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 , and ending

Name of foundation: MARIE LAMFROM CHARITABLE FOUNDATION

A Employer identification number: 93-1254171

Number and street (or P O box number if mail is not delivered to street address): 9685 SW RIDDER ROAD, SUITE 100

Room/suite:

B Telephone number: (503)722-3490

City or town, state, and ZIP code: WILSONVILLE, OR 97070

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)* ▶$ 7,959,857.

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))

			(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	855,651.		N/A	
	2	Check ▶☐ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	118,923.	118,923.		STATEMENT 1
	4	Dividends and interest from securities	78,198.	78,198.		STATEMENT 2
	5a	Gross rents	4,450.	4,450.		STATEMENT 3
	b	Net rental income or (loss) 4,450.				
	6a	Net gain or (loss) from sale of assets not on line 10	329,128.			
	b	Gross sales price for all assets on line 6a 3,299,734.				
	7	Capital gain net income (from Part IV, line 2)		329,128.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances 138.				STATEMENT 4
	b	Less Cost of goods sold				
	c	Gross profit or (loss)	138.			
	11	Other income	53,648.	0.		STATEMENT 5
	12	**Total.** Add lines 1 through 11	1,440,136.	530,699.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0.	0.		0.
	14	Other employee salaries and wages	149,698.	0.		149,698.
	15	Pension plans, employee benefits	3,545.	0.		3,545.
	16a	Legal fees STMT 6	11,201.	0.		11,201.
	b	Accounting fees STMT 7	20,800.	0.		20,800.
	c	Other professional fees STMT 8	30,725.	0.		30,725.
	17	Interest				
	18	Taxes STMT 9	5,861.	0.		5,861.
	19	Depreciation and depletion	3,344.	3,344.		
	20	Occupancy	20,965.	0.		20,965.
	21	Travel, conferences, and meetings	4,382.	0.		4,382.
	22	Printing and publications				
	23	Other expenses STMT 10	272,050.	39,966.		232,084.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	522,571.	43,310.		479,261.
	25	Contributions, gifts, grants paid	344,925.			344,925.
	26	**Total expenses and disbursements.** Add lines 24 and 25	867,496.	43,310.		824,186.
	27	Subtract line 26 from line 12.				
	a	Excess of revenue over expenses and disbursements	572,640.			
	b	**Net investment income** (if negative, enter -0-)		487,389.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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223501 12-05-12 LHA **For Paperwork Reduction Act Notice, see instructions.** Form **990-PF** (2012)

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Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	1,223,958.	932,153.	932,153.
	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	366.	366.	366.
	7	Other notes and loans receivable ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock STMT 11	2,750,066.	2,195,302.	2,195,302.
	c	Investments - corporate bonds STMT 12	2,723,915.	1,806,801.	1,806,801.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 13	556,491.	469,604.	469,604.
	14	Land, buildings, and equipment: basis ▶ 2,558,975.			
		Less accumulated depreciation ▶ 3,344.	0.	2,555,631.	2,555,631.
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers)	7,254,796.	7,959,857.	7,959,857.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ 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	0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	7,254,796.	7,959,857.	
	30	**Total net assets or fund balances**	7,254,796.	7,959,857.	
	31	**Total liabilities and net assets/fund balances**	7,254,796.	7,959,857.	

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	7,254,796.
2	Enter amount from Part I, line 27a	2	572,640.
3	Other increases not included in line 2 (itemize) ▶ UNREALIZED GAIN	3	132,421.
4	Add lines 1, 2, and 3	4	7,959,857.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	7,959,857.

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	PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
b	PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
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	719,401.		717,285.	2,116.
b	2,580,333.		2,253,321.	327,012.
c				
d				
e				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				2,116.
b				327,012.
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 } 2 329,128.

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

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	346,905.	6,715,600.	.051657
2010	286,869.	4,727,869.	.060676
2009	1,701,546.	4,555,996.	.373474
2008	735,932.	5,895,477.	.124830
2007	701,891.	6,164,650.	.113857

2	Total of line 1, column (d)	2	.724494
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	.144899
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	6,640,960.
5	Multiply line 4 by line 3	5	962,268.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	4,874.
7	Add lines 5 and 6	7	967,142.
8	Enter qualifying distributions from Part XII, line 4	8	824,186.

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	9,748.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3	Add lines 1 and 2			3	9,748.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	9,748.
6	Credits/Payments:				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	3,161.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	9,100.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	12,261.
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	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	2,513.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶	2,513.	**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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	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		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	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		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?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ OR			
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	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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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		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 ▶ N/A			

14 The books are in care of ▶ KATHERINE BULLOCK Telephone no. ▶ (503)722-3490

Located at ▶ 9685 SW RIDDER ROAD, SUITE 100, WILSONVILLE, OR ZIP+4 ▶ 97070

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			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		X
	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)? N/A	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		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? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ 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.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A | 5b | | |

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? N/A ☐ Yes ☐ No

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X |

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 7b | | |

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
DAVID C. BANY 9685 SW RIDDER ROAD, SUITE 100 WILSONVILLE, OR 97070	TRUSTEE 0.00	0.	0.	0.
SARAH A. BANY 9685 SW RIDDER ROAD, SUITE 100 WILSONVILLE, OR 97070	TRUSTEE 0.00	0.	0.	0.

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
CHARLES E. LEWIS - 9685 SW RIDDER ROAD, SUITE 100, WILSONVILLE, OR	EXECUTIVE DIRECTOR 40.00	58,557.	0.	0.

Total number of other employees paid over $50,000 ▶ 0

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services. 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 ▶		0

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 SEE STATEMENT 14	382,119.
2 SEE STATEMENT 15	53,358.
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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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	6,652,426.
b	Average of monthly cash balances			1b	89,665.
c	Fair market value of all other assets			1c	
d	**Total** (add lines 1a, b, and c)			1d	6,742,091.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.		
2	Acquisition indebtedness applicable to line 1 assets			2	0.
3	Subtract line 2 from line 1d			3	6,742,091.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	101,131.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	6,640,960.
6	**Minimum investment return.** Enter 5% of line 5			6	332,048.

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	332,048.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	9,748.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	9,748.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	322,300.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	322,300.
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	322,300.

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	824,186.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	824,186.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	824,186.

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					322,300.
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only				0.	
b Total for prior years: ____ , ____ , ____			0.		
3 Excess distributions carryover, if any, to 2012:					
a From 2007	400,036.				
b From 2008	443,760.				
c From 2009	1,400,794.				
d From 2010	53,465.				
e From 2011	14,286.				
f **Total** of lines 3a through e		2,312,341.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $	824,186.				
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					322,300.
e Remaining amount distributed out of corpus		501,886.			
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		2,814,227.			
b Prior years' undistributed income. Subtract line 4b from line 2b			0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions			0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.				0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7		400,036.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		2,414,191.			
10 Analysis of line 9:					
a Excess from 2008	443,760.				
b Excess from 2009	1,400,794.				
c Excess from 2010	53,465.				
d Excess from 2011	14,286.				
e Excess from 2012	501,886.				

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

1 a 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
2 a 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).)

SEE STATEMENT 16

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*				
VARIOUS ORGANIZED CHARITIES (SEE ATTACHMENT)	NONE	PUBLIC CHARITY	VARIOUS	344,925.
Total			▶ 3a	344,925.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Form **990-PF** (2012)

223611
12-05-12

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
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a YOUTH MUSIC PROJECT -					
b TUITION PAYMENTS					23,067.
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	118,923.	
4 Dividends and interest from securities			14	78,198.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					30,581.
6 Net rental income or (loss) from personal property					4,450.
7 Other investment income			14		
8 Gain or (loss) from sales of assets other than inventory			18	329,128.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					138.
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		526,249.	58,236.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 584,485.

(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).
1A	TUITION PAYMENT FOR MUSIC LESSONS
6	RENTS RECEIVED FOR USE OF MUSICAL INSTRUMENTS

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

▶ 7-11-13 ▶ trustee

Signature of officer or trustee Date Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
CAROL WACHTER	CWachter	07/08/13		P00450440

Firm's name ▶ DELOITTE TAX LLP

Firm's EIN ▶ 86-1065772

Firm's address ▶ 111 SW FIFTH AVENUE, SUITE 3900
PORTLAND, OR 97204

Phone no. (503) 222-1341

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

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization

MARIE LAMFROM CHARITABLE FOUNDATION

Employer identification number

93-1254171

Organization type (check one).

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 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	Employer identification number
MARIE LAMFROM CHARITABLE FOUNDATION	93-1254171

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	GERT BOYLE 14375 NW SCIENCE PARK DRIVE PORTLAND, OR 97229-5418	$ 850,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization

MARIE LAMFROM CHARITABLE FOUNDATION

Employer identification number

93-1254171

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization

MARIE LAMFROM CHARITABLE FOUNDATION

Employer identification number

93-1254171

Part III *Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **$1,000 or less** for the year. (Enter this information once) ▶ $

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
CHARLES SCHWAB	101,291.
CHARLES SCHWAB, ACCRUED INTEREST PAID	<3,591.>
CHARLES SCHWAB, ORIGINAL ISSUE DISCOUNT	4,512.
CHARLES SCHWAB, US GOVT ACCRUED INTEREST PAID	<169.>
CHARLES SCHWAB, US GOVT INTEREST	16,756.
YOUTH MUSIC PROJECT - INTEREST	124.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	118,923.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CHARLES SCHWAB	78,198.	0.	78,198.
TOTAL TO FM 990-PF, PART I, LN 4	78,198.	0.	78,198.

FORM 990-PF RENTAL INCOME STATEMENT 3

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
MUSIC EQUIPMENT RENTALS	1	4,450.
TOTAL TO FORM 990-PF, PART I, LINE 5A		4,450.

FORM 990-PF — INCOME AND COST OF GOODS SOLD INCLUDED ON PART I, LINE 10 — STATEMENT 4

INCOME

1. GROSS RECEIPTS	138	
2. RETURNS AND ALLOWANCES		
3. LINE 1 LESS LINE 2		138
4. COST OF GOODS SOLD (LINE 15)		
5. GROSS PROFIT (LINE 3 LESS LINE 4).		138
6. OTHER INCOME		
7. GROSS INCOME (ADD LINES 5 AND 6)		138

COST OF GOODS SOLD

8. INVENTORY AT BEGINNING OF YEAR	
9. MERCHANDISE PURCHASED.	
10. COST OF LABOR.	
11. MATERIALS AND SUPPLIES	
12. OTHER COSTS.	
13. ADD LINES 8 THROUGH 12	
14. INVENTORY AT END OF YEAR	
15. COST OF GOODS SOLD (LINE 13 LESS LINE 14). .	

FORM 990-PF OTHER INCOME STATEMENT 5

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
BUILDING RENTAL	30,581.	0.	
YOUTH MUSIC PROJECT - TUITION PAYMENTS	23,067.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	53,648.	0.	

FORM 990-PF LEGAL FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	11,201.	0.		11,201.
TO FM 990-PF, PG 1, LN 16A	11,201.	0.		11,201.

FORM 990-PF ACCOUNTING FEES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTANT FEES	20,800.	0.		20,800.
TO FORM 990-PF, PG 1, LN 16B	20,800.	0.		20,800.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONSULTANT	19,500.	0.		19,500.
OTHER PROFESSIONAL FEES	11,225.	0.		11,225.
TO FORM 990-PF, PG 1, LN 16C	30,725.	0.		30,725.

FORM 990-PF TAXES STATEMENT 9

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	1,603.	0.		1,603.
STATE TAXES	925.	0.		925.
FEDERAL TAXES	3,333.	0.		3,333.
TO FORM 990-PF, PG 1, LN 18	5,861.	0.		5,861.

FORM 990-PF OTHER EXPENSES STATEMENT 10

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADVERTISING	52,052.	0.		52,052.
DUES AND SUBSCRIPTIONS	3,283.	0.		3,283.
MUSIC EQUIPMENT EXPENSE	65,060.	0.		65,060.
COMPUTER EXPENSE	8,791.	0.		8,791.
INVESTMENT EXPENSE	39,966.	39,966.		0.
LIABILITY INSURANCE	3,594.	0.		3,594.
MEALS AND ENTERTAINMENT	1,448.	0.		1,448.
MISCELLANEOUS	18,392.	0.		18,392.
PAYROLL TAXES	51,573.	0.		51,573.
REGISTRATION FEES	172.	0.		172.
SUPPLIES	26,753.	0.		26,753.
UTILITIES	966.	0.		966.
TO FORM 990-PF, PG 1, LN 23	272,050.	39,966.		232,084.

FORM 990-PF CORPORATE STOCK STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED: STOCK	2,195,302.	2,195,302.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,195,302.	2,195,302.

FORM 990-PF CORPORATE BONDS STATEMENT 12

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED: BONDS	1,806,801.	1,806,801.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,806,801.	1,806,801.

FORM 990-PF OTHER INVESTMENTS STATEMENT 13

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OTHER INVESTMENTS	COST	469,604.	469,604.
TOTAL TO FORM 990-PF, PART II, LINE 13		469,604.	469,604.

FORM 990-PF SUMMARY OF DIRECT CHARITABLE ACTIVITIES STATEMENT 14

ACTIVITY ONE

THE YOUTH MUSIC PROJECT OFFERS MUSIC LESSONS YEAR ROUND FOR STUDENTS IN WEST LINN, WILSONVILLE, OREGON CITY, LAKE OSWEGO, AND SURROUNDING COMMUNITIES. CLASSES INCLUDE PRIVATE LESSONS, GROUP ENSEMBLES, AND SUMMER CAMPS. IN THE SUMMER OF 2012, YMP OFFERED FIVE FULL DAY, WEEK LONG SUMMER CAMPS FOR 113 STUDENTS IN WEST LINN AND WILSONVILLE. OF THESE SUMMER CAMP STUDENTS, 80% WERE ON FREE OR REDUCED LUNCH. YMP STAFF AND INSTRUCTORS ALSO WORKED WITH 1,146 STUDENTS AT FESTIVALS IN THE AREA. IN THE FALL TERM, YMP HAD 241 STUDENTS REGISTERED FOR GROUP OR PRIVATE MUSIC LESSONS. FOR THE WINTER TERM, YMP HAD 334 STUDENTS REGISTERED FOR GROUP OR PRIVATE MUSIC LESSONS. DURING 2012, YMP ALSO LOANED OUT 85 INSTRUMENTS FOR FREE TO LOW INCOME YOUTH. YMP ALSO ESTABLISHED AN INTERNSHIP PROGRAM FOR AREA HIGH SCHOOL STUDENTS THAT GIVES STUDENTS PAID WORK OPPORTUNITIES AND ON THE JOB TRAINING. IN 2012, YMP HAD FIVE PAID INTERNS.

	EXPENSES
TO FORM 990-PF, PART IX-A, LINE 1	382,119.

FORM 990-PF SUMMARY OF DIRECT CHARITABLE ACTIVITIES STATEMENT 15

ACTIVITY TWO

WORLD OF SPEED: TO PROVIDE, IN A MUSEUM ENVIRONMENT, EDUCATION AND ENTERTAINMENT BY PRESERVING AND CELEBRATING THE HISTORY OF AMERICAN MOTORSPORTS. WORLD OF SPEED USES HISTORIC RACECARS AND MOTORCYCLES TO TELL THE STORY OF AMERICA'S LOVE AFFAIR WITH THE AUTOMOBILE AND LEADERSHIP ROLE IN WORLD MOTORSPORTS. IT ENCOMPASSES MANY ASPECTS OF MOTORSPORTS INCLUDING LOCAL DRAG RACING AND ROAD RACING, LAND SPEED RACING AT THE BONNEVILLE SALT FLATS, MOTORCYCLE RACING, AS WELL AS OPEN WHEEL AND NASCAR.

	EXPENSES
TO FORM 990-PF, PART IX-A, LINE 2	53,358.

FORM 990-PF PART XV - LINE 1A STATEMENT 16
LIST OF FOUNDATION MANAGERS

NAME OF MANAGER

DAVID C. BANY
SARAH A. BANY

Marie Lamfrom Charitable Foundation

Grants Sorted by Donee

Date		Name	Address		Relation to Contributor	Foundation Status	Purpose	Amount
05/07/2012		"I Have A Dream" Oregon	2916 Alberta Street, Suite D, Portland	OR 97211	None	Public Charity	Education	10,000
02/01/2012		Belmont University	1900 Belmont Blvd Nashville	TN 37212	None	Public Charity	Education	75,000
09/24/2012		Caldera	224 NW 13TH AVE	OR 97209	None	Public Charity	ARTS/CULTURE	3,000
05/07/2012		Candlelighters	P O BOX 2277	OR 97208	None	Public Charity	WELFARE	5,000
02/01/2012		Chess For Success	2701 NW Vaughn St #101 Portland	OR 97210	None	Public Charity	Education	5,000
02/01/2012		Children's Cancer Association	433 NW Avenue, Suite100, Portland	OR97209	None	Public Charity	Health	20,000
02/01/2012		Children's Healing Art Project	25 NW 23rd Place Ste 6 Box 155 Portland	OR 97062	None	Public Charity	Arts/Culture	10,000
11/12/2012		Children First Of Oregon	1209 SE Belmont St Portland	OR 97214	None	Public Charity	Education	6,000
11/12/2012		Community Transitional School	6601 NE Killingsworth St Portland	OR 97218	None	Public Charity	Education	10,000
05/07/2012		De La Salle North Catholic High School	7528 N Fenwick Avenue Portland	OR 97217	None	Public Charity	Education	10,000
07/30/2012		Dove Lewis Emergency Animal Hospital Inc	1945 NW Pettygrove St, Portland	OR 97209	None	Public Charity	Health	6,000
02/01/2012		Dress for Success Oregon	1532 NE 37th Ave Portland	OR 97232	None	Public Charity	Education	5,000
05/07/2012		Elevate Oregon	1920 NW 23rd Pl, Portland	OR 97210	None	Public Charity	Education	5,000
07/30/2012		Family Stepping Stones Relief Nursery	18907 Portland Avenue Gladstone	OR 97027	None	Public Charity	Child Advocacy	10,000
05/07/2012		Friends of the Children - Portland	44 NE Morris St Portland	OR 97212	None	Public Charity	Child Mentoring	10,000
05/07/2012		Girl Scouts Of Oregon & SW Washington	9620 SW Barbur Blvd Portland	OR 97219	None	Public Charity	Education	30,000
02/01/2012		Gonzaga University	502 E Boone Ave, Spokane	WA 99202	None	Public Charity	Education	25,000
05/07/2012		Harrison Park School - Backpack Project	2225 Se 87th Ave Portland	OR 97216	None	Public Charity	Backpack Project	500
07/30/2012		Make-A-Wish Foundation of Oregon	2000 SW 1ST AVE	OR 97201	None	Public Charity	Arts/Culture	5,000
02/01/2012		Marylhurst University	17600 Pacific Highway PO Box 261 Marylhurst	OR 97036	None	Public Charity	Education	6,000
02/01/2012		Oregon Lions Sight and Hearing Foundation	1010 NW 22nd Ave #144, Portland	OR 97210	None	Public Charity	Health	10,000
07/30/2012		Outside In	1132 SW 13TH AVE	OR 97205	None	Public Charity	WELFARE	6,000
09/13/2012		Parkrose United Methodist Church	1838 SW Jefferson St, Portland	OR 97201	None	Public Charity	Church	250
05/30/2012		Portland Youth Philharmonic Association	520 SW 6TH AVE, SUITE 820, Portland	OR 97204	None	Public Charity	Arts/Culture	5,000
03/07/2012		Riverbend Garden Project	879 W Main St Silverton	OR 97381	None	Public Charity	Gardening	12,000
07/30/2012		Ronald McDonald House	2620 N Commercial Avenue Portland	OR 97227	None	Public Charity	Health	5,000
05/07/2012		Sisters Of The Road, Inc	133 NW 6th Ave, Portland	OR 97209	None	Public Charity	Arts/Culture	8,000
11/12/2012		Stand For Children Leadership Center	516 SE MORRISON ST, SUITE 420	OR 97214	None	Public Charity	Education	10,000
11/12/2012		The Park Academy	17600 PACIFIC HWY, Lake Oswego	OR 97034	None	Public Charity	Education	5,000
11/12/2012		Vernonia Education Foundation	475 Bridge Street Vernonia	OR 97064	None	Public Charity	Education	6,175
05/07/2012		Wallace Medical Concern	124 NE 181st Ave Suite 103 Portland	OR 97230	None	Public Charity	Health	6,000
02/01/2012		YWCA of Portland	1111 SW 10th Ave Portland	OR 97205	None	Public Charity	Education	10,000
08/13/2012		Sisters Folk Festival Inc	204 W Adams Ave, PO Box 3500, Sisters	OR 97759	None	Public Charity	Arts/Culture	5,000
							TOTAL	**344,925**

Marie Lamfrom Charitable Foundation
EIN: 93-1254171

Purchase Date	Sale Date	Quantity	Security	Cost Basis	Amort or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
3/14/2011	1/6/2012	535 00	Juniper Networks	23,088		10,959	(12,129)	
7/6/2004	1/15/2012	2,000 00	Estee Lauder 6 000% Due 01-15-12	2,146	(146)	2,000		-
3/14/2011	1/27/2012	1,365 00	Charles Schwab	25,134		15,822	(9,312)	
8/2/2010	2/6/2012	350 00	Kohl's	17,226		17,058		(169)
7/23/2008	2/15/2012	25,000 00	Boeing Capital 6 500% Due 02-15-12	26,197	(1,197)	25,000		-
6/11/2003	2/15/2012	25,000 00	General Electric Capital 5 875% Due 02-15-12	28,763	(3,763)	25,000		-
6/1/2004	2/15/2012	25,000 00	General Electric Capital 5 875% Due 02-15-12	26,122	(1,122)	25,000		-
7/8/2010	2/16/2012	985 00	CarMax	19,648		29,108		9,460
11/29/2007	2/17/2012	125 00	Becton Dickinson	10,189		9,664		(525)
3/20/2009	2/17/2012	300 00	Becton Dickinson	19,436		23,193		3,756
1/22/2010	3/14/2012	470 00	Novartis	25,281		25,475		194
5/8/2008	3/14/2012	87 00	Marathon Petroleum	3,703		3,829		127
1/7/2009	3/14/2012	312 00	Marathon Petroleum	7,239		13,676		6,438
9/2/2010	3/14/2012	680 00	Johnson Controls	19,210		21,719		2,509
9/12/2003	3/14/2012	88 00	Praxair	2,799		9,698		6,900
12/17/2007	3/15/2012	50,000 00	John Deere Capital 7 000% Due 03-15-12	53,925	(3,925)	50,000		-
7/24/2008	3/15/2012	50,000 00	Eli Lilly 6 000% Due 03-15-12	52,755	(2,755)	50,000		-
3/22/2011	4/12/2012	300 00	ConocoPhillips	23,208		22,291		(917)
2/16/2012	5/23/2012	220 00	Green Mountain Coffee Roasters	14,949		5,582	(9,367)	
2/29/2012	5/30/2012	135 00	Anheuser-Busch Inbev ADR	9,117		9,151	34	
10/12/2010	5/30/2012	55 00	Anheuser-Busch Inbev ADR	3,412		3,728		316
3/29/2012	5/30/2012	60 00	McDonald's	5,853		5,404	(449)	
2/9/2007	5/30/2012	110 00	McDonald's	4,899		9,907		5,008
12/15/2010	6/13/2012	320 00	YUM! Brands	15,810		20,154		4,345
5/7/2009	6/15/2012	25,000 00	Goldman Sachs Group - FDIC Guaranteed 3 250% Due 06-15-12	26,103	(1,103)	25,000		-
3/23/2009	6/19/2012	25,000 00	John Deere Capital - FDIC Guaranteed 2 875% Due 06-19-12	25,679	(679)	25,000		-
3/8/2011	6/22/2012	300 00	PowerShares Emerg Markets Infrastructure ETF	15,551		11,087		(4,464)
3/29/2012	6/22/2012	150 00	PowerShares Emerg Markets Infrastructure ETF	6,339		5,543	(796)	
1/22/2010	6/22/2012	100 00	PowerShares Emerg Markets Infrastructure ETF	4,202		3,696		(506)
8/30/2010	6/22/2012	250 00	PowerShares Emerg Markets Infrastructure ETF	10,452		9,239		(1,213)
3/10/2010	6/22/2012	20,000 00	Hewlett-Packard Co 5 500% Due 03-01-18	21,776	(451)	22,528		1,203
7/25/2008	6/22/2012	25,000 00	MetLife 5 000% Due 06-15-15	23,722	662	27,298		2,914
12/17/2010	6/22/2012	25,000 00	Kimberly-Clark 5 000% Due 08-15-13	27,388	(1,348)	26,235		195
12/18/2007	6/30/2012	50,000 00	U S Treasury Notes 4 875% Due 06-30-12	52,873	(2,873)	50,000		-

Purchase Date	Sale Date	Quantity	Security	Cost Basis	Amort or Accretion	Proceeds	Gain Or Loss Short Term	Long Term
12/15/2010	7/10/2012	510 00	Intel	10,922		13,290		2,369
2/29/2012	7/10/2012	175 00	Covidien PLC	9,165		9,435	270	
5/8/2008	7/10/2012	75 00	Covidien PLC	3,699		4,043		344
1/19/2006	7/10/2012	450 00	Emerson Electric	17,578		20,292		2,714
12/16/2010	8/15/2012	50,000 00	Monsanto 7 375% Due 08-15-12	55,166	(5,166)	50,000		-
3/8/2011	9/7/2012	500 00	iShares MSCI Pacific Ex Japan ETF	23,653		21,961		(1,692)
12/23/2010	9/7/2012	400 00	iShares MSCI Pacific Ex Japan ETF	18,540		17,568		(972)
12/15/2010	9/7/2012	200 00	SPDR S&P Emerging Asia Pacific ETF	17,277		13,991		(3,286)
3/8/2011	9/7/2012	25 00	SPDR S&P Emerging Asia Pacific ETF	2,091		1,749		(342)
12/15/2010	9/7/2012	100 00	SPDR S&P Emerging Latin America ETF	8,730		7,153		(1,578)
3/8/2011	9/7/2012	150 00	Vanguard FTSE All World ex-US SmCp Index ETF	15,181		12,928		(2,253)
2/29/2012	9/7/2012	100 00	Vanguard FTSE All World ex-US SmCp Index ETF	9,064		8,618	(445)	
1/22/2010	9/7/2012	225 00	Vanguard FTSE Emerging Markets ETF	8,964		9,316		352
2/13/2009	9/7/2012	275 00	Vanguard FTSE Emerging Markets ETF	6,305		11,386		5,081
3/8/2011	9/7/2012	1,100 00	iShares MSCI EAFE Index ETF	67,040		58,523		(8,517)
12/15/2010	9/12/2012	50,000 00	Medtronic 5 600% Due 03-15-19	55,732	(1,063)	60,300		5,630
3/10/2011	9/12/2012	25,000 00	Walgreen Co 5 250% Due 01-15-19	27,595	(443)	28,651		1,499
4/1/2010	9/12/2012	25,000 00	Walgreen Co 5 250% Due 01-15-19	26,666	(403)	28,651		2,388
1/19/2011	9/13/2012	25,000 00	Archer Daniels 5 450% Due 03-15-18	27,882	(601)	30,125		2,844
12/19/2007	9/13/2012	25,000 00	AT&T (formerly SBC) 5 625% Due 06-15-16	25,220	(110)	29,246		4,136
3/9/2011	9/13/2012	25,000 00	Blackrock 3 500% Due 12-10-14	26,288	(508)	26,567		788
3/16/2012	9/17/2012	25,000 00	Costco Wholesale 5 500% Due 03-15-17	29,801	(471)	30,059	728	
4/7/2010	9/17/2012	25,000 00	Novartis 4 400% Due 04-24-20	24,995	1	29,085		4,089
3/1/2012	9/17/2012	20,000 00	Intel Corp 3 300% Due 10-01-21	21,196	(61)	21,418	283	
3/9/2011	9/17/2012	25,000 00	Coca-Cola Co 5 350% Due 11-15-17	28,420	(721)	30,148		2,449
3/10/2011	9/18/2012	25,000 00	McDonalds Corp 5 000% Due 02-01-19	27,361	(406)	29,449		2,494
2/3/2011	9/20/2012	190 00	Berkshire Hathaway B	15,751		16,732		981
2/29/2012	9/20/2012	700 00	General Electric	13,399		15,499	2,100	
11/23/2011	9/20/2012	300 00	General Electric	4,451		6,642	2,192	
11/24/2009	9/20/2012	130 00	Kraft Foods	3,548		5,315		1,767
5/19/2009	9/20/2012	230 00	Kraft Foods	5,749		9,404		3,655
4/27/2010	9/20/2012	300 00	Wells Fargo	9,823		10,482		659
12/15/2010	9/20/2012	130 00	Wells Fargo	3,885		4,542		657
9/21/2005	9/20/2012	50 00	Apple	2,637		34,903		32,266
12/15/2010	9/20/2012	140 00	Costco Wholesale	10,000		14,261		4,261
12/30/2003	9/20/2012	45 00	Costco Wholesale	1,674		4,584		2,909

							Gain Or Loss	
Purchase Date	Sale Date	Quantity	Security	Cost Basis	Amort or Accretion	Proceeds	Short Term	Long Term
2/29/2012	9/20/2012	465 00	Microsoft	14,802		14,443	(359)	
2/29/2012	9/20/2012	420 00	Discover Financial Services	12,680		16,188	3,509	
7/5/2011	9/20/2012	80 00	Discover Financial Services	2,160		3,084		923
7/1/2011	9/20/2012	150 00	Johnson & Johnson	10,082		10,287		205
2/29/2012	9/20/2012	130 00	Johnson & Johnson	8,442		8,915	474	
7/28/2008	9/20/2012	450 00	Marsh & McLennan	12,042		15,390		3,349
2/3/2011	9/20/2012	130 00	Union Pacific	12,227		15,838		3,611
3/14/2012	9/20/2012	300 00	eBay	11,266		14,983	3,718	
3/29/2012	9/20/2012	35 00	eBay	1,293		1,748	455	
1/4/2006	9/24/2012	200 00	Cognizant Tech Solutions	5,078		13,727		8,649
3/29/2012	9/24/2012	165 00	JPMorgan Chase	7,528		6,797	(731)	
3/31/2009	9/24/2012	125 00	JPMorgan Chase	3,346		5,149		1,803
1/7/2009	9/24/2012	215 00	National Oilwell Varco	6,256		17,376		11,120
2/1/2007	9/24/2012	110 00	Stericycle	4,246		10,127		5,881
7/10/2012	9/24/2012	65 00	V F Corporation	9,086		10,249	1,163	
2/29/2012	9/24/2012	45 00	BlackRock	8,963		8,162	(801)	
1/27/2012	9/24/2012	20 00	BlackRock	3,752		3,628	(125)	
8/25/2011	9/24/2012	20 00	Priceline com	9,708		12,593		2,885
3/14/2012	9/24/2012	280 00	CenturyLink	10,977		11,771	794	
8/10/2006	9/24/2012	125 00	Chevron	8,412		14,759		6,346
1/7/2009	9/24/2012	135 00	John Deere	5,761		11,195		5,434
3/8/2012	9/24/2012	25,000 00	Chevron Corp 4 950% Due 03-03-19	30,106	(377)	30,180	451	
12/21/2010	9/24/2012	25,000 00	Pepsico Inc 5 000% Due 06-01-18	27,400	(513)	29,635		2,747
12/21/2010	9/24/2012	25,000 00	Abbott Laboratories 5 125% Due 04-01-19	27,448	2,316	30,013		248
3/13/2012	9/24/2012	25,000 00	Becton Dickinson 5 000% Due 05-15-19	29,381	(302)	29,271	191	
1/4/2011	9/25/2012	1,400 00	Weatherford Int'l	30,945		17,679		(13,265)
1/27/2012	9/25/2012	85 00	Apache	8,318		7,316	(1,002)	
10/6/2011	9/25/2012	90 00	Apache	7,661		7,746	85	
2/29/2012	9/25/2012	70 00	Caterpillar	8,035		6,162	(1,873)	
8/30/2011	9/25/2012	90 00	Caterpillar	8,080		7,923		(157)
12/30/2003	9/25/2012	180 00	Ecolab	4,909		11,534		6,625
9/12/2003	9/25/2012	20 00	Ecolab	522		1,282		760
2/29/2012	9/25/2012	350 00	Fidelity National Info Services	11,033		11,381	348	
7/1/2011	9/25/2012	250 00	Fidelity National Info Services	7,771		8,129		358
9/1/2005	9/25/2012	25 00	Google	7,157		19,030		11,872
3/29/2012	9/25/2012	135 00	Home Depot	6,711		8,135	1,424	
3/15/2010	9/25/2012	190 00	Home Depot	6,183		11,450		5,267
9/25/2012	9/25/2012	1 00	Pfizer	34		25	(9)	
2/29/2012	9/25/2012	460 00	Pfizer	9,742		11,488	1,746	
1/22/2010	9/25/2012	639 00	Pfizer	12,249		15,959		3,710
9/12/2003	9/25/2012	32 00	Praxair	1,018		3,432		2,414
6/6/2003	9/25/2012	108 00	Praxair	3,299		11,584		8,284
12/15/2010	9/25/2012	400 00	Verizon Communications	13,841		18,296		4,455
11/24/2009	9/25/2012	25 00	Verizon Communications	749		1,144		395

Purchase Date	Sale Date	Quantity	Security	Cost Basis	Amort or Accretion	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
8/16/2011	9/25/2012	840 00	VeriFone	31,186		25,468		(5,719)
9/21/2005	9/25/2012	25 00	Apple	1,318		17,167		15,848
3/29/2012	9/25/2012	190 00	Marriott International Cl A	7,130		7,567	437	
3/28/2011	9/25/2012	160 00	Marriott International Cl A	5,403		6,372		969
5/19/2009	9/25/2012	300 00	YUM! Brands	10,316		20,280		9,964
10/16/2003	9/25/2012	175 00	Exxon Mobil	6,755		16,084		9,329
6/7/2011	9/25/2012	225 00	Actavis	14,390		18,848		4,458
3/8/2011	9/25/2012	100 00	iShares MSCI EAFE Index ETF	6,095		5,435		(659)
2/29/2012	9/25/2012	200 00	iShares MSCI EAFE Index ETF	11,037		10,871	(166)	
9/30/2009	9/25/2012	50 00	iShares MSCI EAFE Index ETF	2,743		2,718		(25)
3/29/2012	9/25/2012	250 00	iShares MSCI EAFE Index ETF	13,517		13,589	72	
12/23/2010	9/25/2012	300 00	iShares MSCI Pacific Ex Japan ETF	13,905		13,386		(519)
12/20/2010	9/25/2012	20,000 00	3M 4 375% Due 08-15-13	21,764	(1,169)	20,683		88
7/28/2008	9/25/2012	25,000 00	Cisco Systems 5 500% Due 02-22-16	25,237	(119)	28,995		3,876
2/16/2012	9/25/2012	25,000 00	General Electric 5 250% Due 12-06-17	29,246	(421)	29,443	618	
3/17/2010	9/25/2012	23,000 00	IBM Corp 4 750% Due 11-29-12	24,996	(1,863)	23,143		9
2/17/2011	9/25/2012	25,000 00	Oracle Corp 5 000% Due 07-08-19	26,783	(297)	30,130		3,644
12/17/2010	9/25/2012	25,000 00	Wal-Mart 4 550% Due 05-01-13	27,005	(1,495)	25,583		73
11/6/2007	9/26/2012	260 00	FirstEnergy	17,779		11,549		(6,230)
7/8/2010	9/26/2012	145 00	Fresenius Medical Care	7,809		10,547		2,738
12/15/2010	9/26/2012	370 00	Intel	7,924		8,386		462
8/5/2009	9/26/2012	155 00	Intel	2,933		3,513		580
3/29/2012	9/26/2012	60 00	Occidental Petroleum	5,605		5,104	(500)	
6/21/2010	9/26/2012	70 00	Occidental Petroleum	6,050		5,955		(95)
11/23/2011	9/26/2012	85 00	Roper Industries Inc	6,793		9,314	2,521	
8/25/2011	9/26/2012	20 00	Roper Industries Inc	1,420		2,191		772
5/30/2012	9/26/2012	370 00	AT&T	12,564		14,170	1,605	
3/29/2012	9/26/2012	120 00	Thermo Fisher Scientific	6,716		7,093	377	
5/19/2009	9/26/2012	165 00	Thermo Fisher Scientific	5,876		9,753		3,878
2/29/2012	9/26/2012	325 00	U S Bancorp	9,541		11,039	1,499	
7/26/2011	9/26/2012	275 00	U S Bancorp	7,385		9,341		1,956
8/14/2006	9/26/2012	140 00	United Technologies	8,514		11,020		2,506
9/24/2008	9/26/2012	200 00	Oracle	4,024		6,156		2,131
3/20/2009	9/26/2012	180 00	Oracle	3,077		5,540		2,463
2/1/2007	9/26/2012	265 00	Qualcomm	9,883		16,553		6,671
8/30/2007	9/26/2012	210 00	Albemarle	8,391		10,876		2,485
5/8/2008	9/26/2012	110 00	Covidien PLC	5,425		6,584		1,159
7/28/2008	9/26/2012	130 00	Covidien PLC	6,408		7,781		1,373
8/30/2007	9/26/2012	360 00	General Mills	10,138		14,464		4,326
2/9/2007	9/26/2012	125 00	McDonald's	5,567		11,644		6,077
12/15/2010	9/26/2012	85 00	MetLife	3,741		2,905		(836)
3/31/2009	9/26/2012	325 00	MetLife	7,495		11,109		3,614

Purchase Date	Sale Date	Quantity	Security	Cost Basis	Amort or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
7/1/2011	9/26/2012	200 00	NextEra Energy	11,632		14,033		2,401
2/29/2012	9/26/2012	250 00	Time Warner	9,438		11,203	1,765	
8/1/2008	9/26/2012	200 00	Time Warner	6,018		8,962		2,944
3/29/2012	9/26/2012	25,000 00	Boeing Co 3 500% Due 02-15-15	26,965	(335)	26,775	145	
2/29/2012	9/26/2012	25,000 00	Occidental Petroleum Corp 4 100% Due 02-01-21	27,910	(168)	28,726	984	
3/3/2011	9/26/2012	25,000 00	Bristol-Myers Squibb Co 5 250% Due 08-15-13	27,420	(1,539)	25,991		111
12/20/2010	9/26/2012	25.000 00	Paccar Inc 6 875% Due 02-15-14	28.707	(2.048)	27,071		412
12/17/2010	9/26/2012	25,000 00	Praxair Inc 5 250% Due 11-15-14	27,846	(1,263)	27,333		750
6/22/2010	9/27/2012	25,000 00	Microsoft Corp 4 200% Due 06-01-19	26,628	(368)	29,152		2,892
12/17/2010	9/27/2012	25,000 00	United Parcel Service 5 500% Due 01-15-18	28,252	(745)	30,245		2,739
12/15/2010	9/27/2012	25,000 00	Proctor & Gamble 3 150% Due 09-01-15	25,945	(346)	26,865		1,266
5/22/2008	9/27/2012	25,000 00	United Technologies 4 875% Due 05-01-15	25,005	(3)	27,708		2,706
3/29/2012	9/28/2012	25,000 00	Apache Corp 6 000% Due 09-15-13	26,954	(666)	26,233	(55)	
3/7/2012	9/28/2012	25,000 00	Honeywell 4 250% Due 03-01-21	28,895	(220)	29,388	714	
3/16/2011	9/28/2012	25,000 00	U S Treasury Note 3 125% Due 04-30-13	26,342	(970)	25,430		58
3/30/2012	9/28/2012	25,000 00	U S Treasury Note 2 625% Due 08-15-20	26,504	(83)	27,654	1,234	
5/19/2009	10/1/2012	1 00	Kraft Foods Group	18		31		13
5/8/2008	10/1/2012	175 00	Marathon Oil	5,474		5,247		(226)
1/7/2009	10/1/2012	165 00	Marathon Oil	2,825		4,947		2,122
8/5/2009	10/1/2012	275 00	Teva Pharmaceutical Industries Ltd - ADR	14,405		11,448		(2,957)
5/17/2011	10/1/2012	180 00	Accenture Ltd Cl A	10,149		12,584		2,435
10/9/2009	10/1/2012	150 00	American Tower	5,496		10,742		5,246
3/20/2009	10/1/2012	140 00	Boeing	4,609		9.860		5,250
10/12/2010	10/1/2012	130 00	Anheuser-Busch Inbev ADR	8,065		11,204		3,140
4/27/2010	10/1/2012	220 00	Baker Hughes	11,684		9,979		(1,705)
11/23/2011	10/1/2012	450 00	General Electric	6,676		10,287	3,611	
2/13/2009	10/1/2012	200 00	Vanguard FTSE Emerging Markets ETF	4,585		8,473		3,888
8/30/2007	10/1/2012	25,000 00	U S Treasury Notes 5 125% Due 05-15-16	26,110	(596)	29,231		3,717
9/28/2007	10/1/2012	25,000 00	U S Treasury Notes 4 625% Due 02-15-17	25,180	(87)	29,430		4,337
3/14/2012	10/11/2012	170 00	CenturyLink	6,664		6,659	(5)	
12/5/2011	10/11/2012	220 00	CenturyLink	7,996		8,618	622	
4/5/2012	10/15/2012	25,000 00	Anheuser-Busch Inbev 3 000% Due 10-15-12	25,345	(345)	25,000	-	

Purchase Date	Sale Date	Quantity	Security	Cost Basis	Amort or Accretion	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
3/2/2011	10/15/2012	50,000 00	ConocoPhillips 4 750% Due 10-15-12	53,195	(3,195)	50,000		-
2/29/2012	10/16/2012	240 00	EMC	6,750		6,224	(526)	
4/12/2012	10/16/2012	70 00	EOG Resources	7,370		7,836	467	
2/29/2012	10/16/2012	135 00	Microsoft	4,297		3,983	(314)	
12/8/2008	10/16/2012	115 00	Microsoft	2,391		3,393		1,002
9/12/2003	10/16/2012	120 00	PepsiCo	5,414		8,466		3,052
6/6/2003	10/16/2012	30 00	PepsiCo	1,336		2,117		780
3/8/2010	10/16/2012	75 00	Vanguard FTSE All World ex-US SmCp Index ETF	6,253		6,598		345
12/30/2003	10/16/2012	65 00	Costco Wholesale	2,419		6,281		3,862
6/6/2003	10/16/2012	15 00	Costco Wholesale	536		1,449		913
2/3/2011	10/16/2012	90 00	Berkshire Hathaway B	7,461		8,059		598
2/29/2012	10/16/2012	60 00	Johnson & Johnson	3,896		4,149	252	
11/23/2011	10/16/2012	65 00	Johnson & Johnson	4,049		4,494	445	
3/29/2012	10/16/2012	125 00	eBay	4,619		5,942	1,323	
7/26/2011	10/16/2012	35 00	eBay	1,201		1,664		463
7/10/2012	10/25/2012	375 00	Cisco Systems	6,236		6,494	258	
1/4/2011	10/25/2012	165 00	Hess	12,775		8,780		(3,996)
3/31/2009	10/25/2012	145 00	JPMorgan Chase	3,882		6,105		2,223
3/28/2011	10/25/2012	200 00	Rio Tinto PLC	13,829		10,142		(3,687)
1/4/2006	10/25/2012	80 00	Cognizant Tech Solutions	2,031		5,527		3,496
3/22/2011	10/25/2012	110 00	Honeywell	6,243		6,812		569
2/17/2012	10/25/2012	60 00	LinkedIn	5,524		6,448	924	
2/17/2012	10/25/2012	80 00	Lululemon Athletica	5,219		5,524	305	
9/1/2005	10/25/2012	115 00	Schlumberger	4,956		8,110		3,154
5/23/2012	10/25/2012	50 00	VISA Class A	5,916		6,855	939	
7/5/2011	10/25/2012	220 00	Discover Financial Services	5,941		8,842		2,902
5/13/2011	10/25/2012	5 00	Discover Financial Services	121		201		80
2/3/2011	10/25/2012	45 00	Union Pacific	4,232		5,499		1,267
12/15/2010	10/25/2012	200 00	Wells Fargo	5,977		6,810		832
9/2/2010	10/25/2012	230 00	Wisconsin Energy	6,533		8,672		2,139
3/18/2010	11/9/2012	11,000 00	Abbott Laboratories 5 125% Due 04-01-19	11,709	(180)	13,581		2,053
3/18/2010	11/27/2012	14,000 00	Abbott Laboratories 4 125% Due 04-01-19	14,902	(242)	17,298		2,638
3/17/2010	11/29/2012	2,000 00	IBM Corp 4 750% Due 11-29-12	2,174	(174)	2,000		-
12/20/2010	11/29/2012	23,000 00	IBM Corp 4 750% Due 11-29-12	24,733	(1,733)	23,000		-
10/6/2011	12/3/2012	220 00	Apache	18,727		16,969		(1,758)
TOTAL GAINS							**41,079**	**395,281**
TOTAL LOSSES							**(38,963)**	**(68,270)**
				3,018,800	**(48,194)**	**3,299,734**	**2,116**	**327,011**

Marie Lamfrom Charitable Fdn.

Depreciation Expense Report

As of December 31, 2012

Book = Internal

FYE Month = December

Sys No	Ext	In Svc Date	Acquired Value	P T	Depr Meth	Est Life	Salv/168 Allow Sec 179	Depreciable Basis	Prior Thru	Prior Accum Depreciation	Depreciation This Run	Current YTD Depreciation	Current Accum Depreciation	Key Code
000001	Acer Laptop Computer													
	000	03/05/12	1,549 99	P	SLMM	05 00	0 00	1,549 99		0 00	258.33	258 33	258.33	
000002	ROLA-DR0229-Drum Kit Digital Compact													
	000	03/14/12	1,799 00	P	SLMM	07 00	0 00	1,799 00		0 00	214 17	214 17	214 17	
000003	Mobile Locking Storage Unit													
	000	03/15/12	1,149 99	P	SLMM	07 00	0 00	1,149 99		0 00	136 90	136 90	136 90	
000004	Phones & Equipment													
	000	04/25/12	1,109 87	P	SLMM	05 00	0 00	1,109 87		0 00	147 98	147 98	147 98	
000005	Camcorder, Sony HDR TD20V Full HD Handycam													
	000	05/09/12	1,498 00	P	SLMM	05 00	0 00	1,498 00		0 00	199 73	199 73	199 73	
000006	EOS 7D Digital SLR													
	000	05/10/12	1,849 00	P	SLMM	05 00	0 00	1,849 00		0 00	246.53	246 53	246 53	
000007	EF 8-15mm Fisheye Lens													
	000	05/10/12	1,399 00	P	SLMM	05 00	0 00	1,399.00		0 00	186.53	186 53	186 53	
000008	Blue Ray GT630M Player													
	000	05/11/12	1,049 99	P	SLMM	05 00	0 00	1,049 99		0 00	140 00	140 00	140 00	
000009	Piano Keyboards (6)													
	000	05/16/12	3,601.26	P	SLMM	07 00	0 00	3,601.26		0 00	300 11	300 11	300 11	
000010	Roland TD-9K2 V-Tour Series V-Drum Set (4)													
	000	05/15/12	5,596 00	P	SLMM	07 00	0 00	5,596 00		0 00	532 95	532 95	532 95	
000011	Roland TD-9K2 Drum Set													
	000	05/17/12	1,299 00	P	SLMM	07 00	0 00	1,299 00		0 00	108.25	108.25	108.25	
000012	2 Way Active Loud Speaker													
	000	06/02/12	1,086 03	P	SLMM	07 00	0 00	1,086 03		0 00	90 50	90 50	90.50	
000013	2 Way Active Loud Speaker													
	000	06/02/12	1,086 04	P	SLMM	07 00	0 00	1,086 04		0 00	90 50	90 50	90.50	
000014	Epson Powerlite Projector													
	000	06/15/12	1,299 00	P	SLMM	05 00	0 00	1,299 00		0 00	151 55	151 55	151 55	
000015	Roland TD-9K2 Drum Set													
	000	07/16/12	1,299.00	P	SLMM	07 00	0 00	1,299 00		0 00	77 32	77 32	77.32	
000016	Video Editing Computer - Build													
	000	07/16/12	3,464 64	P	SLMM	05 00	0 00	3,464 64		0 00	288 72	288 72	288 72	
000017	TD11KVS-Drum Set Digital													
	000	07/22/12	1,599 00	P	SLMM	07 00	0.00	1,599 00		0 00	95 18	95 18	95 18	
000018	Conditional VSE Permit													
	000	10/16/12	7,100 00	P	SLMM	15 00	0 00	7,100 00		0 00	78.89	78 89	78 89	
		Grand Total	38,834 81				0 00	38,834.81		0 00	3,344 14	3,344 14	3,344 14	
		Less disposals and transfers Count = 0	0 00				0 00	0 00		0 00			0 00	
		Net Grand Total Count = 18	38 834 81				0 00	38,834 81		0 00	3,344 14	3,344 14	3,344 14	

Form **8868**
(Rev. January 2013)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

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

OMB No 1545-1709

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

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

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

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

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

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

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions. MARIE LAMFROM CHARITABLE FOUNDATION	Employer identification number (EIN) or 93-1254171
	Number, street, and room or suite no. If a P.O. box, see instructions. 9685 SW RIDDER ROAD, SUITE 100	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. WILSONVILLE, OR 97070	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

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

- The books are in the care of ▶ KATHERINE BULLOCK
  9685 SW RIDDER ROAD, SUITE 100 - WILSONVILLE, OR 97070

  Telephone No. ▶ (503)722-3490 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box ▶ ☐ . If it is for part of the group, check this box ▶ ☐ and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2013 , to file the exempt organization return for the organization named above The extension is for the organization's return for:

▶ ☒ calendar year 2012 or

▶ ☐ tax year beginning ______________ , and ending ______________ .

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

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions.	3a	$ 12,261.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	$ 3,161.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	$ 9,100.

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

LHA **For Privacy Act and Paperwork Reduction Act Notice, see instructions.** Form **8868** (Rev 1-2013)

223841
01-21-13