Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No. 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning , 2012, and ending 12/31/2012 , 20

Name of foundation: LOEB FAMILY FOUNDATION

A Employer identification number: 912010685 05

Number and street (or P.O. box number if mail is not delivered to street address): 13808 NE 36th Place

Room/suite:

B Telephone number (see instructions): 425 8857098

City or town, state, and ZIP code: Bellevue, WA 98005

C If exemption application is pending, check here ▶ ☐

G Check all that apply: ☑ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization: ☑ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 924386

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

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

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

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received (attach schedule)	Sched B 19323			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch. B				
	3	Interest on savings and temporary cash investments	354	see Statement #1		
	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	State2 112376			
	b	Gross sales price for all assets on line 6a				
	7	Capital gain net income (from Part IV, line 2)		112376		
	8	Net short-term capital gain			112376	
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less: Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	132063	Statement #3		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)				
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	0			
	22	Printing and publications	176	statement #3		
	23	Other expenses (attach schedule)	881	statement #3		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	1057			1057
	25	Contributions, gifts, grants paid	state #5 42190			42190
	26	**Total expenses and disbursements.** Add lines 24 and 25	44304	44304	44304	44304
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	87759			
	b	**Net investment income** (if negative, enter -0-)		87749		
	c	**Adjusted net income** (if negative, enter -0-)			87759	

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Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets				
1	Cash—non-interest-bearing			
2	Savings and temporary cash investments	26734	20578	20578
3	Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
4	Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments—U.S. and state government obligations (attach schedule)			
b	Investments—corporate stock (attach schedule)	517365	830956	762956
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)			
14	Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶ Koronis options.)	106,000	100,000	100,000
16	**Total assets** (to be completed by all filers—see the instructions. Also, see page 1, item I)	644099	951534	883534
Liabilities				
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)			
Net Assets or Fund Balances				
	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds			
28	Paid-in or capital surplus, or land, bldg., and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see instructions)	651099		
31	**Total liabilities and net assets/fund balances** (see instructions)	0	881	

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	651099
2	Enter amount from Part I, line 27a	2	68422
3	Other increases not included in line 2 (itemize) ▶ see Statement #4,and 6	3	163789
4	Add lines 1, 2, and 3	4	
5	Decreases not included in line 2 (itemize) ▶	5	881
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	883891

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				
c				
d				
e				

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

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) **or** Losses (from col. (h))
	(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				
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 } **2**

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 the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011			
2010			
2009			
2008			
2007			

2 **Total** of line 1, column (d) . . . **2**

3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years . . . **3**

4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 . . . **4**

5 Multiply line 4 by line 3 . . . **5**

6 Enter 1% of net investment income (1% of Part I, line 27b) . . . **6**

7 Add lines 5 and 6 . . . **7**

8 Enter qualifying distributions from Part XII, line 4 . . . **8**

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	1755
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	1755
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	1775
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a		
b	Exempt foreign organizations—tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments. Add lines 6a through 6d	7	
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	1775
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		✓
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	✓	

Website address ▶ laaloeb@gmail.com

14 The books are in care of ▶ Dr. Lawrence A. Loeb Telephone no. ▶ 4258857098

Located at ▶ 13808 NE 36th Place. Bellevue, WA ZIP+4 ▶ 98005

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

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

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

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

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

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

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

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

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation (**If not paid, enter -0-**)	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
See Statemet #6				

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 ▶				

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 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	753910
b	Average of monthly cash balances	1b	55873
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	809783
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	881
3	Subtract line 2 from line 1d	3	808902
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	12134
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	796768
6	**Minimum investment return.** Enter 5% of line 5	6	43192

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	43192
2a	Tax on investment income for 2012 from Part VI, line 5	2a			
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	0
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	43192
4	Recoveries of amounts treated as qualifying distributions			4	0
5	Add lines 3 and 4			5	43192
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	43192

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	44304
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	44304
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	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	0

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				43192
2	Undistributed income, if any, as of the end of 2012:				
a	Enter amount for 2011 only			0	
b	Total for prior years: 20 07 ,20 08 ,20 09		8098		
3	Excess distributions carryover, if any, to 2012:				
a	From 2007 ... 861				
b	From 2008 ... 3597				
c	From 2009 ... 3640				
d	From 2010 ... 0				
e	From 2011 ... 0				
f	**Total** of lines 3a through e	8078			
4	Qualifying distributions for 2012 from Part XII, line 4: ► $ 44304				
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				42190
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	8078			
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 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)	0			
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	861			
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	8239			
10	Analysis of line 9:				
a	Excess from 2008 ... 3597				
b	Excess from 2009 ... 3640				
c	Excess from 2010 ... 0				
d	Excess from 2011 ... 0				
e	Excess from 2012 ... 1002				

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

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

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

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test—enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

None

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

None

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ▶ ☑ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

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 *Paid during the year*				
Total . . . . ▶ **3a**				
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities					
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)					

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

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

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

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

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		✓
	(2) Other assets	1a(2)		✓
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		✓
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		✓
	(3) Rental of facilities, equipment, or other assets	1b(3)		✓
	(4) Reimbursement arrangements	1b(4)		✓
	(5) Loans or loan guarantees	1b(5)		✓
	(6) Performance of services or membership or fundraising solicitations	1b(6)		✓
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		✓

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

(a) Line no.	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Dr. Lawrence Fuchs 3/5/13 President

Signature of officer or trustee Date Title

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

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

Statement #1
Part 1 line 3,2,11
Line 3 Interest193578

E-Trade Brokerage....	$171
E-Trade Bank	$ 2
Reeal Estate Associates	$248
Margin Interest	($66)
Total	**$354**

Statement #2 A: List of Stock Purchases and Sales Presented on next page. Copy of Brokerage Statement......... **+112,3**

Statement #3

Printing, postage,etc.		**176**
State Registration Fees	10	
Checks, Stationary, printing	65	
Postage	101	
Other Expenses		**881**
Meeting of Directors Rosario, Orcas Island, WA Pending reimbursement	881	

Statement #2 A: List of Stock Purchases and Sales Presented on next page. Copy of Brokerage Statement......... **+112,373**

Statement #4
Reconciliation:

Assets at beginning of year 2012	$ 651099
Deferred (not allowed wash sales) E-trade	66468
Profit at end of year, assets not sold	97321
Excess Profit minus disbursements	68422
Debit, reimbursement not paid	881
Calculated Assets at end of year	883891
Actual Asssets End of Year	883534

Page 1A

Statement #3

ISTC Corporation
80 International Drive, Suite 130
Greenville, SC 29615
Telephone (864) 239-1029
Fax (864) 239-5812

December 19, 2012

Re: **Real Estate Associates Limited II ("REAL II")**

Dear Investor:

At this time of year we receive requests from investors for information on the performance results of Real Estate Associates Limited II (the "Partnership") for the current year. Our best estimate of your tax accounting information for 2012 resulting from the Partnership's activities is set forth below.

Please bear in mind that the amounts indicated below reflect our best estimates based on efforts to gather information on the remaining projects in the portfolio. In many cases we have received only abbreviated information, and estimates based on such data are, of course, subject to change. Therefore, our 2012 estimates may vary significantly from the final amounts to be reported to you.

We estimate that **each $5,000 investment** will recognize the following approximate results for the calendar year 2012:

(1)	Rental Real Estate Income (Loss)	$ 15
(2)	Unrecaptured Section 1250 Gain	$ 67
(3)	Depreciation Preference Amount	nominal

We anticipate that final 2012 tax information will be mailed to you and posted on our web site: www.napico.com on or about March 31, 2013. In the interim we hope that this preliminary information will be useful to you and to your tax advisors for planning purposes.

With very best wishes for the Holiday Season,
National Partnership Investments Corp.
Managing General Partner

Account· 57560595
Search Criteria
Start Date. 01/01/2012
End Date 12/31/2012

Page 1B #47

PRINT

Total Long-Term Gain/(Loss): $0 **Total Short-Term Gain/(Loss): $112376** **Total Commissions/Fees: $503 39**

Positions — Lot edited by firm — Lot edited by customer

Symbol	Quantity	Opening Transaction Date	Cost/Sh	Total Cost	Closing Transaction Date	Price/Sh	Proceeds	Gain (Loss)	Deferred Loss	Term	Lot Selection
AAPL	**600**			**279619.78**			**294685.84**	**15066**		**Short**	
Sell	300	10/12/2011	433 48	130043 79	01/27/2012	445 87	133762 44	3719	(0 00)	Short	FIFO
Sell	300	02/13/2012	498 59	149575 99	05/17/2012	536 41	160923 40	11347	(0 00)	Short	FIFO
ARIA	**5000**			**75004.99**			**75343.65**	**339**		**Short**	
Sell	5000	01/30/2012	15 00	75004 99	02/24/2012	15 07	75343 65	339	(0 00)	Short	FIFO
ARNA	**32000**			**206215.97**			**314067.98**	**107852**		**Short**	
Sell	8000	06/12/2012	7 44	59524 99	06/29/2012	10 12	80953 18	21428	(0 00)	Short	Specific Lot
Sell	10000	05/30/2012	6 28	62804 99	06/29/2012	10 03	100292 76	37488	(0 00)	Short	Specific Lot
Sell	2000	06/29/2012	6 51	13020 00	07/02/2012	9 65	19294 57	6275	(0 00)	Short	Specific Lot
Sell	2000	05/21/2012	5 86	11729 00	07/02/2012	9 82	19634 57	7906	(0 00)	Short	FIFO
Sell	8000	05/21/2012	5 86	46915 99	07/02/2012	9 39	75114 32	28198	(0 00)	Short	FIFO
Sell	2000	05/22/2012	6 11	12221 00	07/02/2012	9 39	18778 58	6558	(0 00)	Short	FIFO
CPHD	**1000**			**37204.99**			**34944.33**	**(2261)**		**Short**	
Sell	1000	09/21/2011	37 20	37204 99	01/09/2012	34 94	34944 33	(2261)	(0 00)	Short	FIFO
GNOM	**150000**			**438067.69**			**414884.83**	**(23183)**		**Short**	
Sell	10000	01/09/2012	3 26	32594 38	02/06/2012	3 26	32594 38	0	(6410 51)	Short	Specific Lot
Sell	5000	01/04/2012	3 20	16017 79	02/06/2012	3 46	17295 67	1278	(0 00)	Short	Specific Lot
Sell	5000	12/29/2011	2 63	13152 50	02/06/2012	3 60	18002 66	4850	(0 00)	Short	FIFO
Sell	5000	01/05/2012	3 53	17654 99	02/13/2012	3 96	19799 67	2145	(0 00)	Short	Specific Lot
Sell	5000	01/06/2012	3 83	19150 04	02/13/2012	3 99	19954 62	805	(0 00)	Short	Specific Lot
Sell	5000	01/04/2012	3 46	17294 99	02/13/2012	3 96	19795 13	2500	(0 00)	Short	Specific Lot
Sell	5000	01/04/2012	3 20	16004 99	02/13/2012	4 05	20256 57	4252	(0 00)	Short	Specific Lot
Sell	5000	12/29/2011	2 63	13152 50	02/13/2012	4 22	21099 60	7947	(0 00)	Short	Specific Lot
Sell	10000	12/29/2011	2 70	27004 99	02/13/2012	4 82	48194 08	21189	(0 00)	Short	Specific Lot
Sell	10000	12/29/2011	2 87	28704 99	04/04/2012	3 47	34694 23	5989	(0 00)	Short	Specific Lot
Sell	2000	01/20/2012	2 11	4229 90	05/10/2012	2 11	4229 90	0	(1852 72)	Short	FIFO
Sell	2700	01/20/2012	2 12	5723 87	05/10/2012	2 12	5723 87	0	(2487 67)	Short	FIFO
Sell	2000	01/20/2012	2 11	4214 91	05/10/2012	2 11	4214 91	0	(1867 71)	Short	FIFO
Sell	100	01/20/2012	2 11	211 01	05/10/2012	2 11	211 01	0	(93 12)	Short	FIFO
Sell	3200	01/20/2012	2 11	6752 16	05/10/2012	2 11	6752 16	0	(2950 04)	Short	FIFO
Sell	30000	05/08/2012	2 44	73204 98	05/10/2012	2 10	62993 61	(10211)	(0 00)	Short	Specific Lot
Sell	1800	05/10/2012	3 07	5533 84	05/11/2012	1 94	3488 14	(2046)	(0 00)	Short	FIFO
Sell	3200	05/10/2012	3 07	9829 63	05/11/2012	1 94	6201 15	(3628)	(0 00)	Short	FIFO
Sell	2000	05/10/2012	3 07	6133 72	05/15/2012	1 78	3558 92	(2575)	(0 00)	Short	Specific Lot
Sell	100	05/10/2012	3 07	307 17	05/15/2012	1 78	177 95	(129)	(0 00)	Short	Specific Lot
Sell	5000	01/20/2012	2 40	12001 25	05/15/2012	1 78	8897 31	(3104)	(0 00)	Short	FIFO
Sell	200	05/10/2012	3 07	614 87	05/15/2012	1 78	355 89	(259)	(0 00)	Short	Specific Lot
Sell	2700	05/10/2012	3 06	8267 02	05/15/2012	1 78	4804 54	(3462)	(0 00)	Short	Specific Lot
Sell	5000	01/20/2012	2 40	12001 25	05/16/2012	1 84	9198 13	(2803)	(0 00)	Short	FIFO

Sell	10000	02/14/2012	4 42	44204 99	05/16/2012	1 84	18396 26	(25809)	(0 00)	Short	FIFO
Sell	15000	04/09/2012	2 94	44105.00	05/21/2012	1 60	23994 47	(20111)	(0 00)	Short	FIFO
ILMN	**2500**			**139829.47**			**100943.16**	**(38886)**		**Short**	
Sell WS WS REV	1000	08/18/2011	48 58	48584 35	01/10/2012	32 50	32499 55	(16085)	(16084 80)	Short	Specific Lot
Sell WS	500	08/18/2011	32 50	16249 77	01/10/2012	32 50	16249 77	0	(7125 56)	Short	Specific Lot
Sell WS REV	500	02/06/2012	83 95	41977 30	03/29/2012	52 19	26096 92	(15880)	(0 00)	Short	Specific Lot
Sell WS REV	500	02/06/2012	66 04	33018 05	03/29/2012	52 19	26096 92	(6921)	(0 00)	Short	Specific Lot
OREX	**39002**			**139705.70**			**191377.36**	**51672**		**Short**	
Sell	10000	02/24/2012	3 81	38104 99	03/12/2012	4 22	42196 75	4092	(0 00)	Short	FIFO
Sell	10000	02/27/2012	3 95	39504 99	03/12/2012	4 22	42196 75	2692	(0 00)	Short	FIFO
Sell	10000	06/07/2012	3.40	34004 99	06/29/2012	5 62	56193 75	22189	(0 00)	Short	FIFO
Sell	2	06/07/2012	3 12	6 24	06/29/2012	5 62	11 24	5	(0 00)	Short	FIFO
Sell	5000	06/07/2012	3 12	15602 50	06/29/2012	5 75	28744 36	13142	(0 00)	Short	FIFO
Sell	4000	06/07/2012	3.12	12482 00	06/29/2012	5 51	22034 51	9553	(0 00)	Short	FIFO
ROSG	**10000**			**66709.98**			**186435.83**	**119726**		**Short**	
Sell	5000	05/21/2012	6 38	31904 99	05/24/2012	18 24	91192 96	59288	(0 00)	Short	FIFO
Sell	5000	05/21/2012	6 96	34804 99	05/24/2012	19 05	95242 87	60438	(0 00)	Short	FIFO
SQNM	**10000**			**43004.99**			**37194.17**	**(5811)**		**Short**	
Sell	10000	04/16/2012	4 30	43004 99	06/06/2012	3 72	37194 17	(5811)	(0 00)	Short	FIFO
VRTX	**7000**			**277351.93**			**251081.55**	**(26270)**		**Short**	
Sell WS	1000	06/23/2011	32 15	32152 39	01/04/2012	32 15	32152 39	0	(14668 60)	Short	Specific Lot
Sell WS REV	1000	08/16/2011	50 48	50475 46	01/05/2012	32 40	32404 38	(18071)	(0 00)	Short	Specific Lot
Sell WS WS REV	1000	01/30/2012	37 60	37596 78	02/03/2012	37 60	37596 78	0	(11996 81)	Short	FIFO
Sell	500	11/16/2011	29 61	14805 83	02/03/2012	36 58	18289 64	3484	(0 00)	Short	FIFO
Sell WS REV	1000	11/16/2011	48 80	48802 17	02/03/2012	37 60	37596 78	(11205)	(0 00)	Short	FIFO
Sell	500	11/16/2011	29 61	14805 83	02/03/2012	36 60	18299 65	3494	(0 00)	Short	FIFO
Sell	800	11/16/2011	29 61	23689 33	02/03/2012	36 60	29279 43	5590	(0 00)	Short	FIFO
Sell	200	11/16/2011	29 61	5922 33	02/03/2012	36 59	7317 85	1396	(0 00)	Short	FIFO
Sell WS REV	1000	02/08/2012	49 10	49101 80	04/09/2012	38 14	38144 65	(10957)	(0 00)	Short	FIFO
VVUS	**23000**			**505980.42**			**420112.75**	**(85868)**		**Short**	
Sell	3000	02/16/2012	12 81	38434 69	02/23/2012	19 83	59483 93	21049	(0 00)	Short	FIFO
Sell WS	100	02/27/2012	23 20	2320 22	02/28/2012	23 20	2320 22	0	(49 03)	Short	FIFO
Sell	1000	02/24/2012	21 09	21094 99	02/28/2012	23 25	23249 88	2155	(0 00)	Short	FIFO
Sell	1000	02/24/2012	21 43	21434 99	02/28/2012	23 25	23249 88	1815	(0 00)	Short	FIFO
Sell WS	300	02/27/2012	23 25	6974 87	02/28/2012	23 25	6974 87	0	(132 88)	Short	FIFO
Sell WS	100	02/27/2012	23 25	2325 13	02/28/2012	23 25	2325 13	0	(44 12)	Short	FIFO
Sell WS	1500	02/27/2012	23 25	34874 82	02/28/2012	23 25	34874 82	0	(663 92)	Short	FIFO
Sell WS REV	100	02/28/2012	22 24	2224 37	07/18/2012	29 94	2994 18	770	(0 00)	Short	FIFO
Sell WS REV	100	02/28/2012	22 29	2229 28	07/18/2012	29 94	2994 18	765	(0 00)	Short	FIFO
Sell WS REV	300	02/28/2012	22 25	6673 63	07/18/2012	29 94	8982 55	2309	(0 00)	Short	FIFO
Sell WS REV	1500	02/28/2012	22 25	33367 67	07/18/2012	29 94	44912 75	11545	(0 00)	Short	FIFO
Sell	2000	02/29/2012	22 57	45144 99	07/18/2012	29 38	58753 69	13609	(0 00)	Short	FIFO
Sell	3000	03/28/2012	20 20	60604 99	11/05/2012	14 43	43286 03	(17319)	(0 00)	Short	FIFO
Sell	2000	06/29/2012	28 50	57004 99	11/05/2012	14 43	28857 36	(28148)	(0 00)	Short	FIFO
Sell	2000	07/02/2012	28 91	57824 99	12/07/2012	10 98	21958 08	(35867)	(0 00)	Short	FIFO
Sell	2000	07/24/2012	22 05	44104 99	12/07/2012	10 98	21958 08	(22147)	(0 00)	Short	FIFO
Sell	3000	07/24/2012	23 11	69340 83	12/07/2012	10 98	32937 12	(36404)	(0 00)	Short	FIFO

Statement #5
DONATIONS 2012

`Class of Activity	**ACT (A Contemporary Theatre)**
	700 Union Street
Donee's Address:	Seattle, WA 98101
Relationship of Donee:	None
Organizational Status of Donee:	Charitable organization
Amount Given:	$700
Donee's Name:	**Downtown Emergency Center**
Donee's Address:	515 Third Ave.
Relationship of Donee:	Seattle, WA 98104
Organizational Status of Donee:	
Amount Given:	$250
:	
Class of Activity:	**ACLU Foundation**
Donee's Address	125 Broad Street
	New York, N.Y. 10004
Relationship of Donee:	none
Organizational Status of Donee:	Charitable Organization
Amount Given:	**$1000**
Class of Activity:	
Donee's Name	**Alumni and Friends of LaGuardia**
High	
Donee's Address	PO Box 231485, Ansonia Station
	New York, N.Y. 10023
Relationship of Donee:	none
Organizational Status of Donee:	Charitable Organization
Amount Given:	$40
Donee's Name	**American Assn for Cancer Research**
Donee's Address	150 S.Independence Mall #826
	Philadelphia, PA 19016-3483
Relationship of Donee:	none
Organizational Status of Donee:	Charitable Organization
Amount Given:	**$1000**

Donee's Name **American Diabetes Assn**
Donee's Address 2815 Eastlake Ave.
Seattle, WA 98102
Relationship of Donee: none
Organizational Status of Donee: Charitable Organization
Amount Given: **$200**

Donee's Name **Americares**
Donee's Address 88 Hamilton Ave.
Stamford, Ct. 06902
Relationship of Donee: none
Organizational Status of Donee: Charitable Organization
Amount Given: **$1000**

Donee's Name **American Heart Association**
Donee's Address
Suite 900
Seattle WA, 98104
Organizational Status of Donee: Charitable Organization
Amount Given: **$100**
Class of Activity:

Donee's Name **Amnesty International USA**
Donee's Address P.O. Box 96750
Washington, DC. 20090
Relationship of Donee: none
Organizational Status of Donee: Charitable Organization
Amount Given: **$500**

Class of Activity:
Donee's Name **Bellevue Schools Fnd.**
Donee's Address P.O box 40644
Bellevue, WA, 98015-4
Relationship of Donee: none
Organizational Status of Donee: Charitable Organization
Amount Given: $300

Class of Activity:	
Donee's Name	**Boston Harbor Elementary School**
Donee's Address	7300 Zangle Rd. NE Olympia, WA
Relationship of Donee:	none
Organizational Status of Donee:	Charitable Organization
Amount Given:	$300
Class of Activity:	
Donee's Name	**Childhaven**
Donee's Address	316 Broadway Seattle, WA 98122
Relationship of Donee:	none
Organizational Status of Donee:	Charitable Organization
Amount Given:	**$1000**
Donee's Name	**Doctors Without Borders**
Donee's Address	P.O. Box 5022 Hagerstown, MD 21742
Amount Given	$800
Donee's Name	**Farestart**
Address	700 VirginiaStreet Seattle, WA 9810
Relationship of Donee:	none
Organizational Status of Donee:	Charitable Organization
Amount Given:	$200
Donee's Name	**Environmental Mutagen Society**
Donees Address	1821 Michael Faraday Drive Reston,Virginia 20190
Relationship of Donee	none
Organizational Status of Donee:	Charitable Organization
Amount Given:	**$300**
Class of Activity:	
Donee's Name	**Fred Hutchinson Cancer**
	Po Box 19024 Seattle, WA, 98109
Relationship of Donee:	none
Organizational Status of Donee:	Charitable Organization
Amount Given:	**$1,500**

Class of Activity:	
Donee's Name	**Grameen Foundation**
	50 F Street NW
	Washington, DC 20001
Relationship of Donee:	none
Organizational Status of Donee:	Charitable Organization
Amount Given:	$250
Donee's Name	**Grays Harbor Seaport Authority**
	712 Hagara Street
	Aberdeen, WA 98520
Relationship of Donee:	none
Organizational Status of Donee:	Charitable Organization
Amount Given:	$250
Donees Name	**Heifer International**
Address	P.O. Box 6021
	Albert Lea, MN 56007
Relationship of Donee:	none
Organizational Status of Donee:	Charitable Organization
Amount Given:	**$300**
Donees Name	**Hopelink**
Address	16225 NE 87th Street SuiteA-1
	Redmond, WA98052
Relationship of Donee:	none
Organizational Status of Donee:	Charitable Organization
Amount Given:	**$850**
Donees Name	**Interlake High School**
Address	16245 NE 24th Street-1
	Bellevue, WA 98005
Relationship of Donee:	none
Organizational Status of Donee:	Charitable Organization
Amount Given:	**$300**
Donees Name	**Issaquah School Foundation**
	16245 NE 24th Street-1
	Bellevue, WA 98005
Relationship of Donee:	none
Organizational Status of Donee:	Charitable Organization
Amount Given:	**$250**

Class of Activity:	
Donee's Name	**Kline Galland Home**
Donee's Address	7500 Seward Park Ave. South Seattle, WA 98119
Relationship of Donee:	none
Organizational Status of Donee:	Charitable Organization
Amount Given:	**$150**
Class of Activity:	
Donee's Name	**KPLU**
Donee's Address	Seattle Office 2601 4th Ave. Suite 150 Seattle WA 98121
Relationship of Donee:	none
Organizational Status of Donee:	Charitable Organization
Amount Given:	**$200**
Class of Activity:	
Donee's Name	**KUOW 94.9 Public Radio**
Donee's Address	4518 University Way, NE Suite 310 Seattle, WA 98105
Relationship of Donee:	none
Organizational Status of Donee:	Charitable Organization
Amount Given:	**$100**
Class of Activity:	
Donee's Name	**Medical College of Wisconsin**
Donee's Address	8701 Watertown Plank Rd, Milwaukee Wisconsin, 53226
Relationship of Donee:	none
Organizational Status of Donee:	Charitable Organization
Amount Given:	**$$200**
Class of Activity:	
Donee's Name	**Nature Consortium**
Donees Address	4408 Delridge Way SW#107 Seattle, WA 98106 P.O Box 2669 Portland Oregon, 97208
Relationship of Donee:	none
Organizational Status of Donee:	Charitable Organization
Amount Given:	**$300**

Class of Activity:	
Donee's Name	**Medical College of Wisconsin**
Donee's Address	8701 WatertownPlankRd. P.O. Box 26509 Milwaukee, Wisconsin 53226
Relationship of Donee:	none
Organizational Status of Donee:	Charitable Organization
Amount Given:	$200
Donee's Name	**Marine AnimalRescue**
Donee's Address	PO Box 821. El Segundo, CA 90245
Relationship of Donee:	none
Organizational Status of Donee:	Charitable Organization
Amount Given:	$300
Class of Activity:	
Donee's Name	**Miracle Theater Group**
Donee's Address	525 SE Stork St.. Portland, Or 97214
Relationship of Donee:	none
Organizational Status of Donee:	Charitable Organization
Amount Given:	$200
Donee's Name	**Thurston County Food Bank**
Donee's Address	220 Thurston Ave. NE Olympia, WA 98501
Relationship of Donee:	none
Organizational Status of Donee	Charitable organization
Amount Given:	**$300**
Donee's Name	**Mercy Corps**
Donee's Address	45 SW Ankeny St. Portland, OR 97204
Relationship of Donee:	none
Organizational Status of Donee	Charitable organization
Amount Given:	**$500**
Class of Activity:	
Donee's Name	**PATH**
Donee's Address	PO Box 19210 Seattle, WA 98109
Relationship of Donee:	none
Amount Given :	**$200**

Class of Activity:	
Donee's Name	**Planned Parenthood**
Donee's Address	2001 East Madison Street Seattle, WA 98122-2959
Relationship of Donee:	none
Amount Given :	**$1,000**
Class of Activity:	
Donee's Name	**Project Zawadi**
Donee's Address	253 Duke Street Saint Paul, MN 55102
Relationship of Donee:	none
Amount Given :	**$900**
Donee's Name	**Pride Foundation**
Donee's Address	122 E Pike St PMB 1001 Seattle, WA 98122
Relationship of Donee:	none
Amount Given :	**$ 100**
Donee's Name	**Seattle Opera**
Donee's Address	1020 Johns Street Seattle, WA 98109
Relationship of Donee:	none
Amount Given	**$ 100**
Donee's Name	**Sea Shepherd**
Donee's Address	P.O. Box 2616 Friday Harbor, WA 98250
Relationship of Donee:	none
Amount Given	**$ 100**
Class of Activity	
Donee's Name	**Southside School**
Address	161 SE Collier Road Shelton, WA 98584
Relationship of Donee	none
Amount Given	$500

Class of Activity:	
Donee's Name	**Reed College**
Donee's Address	3203 SE Woodstock Blvd Portland, Oregon 97202
Relationship of Donee:	none
Organizational Status of Donee:	Charitable Organization
Amount Given:	$200
Class of Activity:	
Donee's Name	**SafePlace**
Donee's Address	PO Box 2002 Olympia, WA 98507
Relationship of Donee:	none
Organizational Status of Donee:	Charitable Organization
Amount Given:	$ 1,000
Class of Activity:	
Donee's Name	**Seattle Shakespeare Company**
Donee's Address	PO Box 19595 Seattle., WA 98109
Relationship of Donee:	none
Organizational Status of Donee:	Charitable Organization
Amount Given:	$ 250
Class of Activity:	
Donee's Name	**Seattle Repertory Theater**
Donee's Address	155 Mercer Street Seattle, WA 98109
Relationship of Donee:	none
Organizational Status of Donee:	Charitable Organization
Amount Given:	**$100**
Class of Activity:	
Donee's Name	**Southern Poverty Law Center**
Donee's Address	400 Washington Ave Montgemery, AL 36104
Relationship of Donee:	none
Organizational Status of Donee:	Charitable Organization
Amount Given:	$500

Class of Activity:	
Donee's Name	**Washington Trails Association**
Donee's Address	2019 Third Ave. Suite 100 Seattle, WA
	none
Organizational Status of Donee:	Charitable Organization
Amount Given:	$200
Class of Activity:	
Donee's Name	**University of Washington Foundation**
Donee's Address	Box 359505 Seattle Washington
Relationship of Donee:	none
Organizational Status of Donee:	Charitable Organization
Amount Given:	$22,100
Class of Activity:	
Donee's Name	**University Prep Academy**
Donee's Address	8000 35th Ave. NE Seattle,WA.
Relationship of Donee:	none
Organizational Status of Donee:	Charitable Organization
Amount Given:	**$500**
Class of Activity:	
Donee's Name	**US Fund for UNICEF**
Donee's Address	125 Maiden Lane New York, N.Y. 10038
Relationship of Donee:	none
Organizational Status of Donee:	Charitable Organization
Amount Given:	**$100**
Donee's Name	**Virginia White Senior Scholarship** IEl Senior Program Community College of Spokane
Donee's Address	3939 North Freya Spokane, WA 99217
Relationship of Donee:	none
Organizational Status of Donee:	**$ 500**

Class of Activity:
Donee's Name **Wesleyan University**
Donee's Address 318 High Street
Relationship of Donee: Middletown, Conneticut 06459
Organizational Status of Donee: Charitable Organization
Amount Given: $200

Class of Activity:
Donee's Name **Wilderness Society**
Donee's Address 1615 M Street NW
Relationship of Donee: Washington D.C. 20036
Organizational Status of Donee: Charitable Organization
Amount Given: $200

Statement #6: Stocks Owned at end of 2012

STOCK	PURCHASED	PRICE 12/31/12	Date purchased	Gain (Loss)	
Koronis Pharm 113000 options	$100,000	$100,000	8/20/2011	$00 #	
APPLE 200 shares	$103,840	$106,435		2,595	
ARNA 3000 sh	$29,330	$72,161	5/22/2012	42,831	
ARNA 10,000	$118,140	$97,766	7/6/2012	-20274	
ILMN 1000sh	$30,290	55,590	12/5/2011	25,300	
ILMN 1000 sh	29,670	55,590	12/11/201	25,907	
OREX 998 sh	3,114	5,240	6/7/2012	2,136	
OREX 5000	$28,450	$26,250	7/6/2012	-2,205	
OREX 5000sh	$30,800	$26,250	7/10/2012	-4,554	
OREX 5000sh	$29,450	$26,250	7/10/2012	-3,205	
SGEN 2000 shares	$40,380	$46,340	2/13/2012	8.191	
SGEN 3000 shares	$60,150	$69,510	4/4./2012	9,347	
SGEN 2000 shares	$40,900	$46,340	6/5/2012	5,435	
SGEN 2000 shares	$42,500	$46,340	6/6/2-12	3,837	
Total Gain				**97,321**	

Koronis Equity Investments. Purchased at $100,000. Assigned valus is $168.000 Actual is zero since not marketable. I kept Actual value at $100,000. Until bankrupcy declared.

Statement #7 Officers and Directors
Form 990-Pf, Part VII, Line 1

Name and Address	Title and avg Hrs./Wk Devoted	Comp.	Ben. Plan Contrib.	Expenses Other
Lawrence A. Loeb 13808 NE 36th Place Bellevue, WA 98005	President 2	$0	0	0
Phyllis E. Loeb 13808 NE 36th Place Bellevue, WA 98005	VP/Sec/Tres 1	0	0	0
Alanna D. White 7818 Shore Acre Drive Olympia WA 98506	Vice President 1	0	0	0
Keith R. Loeb Bellevue, WA	Director	0	0	0
Corinne Krohn Isaquah , WA	Director	0	0	0