Form 990-PF — Return of Private Foundation

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
THE ROBERT D AND MARCIA H RANDALL
CHARITABLE TRUST

A Employer identification number
93-1318923

Number and street (or P O box number if mail is not delivered to street address)
9500 SW BARBUR BOULEVARD, #300

Room/suite

B Telephone number
(503)293-6210

City or town, state, and ZIP code
PORTLAND, OR 97219

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)* ▶$ 2,741,887.

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	3,047,262.		N/A	
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	171.	171.		STATEMENT 1
	4 Dividends and interest from securities	69,922.	69,922.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	102,989.			
	b Gross sales price for all assets on line 6a 1,256,116.				
	7 Capital gain net income (from Part IV, line 2)		102,989.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	100.	100.		STATEMENT 3
	12 **Total.** Add lines 1 through 11	3,220,444.	173,182.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	66,507.	0.		56,531.
	14 Other employee salaries and wages	24,420.	0.		19,536.
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 4	4,531.	453.		4,078.
	c Other professional fees STMT 5	32,059.	32,059.		0.
	17 Interest				
	18 Taxes STMT 6	7,615.	621.		5,088.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	871.	0.		809.
	22 Printing and publications	1,712.	0.		0.
	23 Other expenses STMT 7	7,632.	0.		4,266.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	145,347.	33,133.		90,308.
	25 Contributions, gifts, grants paid	2,913,360.			2,913,360.
	26 **Total expenses and disbursements.** Add lines 24 and 25	3,058,707.	33,133.		3,003,668.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	161,737.			
	b **Net investment income** (if negative, enter -0-)		140,049.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	93,383.	75,756.	75,756.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 8	1,286,054.	1,104,314.	1,446,288.
	c Investments - corporate bonds STMT 9	781,489.	786,027.	806,140.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 10	56,438.	411,903.	411,303.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 11)	1,299.	2,400.	2,400.
	16 **Total assets** (to be completed by all filers)	2,218,663.	2,380,400.	2,741,887.
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 ▶ [X] and complete lines 24 through 26 and lines 30 and 31**			
	24 Unrestricted	2,218,663.	2,380,400.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances**	2,218,663.	2,380,400.	
	31 **Total liabilities and net assets/fund balances**	2,218,663.	2,380,400.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,218,663.
2 Enter amount from Part I, line 27a	2	161,737.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	2,380,400.
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	2,380,400.

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	US TRUST INVESTMENT ACCOUNT	P	VARIOUS	VARIOUS
b	US TRUST INVESTMENT ACCOUNT	P	VARIOUS	VARIOUS
c	US TRUST INVESTMENT ACCOUNT (DISALLOWED			
d	LOSS)	P	10/20/10	03/07/12
e	CAPITAL GAINS DIVIDENDS			

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	417,373.		431,690.	<14,317.>
b	819,281.		721,449.	97,832.
c				
d				12.
e	19,462.			19,462.

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				<14,317.>
b				97,832.
c				
d				12.
e				19,462.

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** 102,989.

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	1,515,954.	2,644,528.	.573242
2010	464,083.	2,331,880.	.199017
2009	454,652.	2,052,443.	.221517
2008	321,006.	2,373,564.	.135242
2007	174,690.	2,503,903.	.069767

2	**Total** of line 1, column (d)	2	1.198785
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	.239757
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	2,667,205.
5	Multiply line 4 by line 3	5	639,481.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,400.
7	Add lines 5 and 6	7	640,881.
8	Enter qualifying distributions from Part XII, line 4	8	3,003,668.

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	1,400.
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	1,400.
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	1,400.
6 Credits/Payments:				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	859.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	1,350.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	2,209.
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	809.
11 Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶		809. **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 ▶ KIRK A. BASS, TRUSTEE Telephone no. ▶ (503)245-1131

Located at ▶ 9500 SW BARBUR BOULEVARD, SUITE 300, PORTLAND, OR ZIP+4 ▶ 97219

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)?	1b		X
	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 (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? 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
SEE STATEMENT 12		66,507.	0.	0.

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

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

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

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Part 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 N/A	
2	
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.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities		1a	2,564,335.
b	Average of monthly cash balances		1b	143,487.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	2,707,822.
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	2,707,822.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	40,617.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	2,667,205.
6	**Minimum investment return** Enter 5% of line 5		6	133,360.

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	133,360.
2a	Tax on investment income for 2012 from Part VI, line 5	2a 1,400.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	1,400.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	131,960.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	131,960.
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	131,960.

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	3,003,668.
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	3,003,668.
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	1,400.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	3,002,268.

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				131,960.
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 — 0.				
b From 2008 — 0.				
c From 2009 — 0.				
d From 2010 — 0.				
e From 2011 — 1,014,141.				
f **Total** of lines 3a through e	1,014,141.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 3,003,668.				
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				131,960.
e Remaining amount distributed out of corpus	2,871,708.			
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	3,885,849.			
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)	3,018,000.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	867,849.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012 — 867,849.				

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).)

MARCIA H. RANDALL

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:

BRENDA RANDALL
9500 SW BARBUR BOULEVARD, SUITE 300, PORTLAND, OR 97219

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

PRE-APPLICATION FORM REQUIRED. A COPY MAY BE OBTAINED FROM BRENDA RANDALL.

c Any submission deadlines:

PRE-APPLICATION DEADLINES ARE JUNE 15TH AND DECEMBER 15TH.

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

MUST BE 501(C)(3) ORGANIZATION. PREFERENCE IS GIVEN TO PACIFIC NORTHWEST APPLICANTS.

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				
ALL GRANTS ARE MADE TO ACCOMPLISH THE DONEE'S FUNCTION.				
PLEASE SEE ATTACHED STATEMENT OF DONEES.	NONE	501(C)(3)		2,913,360.
Total			▶ 3a	2,913,360.
b Approved for future payment				
THE CHILDREN'S HOSPITAL FOUNDATION PO BOX 4484 PORTLAND, OR 97208	NONE	501(C)(3)	THE LEGACY CAMPAIGN FOR CHILDREN	6,667,000.
Total			▶ 3b	6,667,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
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			14	171.	
4 Dividends and interest from securities			14	69,922.	
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	102,989.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a FOREIGN TAX REFUND			01	9.	
b SAIF CORPORATION-20 II					
c REFUND			01	91.	
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		173,182.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 173,182.

(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).
	N/A

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

Signature of officer or trustee: [signature] Date: 8/14/13 Title: Co-Trustee

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
ROY ABRAMOWITZ	[signature]	8/13/13		P01329049

Firm's name ▶ PERKINS & COMPANY, P.C. Firm's EIN ▶ 93-0928924

Firm's address ▶ 1211 SW FIFTH AVE, SUITE 1000 PORTLAND, OR 97204-3710 Phone no. 503-221-0336

Form **990-PF** (2012)

223622 12-05-12

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
THE ROBERT D AND MARCIA H RANDALL CHARITABLE TRUST

Employer identification number
93-1318923

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
THE ROBERT D AND MARCIA H RANDALL CHARITABLE TRUST

Employer identification number
93-1318923

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	MARCIA H. RANDALL 9500 SW BARBUR BLVD # 300 PORTLAND, OR 97219	$ 3,018,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
2	THE RANDALL GROUP, INC 9500 SW BARBUR BLVD # 300 PORTLAND, OR 97219	$ 24,420.	Person [ ] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution.)
3	THE RANDALL GROUP, INC 9500 SW BARBUR BLVD # 300 PORTLAND, OR 97219	$ 4,842.	Person [ ] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

Name of organization
THE ROBERT D AND MARCIA H RANDALL
CHARITABLE TRUST

Employer identification number
93-1318923

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
2	ADMINISTRATIVE SERVICES.	$ 24,420.	VARIOUS
3	ADMINISTRATIVE SERVICES.	$ 4,842.	VARIOUS
		$	
		$	
		$	
		$	

Name of organization: THE ROBERT D AND MARCIA H RANDALL CHARITABLE TRUST

Employer identification number: 93-1318923

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
US TRUST - INTEREST	64.
US TRUST COMPANY	107.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	171.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
US TRUST	89,384.	19,462.	69,922.
TOTAL TO FM 990-PF, PART I, LN 4	89,384.	19,462.	69,922.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
FOREIGN TAX REFUND	9.	9.	
SAIF CORPORATION-20 II REFUND	91.	91.	
TOTAL TO FORM 990-PF, PART I, LINE 11	100.	100.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	4,531.	453.		4,078.
TO FORM 990-PF, PG 1, LN 16B	4,531.	453.		4,078.

FORM 990-PF — OTHER PROFESSIONAL FEES — STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	32,059.	32,059.		0.
TO FORM 990-PF, PG 1, LN 16C	32,059.	32,059.		0.

FORM 990-PF — TAXES — STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL AND STATE TAXES	1,122.	0.		422.
FOREIGN TAX PAID	621.	621.		0.
PAYROLL TAXES	5,832.	0.		4,666.
OTHER TAXES	40.	0.		0.
TO FORM 990-PF, PG 1, LN 18	7,615.	621.		5,088.

FORM 990-PF — OTHER EXPENSES — STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DUES AND SUBSCRIPTIONS	4,320.	0.		2,160.
INSURANCE	750.	0.		0.
INSURANCE (WORKERS COMPENSATION)	231.	0.		185.
OFFICE EXPENSE	2,329.	0.		1,921.
MISCELLANEOUS	2.	0.		0.
TO FORM 990-PF, PG 1, LN 23	7,632.	0.		4,266.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
US TRUST	1,104,314.	1,446,288.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,104,314.	1,446,288.

FORM 990-PF CORPORATE BONDS STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
US TRUST	786,027.	806,140.
TOTAL TO FORM 990-PF, PART II, LINE 10C	786,027.	806,140.

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
US TRUST	COST	75,000.	76,044.
US TRUST	COST	336,903.	335,259.
TOTAL TO FORM 990-PF, PART II, LINE 13		411,903.	411,303.

FORM 990-PF OTHER ASSETS STATEMENT 11

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ACCRUED INTEREST/DIVIDENDS	1,299.	2,400.	2,400.
TO FORM 990-PF, PART II, LINE 15	1,299.	2,400.	2,400.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 12

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
MARCIA H. RANDALL 9500 SW BARBUR BLVD., STE 300 PORTLAND, OR 97219	TRUSTEE 2.00	0.	0.	0.
RANDALL E. NORGART 9500 SW BARBUR BLVD., STE 300 PORTLAND, OR 97219	TRUSTEE 2.00	0.	0.	0.
RONALD L. KOOS 9500 SW BARBUR BLVD., STE 300 PORTLAND, OR 97219	TRUSTEE 2.00	0.	0.	0.
KIRK A. BASS 9500 SW BARBUR BLVD., STE 300 PORTLAND, OR 97219	TRUSTEE 2.00	0.	0.	0.
JOHN EMRICK 9500 SW BARBUR BLVD., STE 300 PORTLAND, OR 97219	TRUSTEE 2.00	0.	0.	0.
BRENDA RANDALL 9500 SW BARBUR BLVD., STE 300 PORTLAND, OR 97219	EXECUTIVE DIRECTOR 20.00	66,507.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		66,507.	0.	0.

The Robert D. & Marcia H. Randall Charitable Trust

Grant Awards - 2012

Organization	Legal Name	Project Title	Tax Status	Grant Amount	Payment Date	Check #
A Family For Every Child 880 Beltline Road Springfield, OR 97477	A Family For Every Child	Extreme Recruitment program	501c(3)	$8,000.00	5/2/2012	1438
Albertina Kerr Centers Foundation, Inc. 424 NE 22nd Avenue Portland, OR 97232	Albertina Kerr Centers Foundation, Inc.	Early Childhood Outpatient Services	501c(3)	$10,000.00	5/2/2012	1439
Angels in the Outfield PO Box 2347 Oregon City, OR 97045	Angels in the Outfield	2012 Year-End Immediate Need Gift	501c(3)	$1,000.00	12/6/2012	1487
Assistance League of Bend PO Box 115 Bend, OR 97709	Assistance League of Bend	Operation School Bell	501c(3)	$10,000.00	5/2/2012	1440
Big Brothers Big Sisters of Central Oregon 2125 NE Daggett Lane Bend, OR 97701	J Bar J Youth Services, Inc.	Community Based Mentoring Program	501c(3)	$10,000.00	10/26/2012	1470
Big Brothers Big Sisters of the Columbia Gorge - Next Door, Inc. 965 Tucker Road PO Box 661 Hood River, OR 97031	Next Door, Inc.	Match 6 children with mentors	501c(3)	$7,500.00	5/2/2012	1451

Cappella Romana, Inc. 3131 NE Glisan Street Portland, OR 97232	Cappella Romana, Inc.	Support for principal program	501c(3)	$3,500.00	10/26/2012	1471
CASA for Children, Inc. 1401 NE 68th Avenue Portland, OR 97213	CASA for Children, Inc.	2012 Year-End Immediate Need Gift	501c(3)	$1,000.00	12/6/2012	1488
Cascade Policy Institute 4850 SW Scholls Ferry Road Suite 103 Portland, OR 97225	Cascade Policy Institute	2012 Year-End Immediate Need Gift (Children's Scholarship Fund)	501c(3)	$1,000.00	12/6/2012	1489
Children's Center of Clackamas County 1713 Penn Lane Oregon City, OR 97045	Children's Center of Clackamas County	Foundations of Hope initiative	501c(3)	$10,000.00	5/2/2012	1443
Coos Art Museum 235 Anderson Avenue Coos Bay, OR 97420	Coos Art Museum	Marine and Maritime art exhibitions scheduled for 2013	501c(3)	$2,500.00	5/2/2012	1442
David's Harp 11261 NE Knott Street Portland, OR 97220	David's Harp	Purchase two vans and shed structure	501c(3)	$3,000.00	5/2/2012	1444
Deschutes Children's Foundation 1010 NW 14th Street Bend, OR 97701	Deschutes County Children's Foundation	Support facility management	501c(3)	$5,000.00	10/26/2012	1472
Dress for Success of Oregon, Inc. 1532 B NE 37th Avenue Portland, OR 97232	Dress for Success of Oregon, Inc.	Expand 'Going Places Network'	501c(3)	$10,000.00	5/2/2012	1445

Edwards Work-Activity Center, Inc. 20250 SW Kinnaman Road Aloha, OR 97007	Edwards Work-Activity Center, Inc.	Aloha Project	501c(3)	$10,000.00	5/2/2012	1446
Friends of the Children - Portland 44 NE Morris Portland, OR 97212	Friends of the Children - Portland	2012 Year-End Immediate Need Gift	501c(3)	$1,000.00	12/6/2012	1491
Growing Gardens 2203 NE Oregon Street Portland, OR 97232	Growing Gardens	Increase the number of low-income Portland residents growing organic fruits and vegetables	501c(3)	$10,000.00	10/26/2012	1473
Habitat for Humanity Portland/Metro East 1478 NE Killingsworth Street Portland, OR 97211	Habitat for Humanity Portland/Metro East	Support Construction Project Manager Position	501c(3)	$10,000.00	10/26/2012	1474
Human Solutions, Inc. 12350 SE Powell Boulevard Portland, OR 97236	Human Solutions, Inc.	Enhance and expand LearnLinks program	501c(3)	$10,000.00	10/26/2012	1483
Jesuit Volunteer Corps Northwest 3928 N. Williams Avenue Portland, OR 97227	Jesuit Volunteer Corps Northwest	Seismic upgrade to current location	501c(3)	$10,000.00	10/26/2012	1475
Junior Achievement of Oregon and SW Washington, Inc. 7830 SE Foster Road Portland, OR 97206	Junior Achievement of Oregon and SW Washington, Inc.	JA Finance Park	501c(3)	$10,000.00	5/2/2012	1437
Lunacy Stageworks, Inc. PO Box 220386 Portland, OR 97269	Lunacy Stageworks, Inc.	Theatre Workshops for Teenagers	501c(3)	$5,000.00	10/26/2012	1476

Media, Arts & Technology Institute 2715 N. Emerson Street Portland, OR 97217	Media, Arts and Technology Institute	Expand program to additional school	501c(3)	$5,000.00	5/2/2012	1448
Mt. Hood Kiwanis Camp, Inc. 10725 SW Barbur Boulevard Suite 50 Portland, OR 97219	Mt. Hood Kiwanis Camp, Inc.	Purchase wheelchair accessible vehicle	501c(3)	$10,000.00	5/2/2012	1449
Neighborhood House 7780 SW Capitol Highway Portland, OR 97219	Neighborhood House, Inc.	Emergency Food Box Program	501c(3)	$10,000.00	5/2/2012	1450
Northwest Association for Blind Athletes PO Box 65265 Vancouver, WA 98665	Northwest Association for Blind Athletes	Purchase a van to transport blind and visually impaired individuals	501c(3)	$7,500.00	10/26/2012	1477
Northwest Family Services 6200 SE King Road Portland, OR 97222	Northwest Family Services	Expand Children of Incarcerated Parents program and sustain capacity of PreventNet	501c(3)	$10,000.00	10/26/2012	1478
Oregon College of Art and Craft 8245 SW Barnes Road Portland, OR 97225	Oregon College of Art and Craft	Journeys in Creativity program	501c(3)	$7,500.00	5/2/2012	1452
Oregon Community Warehouse, Inc. 3969 NE Martin Luther King Jr. Blvd. Portland, OR 97212	Oregon Community Warehouse, Inc.	Bed for Kids project	501c(3)	$5,000.00	5/2/2012	1441

Oregon Food Bank, Inc. PO Box 55370 Portland, OR 97238-5370	Oregon Food Bank, Inc.	2012 Year-End Immediate Need Gift	501c(3)	$2,000.00	12/6/2012	1492
Oregon Hospice Association, Inc. PO Box 10796 Portland, OR 97296	Oregon Hospice Association, Inc.	2012 Year-End Immediate Need Gift	501c(3)	$1,000.00	12/6/2012	1493
Oregon Maritime Museum 115 SW Ash Street Suite 400C Portland, OR 97204	Oregon Maritime Museum	Development of the Larry F. Barber Photography Collection	501c(3)	$10,000.00	5/2/2012	1453
Oregon Museum of Science and Industry (OMSI) 1945 SE Water Avenue Portland, OR 97219	Oregon Museum of Science and Industry	OMSI Traveling Programs	501c(3)	$5,000.00	5/2/2012	1454
Oregon National Guard Emergency Relief Fund, Inc. Attn: DCSPER PO Box 14350 Salem, OR 97309	Oregon National Guard Emergency Relief Fund, Inc.	2012 Year-End Immediate Need Gift	501c(3)	$1,000.00	12/6/2012	1494
Oregon Public Broadcasting 7140 SW Macadam Avenue Portland, OR 97219	Oregon Public Broadcasting	Robert D. and Marcia H. Randall Fund for Lifelong Learning	501c(3)	$250,000.00	5/3/2012	1459
Pacific Legal Foundation 10940 NE 33rd Place Suite 210 Bellevue, WA 98004	Pacific Legal Foundation	Program operations in the Pacific Northwest Center	501c(3)	$10,000.00	5/2/2012	1455

Pilgrim Lutheran Church (fbo Pilgrim Lutheran School) 5650 SW Hall Boulevard Beaverton, OR 97005	Pilgrim Lutheran Church (fbo Pilgrim Lutheran School)	Mobile iPad lab	501c(3)	$5,000.00	10/26/2012	1479
Portland Homeless Family Solutions 1838 SW Jefferson Street Portland, OR 97201	Portland Homeless Family Solutions	2012 Year-End Immediate Need Gift	501c(3)	$1,000.00	12/6/2012	1495
Portland Japanese Garden PO Box 3847 Portland, OR 97208	Japanese Garden Society of Oregon	K-12 educational programs in 2012-13	501c(3)	$6,710.00	10/26/2012	1480
Portland Rescue Mission Ministries, Inc. PO Box 3713 Portland, OR 97208	Portland Rescue Mission Ministries, Inc.	2012 Year-End Immediate Need Gift	501c(3)	$1,000.00	12/6/2012	1496
Portland Toy and Joymakers, Inc. Portland Bureau of Fire 5916 NE Going Street Portland, OR 97218	Portland Toy and Joymakers, Inc., Portland Bureau of Fire	2012 Year-End Immediate Need Gift	501c(3)	$1,000.00	12/6/2012	1500
Providence Child Center Foundation 830 NE 47th Avenue Portland, OR 97213	Providence Child Center Foundation	Aquatic Therapy Program and replacement of Jacuzzi	501c(3)	$10,000 00	10/26/2012	1481
Providence Milwaukie Foundation 10150 SE 32nd Avenue Milwaukie, OR 97222	Providence Milwaukie Foundation	Community Health in Motion	501c(3)	$10,000.00	10/26/2012	1482

Returning Veterans Project 833 SE Main Street Box 122 Portland, OR 97214	Returning Veterans Project	2012 Year-End Immediate Need Gift	501c(3)	$1,000.00	12/6/2012	1497
Rose Haven PO Box 10405 Portland, OR 97296	Rose Haven CIC	Advocacy Program	501c(3)	$10,000.00	5/2/2012	1456
Salem Soap Box Derby Association PO Box 301 Portland, OR 97308	Salem Soap Box Derby Association	Super Kids Program	501c(3)	$1,500.00	8/1/2012	1465
SnowCap Community Charities PO Box 160 Fairview, OR 97024	SnowCap Community Charities	2012 Year-End Immediate Need Gift	501c(3)	$1,000.00	12/6/2012	1499
Sunshine Pantry 7795 SW Cirrus Drive Building 26 Beaverton, OR 97008	Sunshine Pantry	Emergency food assistance program	501c(3)	$10,000.00	10/26/2012	1484
The Children's Hospital Foundation PO Box 4484 Portland, OR 97208	The Children's Hospital Foundation	The Legacy Campaign for Children	501c(3)	$2,333,000.00	1/13/2012	1430
The Dougy Center PO Box 86852 Portland, OR 97286	Dougy Center, Inc.	2012 Year-End Immediate Need Gift	501c(3)	$1,000.00	12/6/2012	1490
The Geezer Gallery PO Box 2 Marylhurst, OR 97036	The Geezer Gallery	Art therapy for seniors	501c(3)	$2,650.00	5/2/2012	1447

The Salvation Army, a California Corporation 2010 NW Kearney Portland, OR 97209	The Salvation Army, a California Corporation	2012 Year-End Immediate Need Gift (West Women's & Children's Shelter)	501c(3)	$2,000.00	12/6/2012	1498
Transitional Youth 14945 SW Sequoia Parkway Suite 150 Portland, OR 97224	Transitional Youth	Program refinement and expansion	501c(3)	$10,000.00	5/2/2012	1457
Treasure Valley Children's Relief Nursery 588 W. Idaho Avenue Ontario, OR 97914	Treasure Valley Children's Relief Nursery	Home visiting component of program	501c(3)	$9,000.00	10/26/2012	1485
Volunteers of America, Inc. 3910 SE Stark Street Portland, OR 97214	Volunteers of America, Inc.	Expand Family Relief Nursery program	501c(3)	$10,000.00	10/26/2012	1486
Wilsonville Rotary Foundation, Inc. PO Box 362 Wilsonville, OR 97070	Wilsonville Rotary Foundation, Inc.	Through A Child's Eye program	501c(3)	$5,000.00	5/2/2012	1458
Total 2012 Grants Funded: (56)				**$2,913,360.00**		

JP0090404

Settlement Date

The Robert D. & Marcia H. Randall Charitable Trust
EIN: 93-1318923
2012

Portfolio Detail

Account: 79-01-100-1970268 R & M RANDALL CHR TR - COMBINED
Sub-Account: 79-01-100-1970276 R & M RANDALL CHR TR - GOP

Dec. 01, 2012 through Dec. 31, 2012

Units	Description	CUSIP	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Cash/Currency								
Cash Equivalents								
1,919.740	BANK OF AMERICA MONEY MARKET SAVINGS ACCOUNT	994458719	$1,919.74	$0.17	$1,919.74 1.000	$0.00	$1.71	0.08%
	Total Cash Equivalents		**$1,919.74**	**$0.17**	**$1,919.74**	**$0.00**	**$1.71**	**0.08%**
Total Cash/Currency			**$1,919.74**	**$0.17**	**$1,919.74**	**$0.00**	**$1.71**	**0.08%**
Equities								
Consumer Discretionary								
28.000	BORG WARNER INC Ticker: BWA	099724106	$2,005.36 71.620	$0.00	$1,532.58 54.735	$472.78	$13.44	0.67%
38.000	COMPAGNIE FINANCIERE RICHEMONT SA COM ISIN CH0045039655 SWITZERLAND Ticker: CFR VX	B3DCZF3#5	2,964.11 78.003	0.00	2,577.31 67.824	386.80	0.00	0.00
24.000	FAST RETAILING CO LTD ISIN JP3802300008 JAPAN Ticker: 9983 JP	6332439#9	6,035.93 251.497	0.00	3,416.28 142.345	2,619.65	0.00	0.00
3,122.000	GEELY AUTOMOBILE HOLDINGS LTD ISIN KYG3777B1032 CAYMAN ISLANDS Ticker: 175 HK	6531827#6	1,478.24 0.473	0.00	1,481.83 0.475	-3.59	0.00	0.00
179.000	HARRY WINSTON DIAMOND CORP CANADA Ticker: HWD	41587B100	2,518.53 14.070	0.00	2,471.50 13.807	47.03	35.80	1.42
14.000	INDUSTRIA DE DISENO TEXTIL S A ISIN ES0148396015 SPAIN Ticker: ITX SM	7111314#6	1,947.28 139.091	0.00	1,735.57 123.969	211.71	0.00	0.00
120.000	LAS VEGAS SANDS CORP Ticker: LVS	517834107	5,539.20 46.160	0.00	4,637.26 38.644	901.94	120.00	2.16

Settlement Date

The Robert D. & Marcia H. Randall Charitable Trust
EIN: 93-1318923
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U.S. TRUST

Bank of America Private Wealth Management

Portfolio Detail

Dec. 01, 2012 through Dec. 31, 2012

Account: 79-01-100-1970268 R & M RANDALL CHR TR - COMBINED
Sub-Account: 79-01-100-1970276 R & M RANDALL CHR TR - GOP

Units	Description	CUSIP	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)								
Consumer Discretionary (cont)								
1,060.000	OLAM INTL LTD ISIN SG1Q75923504 SINGAPORE Ticker: OLAM SP	B05Q3L4#0	1,349.40 1.273	0.00	1,971.22 1.860	-621.82	0.00	0.00
33.000	SALVATORE FERRAGAMO ITALIA SPA ISIN IT0004712375 ITALY Ticker: SFER IM	B5VZ053#9	723.96 21 938	0.00	747.68 22.657	-23.72	0.00	0.00
	Total Consumer Discretionary		**$24,562.01**	**$0.00**	**$20,571.23**	**$3,990.78**	**$169.24**	**0.68%**
Consumer Staples								
38.000	ANHEUSER BUSCH INBEV SA/NV SPONSORED ADR BELGIUM Ticker: BUD	03524A108	$3,321.58 87.410	$0.00	$2,316.14 60.951	$1,005.44	$49.13	1.47%
	Total Consumer Staples		**$3,321.58**	**$0.00**	**$2,316.14**	**$1,005.44**	**$49.13**	**1.47%**
Energy								
35.000	EXXON MOBIL CORP Ticker: XOM	30231G102	$3,029.25 86.550	$0.00	$2,311.92 66.055	$717.33	$79.80	2.63%
133.000	SHIP FIN INTL LTD BERMUDA Ticker: SFL	G81075106	2,211.79 16.630	51.87	2,059.36 15.484	152.43	207.48	9.38
	Total Energy		**$5,241.04**	**$51.87**	**$4,371.28**	**$869.76**	**$287.28**	**5.48%**
Financials								
35 000	BERKSHIRE HATHAWAY INC DEL NEW CL B COM Ticker: BRK B	084670702	$3,139.50 89.700	$0.00	$2,812.16 80.347	$327.34	$0.00	0.00%
23.000	ENSTAR GROUP LTD BERMUDA Ticker: ESGR	G3075P101	2,575.54 111.980	0.00	1,868.99 81.260	706.55	0.00	0.00

JP0090405

Settlement Date

The Robert D. & Marcia H. Randall Charitable Trust
EIN: 93-1318923
2012

Portfolio Detail

Account: 79-01-100-1970268 R & M RANDALL CHR TR - COMBINED
Sub-Account: 79-01-100-1970276 R & M RANDALL CHR TR - GOP

Dec. 01, 2012 through Dec. 31, 2012

Units	Description	CUSIP	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)								
Financials (cont)								
17.000	HANNOVER RUECKVERSICHERU AG ORD NPV (REGD) ISIN DE0008402215 GERMANY Ticker: HNR1 GR	4511809#2	1,321.46 77.733	0.00	1,231.72 72.454	89.74	0.00	0.00
59.000	ICICI BK LTD SPONSORED ADR INDIA Ticker: IBN	45104G104	2,572.99 43.610	0.00	1,792.58 30.383	780.41	33.87	1.31
80.000	LEUCADIA NATL CORP Ticker: LUK	527288104	1,903.20 23 790	0.00	1,903.84 23.798	-0.64	20.00	1.05
84.000	ONEX CORP ISIN CA68272K1030 CANADA Ticker: OCX CN	2659518#3	3,574.81 42.557	0.00	2,512.15 29.907	1,062.66	9.31	0.26
34.000	RENAISSANCERE HOLDINGS LTD BERMUDA Ticker: RNR	G7496G103	2,762.84 81.260	0.00	2,682.75 78.904	80.09	36.72	1.32
43.000	RHJ INTL ISIN BE0003815322 BELGIUM Ticker: RHJI BB	B06S4F0#1	226.20 5.260	0.00	196.41 4.568	29.79	0.00	0.00
2,534.000	SHINSEI BK LTD ISIN JP3729000004 JAPAN Ticker: 8303 JP	6730936#2	4,989.78 1.969	0.00	2,798.67 1.104	2,191.11	0.00	0.00
	Total Financials		**$23,066.32**	**$0.00**	**$17,799.27**	**$5,267.05**	**$99.90**	**0.43%**
Health Care								
32.000	ALEXION PHARMACEUTICALS INC Ticker: ALXN	015351109	$2,999.68 93.740	$0.00	$1,092.88 34.153	$1,906.80	$0.00	0.00%
55.000	COLOPLAST A/S - B ISIN DK0060448595 DENMARK Ticker: COLB IX	B8FMRX8#5	2,687.26 48.859	0.00	1,497.38 27.225	1,189.88	0.00	0.00
5.000	INTUITIVE SURGICAL INC Ticker: ISRG	46120E602	2,451.85 490.370	0.00	2,603.44 520.688	-151.59	0.00	0.00

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Bank of America Private Wealth Management

Portfolio Detail

Dec. 01, 2012 through Dec. 31, 2012

Account: 79-01-100-1970268 R & M RANDALL CHR TR - COMBINED
Sub-Account: 79-01-100-1970276 R & M RANDALL CHR TR - GOP

Units	Description	CUSIP	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)								
Health Care (cont)								
26.000	NOVO-NORDISK A S ADR DENMARK Ticker: NVO	670100205	4,243.46 163.210	0.00	2,618.85 100.725	1,624.61	47.63	1.12
68.000	QUESTCOR PHARMACEUTICALS INC Ticker: QCOR	74835Y101	1,816.96 26.720	0.00	2,496.54 36.714	-679.58	54.40	2.99
25.000	REGENERON PHARMACEUTICALS Ticker: REGN	75886F107	4,276.75 171.070	0.00	966.37 38.655	3,310.38	0.00	0 00
12.000	ROCHE HLDGS AG-GENUSSCHEIN ISIN CH0012032048 SWITZERLAND Ticker: ROG VX	7110388#9	2,412.19 201.016	0.00	2,166.80 180.567	245.39	0.00	0.00
59.000	VALEANT PHARMACEUTICALS INTL INC CDA COM CANADA Ticker: VRX	91911K102	3,526.43 59.770	0.00	2,941.51 49.856	584.92	22.42	0.63
	Total Health Care		**$24,414.58**	**$0.00**	**$16,383.77**	**$8,030.81**	**$124.45**	**0.51%**
Industrials								
1,110.000	BOMBARDIER INC CL B CANADA Ticker: BDRBF	097751200	$4,229.10 3.810	$28.60	$4,882.71 4.399	-$653.61	$114.10	2.69%
2,693.000	CHINA HIGH PRECISION AUTOMATION GROUP LTD COM ISIN KYG211221091 CAYMAN ISLANDS Ticker: 591 HK	B4QL6N9#8	430.88 0.160	0.00	2,123.90 0.789	-1,693.02	0.00	0.00
22.000	FANUC CORP JPY50 ISIN JP3802400006 JAPAN Ticker: 6954 JP	6356934#8	4,033.16 183.326	0.00	3,132.43 142.383	900.73	0.00	0.00
151.000	JARDINE STRATEGIC HLDGS LTD ISIN BMG507641022 BERMUDA Ticker: JS SP	6472960#0	5,363.52 35.520	0.00	3,991.08 26.431	1,372 44	0.00	0.00

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Settlement Date

The Robert D. & Marcia H. Randall Charitable Trust
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Portfolio Detail

Dec. 01, 2012 through Dec. 31, 2012

Account: 79-01-100-1970268 R & M RANDALL CHR TR - COMBINED
Sub-Account: 79-01-100-1970276 R & M RANDALL CHR TR - GOP

Units	Description	CUSIP	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)								
Industrials (cont)								
73.000	KUKA AG ISIN DE0006204407 GERMANY Ticker: KU2 GR	5529191#9	2,663.05 36.480	0.00	2,290.18 31.372	372.87	0.00	0.00
3,783.000	NOBLE GROUP LTD ISIN BMG6542T1190 BERMUDA Ticker: NOBL SP	B01CLC3#6	3,577.02 0.946	0.00	4,207.38 1.112	-630.36	0.00	0.00
38.000	ROCKWELL AUTOMATION INC Ticker: ROK	773903109	3,191.62 83.990	0.00	2,874.58 75.647	317.04	71.44	2.23
46.000	ROLLS-ROYCE HLDGS PLC SPONSORED ADR UNITED KINGDOM Ticker: RYCEY	775781206	3,265.68 70.993	27.05	2,266.95 49.282	998.73	24.93	0.76
	Total Industrials		**$26,754.03**	**$55.65**	**$25,769.21**	**$984.82**	**$210.47**	**0.78%**
Information Technology								
28.000	GEMALTO NV ISIN NL0000400653 NETHERLANDS Ticker: GTO FP	B011JK4#4	$2,510.23 89.651	$0.00	$2,481.60 88.629	$28.63	$0.00	0.00%
3.000	GOOGLE INC CL A COM Ticker: GOOG	38259P508	2,122.14 707 380	0.00	1,614 26 538.087	507.88	0.00	0.00
10.000	KEYENCE CORP FIRST SECTION COM ISIN JP3236200006 JAPAN Ticker: 6861 JP	6490995#1	2,748.73 274 873	0.00	2,635.43 263.543	113.30	0.00	0.00
7.000	MASTERCARD INC CL A COM Ticker: MA	57636Q104	3,438.96 491.280	0.00	1,634.90 233.557	1,804.06	8.40	0.24
10.000	NIDEC CORP ISIN JP3734800000 JAPAN Ticker: 6594 JP	6640682#9	578.07 57.807	0.00	598.97 59.897	-20.90	0.00	0.00
	Total Information Technology		**$11,398.13**	**$0.00**	**$8,965.16**	**$2,432.97**	**$8.40**	**0.07%**

Settlement Date

The Robert D. & Marcia H. Randall Charitable Trust
EIN: 93-1318923
2012

U.S. TRUST
Bank of America Private Wealth Management

Portfolio Detail

Dec. 01, 2012 through Dec. 31, 2012

Account: 79-01-100-1970268 R & M RANDALL CHR TR - COMBINED
Sub-Account: 79-01-100-1970276 R & M RANDALL CHR TR - GOP

Units	Description	CUSIP	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)								
Materials								
54.000	MONSANTO CO NEW COM Ticker: MON	61166W101	$5,111.10 94.650	$0.00	$3,142.18 58.189	$1,968.92	$81.00	1.58%
104.000	NOVOZYMES A/S SER B COM ISIN DK0060336014 DENMARK Ticker: NZYMB DC	B798FW0#8	2,925.69 28.132	0.00	2,655.93 25.538	269.76	0.00	0 00
234.000	SENOMYX INC Ticker: SNMX	81724Q107	393.12 1.680	0.00	789.38 3.373	-396.26	0.00	0.00
	Total Materials		**$8,429.91**	**$0.00**	**$6,587.49**	**$1,842.42**	**$81.00**	**0.96%**
Total Equities			**$127,187.60**	**$107.52**	**$102,763.55**	**$24,424.05**	**$1,029.87**	**0.81%**
Total Portfolio			**$129,107.34**	**$107.69**	**$104,683.29**	**$24,424.05**	**$1,031.58**	**0.79%**
Accrued Income			$107.69					
Total			**$129,215.03**					

(1) Market Value in the Portfolio Detail section does not include Accrued Income.

JP0090414

Settlement Date

The Robert D. & Marcia H. Randall Charitable Trust
EIN: 93-1318923
2012

Portfolio Detail

Account: 79-01-100-1970268 R & M RANDALL CHR TR - COMBINED
Sub-Account: 79-01-100-5845271 ROBERT&MARCIA RANDALL CHR TR IMA

Dec. 01, 2012 through Dec. 31, 2012

Units	Description	CUSIP	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Cash/Currency								
Cash Equivalents								
55,882.560	BANK OF AMERICA MONEY MARKET SAVINGS ACCOUNT	994458719	$55,882.56	$3.39	$55,882.56 1.000	$0.00	$49.74	0.08%
	Total Cash Equivalents		**$55,882.56**	**$3.39**	**$55,882.56**	**$0.00**	**$49.74**	**0.08%**
Total Cash/Currency			**$55,882.56**	**$3.39**	**$55,882.56**	**$0.00**	**$49.74**	**0.08%**
Equities								
Consumer Discretionary								
360.000	COACH INC Ticker: COH	189754104	$19,983.60 55.510	$0.00	$20,121.41 55.893	-$137.81	$432.00	2.16%
400.000	HOME DEPOT INC Ticker: HD	437076102	24,740.00 61.850	0.00	9,997.40 24.994	14,742.60	464.00	1.87
195.000	MCDONALDS CORP Ticker: MCD	580135101	17,200.95 88.210	0.00	17,937.45 91.987	-736.50	600.60	3.49
325.000	TARGET CORP Ticker. TGT	87612E106	19,230.25 59.170	0.00	18,068.38 55.595	1,161.87	468 00	2.43
560.000	TJX COS INC NEW Ticker: TJX	872540109	23,772.00 42.450	0.00	14,844.20 26.508	8,927.80	257.60	1.08
	Total Consumer Discretionary		**$104,926.80**	**$0.00**	**$80,968.84**	**$23,957.96**	**$2,222.20**	**2.11%**
Consumer Staples								
540.000	COCA COLA CO Ticker: KO	191216100	$19,575.00 36.250	$0.00	$19,846.35 36.753	-$271.35	$550.80	2.81%
350.000	COSTCO WHSL CORP NEW Ticker: COST	22160K105	34,555.50 98.730	0.00	13,804.00 39.440	20,751.50	385.00	1.11
146.000	KRAFT FOODS GROUP INC Ticker: KRFT	50076Q106	6,638 62 45.470	73.00	5,260.94 36.034	1,377.68	292.00	4.39
440.000	MONDELEZ INTL INC Ticker: MDLZ	609207105	11,199.41 25.453	57.20	9,776.23 22.219	1,423.18	228.80	2.04

Settlement Date

The Robert D. & Marcia H. Randall Charitable Trust
EIN: 93-1318923
2012

U.S. TRUST
Bank of America Private Wealth Management

Portfolio Detail

Dec. 01, 2012 through Dec. 31, 2012

Account: 79-01-100-1970268 R & M RANDALL CHR TR - COMBINED
Sub-Account: 79-01-100-5845271 ROBERT&MARCIA RANDALL CHR TR IMA

Units	Description	CUSIP	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)								
Consumer Staples (cont)								
215.000	PHILIP MORRIS INTL INC Ticker PM	718172109	17,982.60 83.640	182.75	14,775.88 68.725	3,206.72	731.00	4.06
300.000	PROCTER & GAMBLE CO Ticker. PG	742718109	20,367.00 67.890	0.00	19,706.99 65.690	660.01	674.40	3.31
275.000	SMUCKER J M CO NEW COM Ticker. SJM	832696405	23,716.00 86.240	0.00	19,052.39 69.281	4,663.61	572.00	2.41
	Total Consumer Staples		**$134,034.13**	**$312.95**	**$102,222.78**	**$31,811.35**	**$3,434.00**	**2.56%**
Energy								
225.000	CHEVRON CORP Ticker: CVX	166764100	$24,331.50 108.140	$0.00	$9,528.12 42.347	$14,803.38	$810.00	3.32%
350.000	DEVON ENERGY CORP NEW Ticker. DVN	25179M103	18,214.00 52.040	0.00	7,129.90 20.371	11,084.10	280.00	1.53
230.000	DIAMOND OFFSHORE DRILLING INC Ticker. DO	25271C102	15,630.80 67.960	0.00	15,026.96 65.335	603.84	115.00	0.73
250.000	OCCIDENTAL PETE CORP DEL Ticker. OXY	674599105	19,152.50 76.610	0.00	20,321.23 81.285	-1,168.73	540.00	2.81
220.000	SCHLUMBERGER LTD NETHERLANDS ANTILLES Ticker. SLB	806857108	15,245.69 69.299	60.50	14,920.51 67.821	325.18	242.00	1.58
	Total Energy		**$92,574.49**	**$60.50**	**$66,926.72**	**$25,647.77**	**$1,987.00**	**2.14%**
Financials								
125.000	BLACKROCK INC CL A Ticker: BLK	09247X101	$25,838.75 206.710	$0.00	$19,746.76 157.974	$6,091.99	$750.00	2 90%
270.000	CHUBB CORP Ticker CB	171232101	20,336.40 75 320	110 70	20,176.59 74.728	159.81	442.80	2.17
165.000	VISA INC CL A COM Ticker. V	92826C839	25,010.70 151 580	0.00	12,428.38 75 324	12,582.32	217.80	0.87

JP0090415

Settlement Date
The Robert D. & Marcia H. Randall Charitable Trust
EIN: 93-1318923
2012

Portfolio Detail

Dec. 01, 2012 through Dec. 31, 2012

Account: 79-01-100-1970268 R & M RANDALL CHR TR - COMBINED
Sub-Account: 79-01-100-5845271 ROBERT&MARCIA RANDALL CHR TR IMA

Units	Description	CUSIP	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)								
Financials (cont)								
685.000	WELLS FARGO & CO NEW COM Ticker: WFC	949746101	23,413.30 34.180	0.00	19,987.84 29.179	3,425.46	602.80	2.57
	Total Financials		**$94,599.15**	**$110.70**	**$72,339.57**	**$22,259.58**	**$2,013.40**	**2.12%**
Health Care								
485.000	ABBOTT LABS Ticker: ABT	002824100	$31,767.50 65.500	$0.00	$25,076.93 51.705	$6,690.57	$271.60	0.85%
460.000	JOHNSON & JOHNSON Ticker: JNJ	478160104	32,246.00 70.100	0.00	30,073.73 65.378	2,172.27	1,122.40	3.48
500.000	ROCHE HLDG LTD SPONSORED ADR SWITZERLAND Ticker: RHHBY	771195104	25,127 00 50.254	0.00	25,177.92 50.356	-50.92	771.00	3.06
	Total Health Care		**$89,140.50**	**$0.00**	**$80,328.58**	**$8,811.92**	**$2,165.00**	**2.42%**
Industrials								
200.000	DEERE & CO Ticker: DE	244199105	$17,284.00 86.420	$92.00	$15,064.00 75.320	$2,220.00	$368.00	2.12%
430.000	HONEYWELL INTL INC Ticker: HON	438516106	27,292.10 63.470	0.00	25,015.21 58.175	2,276.89	705.20	2.58
135.000	STANLEY BLACK & DECKER INC Ticker: SWK	854502101	9,985.95 73.970	0.00	9,816.53 72.715	169.42	264.60	2.65
200.000	UNION PAC CORP Ticker: UNP	907818108	25,144.00 125.720	138.00	5,905.00 29.525	19,239.00	552.00	2.19
215.000	3M CO Ticker: MMM	88579Y101	19,962.75 92.850	0.00	20,078.92 93 390	-116.17	507 40	2.54
	Total Industrials		**$99,668.80**	**$230.00**	**$75,879.66**	**$23,789.14**	**$2,397.20**	**2.40%**

Settlement Date
The Robert D. & Marcia H. Randall Charitable Trust
EIN: 93-1318923
2012

U.S. TRUST

Bank of America Private Wealth Management

Portfolio Detail

Dec. 01, 2012 through Dec. 31, 2012

Account: 79-01-100-1970268 R & M RANDALL CHR TR - COMBINED
Sub-Account: 79-01-100-5845271 ROBERT&MARCIA RANDALL CHR TR IMA

Units	Description	CUSIP	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)								
Information Technology								
535.000	ACCENTURE PLC CL A COM IRELAND Ticker: ACN	G1151C101	$35,577.50 66.500	$0.00	$17,084.58 31.934	$18,492.92	$866.70	2.43%
35.000	APPLE INC Ticker: AAPL	037833100	18,626.05 532.173	0.00	19,629.23 560.835	-1,003.18	371.00	1.99
2,000.000	CISCO SYS INC Ticker: CSCO	17275R102	39,298.80 19.649	0.00	33,855.60 16.928	5,443.20	1,120.00	2.85
180.000	INTERNATIONAL BUSINESS MACHS Ticker: IBM	459200101	34,479.00 191.550	0.00	29,673.90 164.855	4,805.10	612.00	1.77
885.000	ORACLE CORP Ticker: ORCL	68389X105	29,488.20 33 320	0.00	11,632.50 13.144	17,855.70	212.40	0.72
300.000	QUALCOMM INC Ticker: QCOM	747525103	18,557.88 61.860	0.00	4,924.50 16.415	13,633.38	300.00	1.61
	Total Information Technology		**$176,027.43**	**$0.00**	**$116,800.31**	**$59,227.12**	**$3,482.10**	**1.97%**
Materials								
175.000	AIR PRODS & CHEMS INC Ticker: APD	009158106	$14,703.50 84.020	$112.00	$14,520.63 82.975	$182.87	$448.00	3.04%
1,036.000	FREEPORT-MCMORAN COPPER & GOLD INC COM Ticker: FCX	35671D857	35,431.20 34.200	0.00	35,132.66 33 912	298.54	1,295.00	3.65
	Total Materials		**$50,134.70**	**$112.00**	**$49,653.29**	**$481.41**	**$1,743.00**	**3.47%**
Other Equities								
3,110.325	COLUMBIA ACORN USA FUND CLASS Z SHARES Ticker: AUSA X	197199805	$91,599.07 29.450	$0.00	$67,742.88 21.780	$23,856.19	$587.85	0.64%
3,588.804	COLUMBIA SELECT LARGE CAP GROWTH FUND CLASS Z SHARES Ticker: UMLG X	19765Y688	49,740.82 13.860	0.00	35,000.00 9.753	14,740.82	0.00	0.00

Settlement Date

The Robert D. & Marcia H. Randall Charitable Trust
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2012

Portfolio Detail

Dec. 01, 2012 through Dec. 31, 2012

Account: 79-01-100-1970268 R & M RANDALL CHR TR - COMBINED
Sub-Account: 79-01-100-5845271 ROBERT&MARCIA RANDALL CHR TR IMA

Units	Description	CUSIP	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)								
Other Equities (cont)								
838.176	COLUMBIA VALUE AND RESTRUCTURING FUND CLASS Z SHARES Ticker: UMBI X	19765Y514	36,862.98 43.980	0.00	35,000.00 41.757	1,862.98	506.26	1.37
390.000	ISHARES MSCI EMERGING MKTS INDEX FUND Ticker: EEM	464287234	17,296.50 44.350	0.00	17,918.55 45.945	-622.05	290.55	1.68
1,551.863	JANUS ENTERPRISE FUND CL I Ticker: JMGR X	47103C795	103,059.22 66.410	0.00	57,662.36 37.157	45,396.86	127.25	0.12
2,550.020	THORNBURG INTL VALUE FUND CL I Ticker TGVI X	885215566	71,630.06 28.090	0.00	65,000.00 25.490	6,630 06	1,007.26	1.40
2,400.000	VANGUARD MSCI EMERGING MKTS ETF Ticker VWO	922042858	106,872.00 44.530	0.00	78,108.00 32.545	28,764.00	2,340.00	2.19
	Total Other Equities		**$477,060.65**	**$0.00**	**$356,431.79**	**$120,628.86**	**$4,859.17**	**1.01%**
Total Equities			**$1,318,166.65**	**$826.15**	**$1,001,551.54**	**$316,615.11**	**$24,303.07**	**1.84%**
Fixed Income								
Investment Grade Taxable								
15,807.173	COLUMBIA SHORT TERM BOND FUND CLASS Z SHARES	19765H362	$158,071.73 10.000	$171.19	$153,458.75 9.708	$4,612.98	$2,292.04	1.45%
2,010.000	ISHARES S&P U S PFD STK INDEX FUND Moody's: NA S&P: N RTD	464288687	79,636.20 39.620	522.00	79,952.34 39.777	-316.14	4,789.83	6.01
22,851.920	PIMCO TOTAL RETURN FUND INSTL	693390700	256,855.58 11.240	577.80	250,000.00 10.940	6,855.58	8,203.84	3.19
13,635.744	PRUDENTIAL SHORT-TERM CORPORATE BD FUND INC CL Z	74441R508	158,038.27 11.590	383.60	156,265.63 11.460	1,772.64	5,522.48	3.49
	Total Investment Grade Taxable		**$652,601.78**	**$1,654.59**	**$639,676.72**	**$12,925.06**	**$20,808.19**	**3.18%**

Settlement Date

The Robert D. & Marcia H. Randall Charitable Trust
EIN: 93-1318923
2012

U.S. TRUST

Bank of America Private Wealth Management

Portfolio Detail

Dec 01, 2012 through Dec. 31, 2012

Account: 79-01-100-1970268 R & M RANDALL CHR TR - COMBINED
Sub-Account: 79-01-100-5845271 ROBERT&MARCIA RANDALL CHR TR IMA

Units	Description	CUSIP	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Fixed Income (cont)								
Global High Yield Taxable								
15,280.011	ARTIO GLOBAL HIGH INCOME FUND CL I	04315J860	$151,883.31 9.940	$0.00	$146,564 64 9.592	$5,318.67	$11,475.29	7.55%
	Total Global High Yield Taxable		**$151,883.31**	**$0.00**	**$146,564.64**	**$5,318.67**	**$11,475.29**	**7.55%**
Total Fixed Income			**$804,485.09**	**$1,654.59**	**$786,241.36**	**$18,243.73**	**$32,283.48**	**4.01%**
Hedge Funds								
Hedge Funds Specific Strategy								
4,874.901	HUSSMAN INVT STRATEGIC GROWTH FUND	448108100	$52,210.19 10.710	$740.01	$57,231.33 11.740	-$5,021.14	$740.98	1.41%
3,680.153	PERMANENT PORTFOLIO	714199106	179,002.64 48.640	0.00	180,000.00 48.911	-997 36	993.64	0 55
	Total Hedge Funds Specific Strategy		**$231,212.83**	**$740.01**	**$237,231.33**	**-$6,018.50**	**$1,734.62**	**0.75%**
Total Hedge Funds			**$231,212.83**	**$740.01**	**$237,231.33**	**-$6,018.50**	**$1,734.62**	**0.75%**
Real Estate								
Public REITs								
1,570.000	VANGUARD REIT ETF	922908553	$103,306.00 65.800	$0.00	$100,063.01 63.734	$3,242.99	$3,678.51	3.56%
	Total Public REITs		**$103,306.00**	**$0.00**	**$100,063.01**	**$3,242.99**	**$3,678.51**	**3.56%**
Total Real Estate			**$103,306.00**	**$0.00**	**$100,063.01**	**$3,242.99**	**$3,678.51**	**3.56%**
Tangible Assets								
Commodities								
6,957 341	PIMCO COMMODITIESPLUS STRATEGY FUND INSTL CL	72201P175	$76,043.74 10.930	$0.00	$75,000.00 10.780	$1,043.74	$410.48	0.54%

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Settlement Date

The Robert D. & Marcia H. Randall Charitable Trust
EIN: 93-1318923
2012

Portfolio Detail

Dec. 01, 2012 through Dec. 31, 2012

Account: 79-01-100-1970268 R & M RANDALL CHR TR - COMBINED
Sub-Account: 79-01-100-5845271 ROBERT&MARCIA RANDALL CHR TR IMA

Units	Description	CUSIP	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Tangible Assets (cont)								
Commodities (cont)								
	Total Commodities		**$76,043.74**	**$0.00**	**$75,000.00**	**$1,043.74**	**$410.48**	**0.54%**
Total Tangible Assets			**$76,043.74**	**$0.00**	**$75,000.00**	**$1,043.74**	**$410.48**	**0.54%**
Total Portfolio			**$2,589,096.87**	**$3,224.14**	**$2,255,969.80**	**$333,127.07**	**$62,459.90**	**2.41%**
Accrued Income			$3,224.14					
Total			**$2,592,321.01**					

(1) Market Value in the Portfolio Detail section does not include Accrued Income.

Part XIII
Line 7 Distributions out of corpus for 2012 pass-through distributions

ELECTION TO TREAT UNUSED PRIOR YEAR CORPUS DISTRIBUTIONS AS CURRENT YEAR CORPUS DISTRIBUTIONS

THE ROBERT D AND MARCIA H RANDALL CHARITABLE TRUST
93-1318923
TAX YEAR ENDING DECEMBER 31, 2012

Pursuant to Reg. 53.4942(a)-3(c)(2)(iv), the above referenced foundation hereby elects to treat, as a current corpus distribution, the following unused prior tax years' distributions that were treated as corpus distributions under Reg. 53.4942(a)-3(d)(1)(iii) in such prior years:

Tax Year	Amount
2011	$1,014,141
	$1,014,141 TOTAL

Signed: [signature] 8/14/13
Date

Kirk A Bess Co-Trustee
Name and Title
The Robert D & Marcia H Randall Charitable Trust