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Form 990-PF

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

2012

Open to Public Inspection

Department of the Treasury Internal Revenue Service

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

For calendar year 2012, or tax year beginning 01-01-2012, and ending 12-31-2012

Name of foundation THE EDGEBROOK FOUNDATION
% LN TYEE TRUST CO - JON TULLI
Number and street (or P O box number if mail is not delivered to street address) Room/suite
C/O JON TULLIS
801 SECOND AVENUE SUITE 1600 Suite
City or town, state, and ZIP code SEATTLE, WA 98104
A Employer identification number 91-1307405
B Telephone number (see instructions) (206) 464-5234
C If exemption application is pending, check here
D 1. Foreign organizations, check here
2. Foreign organizations meeting the 85% test, check here and attach computation
E If private foundation status was terminated under section 507(b)(1)(A), check here
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
Table with columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes (cash basis only)
Rows include: 1 Contributions, gifts, grants, etc., received; 2 Check if not required to attach Sch B; 3 Interest on savings and temporary cash investments; 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; b Gross sales price for all assets on line 6a; 7 Capital gain net income; 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; 13 Compensation of officers, directors, trustees, etc; 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; 19 Depreciation; 20 Occupancy; 21 Travel, conferences, and meetings; 22 Printing and publications; 23 Other expenses; 24 Total operating and administrative expenses; 25 Contributions, gifts, grants paid; 26 Total expenses and disbursements; 27 Subtract line 26 from line 12; a Excess of revenue over expenses and disbursements; b Net investment income; c Adjusted net income

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

Part II Balance Sheets		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash—non-interest-bearing	647,949	1,493,457	1,493,457	
	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 page 15 of the 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)				
	b Investments—corporate stock (attach schedule)				
	c Investments—corporate bonds (attach schedule)				
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____				
	12 Investments—mortgage loans				
	13 Investments—other (attach schedule)	1,704,416 <input checked="" type="checkbox"/>	1,777,692	1,936,009	
	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)	2,352,365	3,271,149	3,429,466		
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)		0		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> 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 ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds	2,352,365	3,271,149		
	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 page 17 of the instructions)	2,352,365	3,271,149			
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	2,352,365	3,271,149			

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,352,365
2	Enter amount from Part I, line 27a	2	918,784
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	3,271,149
5	Decreases not included in line 2 (itemize) ▶ _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	3,271,149

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)
1 a SEE ATTACHMENT A ST A	P	2012-01-01	2012-12-31
b SEE ATTACHMENT A ST B	P	2012-01-01	2012-12-31
c SEE ATTACHMENT A LT B	P	2011-01-01	2012-12-31
d CAPITAL GAIN DIVIDENDS	P		
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 82,418		80,025	2,393
b 49,183		54,391	-5,208
c 676,766		635,714	41,052
d			6,823
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			2,393
b			-5,208
c			41,052
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	45,060
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	

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 page 18 of 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	626,070	2,286,615	0.273798
2010	399,442	2,093,761	0.190777
2009	265,000	1,666,538	0.159012
2008	74,600	1,437,941	0.05188
2007	234,242	1,307,515	0.179151

2 Total of line 1, column (d).	2	0.854618
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.170924
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	2,222,463
5 Multiply line 4 by line 3.	5	379,872
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	903
7 Add lines 5 and 6.	7	380,775
8 Enter qualifying distributions from Part XII, line 4.	8	622,000

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 page 18 of the 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	903
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	
3	Add lines 1 and 2.	3	903
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	903
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	516
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	516
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	387
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 <input type="checkbox"/> Refunded <input type="checkbox"/>	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? <input checked="" type="checkbox"/>		No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>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.</i>		No
c Did the foundation file Form 1120-POL for this year?		No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		No
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? <i>If "Yes," attach a conformed copy of the changes</i> <input checked="" type="checkbox"/>		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		No
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? <i>If "Yes," attach the statement required by General Instruction T.</i> <input checked="" type="checkbox"/>		No
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 Yes	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7 Yes	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> WA _____		
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? <i>If "No," attach explanation .</i>	8b Yes	
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)? <i>If "Yes," complete Part XIV</i>		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		No

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		No
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		No
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ _____	13	Yes	
14 The books are in care of ▶ LN TYEE TRUST CO - JON TULLIS Telephone no ▶ (206) 464-5234 Located at ▶ 801 SECOND AVENUE SUITE 1600 SEATTLE WA ZIP+4 ▶ 98104			
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
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		No

See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶

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

		Yes	No
File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a During the year did the foundation (either directly or indirectly)			
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>	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		No
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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		No
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? <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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>)	3b		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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

<p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p> <p>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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," attach the statement required by Regulations section 53.4945–5(d).</p> <p>6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes" to 6b, file Form 8870.</p> <p>7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	5b		
	6b		No
	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
JON TULLIS 420 GLYN WYNNE ROAD HAVERFORD, PA 19041	President 10	0		
MARY JO BOWMAN 35 RUSSELL ROAD NEW CASTLE, DE 19720	SECRETARY 10	0		
THOMAS BURNHAM 420 GLYN WYNNE ROAD HAVERFORD, PA 19041	TREASURER 10	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
Total number of other employees paid over \$50,000. <input type="checkbox"/>				

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

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 	
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 	
2 	
All other program-related investments. See page 24 of the 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	2,077,778
b	Average of monthly cash balances.	1b	178,530
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	2,256,308
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	2,256,308
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	33,845
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,222,463
6	Minimum investment return. Enter 5% of line 5.	6	111,123

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	111,123
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	903
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	903
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	110,220
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	110,220
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	110,220

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	622,000
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	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	622,000
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	903
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	621,097

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				110,220
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			0	
b Total for prior years 2010, 2009, 2008		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.	139,222			
b From 2008.	3,503			
c From 2009.	182,033			
d From 2010.	295,870			
e From 2011.	512,767			
f Total of lines 3a through e.	1,133,395			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>622,000</u>				
a Applied to 2011, but not more than line 2a			0	
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.				110,220
e Remaining amount distributed out of corpus	511,780			
5 Excess distributions carryover applied to 2012 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,645,175			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions.		0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions.			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				0
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).	139,222			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.	1,505,953			
10 Analysis of line 9				
a Excess from 2008.	3,503			
b Excess from 2009.	182,033			
c Excess from 2010.	295,870			
d Excess from 2011.	512,767			
e Excess from 2012.	511,780			

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 organization 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 organization 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))

NA

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

NA

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 of the person to whom applications should be addressed



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

c Any submission deadlines

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

Part XV **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> MAIDSTONE FOUNDATION 1225 BROADWAY 9TH FLOOR NEW YORK, NY 10001	UNRELATED	PUBLIC CHARITY	GENERAL	622,000
Total			 3a	622,000
b <i>Approved for future payment</i>				
Total			 3b	

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

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... a Transfers from the reporting foundation to a noncharitable exempt organization of (1) Cash (2) Other assets b Other transactions (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule

Table with 4 columns: (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 Table with 3 columns: (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 or fiduciary) is based on all information of which preparer has any knowledge Signature of officer or trustee Date Title

Paid Preparer Use Only Print/Type preparer's name Preparer's Signature Date Check if self-employed PTIN Firm's name Firm's address Firm's EIN Phone no

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

Schedule of Contributors

OMB No 1545-0047

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

2012

Department of the Treasury
Internal Revenue Service

Name of the organization
THE EDGEBROOK FOUNDATION

Employer identification number

91-1307405

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

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

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

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

Name of organization
THE EDGEBROOK FOUNDATION

Employer identification number
91-1307405

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	CHARLOTTE TAYLOR CLAT C/O LAIRD NORTON 801 SECOND AVENUE SEATTLE, WA 98104	\$ 1,453,507	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization
THE EDGEBROOK FOUNDATION

Employer identification number
91-1307405

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
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____

Name of organization
THE EDGEBROOK FOUNDATION

Employer identification number
91-1307405

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
_____ _____ _____	_____ _____ _____

TY 2012 Accounting Fees Schedule

Name: THE EDGEBROOK FOUNDATION

EIN: 91-1307405

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREPARATION FEES	2,550			

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Depreciation Schedule

Name: THE EDGEBROOK FOUNDATION

EIN: 91-1307405

TY 2012 Investments - Other Schedule

Name: THE EDGEBROOK FOUNDATION

EIN: 91-1307405

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
LAIRD NORTON TYEE - MUTUAL FDS		1,777,692	1,936,009

TY 2012 Land, Etc. Schedule

Name: THE EDGEBROOK FOUNDATION

EIN: 91-1307405

TY 2012 Other Expenses Schedule

Name: THE EDGEBROOK FOUNDATION

EIN: 91-1307405

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LICENSE	35			

TY 2012 Other Professional Fees Schedule

Name: THE EDGEBROOK FOUNDATION

EIN: 91-1307405

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT FEES	6,841	6,841		

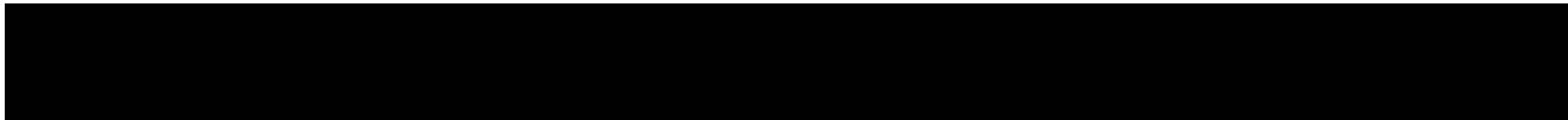
TY 2012 Taxes Schedule

Name: THE EDGEBROOK FOUNDATION

EIN: 91-1307405

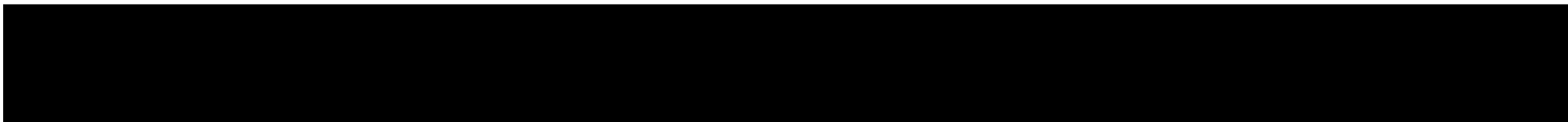
Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAXES	470			
FOREIGN TAX	499		499	

Reported to the IRS is Sales Price of stocks, bonds etc , less commissions and option premiums
Covered (Box 6a is not checked)



<i>(Box 1e)</i>	<i>(Box 1a)</i>	<i>(Box 1b)</i>	<i>(Box 2a)</i>	<i>(Box 3)</i>	<i>(Box 5)</i>	<i>(Box 4)</i>	<i>(Box 15)</i>
Short Term Sales Reported on 1099-B							
00080Y728	ASTON/LAKE PART LASSO ALT-I		ALSOX				
1210 3980	08/08/2012	01/03/2012	14,900 00	14,403 74	0 00	496 26	0 00
00203H859	AQR MANAGED FUTURES STRATEGY FUND-I		AQMIX				
518.1350	08/08/2012	01/03/2012	5,000 00	4,932 64	0 00	67 36	0 00
277923496	EATON VANCE MULTI STR RET-I		EIDDX				
859 9780	08/08/2012	01/03/2012	7,800 00	7,808 60	0 00	-8 60	0 00
66537V336	ALTEGRIS MANAG FUT STRATEG-I		MFTIX				
554 4350	08/08/2012	01/03/2012	5,500 00	5,400 20	0 00	99 80	0 00
693390866	PIMCO TOTAL RETURN III-INSTL		PTSAX				
1004 7070	10/18/2012	01/03/2012	10,217 87	9,594 95	0 00	622 92	0 00
00080Y728	ASTON/LAKE PART LASSO ALT-I		ALSOX				
892 1330	11/15/2012	01/03/2012	11,000 00	10,616 38	0 00	383 62	0 00
04315J860	ARTIO GLOBAL HIGH INCOME FUND-I		JHYIX				
816 3270	11/15/2012	05/08/2012	8,000 00	7,919 06	0 00	80 94	0 00
277923496	EATON VANCE MULTI STR RET-I		EIDDX				
1103 7530	11/15/2012	01/03/2012	10,000 00	10,022 08	0 00	-22 08	0 00

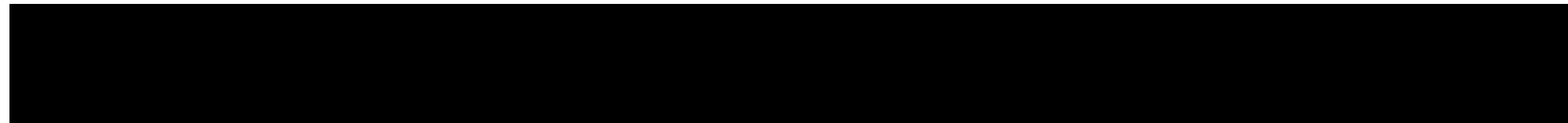
Covered (Box 6a is not checked)



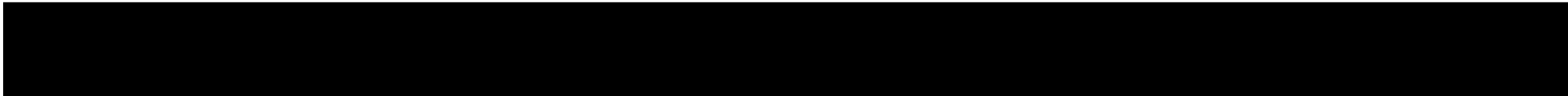
<i>(Box 1e)</i>	<i>(Box 1a)</i>	<i>(Box 1b)</i>	<i>(Box 2a)</i>	<i>(Box 3)</i>	<i>(Box 5)</i>	<i>(Box 4)</i>	<i>(Box 15)</i>
74316J110	BOSTON COMMON INTERNATIONAL		BCAIX				
437 0630	11/15/2012	06/08/2012	10,000 00	9,326 92	0 00	673 08	0 00
Total Short Term Sales Reported on 1099-B			82,417.87	80,024.57	0.00	2,393.30	0.00
Report on Form 8949, Part I, with Box A checked							

Reported to the IRS is Sales Price of stocks, bonds, etc , less commissions and option premiums

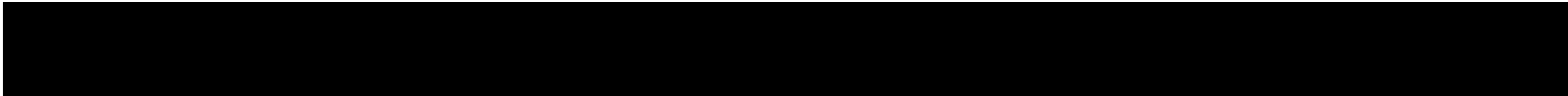
For noncovered securities (Box 6a is checked) shown on this statement, cost basis information including wash sale disallowed loss is not being reported to the IRS.



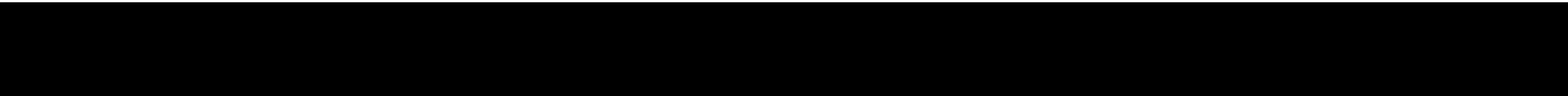
(Box 1e)	(Box 1a)	(Box 2a)	(Box 4)	(Box 15)
Short Term Sales Reported on 1099-B				
742935356	PROFESSIONALLY MANAGED PORT 21-IS	PORIX		
931 7340	01/03/2012 01/28/2011	27,989 29	30,300 00	0 00
				-2,310 71
003021714	ABERDEEN EMERG MKTS INST-IS	ABEMX		
617 2840	03/20/2012 04/29/2011	9,000 00	9,296 30	0 00
				-296 30
277907606	EATON VANCE PARAMETRIC T/M EMER MKTS	EITEX		
148 6720	03/20/2012 04/29/2011	6,893 33	8,000 00	0 00
				-1,106 67
911476810	US GLOBAL RESOURCES FD INS	PIPFX		
519 0990	03/20/2012 04/29/2011	5,300.00	6,795.01	0.00
				-1,495.01
		49,182.62	54,391.31	0.00
				-5,208.69
Total Short Term Sales Reported on 1099-B				
Report on Form 8949, Part I, with Box B checked				
Long Term 15% Sales Reported on 1099-B				
411511306	HARBOR FUND INTERNATIONAL	HAINX		
470 3060	01/03/2012 Various	25,500 00	26,049 94	0 00
				-549 94
742935356	PROFESSIONALLY MANAGED PORT 21-IS	PORIX		
1957 7470	01/03/2012 Various	58,810 72	54,612 73	0 00
				4,197 99



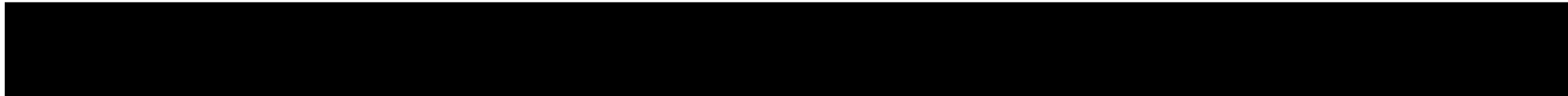
<i>(Box 1e)</i>	<i>(Box 1a)</i>	<i>(Box 2a)</i>				<i>(Box 4)</i>	<i>(Box 15)</i>
81063U503	SCOUT INTERNATIONAL FUND	UMBWX					
914 1470	01/03/2012 01/08/2010	26,300 00	27,259 86	0 00	-959 86	0 00	0 00
87244W300	TIAA-CREF SOCIAL CHOICE EQUITY FUND	TISCX					
13744 1640	01/03/2012 Various	147,200 00	156,531 92	0 00	-9,331 92	0 00	0 00
093001220	WILLIAM BLAIR EMG MKTS GR-I	WBEIX					
306 0440	03/20/2012 01/08/2010	4,000 00	4,058 15	0 00	-58 15	0 00	0 00
119804102	BUFFALO SMALL CAP FUND	BUFSX					
500.0000	03/20/2012 07/13/2007	14,000 00	15,285 00	0 00	-1,285 00	0 00	0 00
277907606	EATON VANCE PARAMETRIC T/M EMER MKTS	EITEX					
282 6780	03/20/2012 Various	13,106 66	14,790 64	0 00	-1,683 98	0 00	0 00
411511306	HARBOR FUND INTERNATIONAL	HAINX					
129 0960	03/20/2012 01/26/2006	7,800 00	6,845 98	0 00	954 02	0 00	0 00
543069207	LONGLEAF PARTNERS SM CAP FD	LLSCX					
141 9450	03/20/2012 01/26/2006	4,000 00	3,959 42	0 00	40 58	0 00	0 00
742935356	PROFESSIONALLY MANAGED PORT 21-IS	PORIX					
431 0080	03/20/2012 12/17/2008	13,900 00	9,801 12	0 00	4,098 88	0 00	0 00
81063U503	SCOUT INTERNATIONAL FUND	UMBWX					
208 3990	03/20/2012 01/08/2010	6,600 00	6,214 46	0 00	385 54	0 00	0 00
87244W300	TIAA-CREF SOCIAL CHOICE EQUITY FUND	TISCX					
2557 5450	03/20/2012 01/03/2007	30,000 00	29,127 81	0 00	872 19	0 00	0 00



<i>(Box 1e)</i>	<i>(Box 1a)</i>	<i>(Box 2a)</i>				<i>(Box 4)</i>	<i>(Box 15)</i>
003021714	ABERDEEN EMERG MKTS INST-IS	ABEMX					
151 9760	05/22/2012 04/29/2011	2,000 00	2,288 76	0 00	-288 76	0 00	0 00
093001220	WILLIAM BLAIR EMG MKTS GR-I	WBEIX					
252 9510	05/22/2012 Various	3,000 00	3,160 16	0 00	-160 16	0 00	0 00
262028806	DRIEHAUS INTER SMALL CAP GTH	DRIOX					
952 3810	05/22/2012 Various	8,000 00	4,437 23	0 00	3,562 77	0 00	0 00
693390866	PIMCO TOTAL RETURN III-INSTL	PTSAX					
4044.4890	05/22/2012 01/08/2010	40,000 00	38,948 43	0 00	1,051 57	0 00	0 00
969251107	WILLIAM BLAIR BOND FUND-I	WBFIX					
914 9130	05/22/2012 03/11/2010	10,000 00	9,588 29	0 00	411 71	0 00	0 00
97717W760	WISDOMTREE INTL S/C DVD FUND	DLS					
202 0000	05/22/2012 Various	8,962 55	6,936 39	0 00	2,026 16	0 00	0 00
742935356	PROFESSIONALLY MANAGED PORT 21-IS	PORIX					
3975 5610	06/08/2012 Various	116,404 43	83,212 19	0 00	33,192 24	0 00	0 00
003021714	ABERDEEN EMERG MKTS INST-IS	ABEMX					
151 9340	08/08/2012 04/29/2011	2,200 00	2,288 12	0 00	-88 12	0 00	0 00
093001220	WILLIAM BLAIR EMG MKTS GR-I	WBEIX					
79 4910	08/08/2012 05/19/2010	1,000 00	969 79	0 00	30 21	0 00	0 00
119804102	BUFFALO SMALL CAP FUND	BUFSX					
136 5550	08/08/2012 07/13/2007	3,900 00	4,174 48	0 00	-274 48	0 00	0 00



<i>(Box 1e)</i>	<i>(Box 1a)</i>	<i>(Box 2a)</i>				<i>(Box 4)</i>	<i>(Box 15)</i>
277907606	EATON VANCE PARAMETRIC T/M EMER MKTS	EITEX					
124 1370	08/08/2012 05/19/2010	5,500 00	5,105 76	0 00	394 24	0 00	0 00
411511306	HARBOR FUND INTERNATIONAL	HAINX					
147 0590	08/08/2012 Various	8,500 00	7,798 54	0 00	701 46	0 00	0 00
543069207	LONGLEAF PARTNERS SM CAP FD	LLSCX					
134 3900	08/08/2012 01/26/2006	3,900 00	3,748 69	0 00	151 31	0 00	0 00
693390866	PIMCO TOTAL RETURN III-INSTL	PTSAX					
2164.8460	08/08/2012 Various	21,800 00	20,766 08	0 00	1,033 92	0 00	0 00
81063U503	SCOUT INTERNATIONAL FUND	UMBWX					
299 2440	08/08/2012 01/08/2010	9,100 00	8,923 45	0 00	176 55	0 00	0 00
87244W300	TIAA-CREF SOCIAL CHOICE EQUITY FUND	TISCX					
520 3820	08/08/2012 01/03/2007	6,000 00	5,926 62	0 00	73 38	0 00	0 00
693390866	PIMCO TOTAL RETURN III-INSTL	PTSAX					
617 7120	10/18/2012 10/28/2009	6,282 13	5,911 50	0 00	370 63	0 00	0 00
87244W300	TIAA-CREF SOCIAL CHOICE EQUITY FUND	TISCX					
2076 4120	10/18/2012 01/03/2007	25,000 00	23,648 20	0 00	1,351 80	0 00	0 00
003021714	ABERDEEN EMERG MKTS INST-IS	ABEMX					
271 3700	11/15/2012 Various	4,000 00	3,862 74	0 00	137 26	0 00	0 00
093001220	WILLIAM BLAIR EMG MKTS GR-I	WBEIX					
315 4570	11/15/2012 05/19/2010	4,000 00	3,848 58	0 00	151 42	0 00	0 00



<i>(Box 1e)</i>	<i>(Box 1a)</i>	<i>(Box 2a)</i>				<i>(Box 4)</i>	<i>(Box 15)</i>
911476810	US GLOBAL RESOURCES FD INS	PIPFX					
417 9730	11/15/2012 04/29/2011	4,000 00	5,471 27	0 00	-1,471 27	0 00	0 00
969251107	WILLIAM BLAIR BOND FUND-I	WBFIX					
1955 5560	11/15/2012 03/11/2010	22,000 00	20,494 23	0 00	1,505 77	0 00	0 00
87244W300	TIAA-CREF SOCIAL CHOICE EQUITY FUND	TISCX					
848 8960	12/03/2012 01/03/2007	10,000 00	9,668 05	0 00	331 95	0 00	0 00
Total Long Term 15% Sales Reported on 1099-B Report on Form 8949, Part II, with Box B checked		676,766.49	635,714.58	0.00	41,051.91	0.00	0.00