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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 <b>BENITO AND FRANCES GAGUINE FOUNDATION C/O JOHN GAGUINE</b>		A Employer identification number <b>91-1792380</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>2210 RAVEN RD.</b>	Room/suite <b>D</b>	B Telephone number <b>907 789-2986</b>
City or town, state, and ZIP code <b>DOUGLAS, AK 99824-5039</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <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) \$ <b>13,006,406.</b>	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)
1 Contributions, gifts, grants, etc., received		0.		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		184,928.	184,928.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		483,837.			
b Gross sales price for all assets on line 6a		1,956,637.			
7 Capital gain net income (from Part IV, line 2)			483,837.		
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		668,765.	668,765.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 2		9,375.	9,375.		0.
c Other professional fees					
17 Interest					
18 Taxes STMT 3		6,959.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 4		7,259.	7,259.		0.
24 Total operating and administrative expenses Add lines 13 through 23		23,593.	16,634.		0.
25 Contributions, gifts, grants paid		581,158.			581,158.
26 Total expenses and disbursements. Add lines 24 and 25		604,751.	16,634.		581,158.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		64,014.			
b Net investment income (if negative, enter -0-)			652,131.		
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		523,672.	1,029,896.	1,029,896.
	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				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock <b>STMT 5</b>	17,621,678.	17,179,471.	10,976,510.	
	c	Investments - corporate bonds				
11	Investments - land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other					
14	Land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶ <b>STATEMENT 6</b> )	1,000,000.	1,000,000.	1,000,000.		
16	<b>Total assets</b> (to be completed by all filers)	19,145,350.	19,209,367.	13,006,406.		
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	<b>Total liabilities</b> (add lines 17 through 22)	0.	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	19,145,350.	19,209,367.		
28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.			
29	Retained earnings, accumulated income, endowment, or other funds	0.	0.			
30	<b>Total net assets or fund balances</b>	19,145,350.	19,209,367.			
31	<b>Total liabilities and net assets/fund balances</b>	19,145,350.	19,209,367.			

**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)	19,145,350.
2	Enter amount from Part I, line 27a	64,014.
3	Other increases not included in line 2 (itemize) ▶ <b>ROUNDING</b>	3.
4	Add lines 1, 2, and 3	19,209,367.
5	Decreases not included in line 2 (itemize) ▶	0.
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30	19,209,367.

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**Part IV Capital Gains and Losses for Tax on Investment Income**

<p>(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.)</p>		<p>(b) How acquired P - Purchase D - Donation</p>	<p>(c) Date acquired (mo., day, yr.)</p>	<p>(d) Date sold (mo., day, yr.)</p>
1a				
b <b>SEE ATTACHED STATEMENT</b>				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e <b>1,956,637.</b>		<b>1,472,800.</b>	<b>483,837.</b>

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			<b>483,837.</b>

<p>2 Capital gain net income or (net capital loss) <span style="float:right;">{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }</span></p>	2	<b>483,837.</b>
<p>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</p>	3	<b>N/A</b>

**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	711,282.	11,450,218.	.062120
2010	546,189.	10,615,015.	.051454
2009	592,433.	9,879,881.	.059964
2008	616,372.	15,289,656.	.040313
2007	0.	2,372,279.	.000000

2 Total of line 1, column (d)	2	<b>.213851</b>
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	<b>.042770</b>
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	<b>10,510,189.</b>
5 Multiply line 4 by line 3	5	<b>449,521.</b>
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	<b>6,521.</b>
7 Add lines 5 and 6	7	<b>456,042.</b>
8 Enter qualifying distributions from Part XII, line 4	8	<b>581,158.</b>

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.

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**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		<b>1</b>	<b>6,521.</b>
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-)		<b>2</b>	<b>0.</b>
3 Add lines 1 and 2		<b>3</b>	<b>6,521.</b>
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		<b>4</b>	<b>0.</b>
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		<b>5</b>	<b>6,521.</b>
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	<b>6a</b>		
b Exempt foreign organizations - tax withheld at source	<b>6b</b>		
c Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>		
d Backup withholding erroneously withheld	<b>6d</b>		
7 Total credits and payments. Add lines 6a through 6d	<b>7</b>		<b>0.</b>
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>		<b>146.</b>
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	<b>9</b>		<b>6,667.</b>
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	<b>10</b>		
11 Enter the amount of line 10 to be Credited to 2013 estimated tax	<b>11</b>		

**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 type="checkbox"/>	<input checked="" type="checkbox"/>
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see 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>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
1c Did the foundation file Form 1120-POL for this year?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
2 Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ <u>0.</u> (2) On foundation managers. <input type="checkbox"/> \$ <u>0.</u>		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ <u>0.</u>		
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>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
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 type="checkbox"/>	<input checked="" type="checkbox"/>
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
b If "Yes," has it filed a tax return on Form 990-T for this year?	<input type="checkbox"/>	<input type="checkbox"/>
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 type="checkbox"/>	<input checked="" type="checkbox"/>
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?	<input checked="" type="checkbox"/>	<input type="checkbox"/>
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>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> <u>AK</u>		
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>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
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>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>

N/A

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**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 ► <b>N/A</b>	13	X	
14	The books are in care of ► <b>JOHN GAGUINE</b> Telephone no. ► <b>907 789-2986</b> Located at ► <b>2210 RAVEN RD, DOUGLAS, AK</b> ZIP+4 ► <b>99824-5039</b>			
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	1b	N/A
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	2b	N/A
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)	3b	N/A
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

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

<p><b>5a</b> 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))?</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?</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes?</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)?</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?</p>	<p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>		
<p><b>b</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)?</p> <p>Organizations relying on a current notice regarding disaster assistance check here</p>	<p align="center">N/A</p> <p align="center">▶ <input type="checkbox"/></p>	<b>5b</b>	
<p><b>c</b> 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?</p> <p align="right">N/A</p>	<p><input type="checkbox"/> Yes <input type="checkbox"/> No</p>		
<p>If "Yes," attach the statement required by Regulations section 53.4945-5(d).</p>			
<p><b>6a</b> Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?</p> <p><b>b</b> Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?</p> <p>If "Yes" to 6b, file Form 8870</p>	<p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<b>6b</b>	<b>X</b>
<p><b>7a</b> At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?</p> <p><b>b</b> If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?</p>	<p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p align="center">N/A</p>	<b>7b</b>	

**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
JOHN GAGUINE 2210 RAVEN RD. APT. D DOUGLAS, AK 99824-5039	PRES, <del>VICE PRES</del> & DIRECTOR	0.00	0.	0.
<del>PATRICIA DOBSON</del> CYTHIA GAGUINE <del>10117 STEVEN STREET</del> 2210 RAVEN RD APT D <del>JUNEAU, AK 99801</del> DOUGLAS AK 99824	<del>VICE PRES</del> , SEC & DIRECTOR	0.00	0.	0.
MARY ALICE MCKEEN 212 W NINETH STREET JUNEAU, AK 99801	DIRECTOR ✓ VP	0.00	0.	0.
ROBERT STORER 114 W SIXTH ST JUNEAU, AK 99801	TREASURER + DIRECTOR	0.60	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**

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

<b>1</b> Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b> Average monthly fair market value of securities	<b>1a</b>	10,257,888.
<b>b</b> Average of monthly cash balances	<b>1b</b>	412,355.
<b>c</b> Fair market value of all other assets	<b>1c</b>	
<b>d</b> Total (add lines 1a, b, and c)	<b>1d</b>	10,670,243.
<b>e</b> Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b> Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b> Subtract line 2 from line 1d	<b>3</b>	10,670,243.
<b>4</b> Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	160,054.
<b>5</b> Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	10,510,189.
<b>6</b> Minimum investment return. Enter 5% of line 5	<b>6</b>	525,509.

**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.)

<b>1</b> Minimum investment return from Part X, line 6	<b>1</b>	525,509.
<b>2a</b> Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	6,521.
<b>b</b> Income tax for 2012. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b> Add lines 2a and 2b	<b>2c</b>	6,521.
<b>3</b> Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	518,988.
<b>4</b> Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b> Add lines 3 and 4	<b>5</b>	518,988.
<b>6</b> Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b> Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	518,988.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b> Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b> Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	581,158.
<b>b</b> Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b> Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b> Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b> Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b> Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b> Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	581,158.
<b>5</b> Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	6,521.
<b>6</b> Adjusted qualifying distributions. Subtract line 5 from line 4	<b>6</b>	574,637.

**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.

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**BENITO AND FRANCES GAGUINE FOUNDATION**  
**C/O JOHN GAGUINE**

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**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				518,988.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011	37,854.			
f Total of lines 3a through e	37,854.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$	581,158.			
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				518,988.
e Remaining amount distributed out of corpus	62,170.			
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:	100,024.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	100,024.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011	37,854.			
e Excess from 2012	62,170.			

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N/A

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

- [illegible]

NO

## BENITO AND FRANCES GAGUINE FOUNDATION

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C/O JOHN GAGUINE

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**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
<b>a Paid during the year</b>  SEE ATTACHED SCHEDULE SEE ATTACHED SEE ATTACHED		501C3		581,158.
<b>Total</b>			▶ <b>3a</b>	581,158.
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>			▶ <b>3b</b>	0.



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


		Yes	No
<b>1</b>	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?		
<b>a</b>	Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash	<b>1a(1)</b>	<b>X</b>
	(2) Other assets	<b>1a(2)</b>	<b>X</b>
<b>b</b>	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization	<b>1b(1)</b>	<b>X</b>
	(2) Purchases of assets from a noncharitable exempt organization	<b>1b(2)</b>	<b>X</b>
	(3) Rental of facilities, equipment, or other assets	<b>1b(3)</b>	<b>X</b>
	(4) Reimbursement arrangements	<b>1b(4)</b>	<b>X</b>
	(5) Loans or loan guarantees	<b>1b(5)</b>	<b>X</b>
	(6) Performance of services or membership or fundraising solicitations	<b>1b(6)</b>	<b>X</b>
<b>c</b>	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	<b>1c</b>	<b>X</b>
<b>d</b>	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

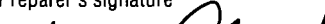
b If "Yes," complete the following schedule.		
(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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.

Sign Here 
 Date 8/15/10
 Title PRESIDENT

Signature of officer or trustee \_\_\_\_\_

May the IRS discuss this return with the preparer shown below (see instr. 9)?  
☒ Yes ☐ No

<b>Paid Preparer Use Only</b>	Print/Type preparer's name <b>WILLIAM L. MORRIS, JR.</b>	Preparer's signature 	Date <b>08/02/13</b>	Check <input type="checkbox"/> if self-employed	PTIN <b>P00037204</b>
	Firm's name ▶ <b>WILLIAM MORRIS &amp; ASSOCIATES, P.C.</b>			Firm's EIN ▶ <b>52-2363937</b>	
	Firm's address ▶ <b>P.O. BOX 610 FULTON, MD 20759-0610</b>			Phone no. <b>(301)498-1120</b>	

**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	CANACCORD ADAMS, INC SCHEDULE ATTACHED	P		
b	CANACCORD ADAMS, INC SCHEDULE ATTACHED	P		
c	750 SHS DEVON ENERGY CP NEW	D	11/09/07	12/27/12
d	800 SHS SUNOCO INC	D	11/09/07	12/27/12
e	350 SHS BP PCL ADR	D	11/09/07	12/27/12
f	450 SHS DEVON ENERGY CP NEW	D	11/09/07	12/27/12
g	750 SHS ELECTRONIC ARTS INC	D	11/09/07	12/27/12
h	225 SHS GOLDMAN SACHS GROUP	D	11/09/07	12/27/12
i	1000 SHS JOHNSON & JOHNSON	D	11/09/07	12/27/12
j	1250 SHS SUNOCO INC	D	11/09/07	12/27/12
k	3174 SHS SYMANTEC CORP	D	11/09/07	12/27/12
l	2000 SHS ROBERT HALF INTERNATIONAL	D	11/09/07	12/27/12
m	.4811 TELEPHONE & DATA SYSTEMS	D	11/09/07	01/24/12
n	.4439 TELEPHONE & DATA SYSTEMS	D	11/09/07	01/24/12
o	CAPITAL GAINS DIVIDENDS			

(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 565,502.		523,053.	42,449.
b 467,522.		403,502.	64,020.
c 38,883.		66,803.	<27,920.>
d 20,000.		56,896.	<36,896.>
e 14,478.		25,389.	<10,911.>
f 23,328.		38,691.	<15,363.>
g 10,472.		42,435.	<31,963.>
h 28,148.		50,985.	<22,837.>
i 69,941.		67,460.	2,481.
j 31,250.		89,425.	<58,175.>
k 57,007.		56,243.	764.
l 62,993.		51,880.	11,113.
m 14.		19.	<5.>
n 12.		19.	<7.>
o 567,087.			567,087.

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			42,449.
b			64,020.
c			<27,920.>
d			<36,896.>
e			<10,911.>
f			<15,363.>
g			<31,963.>
h			<22,837.>
i			2,481.
j			<58,175.>
k			764.
l			11,113.
m			<5.>
n			<7.>
o			567,087.

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	483,837.
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

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FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BARRETT OPPORTUNITY FUND	671,519.	567,087.	104,432.
CANACCORD/ADAMS	1,701.	0.	1,701.
CHARLES SCHWAB	76,102.	0.	76,102.
SMITH BARNEY	2,693.	0.	2,693.
TOTAL TO FM 990-PF, PART I, LN 4	752,015.	567,087.	184,928.

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FORM 990-PF	ACCOUNTING FEES	STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	9,375.	9,375.		0.
TO FORM 990-PF, PG 1, LN 16B	9,375.	9,375.		0.

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FORM 990-PF	TAXES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
US	6,824.	0.		0.
FOREIGN TAXES PAID	135.	0.		0.
TO FORM 990-PF, PG 1, LN 18	6,959.	0.		0.



FORM 990-PF	OTHER EXPENSES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT ADVISORY FEES	7,259.	7,259.			0.
TO FORM 990-PF, PG 1, LN 23	7,259.	7,259.			0.

FORM 990-PF	CORPORATE STOCK		STATEMENT	5
DESCRIPTION	BOOK VALUE		FAIR MARKET VALUE	
CORPORATE STOCKS -	17,179,471.		10,976,510.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	17,179,471.		10,976,510.	

FORM 990-PF	OTHER ASSETS		STATEMENT	6
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE	
LOAN RECEIVABLE MICROCREDIT ENTERPRISES	1,000,000.	1,000,000.	1,000,000.	
TO FORM 990-PF, PART II, LINE 15	1,000,000.	1,000,000.	1,000,000.	

Benito and Frances C. Gaguine Foundation 2012 Donations

Date	Check #	Name of Organization	Address	Donation	
5/8/2012	146	Project Gettysburg-Leon	Gettysburg, PA	\$ 5,000.00	Completion of Monte Horet Pre-School, Leon Nicaragua
7/4/2012	147	Covenant House Alaska	Anchorage, AK	\$ 7,158.00	
7/4/2012	148	Project Gettysburg-Leon	Gettysburg, PA	\$ 10,000.00	Purchase of Solar Ovens and Solar Dryer, Nicaragua
7/13/2012	149	American Rivers	Washington, DC	\$ 5,000.00	
9/15/2012	150	Friendship City Projects	Boulder, CO	\$ 10,000.00	Match grant to be used for completion of water purification plant, Pasmata Region, Nicaragua
10/5/2012	151	Union of Concerned Scientists	Cambridge, MA	\$ 10,000.00	
10/12/2012	152	Mother Jones Investigative Fund	San Francisco, CA	\$ 5,000.00	
10/28/2012	153	Sierra Foothill Conservancy	Fresno, CA	\$ 5,000.00	Conservation and preservation of land, Fresno, CA
11/15/2012	154	AWARE	Juneau, AK	\$ 10,000.00	
12/20/2012	157	NAMLO International	Boulder, CO	\$ 13,000.00	Completion of Vocational Center, Sabhung, Nepal
12/27/2012	158	International Rescue Committee	NY, NY	\$ 250,000.00	
12/27/2012	159	US Fund for UNICEF	NY, NY	\$ 100,000.00	
12/27/2012	160	Appleton Foundation	Santa Cruz, CA	\$ 100,000.00	
12/28/2012	126	Public Citizen Foundation	Washington, DC	\$ 1,000.00	
12/28/2012	127	Alaska Legal Services Corp	Anchorage, AK	\$ 10,000.00	
12/30/2012	128	Doctors Without Borders USA	NY, NY	\$ 10,000.00	In memory of Ann Rosen and Tom Linklater
12/30/2012	129	Red Cross of Alaska	Anchorage, AK	\$ 10,000.00	
12/30/2012	130	Native American Rights Fund	Boulder, CO	\$ 2,000.00	
12/30/2012	131	Earthjustice	San Francisco, CA	\$ 5,000.00	
12/30/2012	132	Oceana	Washington, DC	\$ 1,000.00	
12/30/2012	133	Friendship City Projects	Boulder, CO	\$ 8,000.00	Second Mile Water, water purification, Pasmata Region, Nicaragua
12/30/2012	134	UN Foundation	Washington, DC	\$ 3,000.00	
12/31/2012	135	National Parks Conservation Assoc	Washington, DC	\$ 1,000.00	
				<u>\$ 581,158.00</u>	