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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.

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation WAYNE L. PRIM FOUNDATION		A Employer identification number 88-0265893
Number and street (or P O box number if mail is not delivered to street address) P.O. BOX 12219	Room/suite	B Telephone number 775-588-7300
City or town, state, and ZIP code ZEPHYR COVE, NV 89448		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 24,633,635.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	1,100,440.	1,100,440.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	87,831.			
	b Gross sales price for all assets on line 6a	1,104,297.			
	7 Capital gain net income (from Part IV, line 2)		87,831.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11	1,188,271.	1,188,271.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees				
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 2	25,466.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 3	5,945.	5,801.		144.
	24 Total operating and administrative expenses. Add lines 13 through 23	31,411.	5,801.		144.
	25 Contributions, gifts, grants paid	1,286,615.			1,286,615.
26 Total expenses and disbursements. Add lines 24 and 25	1,318,026.	5,801.		1,286,759.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-129,755.				
b Net investment income (if negative, enter -0-)		1,182,470.			
c Adjusted net income (if negative, enter -0-)			N/A		

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Part II**Balance Sheets**

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	2,203.	4,247.	4,247.
	2 Savings and temporary cash investments	1,028,569.	1,028,334.	1,028,334.
	3 Accounts receivable ▶ 104,362.			
	Less: allowance for doubtful accounts ▶	96,822.	104,362.	104,362.
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶ 4,500,000.			
	Less: allowance for doubtful accounts ▶ 0.	4,550,000.	4,500,000.	4,500,000.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 4	13,382,845.	12,797,720.	12,574,944.
	c Investments - corporate bonds STMT 5	1,788,943.	1,903,285.	2,050,708.
11 Investments - land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 6	2,952,086.	3,333,765.	4,371,040.	
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)		23,801,468.	23,671,713.	24,633,635.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)		0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	23,801,468.	23,671,713.	
	30 Total net assets or fund balances	23,801,468.	23,671,713.	
31 Total liabilities and net assets/fund balances		23,801,468.	23,671,713.	

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	23,801,468.
2 Enter amount from Part I, line 27a	2	-129,755.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	23,671,713.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	23,671,713.

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			
b SEE ATTACHED STATEMENTS			
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 1,104,297.		1,016,466.	87,831.

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			87,831.

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	87,831.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	{ }	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	1,287,762.	26,375,385.	.048824
2010	1,252,212.	26,181,959.	.047827
2009	1,460,869.	24,815,747.	.058869
2008	1,530,342.	29,534,440.	.051816
2007	985,041.	31,422,579.	.031348

2 Total of line 1, column (d)	2	.238684
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	.047737
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	24,641,575.
5 Multiply line 4 by line 3	5	1,176,315.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	11,825.
7 Add lines 5 and 6	7	1,188,140.
8 Enter qualifying distributions from Part XII, line 4 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.	8	1,286,759.

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 <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	11,825.
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	11,825.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	11,825.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	25,036.	
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	25,036.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	13,211.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input checked="" type="checkbox"/> 13,211. Refunded <input type="checkbox"/>	11	0.	

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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> NV		
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	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		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? Website address ► NONE	13	X	
14	The books are in care of ► PRIM VENTURES, INC. Telephone no. ► 775-588-7300 Located at ► 224 KINGSBURY GRADE, STATELINE, NV ZIP+4 ► 89449			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

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

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ 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)? ☐ 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)?N/A
▶ ☐

5b

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?N/A ☐ Yes ☐ No

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

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

6b

X

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
WAYNE L. PRIM P.O. BOX 12219 ZEPHYR COVE, NV 89448	TRUSTEE 2.00	0.	0.	0.
WAYNE L. PRIM, JR. P.O. BOX 12219 ZEPHYR COVE, NV 89448	TRUSTEE 2.00	0.	0.	0.
K. MARSHALL MATZINGER P.O. BOX 12219 ZEPHYR COVE, NV 89448	TRUSTEE 1.00	0.	0.	0.

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

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

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

0

Part 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	17,127,359.
b	Average of monthly cash balances	1b	2,362,516.
c	Fair market value of all other assets	1c	5,526,952.
d	Total (add lines 1a, b, and c)	1d	25,016,827.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	25,016,827.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	375,252.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	24,641,575.
6	Minimum investment return. Enter 5% of line 5	6	1,232,079.

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	1,232,079.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	11,825.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	11,825.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,220,254.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,220,254.
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	1,220,254.

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	1,286,759.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,286,759.
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	11,825.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,274,934.

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				1,220,254.
2 Undistributed Income, if any, as of the end of 2012				
a Enter amount for 2011 only			1,275,716.	
b Total for prior years:		0.		
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	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 1,286,759.				
a Applied to 2011, but not more than line 2a			1,275,716.	
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				11,043.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5.	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b.		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		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.				1,209,211.
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	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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				
BOYS & GIRLS CLUB OF NORTH LAKE TAHOE P.O. BOX 1617 KINGS BEACH, CA 96143		PUBLIC	ATHLETIC AND ACADEMIC PROGRAMS FOR DISADVANTAGED YOUTH	10,000.
CHILDRENS PLAYTIME PRODUCTIONS P.O. BOX 10087 PALM DESERT, CA 92255-0087		PUBLIC	PROMOTION AND SUPPORT OF THE PERFORMING ARTS FOR CHILDREN	30,000.
DESERT COMMUNITY FOUNDATION 75-105 MERLE STREET, SUITE 300 PALM DESERT, CA 92211		PUBLIC	PROVIDE OPPORTUNITIES FOR INDIVIDUAL DONORS TO MAKE LASTING CONTRIBUTIONS TO THE DESERT COMMUNITIES OF	2,000.
DESERT HOT SPRINGS CONGREGATION OF JEHOVAH'S WITNESSES 65177 2 BUNCH PALMS TRAIL DESERT HOT SPRINGS, CA 92240-0111		PUBLIC	DONATIONS ARE USED FOR DISASTER RELIEF, SUPPORT FOR MISSIONARIES AND TRAVELING MINISTERS,	1,000.
DOUGLAS COUNTY SHERIFF ADVISORY COUNCIL P.O. BOX 1002 MINDEN, NV 89423		PUBLIC	PROVIDE FUNDS FOR THE SHERIFF'S DEPARTMENT PROGRAMS	750.
Total	SEE CONTINUATION SHEET(S)			1,286,615.
b Approved for future payment				
NONE				
Total				0.

Part XVII

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

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

[illegible]

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

- b If "Yes," complete the following schedule.**

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**Sign
Here**

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

Signature of officer or trustee

Date _____

Title

May the IRS discuss this return with the preparer shown below (see instr. 12)

☐ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name _____

Preparer's signature

Date _____

Check ☐ self-employed

PTIN

Firm's name ►

Firm's FIN ▶

Firm's address ►

Phone no.

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	ANCESTORY.COM	P	09/06/05	11/01/12
b	ASHMORE ASIAN RECOVERY FUND	P	06/02/03	02/08/12
c	EQUINIX INC	P	06/05/03	02/22/12
d	EQUINIX INC	P	06/05/03	07/31/12
e	ASHMORE ASIAN RECOVERY FUND	P	06/02/03	08/08/12
f	PANDORA MEDIA INC	P	10/25/05	09/06/12
g	ASHMORE ASIAN RECOVERY FUND	P	06/02/03	05/10/12
h	MONTPELIER FUND	P	05/24/06	10/15/12
i	MONTPELIER FUND	P	04/30/07	10/15/12
j	MONTPELIER FUND	P	05/24/06	06/18/12
k	MONTPELIER FUND	P	04/30/07	06/18/12
l	MONTPELIER FUND	P	05/24/06	01/17/12
m	MONTPELIER FUND	P	04/30/07	01/17/12
n	WFB-AMERICAN CAP AGY CORP	P	VARIOUS	12/31/12
o	WFB-ANNALY CAPITAL MGMT REIT	P	VARIOUS	12/31/12

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 40,451.		7,196.	33,255.
b 131,565.		75,634.	55,931.
c 27,395.		909.	26,486.
d 38,258.		944.	37,314.
e 54,616.		32,397.	22,219.
f 38,319.		880.	37,439.
g 125,776.		72,609.	53,167.
h 66,871.		64,897.	1,974.
i 35,661.		45,428.	-9,767.
j 87,270.		89,915.	-2,645.
k 46,582.		62,941.	-16,359.
l 253,367.		254,422.	-1,055.
m 135,163.		178,096.	-42,933.
n 4,020.			4,020.
o 1,900.			1,900.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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	
a			33,255.
b			55,931.
c			26,486.
d			37,314.
e			22,219.
f			37,439.
g			53,167.
h			1,974.
i			-9,767.
j			-2,645.
k			-16,359.
l			-1,055.
m			-42,933.
n			4,020.
o			1,900.

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	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	

WAYNE L. PRIM FOUNDATION

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	WFB-HATTERAS FINCL CORP	P	VARIOUS	12/31/12
b	WFB-AMERICAN CAP AGY CORP	P	VARIOUS	12/31/12
c	WFB-ANNALY CAPITAL MGMT REIT	P	VARIOUS	12/31/12
d	WFB-HATTERAS FINCL CORP	P	VARIOUS	12/31/12
e	FROM K-1 CROSSLINK IV	P		
f	FROM K-1 LIGHTSPEED VI	P		
g	FROM K-1 GLENBROOK PARTNERS LP	P		
h	FROM K-1 CROSSLINK IV	P		
i	FROM K-1 GLENBROOK PARTNERS LP	P		
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 1,774.			1,774.
b 8,255.			8,255.
c 6,460.			6,460.
d 571.			571.
e		17,542.	-17,542.
f		12,136.	-12,136.
g		99,947.	-99,947.
h		573.	-573.
i 23.			23.
j			
k			
l			
m			
n			
o			

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			1,774.
b			8,255.
c			6,460.
d			571.
e			-17,542.
f			-12,136.
g			-99,947.
h			-573.
i			23.
j			
k			
l			
m			
n			
o			

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	87,831.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
EISENHOWER MEDICAL CENTER 39000 BOB HOPE DRIVE RANCHO MIRAGE, CA 92270		PUBLIC	PROVIDE FUNDS FOR THE EXPANSION OF THE MEDICAL FACILITY	5,000.
FOOD FOR THOUGHT P.O. BOX 656 CARSON CITY, NV 89702		PUBLIC	FUNDS TO PROVIDE FOOD FOR HOMELESS CHILDREN	2,000.
HOOVER INSTITUTION 326 GALVEZ STREET STANFORD, CA 94305		PUBLIC	FUNDING TO SUPPORT PUBLIC DIALOGUE TO IMPROVE LIFE AND SECURE PEACE	5,000.
INCLINE VILLAGE COMMUNITY HOSPITAL FOUNDATION 880 ALDER AVENUE INCLINE VILLAGE, NV 89451		PUBLIC	DELIVER THE BEST POSSIBLE EMERGENCY AND PRIMARY HEALTH CARE SERVICES BY PROCURING FINANCIAL RESOURCES,	2,000.
KEEP MEMORY ALIVE 888 W BONNEVILLE AVE LAS VEGAS, NV 89106		PUBLIC	FUNDS TO SUPPORT THE CLEVELAND CLINIC LOU RUVO CENTER FOR BRAIN HEALTH	4,000.
KEYNOTE JAZZ INC 72-626 BEAVERTAIL STREET PALM DESERT, CA 92260		PUBLIC	PROVIDE EDUCATIONAL OPPORTUNITIES TO DESERVING YOUNG JAZZ MUSICIANS	10,000.
KNPB-CHANNEL 5 PUBLIC BROADCASTING 1670 N. VIRGINIA STREET RENO, NV 89503		PUBLIC	PROVIDE FUNDS TO SUPPORT PUBLIC TELEVISION	100.
LAKE TAHOE SCHOOL 995 TAHOE BLVD INCLINE VILLAGE, NV 89451		PUBLIC	SUPPORT TECHNOLOGY INITIATIVE - PROVIDING TOOLS NEEDED FOR CHILDREN TO BE SUCCESSFUL CITIZENS OF	15,000.
LAKE TAHOE SHAKESPEARE FESTIVAL 948 INCLINE WAY INCLINE VILLAGE, NV 89451		PUBLIC	EDUCATE FUTURE GENERATIONS ON THE IMPORTANCE OF INCLUDING THEATER, MUSIC AND ART IN THEIR	1,200.
MAYO FOUNDATION MEDICAL RESEARCH 13400 E. SHEA BOULEVARD SCOTTSDALE, AZ 85259		PUBLIC	FUNDING FOR MEDICAL RESEARCH	10,000.
Total from continuation sheets				1,242,865.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
MCCALLUM THEATER 73-000 FRED WARING DRIVE PALM DESERT, CA 92260		PUBLIC	PROMOTION AND SUPPORT OF THE PERFORMING ARTS	9,060.
MINDEN ROTARY CLUB FOUNDATION 1295 BRIDLE WAY MINDEN, NV 89423		PUBLIC	PURCHASE FOOD FOR WEEKEND BACKPACKS FOR HOMELESS OR VERY NEEDY CHILDREN ATTENDING SCHOOLS IN DOUGLAS	3,500.
NATIONAL FOUNDATION FOR CANCER RESEARCH 4600 EAST WEST HWY BETHESDA, MD 20814		PUBLIC	PROVIDE FUNDS TO FURTHER RESEARCH TO PREVENT AND ELIMINATE CANCER	500.
NEVADA MUSEUM OF ART 160 WEST LIBERTY STREET RENO, NV 89501		PUBLIC	FUNDING FOR ART PROGRAMS AND EXHIBITIONS	100,000.
PALM SPRINGS ART MUSEUM P.O. BOX 2310, 101 MUSEUM DRIVE PALM SPRINGS, CA 92263		PUBLIC	FUNDS TO PROMOTE ENJOYMENT & APPRECIATION OF THE ART	9,430.
PARASOL TAHOE COMMUNITY FOUNDATION 948 INCLINE WAY INCLINE VILLAGE, NV 89451		PUBLIC	FUNDS FOR PROGRAMS TO PROMOTE NON-PROFIT COLLABORATION AND PHILANTHROPY	711,000.
PET NETWORK ANIMAL FRIENDS 401 VILLAGE BOULEVARD INCLINE VILLAGE, NV 89451		PUBLIC	FUNDS TO HELP REDUCE EUTHANASIA OF HOMELESS PETS	1,000.
RENO SPARKS GOSPEL MISSION P.O. BOX 5956 RENO, NV 89513-5956		PUBLIC	FUNDS TO PROVIDE FOOD FOR NEEDY FAMILIES.	1,100.
SALVATION ARMY DONOR RELATIONS CENTER P.O. BOX 1267 TONOPAH, NV 89049		PUBLIC	FUNDS TO PROVIDE HELP TO NEEDY FAMILIES & INDIVIDUALS	1,000.
SIERRA LUTHERAN HIGH SCHOOL 3601 ROMANS ROAD CARSON CITY, NV 89705		PUBLIC	TUITION AID PROGRAM - PROVIDES NEED-BASED TUITION ASSISTANCE FOR FAMILIES WITH DOCUMENTED FINANCIAL	500.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
SIERRA NEVADA BALLET 21 HEATH CIRCLE RENO, NV 89509		PUBLIC	PROVIDE FUNDS TO SUPPORT OPERATIONS OF THE BALLET	5,000.
SIERRA NEVADA COLLEGE 999 TAHOE BOULEVARD INCLINE VILLAGE, NV 89451		PUBLIC	FUNDS FOR THE SIERRA NEVADA COLLEGE SCHOLARSHIP PROGRAM	340,375.
TAHOE FOREST CANCER CENTER PO BOX 2508 TRUCKEE, CA 96160		PUBLIC	PROVIDE PROGRAMS AND SERVICES TO CANCER PATIENTS	3,100.
VARIETY CHILDREN'S CHARITIES OF DESERT 74040 HWY 111 SUITE JJ-4 PALM DESERT, CA 92260		PUBLIC	FUNDS TO HELP PROMOTE AND PROTECT THE HEALTH AND WELL-BEING OF UNDERPRIVILEGED AND SPECIAL NEEDS CHILDREN	3,000.
Total from continuation sheets				

Part XXV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - DESERT COMMUNITY FOUNDATION

PROVIDE OPPORTUNITIES FOR INDIVIDUAL DONORS TO MAKE LASTING
CONTRIBUTIONS TO THE DESERT COMMUNITIES OF THE COACHELLA VALLEY TODAY
AND IN THE FUTURE.

NAME OF RECIPIENT - DESERT HOT SPRINGS CONGREGATION OF JEHOVAH'S

WITNESSES

DONATIONS ARE USED FOR DISASTER RELIEF, SUPPORT FOR MISSIONARIES AND
TRAVELING MINISTERS, CONSTRUCTION OF HOUSES OF WORSHIP, AND THE
PRINTING AND SHIPPING OF BIBLES AND CHRISTIAN PUBLICATIONS.

NAME OF RECIPIENT - INCLINE VILLAGE COMMUNITY HOSPITAL FOUNDATION

DELIVER THE BEST POSSIBLE EMERGENCY AND PRIMARY HEALTH CARE SERVICES BY
PROCURING FINANCIAL RESOURCES, IMPROVING COMMUNITY AWARENESS AND
INVOLVING COMMUNITY RESIDENTS IN DEVELOPING A LONG-TERM VISION FOR
HEALTH CARE ON THE NORTH SHORE

NAME OF RECIPIENT - LAKE TAHOE SCHOOL

SUPPORT TECHNOLOGY INITIATIVE - PROVIDING TOOLS NEEDED FOR CHILDREN TO
BE SUCCESSFUL CITIZENS OF OUR WORLD; LEADING REWARDING CAREERS,
ENJOYING A BALANCED FAMILY LIFE, AND SERVING THEIR COMMUNITIES.

NAME OF RECIPIENT - LAKE TAHOE SHAKESPEARE FESTIVAL

EDUCATE FUTURE GENERATIONS ON THE IMPORTANCE OF INCLUDING THEATER,
MUSIC AND ART IN THEIR EVERYDAY LIVES.

NAME OF RECIPIENT - MINDEN ROTARY CLUB FOUNDATION

PURCHASE FOOD FOR WEEKEND BACKPACKS FOR HOMELESS OR VERY NEEDY CHILDREN

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

ATTENDING SCHOOLS IN DOUGLAS COUNTY, NV

NAME OF RECIPIENT - SIERRA LUTHERAN HIGH SCHOOL

TUITION AID PROGRAM - PROVIDES NEED-BASED TUITION ASSISTANCE FOR
FAMILIES WITH DOCUMENTED FINANCIAL NEEDS.

NAME OF RECIPIENT - VARIETY CHILDREN'S CHARITIES OF DESERT

FUNDS TO HELP PROMOTE AND PROTECT THE HEALTH AND WELL-BEING OF
UNDERPRIVILEGED AND SPECIAL NEEDS CHILDREN IN THE COACHELLA VALLEY

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES		STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT	
BLACKROCK GLOBAL RES	796.	0.	796.	
COLONY AMERICAN HOMES NON K-1	36.	0.	36.	
FROM K-1 DIVIDENDS GLENBROOK PARTNERS, LP	97,484.	0.	97,484.	
FROM K-1 INTEREST COLONY AMERICAN HOMES	6,292.	0.	6,292.	
FROM K-1 INTEREST CROSSLINK OMEGA VENTURES IV	150.	0.	150.	
FROM K-1 INTEREST GLENBROOK PARTNERS, LP	50.	0.	50.	
FROM K-1 INTEREST LIGHTSPEED VENTURE PARTNERS IV	217.	0.	217.	
LOOMIS BOND FUND	114,342.	0.	114,342.	
MONTPELIER FUND	122,187.	0.	122,187.	
PRIM & ASSOCIATES	5,747.	0.	5,747.	
SIERRA NEVADA COLLEGE	283,016.	0.	283,016.	
WELLS FARGO DIVIDENDS	469,935.	0.	469,935.	
WELLS FARGO INTEREST	188.	0.	188.	
TOTAL TO FM 990-PF, PART I, LN 4	1,100,440.	0.	1,100,440.	

FORM 990-PF	TAXES			STATEMENT	2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
2011 FEDERAL TAX PAYMENT	25,466.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	25,466.	0.		0.	

FORM 990-PF

OTHER EXPENSES

STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE EXPENSE AND POSTAGE	144.	0.		144.
PORTFOLIO DEDUCTIONS FROM K-1'S	5,801.	5,801.		0.
TO FORM 990-PF, PG 1, LN 23	5,945.	5,801.		144.

FORM 990-PF

CORPORATE STOCK

STATEMENT 4

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
AMERICAN CAPITAL AGENCY CORP (AGNC)	1,002,497.	946,475.
ANNALY CAPITAL MANAGEMENT REIT (NLY)	684,960.	533,520.
ASHMORE ASIAN RECOVERY FUND	0.	0.
BLACKROCK ENERGY & RESOURCES (SSGRX)	1,030,924.	685,189.
EOS CREDIT OPPORTUNITIES OFFSHORE, LTD	181,812.	136,495.
EV TAX ADVANTGD DIV INC (EVT)	708,023.	688,149.
EV TAX ADVANTGD GLOBAL DIV (ETO)	801,707.	795,243.
HATTERAS FINANCIAL CORP (HTS)	695,102.	595,440.
JLP CREDIT OPPORTUNITY/CAYMAN FUND LTD	1,000,000.	1,140,220.
MAPLE LEAF OFFSHORE, LTD	477,409.	50,634.
MFA FINANCIAL INC (MFA)	668,394.	686,974.
MILLENNIUM INTERNATIONAL LTD	2,000,000.	2,254,593.
MONTPELIER FUND	395,319.	359,819.
SHEPHERD INVESTS INTL-CLASS B	142,284.	463,771.
STEELHEAD NAVIGATOR FUND LTD	1,000,000.	571,490.
ZAZOVE OFFSHORE HIGH YIELD CONVERTIBLE	1,000,000.	1,623,893.
NUVEEN QUALITY PREFERRED (JPS)	504,724.	547,734.
J HANCOCK PREM DIV FUND II (PDT)	504,565.	495,305.
TOTAL TO FORM 990-PF, PART II, LINE 10B	12,797,720.	12,574,944.

FORM 990-PF	CORPORATE BONDS	STATEMENT	5
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
LOOMIS SAYLES BOND FUND	1,903,285.	2,050,708.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,903,285.	2,050,708.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	6
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CROSSLINK OMEGA VENTURES IV	FMV	145,076.	431,711.
GLENBROOK PARTNERS, LP	FMV	2,407,664.	3,205,743.
LIGHTSPEED VENTURE PARTNERS IV	FMV	274,757.	215,586.
COLONY AMERICAN HOMES HOLDINGS I, LP	COST	506,268.	518,000.
TOTAL TO FORM 990-PF, PART II, LINE 13		3,333,765.	4,371,040.

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

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

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

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

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

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

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

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

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions. WAYNE L. PRIM FOUNDATION	Employer identification number (EIN) or 88-0265893
	Number, street, and room or suite no. If a P.O. box, see instructions. P.O. BOX 12219	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. ZEPHYR COVE, NV 89448	

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

04

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

PRIM VENTURES, INC.

- The books are in the care of ► **224 KINGSBURY GRADE - STATELINE, NV 89449**
Telephone No. ► **775-588-7300** FAX No. ► **775-588-7922**

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

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2013**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☒ calendar year **2012** or
► ☐ tax year beginning _____, and ending _____

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$ 11,825.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	\$ 25,036.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$ 0.

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

LHA For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form **8868** (Rev. 1-2013)