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**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.

For calendar year 2012 or tax year beginning , and ending

Name of foundation  
George T. Pflieger Foundation  
c/o Optivest, Inc.

Number and street (or P O box number if mail is not delivered to street address)  
24901 Dana Point Harbor Dr.

Room/suite  
#230

City or town, state, and ZIP code  
Dana Point, CA 92629

A Employer identification number  
95-2561117

B Telephone number  
949-363-8686

C If exemption application is pending, check here

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

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

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

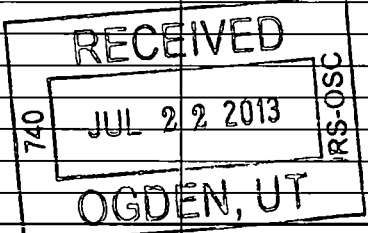
G Check all that apply:  Initial return  Initial return of a former public charity  
 Final return  Amended return  
 Address change  Name change

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, col. (c), line 16)  
\$ 15,022,698. (Part I, column (d) must be on cash basis.)

J Accounting method:  Cash  Accrual  
 Other (specify)

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)
1	Contributions, gifts, grants, etc., received			N/A	
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	441,978.	441,978.		Statement 1
5a	Gross rents	72,000.	72,000.		Statement 2
b	Net rental income or (loss)	-28,431.			Statement 3
6a	Net gain or (loss) from sale of assets not on line 10	233,038.			
b	Gross sales price for all assets on line 6a	4,380,175.			
7	Capital gain net income (from Part IV, line 2)		233,038.		
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				
12	Total. Add lines 1 through 11	747,016.	747,016.		
13	Compensation of officers, directors, trustees, etc	360,500.	90,100.		270,400.
14	Other employee salaries and wages				
15	Pension plans, employee benefits	227,235.	50,916.		176,319.
16a	Legal fees Stmt 4	12,870.	1,500.		11,370.
b	Accounting fees Stmt 5	18,087.	3,159.		14,928.
c	Other professional fees Stmt 6	53,213.	51,866.		1,347.
17	Interest	70,065.	70,065.		0.
18	Taxes Stmt 7	30,892.	18,826.		12,066.
19	Depreciation and depletion	22,188.	22,188.		
20	Occupancy				
21	Travel, conferences, and meetings	7,055.	0.		7,055.
22	Printing and publications				
23	Other expenses Stmt 8	62,772.	14,968.		47,804.
24	Total operating and administrative expenses. Add lines 13 through 23	864,877.	323,588.		541,289.
25	Contributions, gifts, grants paid	890,750.			890,750.
26	Total expenses and disbursements. Add lines 24 and 25	1,755,627.	323,588.		1,432,039.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	-1,008,611.			
b	Net investment income (if negative, enter -0-)		423,428.		
c	Adjusted net income (if negative, enter -0-)			N/A	



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Operating and Administrative Expenses

Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	11,145.	52,611.	52,611.
	2 Savings and temporary cash investments	160,695.	105,275.	105,275.
	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	722.	237.	237.
	10a Investments - U.S. and state government obligations Stmt 9	2,851,544.	1,959,841.	2,221,311.
	b Investments - corporate stock Stmt 10	4,250,762.	3,589,954.	12,585,264.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment, basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment, basis ▶ 8,305.			
	Less accumulated depreciation Stmt 11 ▶ 8,305.			
	15 Other assets (describe ▶ Statement 12)	84,179.	72,410.	58,000.
	16 Total assets (to be completed by all filers)	7,359,047.	5,780,328.	15,022,698.
	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	615,000.			
22 Other liabilities (describe ▶ Statement 13)	182,343.	227,235.		
23 Total liabilities (add lines 17 through 22)	797,343.	227,235.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
27 Capital stock, trust principal, or current funds	0.	0.		
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	6,561,704.	5,553,093.		
30 Total net assets or fund balances	6,561,704.	5,553,093.		
31 Total liabilities and net assets/fund balances	7,359,047.	5,780,328.		

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	6,561,704.
2 Enter amount from Part I, line 27a	2	-1,008,611.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	5,553,093.
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	5,553,093.

**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.)
<b>1a Short Term - See Attached List</b>		P	Various	Various
<b>b Long Term - See Attached List</b>		P	Various	Various
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a 1,865,206.		1,836,329.	28,877.	
b 2,514,969.		2,310,808.	204,161.	
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a			28,877.	
b			204,161.	
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 }		2 233,038.
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	1,855,355.	17,197,044.	.107888
2010	1,576,773.	17,791,355.	.088626
2009	825,663.	13,792,377.	.059864
2008	2,420,337.	18,131,773.	.133486
2007	2,440,267.	20,813,829.	.117243

2 Total of line 1, column (d)	2	.507107
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	.101421
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	15,466,142.
5 Multiply line 4 by line 3	5	1,568,592.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,234.
7 Add lines 5 and 6	7	1,572,826.
8 Enter qualifying distributions from Part XII, line 4	8	1,448,250.

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)

Table with 11 rows for excise tax calculations. Includes sub-rows 6a-6d for credits. Values include 8,469, 0, 5,466, and 3,003. Total amount owed is 3,003.

Part VII-A Statements Regarding Activities

Table with 10 rows of activity questions. Columns for Yes and No. Includes questions about political campaigns, expenditures, and state registration. Most 'No' boxes are marked with an 'x'.

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)
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)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address None
14 The books are in care of Optivest, Inc. Telephone no. 949-363-8686 Located at 24901 Dana Point Harbor Dr. #230, Dana Point, CA ZIP+4 92629
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
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? 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.

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?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(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.)
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
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?
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
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.)
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?
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)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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?

**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)?

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  Yes  No

See Statement 15

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?  Yes  No

N/A

5b		x
6b		x
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 14		360,500.	227,235.	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

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

**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services 0

**Part IX-A** Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
See Statement 16	42,500.
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	
See Statement 17	16,211.
2	
All other program-related investments. See instructions.	
3	
<b>Total.</b> Add lines 1 through 3	16,211.

**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	15,422,744.
b	Average of monthly cash balances	1b	278,923.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	15,701,667.
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	15,701,667.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	235,525.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	15,466,142.
6	Minimum investment return. Enter 5% of line 5	6	773,307.

**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	773,307.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	8,469.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	8,469.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	764,838.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	764,838.
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	764,838.

**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	1,432,039.
b	Program-related investments - total from Part IX-B	1b	16,211.
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	1,448,250.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,448,250.

**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.

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**Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
<b>1</b> Distributable amount for 2012 from Part XI, line 7				764,838.
<b>2</b> Undistributed income, if any, as of the end of 2012				
<b>a</b> Enter amount for 2011 only			0.	
<b>b</b> Total for prior years:		0.		
<b>3</b> Excess distributions carryover, if any, to 2012:				
<b>a</b> From 2007	1,433,034.			
<b>b</b> From 2008	1,536,608.			
<b>c</b> From 2009	825,663.			
<b>d</b> From 2010	1,576,773.			
<b>e</b> From 2011	1,857,900.			
<b>f</b> Total of lines 3a through e	7,229,978.			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4: ► \$	1,448,250.			
<b>a</b> Applied to 2011, but not more than line 2a			0.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions) **	1,448,250.			
<b>d</b> Applied to 2012 distributable amount				0.
<b>e</b> Remaining amount distributed out of corpus	0.			
<b>5</b> Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	764,838.			764,838.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	7,913,390.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b		0.		
<b>c</b> 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.		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
<b>f</b> Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7	668,196.			
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	7,245,194.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2008	1,536,608.			
<b>b</b> Excess from 2009	825,663.			
<b>c</b> Excess from 2010	1,576,773.			
<b>d</b> Excess from 2011	1,857,900.			
<b>e</b> Excess from 2012	1,448,250.			

\*\* See Statement 18

Form 990-PF (2012)

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)

Table with 5 columns: (a) 2012, (b) 2011, (c) 2010, (d) 2009, (e) Total. Rows include: 2 a Enter the lesser of the adjusted net income...; 2 b 85% of line 2a; 2 c Qualifying distributions from Part XII...; 2 d Amounts included in line 2c not used directly for active conduct of exempt activities; 2 e Qualifying distributions made directly for active conduct of exempt activities; 3 Complete 3a, b, or c for the alternative test relied upon: 3 a "Assets" alternative test - enter: (1) Value of all assets; (2) Value of assets qualifying under section 4942(j)(3)(B)(i); 3 b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed; 3 c "Support" alternative test - enter: (1) Total support other than gross investment income; (2) Support from general public and 5 or more exempt organizations; (3) Largest amount of support from an exempt organization; (4) Gross investment income.

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

1 Information Regarding Foundation Managers:

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

None

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

None

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

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

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

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

c Any submission deadlines:

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

**Part XV** Supplementary Information (continued)

**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a Paid during the year</b>				
Capistrano Valley Christian School 32032 Del Obispo St. San Juan Capistrano, CA 92675	None	Public	General Fund	1,000.
CHOC 455 South Main St. Orange, CA 92868	N/A	Public	General Fund	10,000.
First Tee Tri-Valley 2843 Hopyard Road, #143 Pleasanton, CA 94588	N/A	Public	General Fund	15,000.
Fristers PO Box 5790 Newport Beach, CA 92662	N/A	Public	General Fund	20,000.
Giving it Back to Kids 10112 Stonybrook Dr. Huntington Beach, CA 92646	N/A	Public	General Fund	66,450.
<b>Total</b> See continuation sheet(s)			<b>▶ 3a</b>	890,750.
<b>b Approved for future payment</b>				
None				
<b>Total</b>				<b>▶ 3b</b> 0.



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

- 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... a Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash (2) Other assets b Other transactions: (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule.

Table with columns Yes and No. Rows 1a(1), 1a(2), 1b(1), 1b(2), 1b(3), 1b(4), 1b(5), 1b(6), 1c.

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains '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 [x] No

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Row 1 contains '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: 7/16/13 Title: Secretary

May the IRS discuss this return with the preparer shown below (see instr)? [x] Yes [ ] No

Paid Preparer Use Only section containing fields for Preparer's name (Susan Chubbuck, CPA), Signature, Date (07/15/13), Title (Secretary), Firm's name (Optivest Inc.), Firm's EIN (33-0864701), Firm's address (24901 Dana Point Harbor Dr. #230, Dana Point, CA 92629), and Phone no. (949-363-8686).

**Part XV Supplementary Information**

**3 Grants and Contributions Paid During the Year (Continuation)**

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
Huntington Medical Research Institute Liver Center 39 Congress St. #301 Pasadena, CA 91105	N/A	Public	Restricted - Liver Center	50,000.
Junior Diabetes Research Foundation 17992 Mitchell South, Suite 100 Irvine, CA 92614	None	Public	General Fund	1,000.
MADD 4629 Whitney Avenue #7 Sacramento, CA 95821	N/A	Public	General Fund	1,500.
Mesothelioma Research Foundation 5716 Corsa Ave #203 Westlake Village, CA 91362	None	Public	General Fund	3,000.
Miracle for Kids 3002 Dow Avenue, Suite 320 Tustin, CA 90005	None	Public	General Fund	50,000.
Orange County Bar Foundation P.O. Box 18498 Irvine, CA 92623	N/A	Public	Restricted Fund - Shortstop Program	10,000.
Orange County High School of the Arts 1010 N. Main Street Santa Ana, CA 92701	None	Public	General Fund	61,200.
Pflieger Institute of Environmental Research 315 N. Clementine St. Oceanside, CA 92054	N/A	Private	General Fund	601,600.
<b>Total from continuation sheets</b>				<b>778,300.</b>

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Form 990-PF                      Dividends and Interest from Securities                      Statement    1

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Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
Accrued market discount interest	29.	0.	29.
Dividends - Domestic	364,261.	0.	364,261.
Dividends - Foreign	11,213.	0.	11,213.
Domestic interest	40,670.	0.	40,670.
Foreign interest	9,773.	0.	9,773.
Interest - US Government Obligations	10,587.	0.	10,587.
U.S. Gov't Interest reported as dividends	5,445.	0.	5,445.
Total to Fm 990-PF, Part I, ln 4	441,978.	0.	441,978.

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Form 990-PF                      Rental Income                      Statement    2

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Kind and Location of Property	Activity Number	Gross Rental Income
Orange Acres, LLC	2	72,000.
Total to Form 990-PF, Part I, line 5a		72,000.

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Form 990-PF                      Rental Expenses                      Statement    3

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Description	Activity Number	Amount	Total
Insurance		7,030.	
Optivest, Inc.		1,500.	
Interest		49,412.	
Repairs		5,700.	
Property Taxes		12,397.	
State Taxes		800.	
Depreciation Expense		22,188.	
Amortization Expense		1,404.	
- SubTotal -	2		100,431.
Total rental expenses			100,431.
Net rental Income to Form 990-PF, Part I, line 5b			-28,431.

Form 990-PF	Legal Fees	Statement	4
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Dostart Clapp & Coveney LLP	5,334.	0.		5,334.
AKT, LLP	7,500.	1,500.		6,000.
King & Parret	36.	0.		36.
To Fm 990-PF, Pg 1, ln 16a	12,870.	1,500.		11,370.

Form 990-PF	Accounting Fees	Statement	5
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Optivest, Inc.	9,300.	930.		8,370.
W. Richard Mills	7,287.	729.		6,558.
Optivest, Inc.	1,500.	1,500.		0.
To Form 990-PF, Pg 1, ln 16b	18,087.	3,159.		14,928.

Form 990-PF	Other Professional Fees	Statement	6
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Northern Trust of California-Management Fees	21,470.	21,470.		0.
Northern Trust of California-Investment Advisory	29,903.	29,903.		0.
Executive Benefits, Inc.	1,840.	493.		1,347.
To Form 990-PF, Pg 1, ln 16c	53,213.	51,866.		1,347.

Form 990-PF	Taxes	Statement	7
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
California Exempt Organization Filing Fees	105.	0.		105.
Payroll Taxes	16,732.	4,771.		11,961.
Foreign Taxes	858.	858.		0.
Property Taxes	12,397.	12,397.		0.
State Taxes	800.	800.		0.
To Form 990-PF, Pg 1, ln 18	30,892.	18,826.		12,066.

Form 990-PF	Other Expenses	Statement	8
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Telephone	19.	0.		19.
D&O Insurance	145.	29.		116.
Dues & Subscriptions	410.	0.		410.
Storage Fees	3,850.	385.		3,465.
Payroll Processing Fees	1,528.	409.		1,119.
Bank Charges	28.	0.		28.
Insurance	190.	0.		190.
Agency Fee	11.	11.		0.
Links Recovery	42,049.	0.		42,049.
Postage	408.	0.		408.
Insurance	7,030.	7,030.		0.
Repairs	5,700.	5,700.		0.
Amortization	1,404.	1,404.		0.
To Form 990-PF, Pg 1, ln 23	62,772.	14,968.		47,804.

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**Form 990-PF**                      **U.S. and State/City Government Obligations**                      **Statement**    **9**


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Description	U.S. Gov't	Other Gov't	Book Value	Fair Market Value
Fixed Income		x	1,959,841.	2,221,311.
Total U.S. Government Obligations				
Total State and Municipal Government Obligations			1,959,841.	2,221,311.
Total to Form 990-PF, Part II, line 10a			1,959,841.	2,221,311.

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**Form 990-PF**                                      **Corporate Stock**                                      **Statement**    **10**


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Description	Book Value	Fair Market Value
Equity Securities	3,589,954.	12,585,264.
Total to Form 990-PF, Part II, line 10b	3,589,954.	12,585,264.

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**Form 990-PF**    **Depreciation of Assets Not Held for Investment**                      **Statement**    **11**


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Description	Cost or Other Basis	Accumulated Depreciation	Book Value
Printer	716.	716.	0.
Dell Computer - TGP	1,275.	1,275.	0.
Dell Computer - VC	648.	648.	0.
Sony Vaio Laptop - VC	2,220.	2,220.	0.
Printer	836.	836.	0.
Dell Computer - Marketing	2,610.	2,610.	0.
Total To Fm 990-PF, Part II, ln 14	8,305.	8,305.	0.

Form 990-PF	Other Assets	Statement 12
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Description	Beginning of Yr Book Value	End of Year Book Value	Fair Market Value
Orange Acres Investment	-145,758.	-174,189.	58,000.
Orange Acres Advances	229,430.	245,641.	0.
Links Recovery - Program Services	507.	958.	0.
<b>To Form 990-PF, Part II, line 15</b>	<b>84,179.</b>	<b>72,410.</b>	<b>58,000.</b>

Form 990-PF	Other Liabilities	Statement 13
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Description	BOY Amount	EOY Amount
Accrued Defined Benefit Pension Plan	168,943.	227,235.
Deferred Revenue - Call Option EMR	13,400.	0.
<b>Total to Form 990-PF, Part II, line 22</b>	<b>182,343.</b>	<b>227,235.</b>



Form 990-PF

Expenditure Responsibility Statement  
Part VII-B, Line 5c

Statement 15

Grantee's Name

Pflieger Institute of Environmental Research

Grantee's Address

315 N. Clementine St.  
Oceanside, CA 92054

Grant Amount

601,600.

Date of Grant

04/04/12

Amount Expended

Purpose of Grant

Unrestricted Donations to fund the donee's ongoing activities; which are the basis for the tax-exempt status of the donee. Donations were paid over various dates throughout the year.

Dates of Reports by Grantee

12/31/2012

Any Diversion by Grantee

No

Results of Verification

All of the funds were used for the intended purposes.

Form 990-PF

Summary of Direct Charitable Activities

Statement 16

Activity One

Links Recovery, LLC - is a single member LLC owned by the Foundation. Its purpose is to provide a Christian based substance abuse rehabilitation program. The program is administered by National Therapeutic Services.

Expenses

To Form 990-PF, Part IX-A, line 1

42,500.

Form 990-PF

Summary of Program-Related Investments

Statement 17

Description

Orange Acres, LLC - is a single member LLC owned by the Foundation. The purpose of the investment is to hold title to an apartment building which is used to provide housing for persons wishing to enter a Christian-based substance abuse rehabilitation program.

Amount

To Form 990-PF, Part IX-B, line 1

16,211.

Form 990-PF

Election Under Regulations Section  
53.4942(a)-3(d)(2) to Treat  
Excess Qualifying Distributions  
as Distributions out of Corpus

Statement 18

The George T. Pflieger Foundation, a private foundation formed on 08/26/68 hereby elects to treat all qualifying distributions as a distribution from the entity's corpus under regulation section 53.4942(a)-3(d)(2).

# 2012 Tax Information Statement

**Account Number:** 23-03336  
**Recipient's Tax ID Number:** 95-2561117  
 Corrected  2nd TIN notice

**Recipient's Name and Address:**  
 GEORGE T PFLEGER FOUNDATION  
 ATTN: THOMAS G PFLEGER TRUSTEE  
 2549 EASTBLUFF DR. # 481  
 NEWPORT BEACH, CA 92660-3500

## 2012 Proceeds from Broker and Barter Exchange Transactions

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Description	Stock or Other Symbol	Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks, Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
<b>Short Term Sales</b>											
36241KYR3	GNMA POOL #782520 5.5% 12-15-2038 BEO	GNMA	611.3100	01/17/2012	08/10/2011	611.31	685.62	0.00	-74.31	0.00	0.00
912828QX1	UNITED STATES TREAS NTS 1.5 DUE 07-31-2016		25000.0000	01/25/2012	08/04/2011	25,787.03	25,455.16	0.00	331.87	0.00	0.00
855030102	STAPLES INC	SPLS	4000.0000	02/02/2012	04/13/2011	58,598.87	79,700.00	0.00	-21,101.13	0.00	0.00
912828RH5	UTD STATES TREAS 1.375% DUE 09-30-2018 09-30-2018		40000.0000	02/09/2012	10/20/2011	40,104.53	39,332.45	0.00	772.08	0.00	0.00
36241KYR3	GNMA POOL #782520 5.5% 12-15-2038 BEO	GNMA	567.6500	02/15/2012	08/10/2011	567.65	636.65	0.00	-69.00	0.00	0.00
94974BEV8	WELLS FARGO & COMPANY 4.6 MTN TRANCHE # SR 00116 DUE 04-01-2021 USD1000	MTN1	35000.0000	03/01/2012	Various	38,204.60	34,959.40	0.00	3,245.20	0.00	0.00
009158AR7	AIR PRODS & CHEMS 3 DUE 11-03-2021		5000.0000	03/07/2012	10/31/2011	5,126.90	4,997.00	0.00	129.90	0.00	0.00
36241KYR3	GNMA POOL #782520 5.5% 12-15-2038 BEO	GNMA	501.2600	03/15/2012	08/10/2011	501.26	562.19	0.00	-60.93	0.00	0.00
912828KK5	US TREAS NTS DTD 00226 1.375 DUE 04-15-2012 REG		50000.0000	03/21/2012	04/15/2011	50,048.66	50,531.42	0.00	-482.76	0.00	0.00

This is important tax information and is being furnished to you.

# 2012 Tax Information Statement

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 GEORGE T PFLEGER FOUNDATION  
 ATTN: THOMAS G PFLEGER TRUSTEE  
 2549 EASTBLUFF DR. # 481  
 NEWPORT BEACH, CA 92660-3500

THE NORTHERN TRUST COMPANY  
 P.O. BOX 803878  
 CHICAGO, IL 60680

Corrected  2nd TIN notice

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Description	Stock or Other Symbol	Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks, Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
0009327782	EMERSON ELECTRIC CO CALL OPTION W/STK \$55.00 PER SHARE 17-MAR-2012		100.0000	03/23/2012	10/28/2011	13,399.74	0.00	0.00	13,399.74	0.00	0.00
06051GEH8	BANK OF AMER CORP 5.00 DUE 05-13-2021		25000.0000	04/03/2012	05/10/2011	25,098.50	24,891.25	0.00	207.25	0.00	0.00
06406HBX6	BK NY INC MEDIUM TERM SR NTS BOO TRANCHE# TR 00046 2.3 DUE 07-28-2016	MTN1	25000.0000	04/05/2012	07/21/2011	25,626.00	24,978.75	0.00	647.25	0.00	0.00
448814JB0	HYDRO-QUEBEC GTD GLOBAL NT 2% DUE 06-30-2016 REG		25000.0000	04/05/2012	Various	25,725.50	25,043.60	0.00	681.90	0.00	0.00
36241KYR3	GNMA POOL #782520 5.5% 12-15-2038 BEO	GNMA	589.5700	04/16/2012	08/10/2011	589.57	661.24	0.00	-71.67	0.00	0.00
912828RU6	UNITED STATES TREAS NTS .875 DUE 11-30-2016		35000.0000	04/17/2012	Various	35,137.97	35,011.64	0.00	126.33	0.00	0.00
191216AY6	COCA COLA CO 1.65% DUE 03-14-2018		30000.0000	05/10/2012	03/09/2012	30,283.50	29,930.10	0.00	353.40	0.00	0.00
912828RR3	UNITED STATES TREAS NTS 2 DUE 11-15-2021		60000.0000	05/10/2012	12/15/2011	60,941.95	60,454.93	0.00	487.02	0.00	0.00
912828RT9	UNITED STATES TREAS NTS 1.375 DUE 11-30-2018		25000.0000	05/10/2012	12/20/2011	25,339.74	25,051.86	0.00	287.88	0.00	0.00

This is important tax information and is being furnished to you.

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 NEWPORT BEACH, CA 92660-3500

THE NORTHERN TRUST COMPANY  
 P.O. BOX 803878  
 CHICAGO, IL 60680

Corrected       2nd TIN notice

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Description	Stock or Other Symbol	Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks, Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
36241KYR3	GNMA POOL #782520 5.5% 12-15-2038 BEO	GNMA	479,420	05/15/2012	08/10/2011	479,42	537.70	0.00	-58.28	0.00	0.00
91159HHC7	U S BANCORP MEDIUM TERM NTS- BOOK ENTRY TRANCHE # TR 00171 3 DUE 03-15-2022	MTN1	30,000,000	05/29/2012	02/28/2012	30,527.70	29,979.00	0.00	548.70	0.00	0.00
912828RR3	UNITED STATES TREAS NTS 2 DUE 11-15-2021		25,000,000	05/31/2012	12/21/2011	26,113.18	25,175.88	0.00	937.30	0.00	0.00
58013MEM2	MCDONALDS CORP 2.625 DUE 01-15-2022 REG		30,000,000	06/01/2012	09/27/2011	30,838.50	29,576.40	0.00	1,262.10	0.00	0.00
36241KYR3	GNMA POOL #782520 5.5% 12-15-2038 BEO	GNMA	469,280	06/15/2012	08/10/2011	469,28	526.33	0.00	-57.05	0.00	0.00
913017BY0	UTD TECHNOLOGIES 3.1% DUE 06-01-2022 06-01-2022 USD1000		25,000,000	06/19/2012	05/24/2012	26,135.50	24,980.75	0.00	1,154.75	0.00	0.00
084670BD9	BERKSHIRE HATHAWAY 1.9 DUE 01-31-2017		25,000,000	06/25/2012	01/24/2012	25,521.00	24,998.75	0.00	522.25	0.00	0.00
05565QBZ0	BP CAP MKTS P L C 3.245 DUE 05-06-2022		25,000,000	06/27/2012	05/02/2012	25,828.75	25,000.00	0.00	828.75	0.00	0.00
87612EAZ9	TARGET CORP 2.9% DUE 01-15-2022		45,000,000	07/02/2012	01/09/2012	46,408.95	44,713.35	0.00	1,695.60	0.00	0.00

This is important tax information and is being furnished to you.

# 2012 Tax Information Statement

Account Number: 23-03336

Recipient's Tax ID Number: 95-2561117

THE NORTHERN TRUST COMPANY

P.O. BOX 803878  
CHICAGO, IL 60680

Corrected

2nd TIN notice

Recipient's Name and Address:  
GEORGE T PFLEGER FOUNDATION  
ATTN: THOMAS G PFLEGER TRUSTEE  
2549 EASTBLUFF DR. # 481  
NEWPORT BEACH, CA 92660-3500

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Description	Date of Sale or Exchange	Date of Acquisition	Stocks or Other Symbol	Quantity Sold	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
912828LB4	US TREAS NTS NT 1.5 DUE 07-15-2012 BEO 07-15-2012 BEO	07/05/2012	04/17/2012		50,019.36	50,166.18	0.00	-146.82	0.00	0.00
912828RU6	UNITED STATES TREAS NTS .875 DUE 11-30-2016	07/12/2012	Various		25,353.43	24,925.67	0.00	427.76	0.00	0.00
36241KYR3	GNMA POOL #782520 5.5% 12-15-2038 BEO	07/16/2012	08/10/2011	GNMA	618.16	693.31	0.00	-75.15	0.00	0.00
064159AM8	BK NOVA SCOTIA B C 2.55% DUE 01-12-2017	07/17/2012	01/05/2012		31,404.00	29,940.00	0.00	1,464.00	0.00	0.00
912828RF9	UNITED STATES TREAS NTS TNOTE 1 DUE 08-31-2016 REG	07/19/2012	Various		35,736.80	35,269.25	0.00	467.55	0.00	0.00
912828SW1	UTD STATES TREAS CPN .25 DUE 05-31-2014	07/19/2012	Various		50,038.90	49,981.61	0.00	57.29	0.00	0.00
931422AE9	WALGREEN CO NT 5.25 DUE 01-15-2019 REG	07/19/2012	Various		29,234.50	28,984.59	0.00	249.91	0.00	0.00
36202FYZ3	GNMA POOL #005228 3.5% 11-20-2026 BEO	07/20/2012	06/07/2012	GNMAII	541.01	578.37	0.00	-37.36	0.00	0.00
912828LMO	US TREAS NTS 1.375 DUE 09-15-2012 REG REG	07/25/2012	04/17/2012		50,091.63	50,246.26	0.00	-154.63	0.00	0.00

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# 2012 Tax Information Statement

Account Number: 23-03336  
 Recipient's Tax ID Number: 95-2561117  
 Recipient's Name and Address:  
 GEORGE T PFLEGER FOUNDATION  
 ATTN: THOMAS G PFLEGER TRUSTEE  
 2549 EASTBLUFF DR. # 481  
 NEWPORT BEACH, CA 92660-3500

THE NORTHERN TRUST COMPANY  
 P.O. BOX 803878  
 CHICAGO, IL 60680

Corrected  2nd TIN notice

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Description	Stock or Other Symbol	Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Bonds, etc.	Stocks	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
912828LX6	UNITED STATES TREAS NTS DTD 00262 1.375%DUE		50000.0000	07/25/2012	04/17/2012	50,193.19		50,341.96	0.00	-148.77	0.00	0.00
3137EADB2	FHLMC PREASSIGN 00074 2.375 01-13-2022		50000.0000	07/26/2012	07/05/2012	52,535.75		51,627.05	0.00	908.70	0.00	0.00
89153VAA7	TOTAL CAPITAL INTL SA 1.5 DUE 02-17-2017 BEO		50000.0000	07/26/2012	Various	50,819.50		49,429.07	0.00	1,390.43	0.00	0.00
912828RT9	UNITED STATES TREAS NTS 1.375 DUE 11-30-2018		25000.0000	07/26/2012	12/20/2011	25,844.63		25,051.86	0.00	792.77	0.00	0.00
05531FAL7	BB&T CORP SR MEDIUM TERM NTS BOE# TR 00011	MTN1	25000.0000	08/14/2012	Various	25,064.75		25,018.07	0.00	46.68	0.00	0.00
3137EADB2	FHLMC PREASSIGN 00074 2.375 01-13-2022		25000.0000	08/20/2012	07/05/2012	25,822.50		25,813.53	0.00	8.97	0.00	0.00
36202FYZ3	GNMA POOL #005228 3.5% 11-20-2026 BEO	GNNM1	387.4100	08/20/2012	06/07/2012	387.41		414.17	0.00	-26.76	0.00	0.00
78008T2C7	ROYAL BK CDA GLOBAL MEDIUM TERM SR BK NTRANCHE # TR 1.15 DUE 03-13-2015	MTN1	30000.0000	08/21/2012	03/07/2012	30,225.00		29,990.40	0.00	234.60	0.00	0.00
0258M0DC0	AMERN EXPRESS CR CORP MEDIUM TERM NTS TRANCHE # TR 00075 2.8 DUE 09-19-2016	MTN1	30000.0000	08/22/2012	09/14/2011	31,862.40		29,975.10	0.00	1,887.30	0.00	0.00

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# 2012 Tax Information Statement

Account Number: 23-03336  
 Recipient's Tax ID Number: 95-2561117  
 Recipient's Name and Address:  
 GEORGE T PFLEGER FOUNDATION  
 ATTN: THOMAS G PFLEGER TRUSTEE  
 2549 EASTBLUFF DR. # 481  
 NEWPORT BEACH, CA 92660-3500

Corrected  2nd TIN notice

THE NORTHERN TRUST COMPANY  
 P.O. BOX 803878  
 CHICAGO, IL 60680

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Description	Date of Sale or Exchange	Date of Acquisition	Stocks or Other Symbol	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
674599CE3	OCCIDENTAL PETE 2.7% DUE 02-15-2023	09/13/2012	06/19/2012		25,420.25	24,934.75	0.00	485.50	0.00	0.00
78010XAC5	ROYAL BK SCOTLAND 4.875% DUE 03-16-2015	09/18/2012	03/06/2012		32,328.90	31,464.00	0.00	864.90	0.00	0.00
912828RF9	UNITED STATES TREAS NTS TNOTE 1 DUE 08-31-2016 REG	09/19/2012	09/20/2011		25,479.41	25,189.54	0.00	289.87	0.00	0.00
912828RU6	UNITED STATES TREAS NTS .875 DUE 11-30-2016	09/19/2012	12/06/2011		25,338.78	24,906.34	0.00	432.44	0.00	0.00
912828TB6	UNITED STATES TREAS NTS DTD 00410 .75% DUE 06-30-2017 REG	09/19/2012	07/25/2012		25,101.48	25,232.51	0.00	-131.03	0.00	0.00
912828TC4	UNITED STATES TREAS NTS DTD 06/30/2012 1 DUE 06-30-2019	09/19/2012	07/25/2012		24,803.61	25,162.21	0.00	-358.60	0.00	0.00
36202FYZ3	GNMA POOL #005228 3.5% 11-20-2026 BEO	09/20/2012	06/07/2012	GNMMAIL	343.37	367.08	0.00	-23.71	0.00	0.00
22541LAR4	CR SUISSSE 1ST BSTN 4.875% DUE 01-15-2015 BEO	10/10/2012	10/24/2011		27,046.50	26,165.50	0.00	881.00	0.00	0.00
377373AD7	GLAXOSMITHKLINE 2 85 DUE 05-08-2022	10/18/2012	05/02/2012		26,141.25	24,830.00	0.00	1,311.25	0.00	0.00

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68323ABK9	ONTARIO PROV CDA BD 2.45% DUE 06-29-2022 REG		25000.0000	10/18/2012	06/22/2012	25,107.00	24,903.25	0.00	203.75	0.00	0.00
36202FYZ3	GNMA POOL #005228 3.5% 11-20-2026 BEO	GNMAIL	283.1000	10/22/2012	06/07/2012	283.10	302.65	0.00	-19.55	0.00	0.00
00206RBD3	AT&T INC 3 DUE 02-15-2022		35000.0000	10/26/2012	02/09/2012	37,016.70	34,945.75	0.00	2,070.95	0.00	0.00
009158AR7	AIR PRODS & CHEMS 3 DUE 11-03-2021		25000.0000	10/26/2012	10/31/2011	26,109.25	24,985.00	0.00	1,124.25	0.00	0.00
92857WAZ3	VODAFONE GROUP PLC 2.5% DUE 09-26-2022		25000.0000	11/07/2012	09/19/2012	25,216.00	24,674.75	0.00	541.25	0.00	0.00
14912LSF4	CATERPILLAR FINL SVCS CORP MEDIUM TERM N2.85 DUE 06-01-2022 REG		25000.0000	11/08/2012	05/22/2012	26,085.00	24,959.00	0.00	1,126.00	0.00	0.00
85771PAF9	STATOIL ASA 3.15 DUE 01-23-2022		30000.0000	11/08/2012	11/16/2011	32,199.00	29,949.00	0.00	2,250.00	0.00	0.00
36202FYZ3	GNMA POOL #005228 3.5% 11-20-2026 BEO	GNMAIL	476.5800	11/20/2012	06/07/2012	476.58	509.49	0.00	-32.91	0.00	0.00
02364WBD6	AMERICA MOVIL SAB DE CV 3.125 DUE 07-16-2022 REG		25000.0000	12/05/2012	Various	25,630.50	25,081.45	0.00	549.05	0.00	0.00

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Cusip	Description	Date of Sale or Exchange	Date of Acquisition	Stocks or Other Symbol	Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
3137EACZ0	FHLMC BD .375 11-27-2013	12/05/2012	08/22/2012		50,071.50	50,091.45	0.00	-19.95	0.00	0.00
404280AN9	HSBC HLDGS PLC 4 DUE 03-30-2022									
25000.0000	12/05/2012 03/27/2012				27,510.75	24,837.00	0.00	2,673.75	0.00	0.00
59156RBF4	METLIFE INC SR COMPONENT DEB SER C TRANCHE 2									
25000.0000	STEP UP 12-15-2022 10-10-2014	12/05/2012	09/28/2012		25,624.75	25,417.00	0.00	207.75	0.00	0.00
912828TB6	UNITED STATES TREAS NTS DTD 00410 .75% DUE 06-30-2017 REG									
25000.0000	12/05/2012 07/25/2012				25,245.03	25,232.50	0.00	12.53	0.00	0.00
912828TJ9	UNITED STATES TREAS NTS DTD 08/15/2012 1.625% DUE 08-15-2022 REG									
25000.0000	12/05/2012 10/10/2012				25,178.61	24,849.71	0.00	328.90	0.00	0.00
74005PBA1	PRAXAIR INC 2.45 DUE 02-15-2022									
35000.0000	12/06/2012 02/01/2012				35,620.20	34,857.90	0.00	762.30	0.00	0.00
09247XAK7	BLACKROCK INC 1.375% DUE 06-01-2015									
25000.0000	12/12/2012 05/22/2012				25,372.75	24,971.25	0.00	401.50	0.00	0.00
36202FYZ3	GNMA POOL #005228 3.5% 11-20-2026 BEO									
646.8900	12/20/2012 06/07/2012			GNMAIL	646.89	691.57	0.00	-44.68	0.00	0.00
<b>Total Short Term Sales</b>					<b>1,865,205.64</b>	<b>1,836,328.52</b>	<b>0.00</b>	<b>28,877.12</b>	<b>0.00</b>	<b>0.00</b>

**Long Term 15% Sales**

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THE NORTHERN TRUST COMPANY  
 P.O. BOX 803878  
 CHICAGO, IL 60680

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Cusip	Description	Stock or Other Symbol	Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
912828KB5	US TREAS NTS BILLS OF EXCHANGE 15/01/12 1.125 DUE 01-15-2012 REG		75000.0000	01/06/2012	06/18/2010	75,011.47	75,606.70	0.00	-595.23	0.00	0.00
464287176	MFC ISHARES TR BARCLAYS TIPS BD FD PROTECTED SECS FD	TIP	200.0000	01/18/2012	04/06/2009	23,518.54	20,194.89	0.00	3,323.65	0.00	0.00
665162582	MFB NORTN FUNDS EMERGING MKTS EQTY	NOEMX	1361.1600	01/18/2012	04/25/2006	15,000.00	13,611.60	0.00	1,388.40	0.00	0.00
912828KC3	UNITED STATES TREAS NTS BONDS 1.375% DUE 02-15-2012 REG		50000.0000	01/25/2012	12/20/2010	50,029.13	50,568.53	0.00	-539.40	0.00	0.00
665162582	MFB NORTN FUNDS EMERGING MKTS EQTY	NOEMX	4288.1700	02/02/2012	04/25/2006	50,000.00	42,881.70	0.00	7,118.30	0.00	0.00
665162699	MFB NORTN HI YIELD FXD INC FD	NHFIX	6925.2100	02/02/2012	06/07/2007	50,000.00	56,994.47	0.00	-6,994.47	0.00	0.00
G1151C101	ACCENTURE PLC SHS CL A NEW	ACN	1100.0000	02/02/2012	12/21/2005	64,381.76	31,428.98	0.00	32,952.78	0.00	0.00
548661CM7	LOWES COS INC 5.6% DUE 09-15-2012		25000.0000	02/15/2012	10/18/2007	25,716.25	25,302.00	0.00	414.25	0.00	0.00
89233P4B9	TOYOTA MTR CR CORP MEDIUM TERM NTS 3.2 DUE 06-17-2015	MTN1	50000.0000	02/16/2012	06/18/2010	53,318.50	50,441.00	0.00	2,877.50	0.00	0.00

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665162699	MFB NORTN HI YIELD FXD INC FD	NHFIX	3406.0000	03/01/2012	Various	25,000.00	27,299.25	0.00	-2,299.25	0.00	0.00
075887AW9	BECTON DICKINSON & 3.25% DUE 11-12-2020		50000.0000	03/08/2012	Various	52,592.50	49,311.55	0.00	3,280.95	0.00	0.00
369604AY9	GENERAL ELEC CO 5% DUE 02-01-2013		50000.0000	03/14/2012	06/18/2010	51,902.00	53,465.00	0.00	-1,563.00	0.00	0.00
166764100	CHEVRONTEXACO CORP COM	CVX	300.0000	03/30/2012	02/12/2007	32,099.28	21,585.00	0.00	10,514.28	0.00	0.00
594918104	MICROSOFT CORP COM	MSFT	1000.0000	03/30/2012	11/29/2002	32,229.27	29,031.45	0.00	3,197.82	0.00	0.00
665162582	MFB NORTN FUNDS EMERGING MKTS EQTY EOTY INDEX FD	NOEMX	2145.9200	03/30/2012	04/25/2006	25,000.00	21,459.20	0.00	3,540.80	0.00	0.00
665162699	MFB NORTN HI YIELD FXD INC FD	NHFIX	6839.9500	03/30/2012	01/03/2008	50,000.00	52,599.22	0.00	-2,599.22	0.00	0.00
847560109	SPECTRA ENERGY CORP COM STK	SE	1000.0000	03/30/2012	08/26/2008	31,607.29	26,370.00	0.00	5,237.29	0.00	0.00
22541LAR4	CR SUISE 1ST BSTN 4.875% DUE 01-15-2015 BEO		25000.0000	04/05/2012	06/18/2010	27,058.25	26,689.00	0.00	369.25	0.00	0.00

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3133XYWB7	FHLB 0.875% BDS 22/08/12 USD5000 875 08-22-2012	04/05/2012	Various		50,130.00	49,964.43	0.00	165.57	0.00	0.00
50000.0000				FNMAB						
31398A4M1	FNMA 1.625 10-26-2015	04/05/2012	10/25/2010		102,904.50	101,017.50	0.00	1,887.00	0.00	0.00
100000.0000				FNMAB						
31398AT44	FNMA 1.5% NTS 26/06/2013 USD1000 1.5 06-26-2013	04/05/2012	Various		50,714.60	50,289.48	0.00	425.12	0.00	0.00
50000.0000				FNMAB						
31398AU34	FNMA 2.375 DUE 07-28-2015	04/05/2012	Various		52,703.90	50,127.95	0.00	2,575.95	0.00	0.00
50000.0000				FNMAB						
58933YAA3	MERCK & CO INC NEW 3.875% DUE 01-15-2021	04/05/2012	12/08/2010		54,843.00	49,564.51	0.00	5,278.49	0.00	0.00
50000.0000										
742718DQ9	PROCTER & GAMBLE 3.15% DUE 09-01-2015	04/05/2012	06/18/2010		26,837.50	26,023.25	0.00	814.25	0.00	0.00
25000.0000										
961214BP7	WESTPAC BKG CORP 3% DUE 12-09-2015	04/05/2012	12/02/2010		51,766.50	49,947.01	0.00	1,819.49	0.00	0.00
50000.0000										
913017BH1	UTD TECHNOLOGIES 4.875% DUE 05-01-2015 4.875 DUE 05-01-2015/04-29-2005 BEO	04/13/2012	01/03/2008		27,969.50	25,066.75	0.00	2,902.75	0.00	0.00
25000.0000										
912828PC8	UNITED STATES TREAS NTS 2.625 DUE 11-15-2020 REG	04/17/2012	11/22/2010		26,776.27	24,606.55	0.00	2,169.72	0.00	0.00
25000.0000										

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912828NE6	UNITED STATES TREAS NTS DTD 00293 .75% DUE 05-31-2012 REG		50000.0000	05/02/2012	06/18/2010	50,025.22	50,033.37	0.00	-8.15	0.00	0.00
670346AL9	NUCOR CORP 4.125% DUE 09-15-2022		25000.0000	05/09/2012	Various	27,930.25	24,967.00	0.00	2,963.25	0.00	0.00
912828KX7	UNITED STATES TREAS NTS T-NT 1.875% DUE 06-15-2012 REG		50000.0000	06/12/2012	04/15/2011	50,005.69	50,890.79	0.00	-885.10	0.00	0.00
912828PH7	UNITED STATES TREAS NTS T-NOTE .375% DUE 08-31-2012 REG		25000.0000	07/16/2012	12/20/2010	25,010.66	24,928.79	0.00	81.87	0.00	0.00
031162BF6	AMGEN INC 2.3% DUE 06-15-2016		30000.0000	07/19/2012	Various	31,281.30	30,003.48	0.00	1,277.82	0.00	0.00
3137EACA5	FHLMC PREASSIGN 00049 3.75 03-27-2019		50000.0000	07/19/2012	06/18/2010	58,191.90	51,289.80	0.00	6,902.10	0.00	0.00
31398A4M1	FNMA 1.625 10-26-2015	FNMAB	25000.0000	07/19/2012	10/25/2010	25,929.13	25,254.38	0.00	674.75	0.00	0.00
31398AT44	FNMA 1.5% NTS 26/06/2013 USD1000 1.5 06-26-2013	FNMAB	25000.0000	07/19/2012	06/18/2010	25,292.00	25,106.70	0.00	185.30	0.00	0.00
31398AU34	FNMA 2.375 DUE 07-28-2015	FNMAB	25000.0000	07/19/2012	06/18/2010	26,466.83	25,033.40	0.00	1,433.43	0.00	0.00

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36962G4R2	GENERAL ELEC CAP CORP MEDIUM TERM NTS BOOK			MTN1					
25000.0000	ENTRY MTN 4.375% DUE 09-16-2020	07/19/2012	09/13/2010	27,787.50	24,804.25	0.00	2,983.25	0.00	0.00
822582AQ5	SHELL INTL FIN B V 3.1% DUE 06-28-2015								
25000.0000		07/19/2012	06/25/2010	26,839.75	25,264.50	0.00	1,575.25	0.00	0.00
912828NY2	UTD STATES TREAS .75% DUE 09-15-2013 DUE								
25000.0000	09-15-2013 REG	07/19/2012	12/20/2010	25,163.00	24,913.17	0.00	249.83	0.00	0.00
931142CU5	WAL-MART STORES 3.625% DUE 07-08-2020								
40000.0000		07/19/2012	06/30/2010	45,043.60	39,963.20	0.00	5,080.40	0.00	0.00
912828LR9	UNITED STATES OF AMER TREAS NOTES NT 1.375% DUE								
50000.0000	10-15-2012 REG	07/25/2012	06/18/2010	50,146.32	50,593.92	0.00	-447.60	0.00	0.00
58933YAA3	MERCK & CO INC NEW 3.875% DUE 01-15-2021								
25000.0000		07/26/2012	12/08/2010	28,749.75	24,782.25	0.00	3,967.50	0.00	0.00
05567LU54	BNP PARIBAS / BNP 3.6% DUE 02-23-2016								
30000.0000		08/08/2012	02/18/2011	31,020.30	29,978.10	0.00	1,042.20	0.00	0.00
36241KYR3	GNMA POOL #782520 5.5% 12-15-2038 BEO								
863.2200		08/15/2012	08/10/2011	863.22	968.16	0.00	-104.94	0.00	0.00
3133XYWB7	FHLB 0.875% BDS 22/08/12 USD5000 .875 08-22-2012								
100000.0000		08/22/2012	06/18/2010	100,000.00	99,862.00	0.00	138.00	0.00	0.00

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36241KYR3	GNMA POOL #782520 5.5% 12-15-2038 BEO	GNMA	859.8600	09/17/2012	08/10/2011	859.86	964.39	0.00	-104.53	0.00	0.00
464287176	MFC ISHARES TR BARCLAYS TIPS BD FD PROTECTED SECS FD	TIP	1500.0000	10/03/2012	04/06/2009	183,879.68	151,461.70	0.00	32,417.98	0.00	0.00
912828MG2	UNITED STATES TREAS NTS DTD 00271 1.375%DUE 01-15-2013 REG		25000.0000	10/04/2012	06/18/2010	25,085.85	25,229.58	0.00	-143.73	0.00	0.00
36241KYR3	GNMA POOL #782520 5.5% 12-15-2038 BEO	GNMA	840.1800	10/15/2012	08/10/2011	840.18	942.31	0.00	-102.13	0.00	0.00
912828MG2	UNITED STATES TREAS NTS DTD 00271 1.375%DUE 01-15-2013 REG		25000.0000	10/18/2012	06/18/2010	25,073.16	25,229.57	0.00	-156.41	0.00	0.00
437076102	HOME DEPOT INC	HD	500.0000	10/25/2012	04/13/2011	30,324.32	18,747.50	0.00	11,576.82	0.00	0.00
742718109	PROCTER & GAMBLE CO	PG	300.0000	10/25/2012	12/21/2004	21,062.52	16,847.70	0.00	4,214.82	0.00	0.00
548661CT2	LOWES COS INC 3.75% DUE 04-15-2021		35000.0000	10/26/2012	11/17/2010	38,211.60	34,986.00	0.00	3,225.60	0.00	0.00
36241KYR3	GNMA POOL #782520 5.5% 12-15-2038 BEO	GNMA	736.4200	11/15/2012	08/10/2011	736.42	825.94	0.00	-89.52	0.00	0.00

This is important tax information and is being furnished to you.

# 2012 Tax Information Statement

THE NORTHERN TRUST COMPANY  
 P.O. BOX 803878  
 CHICAGO, IL 60680

Account Number: 23-03336  
 Recipient's Tax ID Number: 95-2561117

Corrected  2nd TIN notice

Recipient's Name and Address:  
 GEORGE T PFLEGER FOUNDATION  
 ATTN: THOMAS G PFLEGER TRUSTEE  
 2549 EASTBLUFF DR. # 481  
 NEWPORT BEACH, CA 92660-3500

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Description	Date of Sale or Exchange	Date of Acquisition	Stocks or Other Symbol	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
464287630	MFC ISHARES TR RUSSELL 2000 VALUE INDEX FD	12/03/2012	12/21/2004	IWN	36,559.18	32,038.70	0.00	4,520.48	0.00	0.00
500.0000										
464287705	MFC ISHARES TR S&P MIDCAP 400 VALUE INDEX FD	12/03/2012	12/21/2004	IJJ	42,959.03	31,765.39	0.00	11,193.64	0.00	0.00
500.0000										
50076Q106	KRAFT FOODS GROUP INC COM	12/03/2012	05/26/2010	KRFT	45,759.47	30,223.02	0.00	15,536.45	0.00	0.00
1000.0000										
713448108	PEPSICO INC	12/03/2012	11/01/2000	PEP	35,004.31	24,493.75	0.00	10,510.56	0.00	0.00
500.0000										
847560109	SPECTRA ENERGY CORP COM STK	12/03/2012	08/26/2008	SE	27,759.37	26,370.00	0.00	1,389.37	0.00	0.00
1000.0000										
31398A744	FNMA 1.5% NTS 26/06/2013 USD1000 1.5 06-26-2013	12/05/2012	06/18/2010	FNMA	75,536.10	75,320.10	0.00	216.00	0.00	0.00
75000.0000										
24422ERH4	DEERE JOHN CAP CORP MEDIUM TERM NTS-BOOK3.15	12/06/2012	10/05/2011	MTN1	32,101.50	29,864.70	0.00	2,236.80	0.00	0.00
30000.0000										
46625HHX1	JPMORGAN CHASE & 3.45% DUE 03-01-2016	12/07/2012	02/17/2011		31,965.90	30,003.90	0.00	1,962.00	0.00	0.00
30000.0000										
91324PBS0	UNITEDHEALTH GROUP 1.875% DUE 11-15-2016	12/10/2012	11/07/2011		25,832.50	24,779.50	0.00	1,053.00	0.00	0.00
25000.0000										

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# 2012 Tax Information Statement

THE NORTHERN TRUST COMPANY  
 P.O. BOX 803878  
 CHICAGO, IL 60680

Account Number: 23-03336  
 Recipient's Tax ID Number: 95-2561117  
 Corrected  2nd TIN notice

Recipient's Name and Address:  
 GEORGE T PFLEGER FOUNDATION  
 ATTN: THOMAS G PFLEGER TRUSTEE  
 2549 EASTBLUFF DR. # 481  
 NEWPORT BEACH, CA 92660-3500

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Description	Stock or Other Symbol	Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Bonds, etc.	Stocks	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
36241KYR3	GNMA POOL #782520 5.5% 12-15-2038 BEO	GNMA	562.1000	12/17/2012	08/10/2011	562.10	630.43	630.43	0.00	68.33	0.00	0.00
<b>Total Long Term 15% Sales</b>						<b>2,514,969.48</b>	<b>2,310,808.41</b>	<b>0.00</b>	<b>0.00</b>	<b>204,161.07</b>	<b>0.00</b>	<b>0.00</b>

This is important tax information and is being furnished to you.

2012 DEPRECIATION AND AMORTIZATION REPORT

Form 990-PF Page 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
1	Printer	123102SL		5.00	17	716.			716.	716.		0.
2	Dell Computer - TGP	011103SL		5.00	17	1,275.			1,275.	1,275.		0.
3	Dell Computer - VC	021003SL		5.00	17	648.			648.	648.		0.
4	Sony Vaio Laptop - VC	050903SL		5.00	17	2,220.			2,220.	2,220.		0.
5	Printer	040604SL		5.00	17	836.			836.	836.		0.
16	Dell Computer - Marketing	041206SL		5.00	17	2,610.			2,610.	2,610.		0.
	* Total 990-PF Pg 1					8,305.		0.	8,305.	8,305.	0.	0.
	Depr											

Form **4562**

**Depreciation and Amortization** 990-PF  
(Including Information on Listed Property)

OMB No 1545-0172

**2012**

Attachment  
Sequence No 179

Department of the Treasury  
Internal Revenue Service (99)

▶ See separate instructions. ▶ Attach to your tax return.

Name(s) shown on return

Business or activity to which this form relates

Identifying number

George T. Pflieger Foundation

c/o Optivest, Inc.

Form 990-PF Page 1

95-2561117

**Part I Election To Expense Certain Property Under Section 179** Note: If you have any listed property, complete Part V before you complete Part I.

1	Maximum amount (see instructions)	1	500,000.
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation	3	2,000,000.
4	Reduction in limitation Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	

6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost

7	Listed property Enter the amount from line 29	7	
8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction. Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2011 Form 4562	10	
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5	11	
12	Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2013 Add lines 9 and 10, less line 12	13	

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

**Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property)**

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	

**Part III MACRS Depreciation (Do not include listed property)** (See instructions)

**Section A**

17	MACRS deductions for assets placed in service in tax years beginning before 2012	17	
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here		<input type="checkbox"/>

**Section B - Assets Placed in Service During 2012 Tax Year Using the General Depreciation System**

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a	3-year property					
b	5-year property					
c	7-year property					
d	10-year property					
e	15-year property					
f	20-year property					
g	25-year property		25 yrs.		S/L	
h	Residential rental property	/	27.5 yrs.	MM	S/L	
		/	27.5 yrs.	MM	S/L	
i	Nonresidential real property	/	39 yrs.	MM	S/L	
		/	39 yrs.	MM	S/L	

**Section C - Assets Placed in Service During 2012 Tax Year Using the Alternative Depreciation System**

20a	Class life				S/L	
b	12-year		12 yrs		S/L	
c	40-year	/	40 yrs	MM	S/L	

**Part IV Summary** (See instructions)

21	Listed property. Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations - see instr.	22	0.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

218251  
12-28-12

LHA For Paperwork Reduction Act Notice, see separate instructions.

Form 4562 (2012)

Part V Listed Property (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement)

Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

Section A - Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles)

24a Do you have evidence to support the business/investment use claimed? Yes No 24b If "Yes," is the evidence written? Yes No

Table with 9 columns: (a) Type of property, (b) Date placed in service, (c) Business/investment use percentage, (d) Cost or other basis, (e) Basis for depreciation, (f) Recovery period, (g) Method/Convention, (h) Depreciation deduction, (i) Elected section 179 cost. Includes rows 25-29.

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

Table with 6 columns: (a) Vehicle, (b) Vehicle, (c) Vehicle, (d) Vehicle, (e) Vehicle, (f) Vehicle. Rows 30-36.

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons

Table with 2 columns: Yes, No. Rows 37-41.

Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles

Part VI Amortization

Table with 6 columns: (a) Description of costs, (b) Date amortization begins, (c) Amortizable amount, (d) Code section, (e) Amortization period or percentage, (f) Amortization for this year. Rows 42-44.

# Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

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

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

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

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

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

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

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

<b>Type or print</b>	Name of exempt organization or other filer, see instructions. George T. Pflieger Foundation c/o Optinvest, Inc.	Employer identification number (EIN) or  95-2561117
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions 24901 Dana Point Harbor Dr., No. #230	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. Dana Point, CA 92629	

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

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

Optinvest, Inc.

- The books are in the care of ▶ 24901 Dana Point Harbor Dr., #230 - Dana Point, CA 92629  
Telephone No ▶ 949-363-8686 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box . If it is for part of the group, check this box  and attach a list with the names and EINs of all members the extension is for

**1** I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until August 15, 2013, to file the exempt organization return for the organization named above. The extension is for the organization's return for:  
▶  calendar year 2012 or  
▶  tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_

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

<b>3a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	<b>3a</b>	\$	0.
<b>b</b> If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	<b>3b</b>	\$	5,466.
<b>c Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>3c</b>	\$	0.

**Caution.** If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions  
LHA For Privacy Act and Paperwork Reduction Act Notice, see instructions. Form 8868 (Rev. 1-2013)