanding of Africa's extraordinary ecosystems and the use of community conservation and conservation enterprise to demonstrate that wildlife can be conserved while prople's well being is also improved.	$3,000
University of Colorado Foundation Education Fund 1305 University Avenue Boulder, CO 84101-6231	Support RASEI, the Renewal and Sustainable Energy Institute.	$2,000
Environmental Defense 1875 Connecticut Avenue, NW Suite 600 Washington, DC 20009	Support the work of supporting national environmental initiatives and programs benefiting air quality, water and habitat restoration.	$3,500
Global Fund for Women 222 Sutter Street, Suite 500 San Francisco, CA 94108-4456	Support granting small grants to women's groups worldwide that are working to transform their communities	$3,500
HawkWatch International 2240 S 900 East Salt Lake City, UT 84106-2327	Support the vision of contributing to a greater public awareness of humanity's place in nature and of its responsibility to the rest of life by focusing on raptors as indicators of ecosystem health, by scientifically monitoring long-term trends in their populations and by working to promote conservation actions based on sound science.	$1,500
MADRE 121 West 27th Street, #301 New York, NY 10001	Support the mission to advance women's human rights , working in partnership with community-based women organizations in the area of economic and environmental justice.	$2,000
Natural Resources Defense Council 40 West 20th Street New York, NY 10011	Support the mission of programs to safeguard the earth: its people, its plants and animals and the natural systems on which all life depends.	$3,500

PBS Foundation Public Broadcasting Service 2100 Crystal Drive Arlington, VA 22202	Support PBS' purpose to educate, inform and inspire with essential non-commercial programming that enlarges people's sense of the world with content that expands the minds of children, programs that ensure the worlds of music, theater, dance and art remain available to all Americans, documentaries that open up new worlds, and non-commercialized news programs that provide citizens with multiple perspectives on world events and cultures.	$3,500
The Peregrine Fund World Center for Birds of Prey 5668 West Flying Hawk Lane Boise, ID 83709-7289	Support the work of conserving birds of prey around the world	$500
Planned Parenthood Federation of America 434 W. 33rd Street New York, NY 10001-2601	Support the programs and work of PPFA, providing reproductive healthcare and services.	$5,000
Save Our Canyons P.O. Box 112017 Salt Lake City, UT 84147-2017	Support the effort to preserve all of the untouched natural areas of the Central Wasatch for the sake of wildlife, watershed, and for the health and well-being of the residents in the valley below	$2,000
Tracy Aviary 589 East 1300 South Salt Lake City, UT 84105-1111	Support on-site educational tours for kindergarten through 12th grade field trips.	$1,000
Wild Utah Project 824 S. 400 West, Suite B117 Salt Lake City, UT 84101	Support the mission of providing the scientific support needed to shape regional land use in a way that restores native wildlife, maintains ecological integrity, expands wilderness, protects biodiversity, and provides for ecosystem resilience in the face of climate change.	$1,500
	Total	$32,500

¥Le