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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning**, 2012, and ending****, 20**

Name of foundation

PEI FAMILY FOUNDATION**A Employer identification number****91-2163497**

Number and street (or P.O. box number if mail is not delivered to street address)

333 W. SANTA CLARA ST.

Room/suite

620**B Telephone number (see instructions)****408-297-0700**

City or town, state, and ZIP code

SAN JOSE CA 95113**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) ▶ \$** **642,195**
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).)**(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)	134,090			
	2	Check <input 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	13,077	13,077		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	135,008			
	b	Gross sales price for all assets on line 6a	304,949			
	7	Capital gain net income (from Part IV, line 2)		135,008		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
Operating and Administrative Expenses	b	Less: Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)	0			
	11	Other income (attach schedule)				
	12	Total. Add lines 1 through 11	282,175	148,085	0	
	13	Compensation of officers, directors, trustees, etc.				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)	2,908			2,908
	b	Accounting fees (attach schedule)	4,350			4,350
	c	Other professional fees (attach schedule)	6,318	6,318		
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	2,464			
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	8,431	4,186		4,245
	24	Total operating and administrative expenses. Add lines 13 through 23	24,471	10,504	0	11,503
	25	Contributions, gifts, grants paid	54,200			54,200
	26	Total expenses and disbursements. Add lines 24 and 25	78,671	10,504	0	65,703
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	203,504			
	b	Net investment income (if negative, enter -0-)		137,581		
	c	Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2012)

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	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	24,211	22,758	22,758
	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)	125,750	105,872	188,822
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment: basis ▶			
Liabilities		Less: accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	227,627	419,402	430,615
	14	Land, buildings, and equipment: basis ▶			
		Less: accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	377,588	548,032	642,195
	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted	377,588	548,032	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> 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)	377,588	548,032	
	31	Total liabilities and net assets/fund balances (see instructions)	377,588	548,032	

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	377,588
2	Enter amount from Part I, line 27a	2	203,504
3	Other increases not included in line 2 (itemize) ▶ <u>Uncleared check at year end</u>	3	750
4	Add lines 1, 2, and 3	4	581,842
5	Decreases not included in line 2 (itemize) ▶ <u>Apprec. of contrib. securities</u>	5	33,810
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	548,032

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See schedule attached			
b Distributions			
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 300,525		169,941	130,584
b 4,424			4,424
c			
d			
e			

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

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

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	135,008
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	72,055	474,722	0.1518
2010	75,854	340,299	0.2229
2009	79,666	277,603	0.2870
2008	27,414	246,471	0.1112
2007	23,891	188,066	0.1270

2 Total of line 1, column (d)	2	0.8999
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	.17998
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	543,308
5 Multiply line 4 by line 3	5	97,785
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,376
7 Add lines 5 and 6	7	99,161
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	65,703

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 type="checkbox"/> and enter 1% of Part I, line 27b	1	2,752
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	2,752
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	2,752
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	3,000
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	3,000
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	248
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax ▶ 248 Refunded ▶	11	0

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ▶				
14	The books are in care of ▶ Kevin Pei		Telephone no. ▶ 408-297-0700	
	Located at ▶ 333 W. Santa Clara St., Suite 620, San Jose CA		ZIP+4 ▶ 95113	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here. ▶ <input type="checkbox"/>			
	and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	1b	
Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>		
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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 ▶ 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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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? <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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (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)?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? ☐ Yes ☒ No

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? ☐ Yes ☒ No**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
Kevin Pei, 333 W. Santa Clara St., Suite 620 San Jose CA 95113	Pres, Dir 2 hrs.	0	0	4,686
Melinda Pei same address	Secy, CFO, Dir 2 hrs.	0	0	4,685

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

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

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)***3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
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	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	526,234
b	Average of monthly cash balances	1b	25,348
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	551,582
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	
3	Subtract line 2 from line 1d	3	551,582
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	8,274
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	543,308
6	Minimum investment return. Enter 5% of line 5	6	27,165

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	27,165
2a	Tax on investment income for 2012 from Part VI, line 5	2a	2,752
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,752
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	24,413
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	24,413
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	24,413

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	65,703
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	65,703
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	65,703

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				24,413
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only				
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012:				
a From 2007	20,974			
b From 2008	27,414			
c From 2009	80,113			
d From 2010	76,725			
e From 2011	72,055			
f Total of lines 3a through e	277,281			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 65,703				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2012 distributable amount				
e Remaining amount distributed out of corpus	65,703			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	24,413			24,413
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	318,571			
b Prior years' undistributed income. Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount—see instructions		0		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount—see instructions			0	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	318,571			
10 Analysis of line 9:				
a Excess from 2008	23,975			
b Excess from 2009	80,113			
c Excess from 2010	76,725			
d Excess from 2011	72,055			
e Excess from 2012	65,703			

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)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total	
(a) 2012	(b) 2011	(c) 2010	(d) 2009		
85% of line 2a	0	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	0	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test—enter:					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter ^{2/3} of minimum investment return shown in Part X, line 6 for each year listed					0
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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).)

Kevin Pei and Melinda Pei

- 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 <i>Paid during the year</i>				
Ronald McDonald House Stanford CA		501c3	general fund	50,000
United Way San Jose CA		501c3	general fund	4,000
Asian Health Services Oakland CA		501c3	general fund	100
Consumer Checkbook San Francisco CA		501c3	general fund	100
Total			3a	54,200
b <i>Approved for future payment</i>				
None				
Total			3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

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			14	13,077		
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			18	135,008		
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)		0		148,085		0
13 Total. Add line 12, columns (b), (d), and (e)				13		148,085

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

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

[illegible]

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?

(1) Cash

(2) Other assets

(1) Sales of assets to a noncharitable exempt organization

(2) Purchases of assets from a noncharitable exempt organization

(3) Rental of facilities, equipment, or other assets

(4) Reimbursement arrangements

(5) Loans or loan guarantees

(6) Performance of services or membership or fundraising solicitations


c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

d If the answer to any of the above is "Yes," complete the following schedule. 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.

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.

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.

 3/19/13 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

Ronald G. Coleman

Preparer's signature

108

Date _____

2/1/2013

Check ☐ if self-employed

PTIN

PO1492463

Firm's name ▶ Ronald G. Coleman, PC

Firm's address ► 333 W. Santa Clara St., Suite 620, San Jose CA 95113

Firm's EIN ▶ 77-0331678

Phone no. 408-297-0700

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

OMB No 1545-0047

2012

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

Name of the organization

PEI FAMILY FOUNDATION

Employer identification number

91-2163497

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

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

Name of organization

PEI FAMILY FOUNDATION

Employer identification number

91-2163497

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Kevin Pei and Melinda Pei 333 W. Santa Clara St., Suite 620 San Jose CA 95113	\$ 134,090	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Employer identification number

91-2163497

Part II

[illegible]

Pei Charitable Foundation
333 W. Santa Clara St., Suite 620,
San Jose CA 95113
91-2163497
12/31/2012

Part I. Revenue and Expense

Expenses:

Legal fees: annual meeting, minutes, resolutions	2,908
Accounting fees: annual tax return prep, annual meetings	4,350
Asset management fees	6,318
Excise tax paid	2,464
Other expenses:	
Medical expense reimbursements	8,371
Filing fees	<u>60</u>
	8,431

Part II. Balance Sheet

See schedules attached

PEI FAMILY FOUNDATION

DECEMBER 1 - DECEMBER 31, 2012
ACCOUNT NUMBER 3904-1205

Additional information

	THIS PERIOD	THIS YEAR
Gross proceeds	34,182 23	300,525 14

Expense tracking summary

	THIS PERIOD	THIS YEAR		THIS PERIOD	THIS YEAR
A Accounting/Legal	0 00	6,568 00	M Medical/Dental	0 00	3,253 85
C Contributions/Donations/Gifts	0 00	54,100 00	W Taxes - Federal	0 00	463 86
J Insurance - 1	0 00	5,117 04			
			Total	0 00	69,502 75

Portfolio detail

Cash and Sweep Balances

Bank Deposit Sweep - Consists of monies held at Wells Fargo Bank, N.A. and (if amounts exceed \$250,000) at one or more other Wells Fargo affiliated banks. These assets are not covered by SIPC, but are instead eligible for FDIC insurance of up to \$250,000 per depositor, per institution, in accordance with FDIC rules. For additional information on the Bank Deposit Sweep for your account, please contact Your Financial Advisor.

DESCRIPTION	% OF ACCOUNT	ANNUAL PERCENTAGE YIELD EARNED*	CURRENT MARKET VALUE	ESTIMATED ANNUAL INCOME
Cash	0 06	0 00	402 13	0 00
BANK DEPOSIT SWEEP	3 48	0 01	22,356 37	2 23
Interest Period 12/01/12 - 12/31/12				
Total Cash and Sweep Balances	3 54		\$22,758.50	\$2.23

* APYE measures the total amount of the interest paid on an account based on the interest rate and the frequency of the compounding during the interest period. The annual percentage yield earned is expressed as an annualized rate, based on a 365 day year.

Stocks, options & ETFs

Stocks and ETFs

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED	
								ANNUAL INCOME	ANNUAL YIELD (%)
APPLE INC									
AAPL									
Acquired 08/05/11 L		55	372 78	20,502 90		29,269 51	8,766 61		
Acquired 08/18/11 L		14	362 59	5,076 26		7,450 42	2,374 16		


PEI FAMILY FOUNDATION

DECEMBER 1 - DECEMBER 31, 2012
ACCOUNT NUMBER 3904-1205

Stocks, options & ETFs
Stocks and ETFs continued

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED	
								ANNUAL INCOME	ANNUAL YIELD (%)
Total	5.72	69		\$25,579.16	532.1729	\$36,719.93	\$11,140.77	\$731.40	1.99
GOLDMAN SACHS GROUP INC GS									
Acquired 09/17/08 L nc	1.99	100	100.00	10,035.00	127.5600	12,756.00	2,721.00	200.00	1.56
ORACLE CORPORATION ORCL									
Acquired 09/30/92 L nc	10.49	2,022	0.28	566.16	33.3200	67,373.04	66,806.88	485.28	0.72
PEPSICO INCORPORATED PEP									
Acquired 11/16/11 L	1.07	100	65.46	6,546.58	68.4300	6,843.00	296.42	215.00	3.14
POWERSHARES QQQ TR ET SERIES 1 QQQ									
Acquired 06/06/12 S		800	62.34	49,875.60		52,104.08	2,228.48		
Acquired 08/06/12 S		200	66.34	13,269.14		13,026.02	-243.12		
Total	10.14	1,000		\$63,144.74	65.1301	\$65,130.10	\$1,985.36	\$823.00	1.26
Total Stocks and ETFs	29.40			\$105,871.64		\$188,822.07	\$82,950.43	\$2,454.68	1.30
Total Stocks, options & ETFs	29.40			\$105,871.64		\$188,822.07	\$82,950.43	\$2,454.68	1.30

nc Cost information for this tax lot is not covered by IRS reporting requirements. Unless indicated, cost for all other lots will be reported to the IRS.

Mutual Funds

If a portion of your fund position was converted, the 'Client Investment' value may include reinvestments from previously held positions.

Open End Mutual Funds

Open End Mutual Fund shares are priced at net asset value. Estimated Annual Income and Yield refer to Dividends and Interest Income only, and typically do not reflect Total return.

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED	
								ANNUAL INCOME	ANNUAL YIELD (%)
INVESCO BALANCED-RISK ALLOCATION CL Y									
ABRYX									
Acquired 10/11/12 S		2,288.33000	13.11	30,000.00		28,672.75	-1,327.25		
Reinvestments S		120.35600	12.52	1,506.86		1,508.08	1.22		

PEI FAMILY FOUNDATION

DECEMBER 1 - DECEMBER 31, 2012
ACCOUNT NUMBER 3904-1205

Mutual Funds

Open End Mutual Funds continued

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED	
								ANNUAL INCOME	ANNUAL YIELD (%)
Total	4.70	2,408.68600		\$31,506.86	12.5300	\$30,180.83	-\$1,326.03	\$741.87	2.46
Client Investment (Excluding Reinvestments)						\$30,000.00			
Gain/Loss on Client Investment (Including Reinvestments)						\$180.83			
INVESTCO DEVELOPING MARKET FUNDS CLASS Y GTDYX									
Acquired 08/05/11 L nc		315.25900	31.72	10,000.00		10,690.43	690.43		
Acquired 08/18/11 L nc		40.79600	30.64	1,250.00		1,383.39	133.39		
Total	1.88	356.05500		\$11,250.00	33.9100	\$12,073.82	\$823.82	\$115.36	0.96
ECLIPSE FDS INC MAINSTAY HIGH YIELD OPPORTUNITIES FD CL I MYHIX									
Acquired 08/05/11 L nc		431.77900	11.58	5,000.00		5,237.47	237.47		
Acquired 08/18/11 L nc		66.72600	11.24	750.00		809.39	59.39		
Acquired 10/14/11 L nc		921.65900	10.85	10,000.00		11,179.71	1,179.71		
Acquired 01/19/12 S		896.05700	11.16	10,000.00		10,869.18	869.18		
Reinvestments L nc		13.01900	11.17	145.44		157.93	12.49		
Total	4.40	2,329.24000		\$25,895.44	12.1300	\$28,253.68	\$2,358.24	\$1,681.71	5.95
Client Investment (Excluding Reinvestments)						\$25,750.00			
Gain/Loss on Client Investment (Including Reinvestments)						\$2,503.68			
FEDERATED STRATEGIC VALUE DIVIDEND FUND INSTL SVAIX									
Acquired 01/19/12 S	3.24	4,175.36500	4.79	20,000.00	4.9900	20,835.07	835.07	830.89	3.98
FIRST EAGLE FDS INC GLOBAL FD CL I SGIIX									
Acquired 08/05/11 L nc		215.79600	46.34	10,000.00		10,522.21	522.21		
Acquired 08/18/11 L nc		27.54500	45.38	1,250.00		1,343.09	93.09		
Total	1.85	243.34100		\$11,250.00	48.7600	\$11,865.30	\$615.30	\$154.03	1.30


PEI FAMILY FOUNDATION

DECEMBER 1 - DECEMBER 31, 2012
ACCOUNT NUMBER 3904-1205

Mutual Funds
Open End Mutual Funds continued

								ESTIMATED	
DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ANNUAL INCOME	ANNUAL YIELD (%)
FIRST EAGLE FUNDS									
SOGEN OVERSEAS FUND CL I									
SGOIX									
Acquired 08/18/11 L nc		143 93300	22 58	3,250 00		3,218 34	-31 66		
Acquired 10/14/11 L nc		1,112 59500	22 47	25,000 00		24,877 61	-122 39		
Acquired 10/11/12 S		1,330 37700	22 55	30,000 00		29,747 24	-252 76		
Total	9 01	2,586 90500		\$58,250 00	22.3600	\$57,843.19	-\$406.81	\$799 35	1 38
ING GLOBAL REAL ESTATE									
FUND CL I									
IGLIX									
Acquired 10/11/12 S	4 83	1,719 19800	17 45	30,000 00	18 0500	31,031 52	1,031 52	692 83	2 23
FEDERATED INVT SER FDS									
INC BD FD INSTL SHS									
FDBIX									
Acquired 10/11/12 S		3,099 17400	9 68	30,000 00		29,845 01	-154 99		
Reinvestments S		25 16100	9 63	242 53		242 33	-0 20		
Total	4.69	3,124 33500		\$30,242 53	9 6300	\$30,087.34	-\$155.19	\$1,518 42	5 05
Client Investment (Excluding Reinvestments)						\$30,000 00			
Gain/Loss on Client Investment (Including Reinvestments)						\$87 34			
JOHN HANCOCK FUNDS III									
DISCIPLINED VALUE MID									
CAP FD CL I									
JVMIX									
Acquired 10/11/12 S		2,730 10900	12 82	35,000 00		36,310 42	1,310 42		
Reinvestments S		17 67400	13 08	231 35		235 09	3 74		
Total	5.69	2,747.78300		\$35,231 35	13.3000	\$36,545.51	\$1,314.16	N/A	N/A
Client Investment (Excluding Reinvestments)						\$35,000 00			
Gain/Loss on Client Investment (Including Reinvestments)						\$1,545 51			
NEUBERGER BERMAN									
EQUITY FDS REAL ESTATE									
FD INSTL CL									
NBRIX									
Acquired 08/05/11 L nc		450 04500	11 11	5,000 00		6,093 60	1,093 60		
Acquired 08/18/11 L nc		67 20400	11 16	750 00		909 94	159 94		
Acquired 12/05/11 L nc		1,293 10300	11 60	15,000 00		17,508 61	2,508 61		

PEI FAMILY FOUNDATION

DECEMBER 1 - DECEMBER 31, 2012
ACCOUNT NUMBER 3904-1205

Mutual Funds

Open End Mutual Funds continued

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED	
								ANNUAL INCOME	ANNUAL YIELD (%)
Acquired 08/06/12 S		1,073 72900	13 97	15,000 00		14,538 30	-461 70		
Reinvestments L nc		2 97400	10 61	31 55		40 27	8 72		
Total	6.09	2,887.05500		\$35,781.55	13.5400	\$39,090 72	\$3,309.17	\$822.81	2 10
Client Investment (Excluding Reinvestments)						\$35,750 00			
Gain/Loss on Client Investment (Including Reinvestments)						\$3,340 72			
WELLS FARGO FDS TRUST									
EMERGING MARKETS EQUITY									
FUND INSTL CLASS									
EMGNX									
Acquired 08/18/11 L nc		150 05200	21 65	3,250 00		3,391 17	141 17		
Acquired 12/20/12 S		664 89400	22 56	15,000 00		15,026 60	26 60		
Total	2 87	814.94600		\$18,250 00	22.6000	\$18,417 77	\$167.77	\$126 31	0 69
ROYCE PENNSYLVANIA									
PENNSYLVANIA MUTUAL FD									
PENNX									
Acquired 10/14/11 L nc	1 64	917 43100	10 90	10,000 00	11 5000	10,550 45	550 45	104 58	0 99
PIMCO FDS PAC INVT									
MGMT SER TOTAL RETURN FD									
INSTL CL									
PTTRX									
Acquired 08/05/11 L nc		1,353 79100	11 08	15,000 00		15,216 60	216 60		
Acquired 08/18/11 L nc		203 25200	11 07	2,250 00		2,284 56	34 56		
Reinvestments L nc		11 33800	10 88	123 46		127 44	3 98		
Total	2.75	1,568 38100		\$17,373 46	11 2400	\$17,628.60	\$255 14	\$570 89	3 24
Client Investment (Excluding Reinvestments)						\$17,250 00			
Gain/Loss on Client Investment (Including Reinvestments)						\$378 60			
RS INVT TR									
GLOBAL NATURAL RESOURCES									
FUND CLY									
RSNYX									
Acquired 10/14/11 L nc		558 50300	35 81	20,000 00		20,793 06	793 06		
Acquired 01/19/12 S		279 17400	35 82	10,000 00		10,393 65	393 65		
Acquired 12/20/12 S		134 40900	37 20	5,000 00		5,004 05	4 05		
Total	5.64	972 08600		\$35,000.00	37 2300	\$36,190.76	\$1,190.76	\$45.68	0.13


PEI FAMILY FOUNDATION

DECEMBER 1 - DECEMBER 31, 2012
ACCOUNT NUMBER 3904-1205

Mutual Funds
Open End Mutual Funds continued

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED	
								ANNUAL INCOME	ANNUAL YIELD (%)
TEMPLETON INCOME TR GLOBAL TOTAL RETURN FD ADVISOR CLASS TTRZX									
Acquired 10/11/12 S		2,212 38900	13 56	30,000 00		30,154 84	154 84		
Reinvestments S		82 87100	13 52	1,120 72		1,129 55	8 83		
Total	4.87	2,295 26000		\$31,120 72	13 6300	\$31,284 39	\$163 67	\$1,379 45	4 41
		Client Investment (Excluding Reinvestments)				\$30,000 00			
		Gain/Loss on Client Investment (Including Reinvestments)				\$1,284 39			
TRANSAMERICA FUNDS SMALL/MID CAP VALUE CLASS I TSVIX									
Acquired 08/18/11 L nc		171 95800	18 90	3,250 00		3,936 12	686 12		
Acquired 12/20/12 S		646 55200	23 20	15,000 00		14,799 57	-200 43		
Total	2 92	818 51000		\$18,250.00	22 8900	\$18,735.69	\$485 69	N/A	N/A
Total Open End Mutual Funds	67 05			\$419,401.91		\$430,614 64	\$11,212.73	\$9,584 18	2 23
Total Mutual Funds	67.05			\$419,401.91		\$430,614.64	\$11,212.73	\$9,584 18	2 23

nc Cost information for this tax lot is not covered by IRS reporting requirements Unless indicated, cost for all other lots will be reported to the IRS

Activity detail
Income and distributions

DATE	ACCOUNT TYPE	TRANSACTION	QUANTITY	DESCRIPTION	PRICE	AMOUNT
12/03	Cash	DIVIDEND		ECLIPSE FDS INC MAINSTAY HIGH YIELD OPPORTUNITIES FD CL I 113012 2,329 24000 AS OF 11/30/12		144 65

Nickname: FOUNDATION

Account Number: *1205

Symbol/Description	Open Date	Close Date	Quantity	Realized Gains/Losses (This Year)	
				Sale Proceeds	Adjusted Cost Basis
Stocks					
AMJ - JPMORGAN CHASE & CO ETN	Detail	10/11/12	465	18,961.16	16,012.65
	08/05/11	10/11/12	200	8,155.33	6,872.00
	08/05/11	10/11/12	200	8,155.34	6,871.50
	08/18/11	10/11/12	65	2,650.49	2,269.15
BIDU - BAIDU INC ADR	Detail	Detail	191	23,190.57	26,411.11
	08/05/11	01/19/12	91	11,298.34	12,863.58
	08/05/11	06/06/12	59	7,016.41	8,340.12
	08/18/11	06/06/12	41	4,875.82	5,207.41
GWR - GENESEE & WYOMING INC	Detail	10/11/12	150	10,459.94	4,647.50
	08/05/11	10/11/12	100	6,972.84	3,098.34
	08/05/11	10/11/12	50	3,487.10	1,549.16
NBL - NOBLE ENERGY INC	nc	10/11/12	200	18,696.48	4,570.00
ORCL - ORACLE CORP	nc	08/06/12	1,000.00	31,099.60	280
SSO - PRSHRS ULTRA S&P 500 ETF	nc	10/11/12	1,000.00	60,853.04	14,996.61
TIPZ - PIMCO TRUST ETF	nc	10/11/12	100	6,142.36	5,229.95
WFC - WELLS FARGO COMPANY	Detail	06/06/12	219	6,743.80	10,875.26
	08/05/11	06/06/12	19	585.07	5,401.31
	08/05/11	06/06/12	200	6,158.73	5,473.95
Total Stocks		12/19/12	1000	176,146.95	83,023.08
Mutual Funds					
ADGYX - ALLIANCEBERNSTEIN AD CL	nc	10/11/12	298.988	4,212.74	3,250.00
DBLTX - DOUBLELINE TTL RET CL I	Detail	10/11/12	203.705	2,324.27	2,295.35
	08/05/11	10/11/12	199.645	2,277.94	2,250.00
	08/05/11	10/11/12	1.334	15.22	14.93
	08/05/11	10/11/12	1.415	16.14	15.85
	08/05/11	10/11/12	1.311	14.97	14.57
EKWAX - W/F PRECIOUS METALS CL A	Detail	01/19/12	218.364	16,410.05	18,250.00
	08/05/11	01/19/12	181.378	13,630.55	15,000.00
	08/05/11	01/19/12	36.986	2,779.50	3,250.00
FEGIX - FIRST EAGLE GOLD FD-I	Detail	01/19/12	513.219	15,514.61	17,250.00
	08/05/11	01/19/12	449.371	13,584.48	15,000.00
	08/05/11	01/19/12	63.848	1,930.13	2,250.00
LEXCX - ING CORP LDRS TR FD SERB	Detail	10/11/12	857.462	21,325.08	17,231.38
	08/05/11	10/11/12	741.84	18,449.56	14,984.29
	08/05/11	10/11/12	115.622	2,875.52	2,247.09
PEBIX - PIMCO EMERG MKT BD INSTL	Detail	10/11/12	289.19	3,571.50	3,281.65
	08/05/11	10/11/12	286.344	3,536.35	3,250.00

	nc	10/11/12	0.485	5.99	5.52
	nc	10/11/12	1.274	15.73	13.81
	nc	10/11/12	1.087	13.43	12.32
RYBHX - RYDEX S&P MIDCAP 400 H	Detail	10/11/12	403.739	17,453.64	15,750.00
	nc	10/11/12	130.548	5,643.59	5,000.00
	nc	10/11/12	20.921	904.41	750
	nc	10/11/12	252.27	10,905.64	10,000.00
SGRKX - WELLS FARGO GROWTH ADM	nc	10/11/12	100.838	4,248.30	3,250.00
TACWX - TEMPLETON CHINA WORLD FD	Detail	06/06/12	150.786	5,135.77	5,750.00
	nc	06/06/12	130.073	4,430.28	5,000.00
	nc	06/06/12	20.713	705.49	750
Total Mutual Funds				90,195.96	86,308.38
Totals				266,342.91	169,331.46
				<u>34,182</u>	<u>280</u>
				300.525	169,941
Total Short-Term Gain/(Loss)	-6,502.96				
Total Long-Term Gain/(Loss)	103,514.41				

This information is for general guidance and should not be used for tax purposes. The cost basis for securities not purchased and securities delivered into your account subsequent to purchase, is provided by you and may not be accurate. We make no representation as to the accuracy of the cost basis figures. Total realized and unrealized gains/losses values do not include securities for which cost basis information is not available.

Cost basis for fixed income tax lots has been amortized (for securities purchased at a premium) or accreted (for securities purchased at a discount) where possible, for applicable securities.

Cost basis information for this tax lot will not be reported to the IRS. Unless otherwise indicated, cost for all other lots will be reported to the IRS. Please contact your Financial Advisor for more information.

Original Cost Basis	Realized Gain/(Loss)	Term
------------------------	-------------------------	------

16,012.65	2,948.51	N/A	Detail
6,872.00	1,283.33	N/A	LONG
6,871.50	1,283.84	N/A	LONG
2,269.15	381.34	N/A	LONG
26,411.11	-3,220.54	N/A	Detail
12,863.58	-1,565.24	N/A	SHORT
8,340.12	-1,323.71	N/A	SHORT
5,207.41	-331.59	N/A	SHORT
4,647.50	5,812.44	N/A	Detail
3,098.34	3,874.50	N/A	LONG
1,549.16	1,937.94	N/A	LONG
4,570.00	14,126.48	N/A	LONG
280	30,819.60	N/A	LONG
14,996.61	45,856.43	N/A	LONG
5,229.95	912.41	N/A	LONG
10,875.26	-4,131.46	N/A	Detail
5,401.31	-4,816.24	N/A	LONG
5,473.95	684.78	N/A	LONG
83,023.08	93,123.87		

3,250.00	962.74	N/A	LONG
2,295.35	28.92	N/A	Detail
2,250.00	27.94	N/A	LONG
14.93	0.29	N/A	LONG
15.85	0.29	N/A	LONG
14.57	0.4	N/A	SHORT
18,250.00	-1,839.95	N/A	Detail
15,000.00	-1,369.45	N/A	SHORT
3,250.00	-470.5	N/A	SHORT
17,250.00	-1,735.39	N/A	Detail
15,000.00	-1,415.52	N/A	SHORT
2,250.00	-319.87	N/A	SHORT
17,250.00	4,093.70	N/A	Detail
15,000.00	3,465.27	N/A	LONG
2,250.00	628.43	N/A	LONG
3,281.65	289.85	N/A	Detail
3,250.00	286.35	N/A	LONG

5.52	0.47	N/A	LONG
13.81	1.92	N/A	LONG
12.32	1.11	N/A	SHORT
15,750.00	1,703.64	N/A	Detail
5,000.00	643.59	N/A	LONG
750	154.41	N/A	LONG
10,000.00	905.64	N/A	SHORT
3,250.00	998.3	N/A	LONG
5,750.00	-614.23	N/A	Detail
5,000.00	-569.72	N/A	SHORT
750	-44.51	N/A	SHORT
86,327.00	3,887.58		
169,350.08	97,011.45		

securities not purchased through this broker dealer, or
 rate. We make no representation as to the
 irities for which cost basis is unavailable.

etted (for securities purchased at a discount), when

ease contact your Financial Advisor for assistance.

PEI FAMILY FOUNDATION

DECEMBER 1 - DECEMBER 31, 2012
ACCOUNT NUMBER 3904-1205

Additional information

	THIS PERIOD	THIS YEAR
Gross proceeds	34,182 23	300,525 14

Expense tracking summary

	THIS PERIOD	THIS YEAR		THIS PERIOD	THIS YEAR
A Accounting/Legal	0 00	6,568 00	M Medical/Dental	0 00	3,253 85
C Contributions/Donations/Gifts	0 00	54,100 00	W Taxes - Federal	0 00	463 86
J Insurance - 1	0 00	5,117 04			
			Total	0.00	69,502 75

Portfolio detail

Cash and Sweep Balances

Bank Deposit Sweep - Consists of monies held at Wells Fargo Bank, N.A. and (if amounts exceed \$250,000) at one or more other Wells Fargo affiliated banks. These assets are not covered by SIPC, but are instead eligible for FDIC insurance of up to \$250,000 per depositor, per institution, in accordance with FDIC rules. For additional information on the Bank Deposit Sweep for your account, please contact Your Financial Advisor.

DESCRIPTION	% OF ACCOUNT	ANNUAL PERCENTAGE YIELD EARNED*	CURRENT MARKET VALUE	ESTIMATED ANNUAL INCOME
Cash	0 06	0 00	402 13	0 00
BANK DEPOSIT SWEEP	3 48	0 01	22,356 37	2 23
Interest Period 12/01/12 - 12/31/12				
Total Cash and Sweep Balances	3.54		\$22,758 50	\$2 23

* APYE measures the total amount of the interest paid on an account based on the interest rate and the frequency of the compounding during the interest period. The annual percentage yield earned is expressed as an annualized rate, based on a 365 day year.

Stocks, options & ETFs

Stocks and ETFs

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED	
								ANNUAL INCOME	ANNUAL YIELD (%)
APPLE INC									
AAPL									
Acquired 08/05/11 L		55	372 78	20,502 90		29,269 51	8,766 61		
Acquired 08/18/11 L		14	362 59	5,076 26		7,450 42	2,374 16		


PEI FAMILY FOUNDATION

DECEMBER 1 - DECEMBER 31, 2012
ACCOUNT NUMBER 3904-1205

Stocks, options & ETFs
Stocks and ETFs continued

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED	
								ANNUAL INCOME	ANNUAL YIELD (%)
Total	5.72	69		\$25,579.16	532.1729	\$36,719.93	\$11,140.77	\$731.40	1.99
GOLDMAN SACHS GROUP INC GS									
Acquired 09/17/08 L nc	1.99	100	100.00	10,035.00	127.5600	12,756.00	2,721.00	200.00	1.56
ORACLE CORPORATION ORCL									
Acquired 09/30/92 L nc	10.49	2,022	0.28	566.16	33.3200	67,373.04	66,806.88	485.28	0.72
PEPSICO INCORPORATED PEP									
Acquired 11/16/11 L	1.07	100	65.46	6,546.58	68.4300	6,843.00	296.42	215.00	3.14
POWERSHARES QQQ TR ET SERIES 1 QQQ									
Acquired 06/06/12 S		800	62.34	49,875.60		52,104.08	2,228.48		
Acquired 08/06/12 S		200	66.34	13,269.14		13,026.02	-243.12		
Total	10.14	1,000		\$63,144.74	65.1301	\$65,130.10	\$1,985.36	\$823.00	1.26
Total Stocks and ETFs	29.40			\$105,871.64		\$188,822.07	\$82,950.43	\$2,454.68	1.30
Total Stocks, options & ETFs	29.40			\$105,871.64		\$188,822.07	\$82,950.43	\$2,454.68	1.30

nc Cost information for this tax lot is not covered by IRS reporting requirements. Unless indicated, cost for all other lots will be reported to the IRS.

Mutual Funds

If a portion of your fund position was converted, the 'Client Investment' value may include reinvestments from previously held positions.

Open End Mutual Funds

Open End Mutual Fund shares are priced at net asset value. Estimated Annual Income and Yield refer to Dividends and Interest Income only, and typically do not reflect Total return.

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED	
								ANNUAL INCOME	ANNUAL YIELD (%)
INVESCO BALANCED-RISK ALLOCATION CL Y ABRYX									
Acquired 10/11/12 S		2,288.33000	13.11	30,000.00		28,672.75	-1,327.25		
Reinvestments S		120.35600	12.52	1,506.86		1,508.08	1.22		

PEI FAMILY FOUNDATION

DECEMBER 1 - DECEMBER 31, 2012
ACCOUNT NUMBER 3904-1205

Mutual Funds

Open End Mutual Funds continued

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED	
								ANNUAL INCOME	ANNUAL YIELD (%)
Total	4.70	2,408.68600		\$31,506.86	12.5300	\$30,180.83	-\$1,326.03	\$741.87	2.46
Client Investment (Excluding Reinvestments)						\$30,000.00			
Gain/Loss on Client Investment (Including Reinvestments)						\$180.83			
INVESTCO DEVELOPING MARKET FUNDS CLASS Y GTDYX									
Acquired 08/05/11 L nc		315.25900	31.72	10,000.00		10,690.43	690.43		
Acquired 08/18/11 L nc		40.79600	30.64	1,250.00		1,383.39	133.39		
Total	1.88	356.05500		\$11,250.00	33.9100	\$12,073.82	\$823.82	\$115.36	0.96
ECLIPSE FDS INC MAINSTAY HIGH YIELD OPPORTUNITIES FD CL I MYHIX									
Acquired 08/05/11 L nc		431.77900	11.58	5,000.00		5,237.47	237.47		
Acquired 08/18/11 L nc		66.72600	11.24	750.00		809.39	59.39		
Acquired 10/14/11 L nc		921.65900	10.85	10,000.00		11,179.71	1,179.71		
Acquired 01/19/12 S		896.05700	11.16	10,000.00		10,869.18	869.18		
Reinvestments L nc		13.01900	11.17	145.44		157.93	12.49		
Total	4.40	2,329.24000		\$25,895.44	12.1300	\$28,253.68	\$2,358.24	\$1,681.71	5.95
Client Investment (Excluding Reinvestments)						\$25,750.00			
Gain/Loss on Client Investment (Including Reinvestments)						\$2,503.68			
FEDERATED STRATEGIC VALUE DIVIDEND FUND INSTL SVAIX									
Acquired 01/19/12 S	3.24	4,175.36500	4.79	20,000.00	4.9900	20,835.07	835.07	830.89	3.98
FIRST EAGLE FDS INC GLOBAL FD CL I SGIIX									
Acquired 08/05/11 L nc		215.79600	46.34	10,000.00		10,522.21	522.21		
Acquired 08/18/11 L nc		27.54500	45.38	1,250.00		1,343.09	93.09		
Total	1.85	243.34100		\$11,250.00	48.7600	\$11,865.30	\$615.30	\$154.03	1.30