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

2012

Department of the Treasury  
Internal Revenue Service

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

For calendar year 2012, or tax year beginning

, 2012, and ending

THE BIDSTRUP FOUNDATION  
C/O BLAINE A. WHITAKER, CPA, PLLC  
777 E. THOMAS ROAD, SUITE 210  
PHOENIX, AZ 85014

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

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16)      J Accounting method       Cash       Accrual  
 Other (specify)      (Part I, column (d) must be on cash basis) --

\$ 1,437,895.

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc, received (att sch)				
2	Ck ► <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	40,485.	35,144.		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain/(loss) from sale of assets not on line 10	-14,007.			
b	Gross sales price for all assets on line 6a	510,422.			
7	Capital gain net income (from Part IV, line 2)				
8	Net short-term capital gain			0.	
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit/(loss) (att sch)				
11	Other income (attach schedule)				
	SEE STATEMENT 2	1,846.	82.		
12	Total. Add lines 1 through 11	28,324.	35,226.	0.	
13	Compensation of officers, directors, trustees, etc	0.			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach sch) SEE ST 3	3,935.	2,951.		984.
c	Other prof fees (attach sch) SEE ST 4	5,841.	5,841.		
17	Interest	832.	818.		
18	Taxes (attach schedule)(see instrs) SEE STM 5	3,816.	518.		
19	Depreciation (attach sch) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)				
	SEE STATEMENT 6	14,407.	13,089.		948.
24	Total operating and administrative expenses. Add lines 13 through 23	28,831.	23,217.		1,932.
25	Contributions, gifts, grants paid PART XV	116,175.			116,175.
26	Total expenses and disbursements. Add lines 24 and 25	145,006.	23,217.	0.	118,107.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	-116,682.			
b	Net investment income (if negative, enter -0-)		12,009.		
c	Adjusted net income (if negative, enter -0-)			0.	

9-14-15

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1	Cash – non-interest-bearing	170.		
	2	Savings and temporary cash investments	272,942.	106,207.	106,207.
	3	Accounts receivable			
		Less allowance for doubtful accounts			
	4	Pledges receivable			
		Less allowance for doubtful accounts			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach sch)			
		Less allowance for doubtful accounts			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments – U S and state government obligations (attach schedule)			
	b	Investments – corporate stock (attach schedule) STATEMENT 7	225,332.	477,399.	480,843.
	c	Investments – corporate bonds (attach schedule) STATEMENT 8	495,421.	418,566.	426,227.
	11	Investments – land, buildings, and equipment basis			
		Less accumulated depreciation (attach schedule)			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule) STATEMENT 9	564,277.	424,618.	424,618.
	14	Land, buildings, and equipment basis			
		Less accumulated depreciation (attach schedule)			
	15	Other assets (describe )			
	16	Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)	1,558,142.	1,426,790.	1,437,895.
LIABILITIES	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons	15,689.	1,019.	
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe )			
	23	Total liabilities (add lines 17 through 22)	15,689.	1,019.	
NET ASSETS	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.		<input type="checkbox"/>		
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.		<input checked="" type="checkbox"/>		
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	1,542,453.	1,425,771.	
	30	Total net assets or fund balances (see instructions)	1,542,453.	1,425,771.	
	31	Total liabilities and net assets/fund balances (see instructions)	1,558,142.	1,426,790.	

## 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	1,542,453.
2	Enter amount from Part I, line 27a	2	-116,682.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	1,425,771.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	1,425,771.

**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 shares MLC Company)			(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
<b>1 a SEE STATEMENT 10</b>					
b					
c					
d					
e					
(e) Gross sales price		(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))	
(i) Fair Market Value as of 12/31/69		(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)		If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2	-14,364.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)		If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	0.

**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 (column (b) divided by column (c))
2011	169,371.	1,526,080.	0.110984
2010	239,203.	1,759,359.	0.135960
2009	250,529.	2,023,672.	0.123799
2008	195,624.	2,301,182.	0.085010
2007	156,344.	2,193,374.	0.071280

2 Total of line 1, column (d)	2	0.527033
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	0.105407
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,437,854.
5 Multiply line 4 by line 3	5	151,560.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	120.
7 Add lines 5 and 6	7	151,680.
8 Enter qualifying distributions from Part XII, line 4	8	118,107.

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)**

1 a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter 'N/A' on line 1		
	Date of ruling or determination letter (attach copy of letter if necessary – see instrs)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b	1	240.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	240.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0.
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0-	5	240.
6	Credits/Payments		
a	2012 estimated tax pmts and 2011 overpayment credited to 2012	6a	2,125.
b	Exempt foreign organizations – tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d	7	2,125.
8	Enter any <b>penalty</b> for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.
10	Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,885.
11	Enter the amount of line 10 to be Credited to 2013 estimated tax ► 1,885.   Refunded	11	0.

**Part VII-A Statements Regarding Activities**

1 a 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?

	Yes	No
1 a		X

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?

	Yes	No
1 b		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

	Yes	No
1 c		X

c Did the foundation file **Form 1120-POL** for this year?

	Yes	No
1 c		X

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year

	Yes	No
		0.

(1) On the foundation ► \$ 0. (2) On foundation managers ► \$ 0.

	Yes	No
		0.

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ 0.

	Yes	No

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

	Yes	No
2		X

If 'Yes,' attach a detailed description of the activities

	Yes	No
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

	Yes	No
3		X

4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

	Yes	No
4 a	X	

b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?

	Yes	No
4 b	X	

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

	Yes	No
5		X

If 'Yes,' attach the statement required by General Instruction T

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either

	Yes	No
6		

• 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?

	Yes	No
6	X	

7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV

	Yes	No
7	X	

8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ►

	Yes	No
8 a		

AZ

	Yes	No
AZ		

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

	Yes	No
b		

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

	Yes	No
9		X

10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses

	Yes	No
10		X

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ► N/A				
14	The books are in care of ► BLAINE A. WHITAKER, CPA, PLLC Located at ► 777 E. THOMAS ROAD, SUITE 250 PHOENIX AZ	Telephone no ► (602) 264-7544 ZIP + 4 ► 85014		
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	N/A ► 15	N/A	
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22 1. If 'Yes,' enter the name of the foreign country ►				

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

	File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.	Yes	No
1 a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6)	Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	1 b	N/A ►
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1 c	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? If 'Yes,' list the years ► 20 __ , 20 __ , 20 __ , 20 __	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
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)	2 b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20 __ , 20 __ , 20 __ , 20 __		
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If 'Yes,' did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	3 b	N/A
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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?	4 b	X

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

5 a During the year did the foundation pay or incur any amount to	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is 'Yes' to 5a(1)-(5), did <b>any</b> 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)?		5 b	N/A
Organizations relying on a current notice regarding disaster assistance check here	<input type="checkbox"/>		
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 <input type="checkbox"/> Yes <input type="checkbox"/> No		
If 'Yes,' attach the statement required by Regulations section 53 4945-5(d)			
6 a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6 b	X
If 'Yes' to 6b, file Form 8870			
7 a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7 b	

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		0.	0.	0.
-----				
-----				
-----				
-----				
-----				
-----				
-----				

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

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

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

0

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

**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'**

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

## Part IX-A Summary of Direct Charitable Activities

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

## Expenses

1	N/A
2	
3	
4	

**Part IX-B Summary of Program-Related Investments (see instructions)**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

**Amount**

1	N/A
2	

All other program-related investments See instructions

**3** \_\_\_\_\_  
\_\_\_\_\_

**Total.** Add lines 1 through 3

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**Form 990-PF (2012)**

**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	1 a	827,223.
b Average of monthly cash balances	1 b	207,010.
c Fair market value of all other assets (see instructions)	1 c	425,517.
d <b>Total</b> (add lines 1a, b, and c)	1 d	1,459,750.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	1,459,750.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	21,896.
5 <b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,437,854.
6 <b>Minimum investment return.</b> Enter 5% of line 5	6	71,893.

**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	71,893.
2 a Tax on investment income for 2012 from Part VI, line 5	2 a	240.
b Income tax for 2012 (This does not include the tax from Part VI )	2 b	
c Add lines 2a and 2b	2 c	240.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	71,653.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	71,653.
6 Deduction from distributable amount (see instructions)	6	
7 <b>Distributable amount as adjusted</b> Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	71,653.

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

1 Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes	1 a	118,107.
a Expenses, contributions, gifts, etc – total from Part I, column (d), line 26	1 b	
b Program-related investments – total from Part IX-B	2	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	3 a	
3 Amounts set aside for specific charitable projects that satisfy the	3 b	
a Suitability test (prior IRS approval required)	4	118,107.
b Cash distribution test (attach the required schedule)	5	
4 <b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	6	118,107.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)		
6 <b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4		

**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				71,653.
2 Undistributed income, if any, as of the end of 2012.			0.	
a Enter amount for 2011 only				
b Total for prior years: 20 20 20		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007 51,812.				
b From 2008 81,333.				
c From 2009 149,345.				
d From 2010 151,867.				
e From 2011 94,975.				
f Total of lines 3a through e 529,332.				
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 118,107.			0.	
a Applied to 2011, but not more than line 2a				
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				71,653.
e Remaining amount distributed out of corpus	46,454.			
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	575,786.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount – see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	51,812.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	523,974.			
10 Analysis of line 9				
a Excess from 2008 81,333.				
b Excess from 2009 149,345.				
c Excess from 2010 151,867.				
d Excess from 2011 94,975.				
e Excess from 2012 46,454.				

BAA

Form 990-PF (2012)

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

N/A

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

## 1 Information Regarding Foundation Managers:

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

**NONE**

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

**NONE**

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

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

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

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

### c Any submission deadlines

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

**Part XV Supplementary Information (continued)****3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	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
Name and address (home or business)				
<i>a Paid during the year</i>				
SEE STATEMENT 12				
<b>Total</b>			► 3a	<b>116,175.</b>
<i>b Approved for future payment</i>				
<b>Total</b>			► 3b	

## Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions )
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities					
5 Net rental income or (loss) from real estate	525990	95.	14	35,144.	5,246.
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	525990	357.	18	-14,364.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a <u>SEE STATEMENT 13</u>		1,095.		751.	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		1,547.		21,531.	5,246.
13 Total. Add line 12, columns (b), (d), and (e)				13	28,324.

(See worksheet in line 13 instructions to verify calculations )

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions )
4	<b>TAX EXEMPT INTEREST EXCLUDED FROM INCOME UNDER IRC SECTION 103</b>

**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	1 a (1)	X
(2)	Other assets	1 a (2)	X
b	Other transactions		
(1)	Sales of assets to a noncharitable exempt organization	1 b (1)	X
(2)	Purchases of assets from a noncharitable exempt organization	1 b (2)	X
(3)	Rental of facilities, equipment, or other assets	1 b (3)	X
(4)	Reimbursement arrangements	1 b (4)	X
(5)	Loans or loan guarantees	1 b (5)	X
(6)	Performance of services or membership or fundraising solicitations	1 b (6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1 c	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		

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

Sign  
Here

Regis Bidstrup 11-1-13 ► President  
Signature of officer or trustee Date Title

May the IRS discuss this return with the preparer shown below (see instructions)?

Signature of filer or trustee		Date	File No.	Yes	No	
<b>Paid Preparer Use Only</b>	Print/Type preparer's name		Preparer's signature	Date	Check <input type="checkbox"/> if self employed	PTIN
	BLAINE A. WHITAKER		Blaine Whitaker	10/28/13	P00146222	
	Firm's name	► BLAINE A. WHITAKER, CPA, PLLC			Firm's EIN ► 20-0741103	
Firm's address	► 777 E. THOMAS RD., SUITE 210 PHOENIX, AZ 85014			Phone no (602) 264-7544		

**BAA**

**Form 990-PF (2012)**

**STATEMENT 1****FORM 990-PF, PART I, LINE 6A****NET GAIN (LOSS) FROM NONINVENTORY SALES PER BOOKS  
ASSETS NOT INCLUDED IN PART IV**

DESCRIPTION:	FROM K-1 UNRELATED BUSINESS INCOME
DATE ACQUIRED:	VARIOUS
HOW ACQUIRED:	PURCHASE
DATE SOLD:	12/31/2012
TO WHOM SOLD:	
GROSS SALES PRICE:	357.
COST OR OTHER BASIS:	0.
BASIS METHOD:	COST
	GAIN (LOSS)
	357.
	<b>TOTAL \$</b>
	<b>357.</b>

**STATEMENT 2****FORM 990-PF, PART I, LINE 11****OTHER INCOME**

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
ORDINARY INCOME FROM K-1	\$ 529.		
OTHER INCOME FROM K-1	-322.		
PORTFOLIO INCOME FROM K-1	103.	\$ 103.	
RENTAL FROM K-1	-440.		
ROYALTY INCOME FROM K-1	51.	17.	
SEC. 1231 GAIN FROM K-1	1,959.		
SEC. 1256 GAIN FROM K-1	-34.	-38.	
<b>TOTAL</b>	<b>\$ 1,846.</b>	<b>\$ 82.</b>	<b>0.</b>

**STATEMENT 3****FORM 990-PF, PART I, LINE 16B****ACCOUNTING FEES**

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	\$ 3,935.	\$ 2,951.	\$ 0.	\$ 984.
<b>TOTAL</b>	<b>\$ 3,935.</b>	<b>\$ 2,951.</b>	<b>\$ 0.</b>	<b>\$ 984.</b>

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**STATEMENT 4**  
**FORM 990-PF, PART I, LINE 16C**  
**OTHER PROFESSIONAL FEES**

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	\$ 5,841.	\$ 5,841.		
TOTAL	<u>\$ 5,841.</u>	<u>\$ 5,841.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

**STATEMENT 5**  
**FORM 990-PF, PART I, LINE 18**  
**TAXES**

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL	\$ 3,000.			
FOREIGN TAXES	536.	\$ 518.		
STATE TAXES	280.			
TOTAL	<u>\$ 3,816.</u>	<u>\$ 518.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

**STATEMENT 6**  
**FORM 990-PF, PART I, LINE 23**  
**OTHER EXPENSES**

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BOARD MEETING	\$ 967.	\$ 483.		\$ 484.
DUES	875.	437.		438.
FEES	50.	50.		
LICENSE & PERMITS	10.	5.		5.
MISC. INVESTMENT EXPENSES	7.	7.		
NONDEDUCTIBLE EXPENSES FROM K-1	320.			
OTHER DEDUCTIONS FROM K-1	50.			
PORTFOLIO DEDUCTIONS FROM K-1	12,086.	12,086.		
POSTAGE	42.	21.		21.
TOTAL	<u>\$ 14,407.</u>	<u>\$ 13,089.</u>	<u>\$ 0.</u>	<u>\$ 948.</u>

**STATEMENT 7**  
**FORM 990-PF, PART II, LINE 10B**  
**INVESTMENTS - CORPORATE STOCKS**

CORPORATE STOCKS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
DFA INTL SMALL CAP VALUE	MKT VAL	\$ 20,232.	\$ 19,677.
DFA JAPANESE SMALL CO FD	MKT VAL	36,464.	36,065.
FIRST EAGLE GOLD FUND	MKT VAL	47,079.	38,870.
VANGUARD DIV APPR INDEX	MKT VAL	72,199.	79,382.
VANGUARD FTSE ETF WORLD SC	MKT VAL	18,327.	18,178.

**STATEMENT 7 (CONTINUED)**  
**FORM 990-PF, PART II, LINE 10B**  
**INVESTMENTS - CORPORATE STOCKS**

<u>CORPORATE STOCKS</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
VANGUARD MSCI EAFE ETF	MKT VAL	\$ 37,839.	\$ 37,872.
VANGUARD MSCI EMERGING	MKT VAL	25,446.	25,827.
VANGUARD REIT	MKT VAL	14,807.	15,134.
VANGUARD TOTAL STOCK MKT	MKT VAL	43,700.	44,701.
2011 DIVIDENDS REPORTED NOT RECEIVED	MKT VAL	899.	899.
DFA EMERGING MARKETS	MKT VAL	60,878.	61,840.
DFA INTL VALUE PORTFOLIO	MKT VAL	25,791.	25,949.
DFA INTL VECTOR EQTY	MKT VAL	25,735.	26,173.
VANGUARD TOTAL STOCK MARKET	MKT VAL	25,346.	27,439.
VANGUARD MID CAP	MKT VAL	9,798.	9,893.
VANGUARD SMALL CAP	MKT VAL	12,859.	12,944.
	TOTAL	<u>\$ 477,399.</u>	<u>\$ 480,843.</u>

**STATEMENT 8**  
**FORM 990-PF, PART II, LINE 10C**  
**INVESTMENTS - CORPORATE BONDS**

<u>CORPORATE BONDS</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
DFA ONE YEAR FIXED	MKT VAL	\$ 101,292.	\$ 100,875.
DOUBLELINE CORE FIXED	MKT VAL	70,593.	72,926.
PIMCO FOREIGN BOND FUND	MKT VAL	62,533.	64,324.
VANGUARD S/T INVESTMENT	MKT VAL	46,869.	47,185.
SPDR SERIES TRUST ETF	MKT VAL	55,034.	56,868.
BARCLAYS BANK IPATH ETN	MKT VAL	14,214.	12,405.
ISHARES IBOXX INVESTOP	MKT VAL	4,463.	4,840.
ISHARES TR BARCLAYS TIPS	MKT VAL	4,495.	4,856.
JP MORGAN EXCH TRADED NT	MKT VAL	4,474.	4,615.
POWERSHS EXCH TRAD FD TR	MKT VAL	8,706.	10,063.
SPDR DOW JONES INTL	MKT VAL	9,305.	10,131.
VANGUARD BOND INDEX FD	MKT VAL	11,924.	12,184.
POWERSHARES DB COMMODITY INDEX	MKT VAL	9,941.	10,001.
SPDR BARCLAYS ETF GLOBAL TR	MKT VAL	7,463.	7,626.
SPDR BARCLAYS ETF HY	MKT VAL	7,260.	7,328.
	TOTAL	<u>\$ 418,566.</u>	<u>\$ 426,227.</u>

**STATEMENT 9**  
**FORM 990-PF, PART II, LINE 13**  
**INVESTMENTS - OTHER**

<u>OTHER INVESTMENTS</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
CHURCHILL CAPITAL PARTNERS IV	COST	\$ 0.	\$ 0.
DHS OFFSHORE SPC	COST	14,262.	14,262.
NORTHGATE PRIVATE EQUITY PARTNERS	COST	89,312.	89,312.
STEIPS	COST	105,270.	105,270.
STRATEGIC RE FUND	COST	90,052.	90,052.

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**C/O BLAINE A. WHITAKER, CPA, PLLC**

**STATEMENT 9 (CONTINUED)**  
**FORM 990-PF, PART II, LINE 13**  
**INVESTMENTS - OTHER**

	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
<u>OTHER INVESTMENTS</u>			
NORTHGATE IV-B	COST	\$ 125,722.	\$ 125,722.
	TOTAL	<u>\$ 424,618.</u>	<u>\$ 424,618.</u>

**STATEMENT 10**  
**FORM 990-PF, PART IV, LINE 1**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

ITEM	<u>(A) DESCRIPTION</u>	<u>(B) HOW ACQUIRED</u>	<u>(C) DATE ACQUIRED</u>	<u>(D) DATE SOLD</u>
1	50 BARCLAYS BANK IPATH ETN	PURCHASED	2/28/2012	7/30/2012
2	85 ISHARES IBOXX INVESTOP	PURCHASED	VARIOUS	VARIOUS
3	80 ISHARES TR BARCLAYS BOND 1-3	PURCHASED	VARIOUS	VARIOUS
4	85 ISHARES TR BARCLAYS BOND 7-10	PURCHASED	VARIOUS	VARIOUS
5	80 ISHARES TR BARCLAYS TIPS	PURCHASED	VARIOUS	VARIOUS
6	10 JPMORGAN EXCH TRADED	PURCHASED	7/25/2011	1/26/2012
7	120 SPDR BARCLAYS CAP INTL TB	PURCHASED	VARIOUS	2/28/2012
8	120 SPDR BARCLAYS CAPITAL HY	PURCHASED	2/28/2012	7/30/2012
9	30 SPDR BARCLAYS ETF GLOBAL TR	PURCHASED	7/30/2012	12/07/2012
10	15 SPDR DOW JONES INTL RE	PURCHASED	2/28/2012	7/30/2012
11	170 SPDR SERIES TRUST ETF DB INTL	PURCHASED	VARIOUS	VARIOUS
12	260 VANGUARD BOND INDEX ST	PURCHASED	VARIOUS	VARIOUS
13	605 VANGUARD BOND INDEX TOTAL BD	PURCHASED	VARIOUS	VARIOUS
14	50 VANGUARD FTSE ETF WORLD SC	PURCHASED	2/28/2012	7/30/2012
15	90 VANGUARD MID CAP	PURCHASED	2/28/2012	7/30/2012
16	460 VANGUARD MSCI EAFE ETF	PURCHASED	VARIOUS	7/30/2012
17	150 VANGUARD MSCI EMERGING MKTS	PURCHASED	2/28/2012	7/30/2012
18	90 VANGUARD SMALL CAP	PURCHASED	2/28/2012	7/30/2012
19	170 VANGUARD TOTAL STOCK MKT	PURCHASED	2/28/2012	7/30/2012
20	270 VANGUARD VALUE	PURCHASED	VARIOUS	VARIOUS
21	40 ISHARES IBOXX INVESTOP	PURCHASED	VARIOUS	12/07/2012
22	95 ISHARES TR BARCLAYS BOND 1-3	PURCHASED	VARIOUS	12/07/2012
23	40 ISHARES TR BARCLAYS TIPS	PURCHASED	VARIOUS	12/07/2012
24	25 POWERSHS EXCH TRAD FD TR EMERG	PURCHASED	7/25/2011	7/30/2012
25	120 SPDR BARCLAYS CAP INTL TB	PURCHASED	VARIOUS	9/06/2012
26	90 SPDR BARCLAYS ETF GLOBAL TR	PURCHASED	7/25/2011	12/07/2012
27	125 SPDR DOW JONES INTL RE	PURCHASED	7/25/2011	7/30/2012
28	70 SPDR SERIES TRUST ETF DB INTL	PURCHASED	8/03/2011	9/06/2012
29	60 VANGUARD BOND INDEX ST	PURCHASED	8/03/2011	VARIOUS
30	170 VANGUARD BOND INDEX TOTAL BD	PURCHASED	8/03/2011	12/07/2012
31	50 VANGUARD REIT	PURCHASED	7/25/2011	7/30/2012
32	110 VANGUARD TOTAL STOCK MKT	PURCHASED	7/25/2011	7/30/2012
33	FROM K-1 STEIPS LLC SERIES B	PURCHASED	VARIOUS	12/31/2012
34	FROM K-1 CHURCHILL CAPITAL PARTNERS IV, LP	PURCHASED	VARIOUS	12/31/2012
35	FROM K-1 STRATEGIC REAL ESTATE FUND - II, LP	PURCHASED	VARIOUS	12/31/2012
36	FROM K-1 STRATEGIC REAL ESTATE FUND - II, LP	PURCHASED	VARIOUS	12/31/2012
37	FROM K-1 NORTHGATE PRIV. EQUITY PTNRS II-B, LP	PURCHASED	VARIOUS	12/31/2012

**STATEMENT 10 (CONTINUED)**  
**FORM 990-PF, PART IV, LINE 1**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD				
				38	FROM K-1 NORTHGATE PRIV. EQUITY PTNRS II-B, LP			
39	FROM K-1 NORTHGATE IV-B, LP	PURCHASED	VARIOUS	12/31/2012				
40	FROM K-1 NORTHGATE IV-B, LP	PURCHASED	VARIOUS	12/31/2012				
41	STEIPS LLC SERIES B	PURCHASED	VARIOUS	12/31/2012				
42	CHURCHILL CAPITAL PARTNERS IV, LP	PURCHASED	VARIOUS	5/31/2012				
43	63.42 DHS OFFSHORE SPC SEGREGATED PORT.	PURCHASED	VARIOUS	2/10/2012				
44	16.68 DHS OFFSHORE SPC SEGREGATED PORT.	PURCHASED	VARIOUS	8/23/2012				
45	CAPITAL GAIN DIVIDENDS							
ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
1	2,152.		2,237.	-85.			\$	-85.
2	10,062.		9,948.	114.				114.
3	8,399.		8,426.	-27.				-27.
4	9,046.		9,033.	13.				13.
5	9,577.		9,454.	123.				123.
6	391.		373.	18.				18.
7	7,267.		7,588.	-321.				-321.
8	4,761.		4,823.	-62.				-62.
9	1,830.		1,806.	24.				24.
10	569.		551.	18.				18.
11	10,473.		10,401.	72.				72.
12	21,091.		21,221.	-130.				-130.
13	50,976.		51,012.	-36.				-36.
14	4,080.		4,536.	-456.				-456.
15	6,965.		7,267.	-302.				-302.
16	14,631.		15,712.	-1,081.				-1,081.
17	6,009.		6,712.	-703.				-703.
18	6,799.		7,047.	-248.				-248.
19	11,987.		12,060.	-73.				-73.
20	15,497.		14,530.	967.				967.
21	4,871.		4,506.	365.				365.
22	10,000.		9,980.	20.				20.
23	4,921.		4,589.	332.				332.
24	738.		679.	59.				59.
25	7,230.		7,500.	-270.				-270.
26	5,489.		5,612.	-123.				-123.
27	4,743.		5,008.	-265.				-265.
28	4,257.		4,359.	-102.				-102.
29	4,869.		4,900.	-31.				-31.
30	14,411.		14,095.	316.				316.
31	3,329.		3,150.	179.				179.
32	7,756.		7,656.	100.				100.
33	4,025.		0.	4,025.				4,025.
34	470.		0.	470.				470.
35	926.		0.	926.				926.
36	0.		533.	-533.				-533.
37	14,313.		0.	14,313.				14,313.
38	29.		0.	29.				29.
39	9,740.		0.	9,740.				9,740.
40	0.		288.	-288.				-288.
41	105,270.		124,919.	-19,649.				-19,649.
42	1,508.		5,295.	-3,787.				-3,787.

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**STATEMENT 10 (CONTINUED)**  
**FORM 990-PF, PART IV, LINE 1**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
43	77,035.		92,337.	-15,302.				\$ -15,302.
44	20,686.		24,286.	-3,600.				-3,600.
45								887.
							<b>TOTAL</b>	<b>\$ -14,364.</b>

**STATEMENT 11**  
**FORM 990-PF, PART VIII, LINE 1**  
**LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES**

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN- SATION	CONTRI- BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
REGINA BIDSTRUP 7511 N. EUCALYPTUS DRIVE PARADISE VALLEY, AZ 85253	PRESIDENT 6.00	\$ 0.	\$ 0.	\$ 0.
G. PETER BIDSTRUP 7511 N. EUCALYPTUS DRIVE PARADISE VALLEY, AZ 85253	VICE PRESIDENT 2.00	0.	0.	0.
CHARLES PARKER 5136 N. 31ST PLACE, #613 PHOENIX, AZ 85016	DIRECTOR 2.00	0.	0.	0.
WILLIAM A. CLARKE 1 E. WASHINGTON, #1900 PHOENIX, AZ 85004	SECRETARY 1.00	0.	0.	0.
		<b>TOTAL</b> \$ 0.	\$ 0.	\$ 0.

**STATEMENT 12**  
**FORM 990-PF, PART XV, LINE 3A**  
**RECIPIENT PAID DURING THE YEAR**

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
ASU FOUNDATION PO BOX 2260 TEMPE, AZ 85280	NONE	501 (C) (3)	EDUCATION AND SCHOLARSHIPS	\$ 30,000.

**STATEMENT 12 (CONTINUED)**  
**FORM 990-PF, PART XV, LINE 3A**  
**RECIPIENT PAID DURING THE YEAR**

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
CRISIS NURSERY 2334 E POLK STREET PHOENIX, AZ 85006	NONE	501 (C) (3)	SERVICES FOR AT RISK CHILDREN	\$ 14,675.
ARIZONA TRANSPLANT HOUSE 5811 E MAYO BLVD PHOENIX, AZ 85054	NONE	501 (C) (3)	SUPPORT FOR TRANSPLANT PATIENTS & CAREGIVERS	5,000.
EASTERN MICHIGAN UNIVERSITY 1349 S HURON STREET YPSILANTI, MI 48197	NONE	501 (C) (3)	SCHOLARSHIPS	2,500.
HARVARD BUSINESS SCHOOL 124 MOUNT AUBURN STREET CAMBRIDGE, MA 02138	NONE	501 (C) (3)	FELLOWSHIP FUND	1,000.
PLANNED PARENTHOOD 5651 N 7TH STREET PHOENIX, AZ 85014	NONE	501 (C) (3)	EDUCATION PROGRAMS	10,000.
PHOENIX ART MUSEUM 1625 N CENTRAL AVENUE PHOENIX, AZ 85004	NONE	501 (C) (3)	ART EDUCATION	2,000.
TEACH FOR AMERICA 3030 N CENTRAL AVENUE, #900 PHOENIX, AZ 85012	NONE	501 (C) (3)	RECRUIT, TRAIN & SUPPORT TEACHERS	20,000.
UNITED STATES MILITARY ACADEMY 698 MILLS ROAD WEST POINT, NY 10996	NONE	501 (C) (3)	EDUCATIONAL	1,500.
VALLEY OF THE SUN UNITED WAY 1515 E OSBORN ROAD PHOENIX, AZ 85014	NONE	501 (C) (3)	HELP THE POOR	28,500.
JOHN WAYNE CANCER INSTITUTE 2200 SANTA MONICA BLVD SANTA MONICA, CA 90404	NONE	501 (C) (3)	SUPPORT FOR CANCER PATIENTS	1,000.

TOTAL \$ 116,175.

STATEMENT 13  
FORM 990-PF, PART XVI-A, LINE 11  
OTHER REVENUE

OTHER REVENUE	(A) BUSI- NESS CODE	(B) UNRELATED BUSINESS AMOUNT	(C) EXCLU- SION CODE	(D) EXCLUDED AMOUNT	(E) RELATED OR EXEMPT FUNCTION
ORDINARY INCOME FROM K-1	525990	\$ 508.	14	\$ 21.	
OTHER INCOME FROM K-1	525990	-235.	14	-87.	
PORTFOLIO INCOME FROM K-1			14	103.	
RENTAL FROM K-1	525990	-569.	16	129.	
ROYALTY INCOME FROM K-1	525990	34.	15	17.	
SEC. 1231 GAIN FROM K-1	525990	1,353.	18	606.	
SEC. 1256 GAIN FROM K-1	525990	4.	18	-38.	
TOTAL		<u>\$ 1,095.</u>		<u>\$ 751.</u>	<u>\$ 0.</u>