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

2012

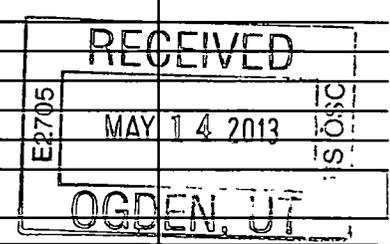
Department of the Treasury
Internal Revenue Service

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

<p>THE BILL MUSTER FOUNDATION 4640 ADMIRALTY WAY #402 MARINA DEL REY, CA 90292</p>		<p>A Employer identification number 95-4215790</p>						
<p>G Check all that apply:</p> <table style="width:100%; border: none;"> <tr> <td style="border: none;"><input type="checkbox"/> Initial return</td> <td style="border: none;"><input type="checkbox"/> Initial return of a former public charity</td> </tr> <tr> <td style="border: none;"><input type="checkbox"/> Final return</td> <td style="border: none;"><input type="checkbox"/> Amended return</td> </tr> <tr> <td style="border: none;"><input type="checkbox"/> Address change</td> <td style="border: none;"><input type="checkbox"/> Name change</td> </tr> </table>		<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	<input type="checkbox"/> Address change	<input type="checkbox"/> Name change	<p>B Telephone number (see the instructions) (310) 301-3545</p>
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity							
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return							
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change							
<p>H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation</p>		<p>C If exemption application is pending, check here <input type="checkbox"/></p> <p>D 1 Foreign organizations, check here <input type="checkbox"/></p> <p>2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/></p>						
<p>I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 1,125,355.</p>		<p>E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/></p> <p>F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/></p>						
<p>J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ <i>(Part I, column (d) must be on cash basis.)</i></p>								

Part I	Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i>	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc., received (att sch)				
	2 <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	39,709.	39,709.	39,709.	
	5a Gross rents	24,256.	24,256.	24,256.	
	b Net rental income or (loss) 4,477.				
	6a Net gain/(loss) from sale of assets not on line 10	12,024.			
	b Gross sales price for all assets on line 6a 101,405.				
	7 Capital gain net income (from Part IV, line 3)		12,024.		
	8 Net short-term capital gain			2,951.	
	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)					
12 Total. Add lines 1 through 11		75,989.	75,989.	66,916.	
ADMINISTRATIVE AND EXPENSES	13 Compensation of officers, directors, trustees, etc	14,000.	7,000.		7,000.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch) SEE ST 1	3,220.	3,220.		
	c Other prof fees (attach sch)				
	17 Interest	13.	13.		
	18 Taxes (attach schedule)(see instrs) SEE STM 2	2,258.	2,258.		
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
22 Printing and publications					
23 Other expenses (attach schedule) SEE STATEMENT 3	20,369.	20,168.		201.	
24 Total operating and administrative expenses. Add lines 13 through 23	39,860.	32,659.		7,201.	
25 Contributions, gifts, grants paid PART XV	68,225.			68,225.	
26 Total expenses and disbursements. Add lines 24 and 25	108,085.	32,659.		75,426.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-32,096.				
b Net investment income (if negative, enter -0-)		43,330.			
c Adjusted net income (if negative, enter -0-)			66,916.		



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
ASSETS	1	Cash – non-interest-bearing			
	2	Savings and temporary cash investments	3,325.	19,539.	19,539.
	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 4	605,348.	545,446.	693,102.
	c	Investments – corporate bonds (attach schedule) STATEMENT 5	364,472.	374,700.	377,879.
	11	Investments – land, buildings, and equipment: basis			
	Less: accumulated depreciation (attach schedule)				
12	Investments – mortgage loans				
13	Investments – other (attach schedule)				
14	Land, buildings, and equipment: basis				
	Less: accumulated depreciation (attach schedule)				
15	Other assets (describe SEE STATEMENT 6)	-69,530.	-68,166.	34,835.	
16	Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I)	903,615.	871,519.	1,125,355.	
LIABILITIES	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe)			
	23	Total liabilities (add lines 17 through 22)	0.	0.	
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	1,037,606.	1,037,606.	
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	-133,991.	-166,087.	
	30	Total net assets or fund balances (see instructions)	903,615.	871,519.	
31	Total liabilities and net assets/fund balances (see instructions)	903,615.	871,519.		

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	903,615.
2	Enter amount from Part I, line 27a	2	-32,096.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	871,519.
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	871,519.

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)
1 a 5,782.83 SHS FRANK RUSSELL LIFEPOINTS BALANCED STR.	P	VARIOUS	VARIOUS
b 342.877 SHS WELLINGTON FUND ADMIRAL CHECK REDEMPTIO	P	VARIOUS	11/09/12
c 337.268 SHS WELLINGTON FUND ADMIRAL SELL ELECTRONIC	P	VARIOUS	12/05/12
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 61,405.		58,454.	2,951.
b 20,000.		15,591.	4,409.
c 20,000.		15,336.	4,664.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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			2,951.
b			4,409.
c			4,664.
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	12,024.
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	2,951.

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

(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	74,939.	1,115,087.	0.067205
2010	75,903.	1,163,150.	0.065256
2009	78,334.	1,110,657.	0.070529
2008	78,000.	1,237,096.	0.063051
2007	77,204.	1,356,832.	0.056900

2 Total of line 1, column (d)	2	0.322941
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	0.064588
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,099,984.
5 Multiply line 4 by line 3	5	71,046.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	433.
7 Add lines 5 and 6	7	71,479.
8 Enter qualifying distributions from Part XII, line 4	8	75,426.

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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	433.
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	433.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	433.
6 Credits/Payments:			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a		
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments Add lines 6a through 6d	7		0.
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		433.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2013 estimated tax	11		
	Refunded		

Part VII-A Statements Regarding Activities

	Yes	No
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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ \$ <u>0.</u> (2) On foundation managers ▶ \$ <u>0.</u>		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ <u>0.</u>		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If 'Yes,' has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>CA</u>		
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 <i>General Instruction G</i> ? <i>If 'No,' attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>VICKI FISHER MAGASINN</u> Telephone no <u>(310) 301-3545</u> Located at <u>4640 ADMIRALTY WAY, #402 MARINA DEL REY CA</u> ZIP + 4 <u>90292</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <u>N/A</u> and enter the amount of tax-exempt interest received or accrued during the year <u>N/A</u>	15		
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country	16		X

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

File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.

	Yes	No
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 <input type="checkbox"/>	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years <u>20 __ , 20 __ , 20 __ , 20 __</u>		
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 <u>20 __ , 20 __ , 20 __ , 20 __</u>		
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:

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

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

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

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

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

b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No

Organizations relying on a current notice regarding disaster assistance check here

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

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d). N/A

6 a 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.

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

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

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
VICKI F. MAGASINN 4640 ADMIRALTY WAY, SUITE 402 MARINA DEL REY, CA 90292	PRESIDENT 1.50	14,000.	0.	0.
JONATHAN M. FELDMAN 4640 ADMIRALTY WAY, SUITE 402 MARINA DEL REY, CA 90292	SECRETARY/TR 0	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		

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	1,070,468.
b Average of monthly cash balances	1 b	11,432.
c Fair market value of all other assets (see instructions)	1 c	34,835.
d Total (add lines 1a, b, and c)	1 d	1,116,735.
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	1,116,735.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	16,751.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,099,984.
6 Minimum investment return. Enter 5% of line 5	6	54,999.

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	54,999.
2a Tax on investment income for 2012 from Part VI, line 5	2 a	433.	
b Income tax for 2012 (This does not include the tax from Part VI)	2 b		
c Add lines 2a and 2b		2 c	433.
3 Distributable amount before adjustments Subtract line 2c from line 1		3	54,566.
4 Recoveries of amounts treated as qualifying distributions		4	
5 Add lines 3 and 4		5	54,566.
6 Deduction from distributable amount (see instructions)		6	
7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	54,566.

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	1 a	75,426.
b Program-related investments – total from Part IX-B	1 b	
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)	3 a	
b Cash distribution test (attach the required schedule)	3 b	
4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	75,426.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	433.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	74,993.

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				54,566.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			0.	
b Total for prior years: 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2012.				
a From 2007	12,162.			
b From 2008	17,431.			
c From 2009	23,833.			
d From 2010	18,259.			
e From 2011	20,107.			
f Total of lines 3a through e	91,792.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 75,426.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required – see instructions)		0.		
c Treated as distributions out of corpus (Election required – see instructions)	0.			
d Applied to 2012 distributable amount				54,566.
e Remaining amount distributed out of corpus	20,860.			
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	112,652.			
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)	12,162.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	100,490.			
10 Analysis of line 9:				
a Excess from 2008	17,431.			
b Excess from 2009	23,833.			
c Excess from 2010	18,259.			
d Excess from 2011	20,107.			
e Excess from 2012	20,860.			

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a 'Assets' alternative test – enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test – enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2))
 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 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
<i>a Paid during the year</i> SEE ATTACHED SCHEDULE	NONE	PUBLIC	GENERAL FUND	68,225.
Total				68,225.
<i>b Approved for future payment</i>				
Total				3 b

CLIENT MUSTER

THE BILL MUSTER FOUNDATION

95-4215790

STATEMENT 1
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	\$ 3,220.	\$ 3,220.		
TOTAL	<u>\$ 3,220.</u>	<u>\$ 3,220.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

STATEMENT 2
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAXES - FEDERAL	\$ 1,570.	\$ 1,570.		
TAXES - FOREIGN	2.	2.		
TAXES - STATE	686.	686.		
TOTAL	<u>\$ 2,258.</u>	<u>\$ 2,258.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

STATEMENT 3
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FILING FEES	\$ 25.	\$ 25.		
INVESTMENT MANAGEMENT FEES	364.	364.		
OFFICE EXPENSE	201.			\$ 201.
RENTAL EXPENSES	19,779.	19,779.		
TOTAL	<u>\$ 20,369.</u>	<u>\$ 20,168.</u>	<u>\$ 0.</u>	<u>\$ 201.</u>

STATEMENT 4
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

CORPORATE STOCKS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
VANGUARD - WELLINGTON FUND	COST	\$ 545,446.	\$ 693,102.
FIRST WESTERN - EQUITY INVESTMENTS	COST	0.	0.
TOTAL		<u>\$ 545,446.</u>	<u>\$ 693,102.</u>

CLIENT MUSTER

THE BILL MUSTER FOUNDATION

95-4215790

STATEMENT 5
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>
VANGUARD - SHORT TERM INV. GRADE FUND	COST	\$ 374,700.	\$ 377,879.
	TOTAL	<u>\$ 374,700.</u>	<u>\$ 377,879.</u>

STATEMENT 6
FORM 990-PF, PART II, LINE 15
OTHER ASSETS

	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
MEADOWLAKE ASSOCIATES	\$ -68,166.	\$ 34,835.
TOTAL	<u>\$ -68,166.</u>	<u>\$ 34,835.</u>

THE BILL MUSTER FOUNDATION**2012 Charitable Contributions**

January 1, 2012 - December 31, 2012

<u>Date</u>	<u>Name & Address of Charity</u>	<u>Amount of Contribution</u>	<u>Charitable Purpose</u>
1/27/12	International Cultic Studies Assoc P.O. Box 2265 Bonita Springs, FL 34133	500.00	Charitable
1/27/12	International Documentary Assoc 1201 W. 5 th Street, M320 Los Angeles, CA 90017-1461	9000.00	Charitable
1/27/12	Desert Botanical Garden 1201 N. Galvin Parkway Phoenix, AZ 85008	240.00	Charitable
1/27/12	Doctors Without Borders P.O. Box 5030 Hagerstown, MD 21741-5030	60.00	Charitable
1/27/12	World Wildlife Fund 1250 Twenty-Fourth St., NW P.O. Box 96555 Washington, DC 20077-7789	66.00	Charitable
1/27/12	Planned Parenthood Federation of America 1110 Vermont Ave. NW Suite 300 Washington, DC 20005	10.00	Charitable
1/27/12	Habitat For Humanity 121 Habitat Street Americus, GA 31709-3498	35.00	Charitable

1/27/12	Animal League Defense Fund 170 East Cotati Avenue Cotati, CA 94931	25.00	Charitable
1/27/12	Arizona Humane Society P.O. Box 90610 Phoenix, AZ 85066-0610	10.00	Charitable
1/27/12	The Humane Society of US Partners Circle P.O. Box 97015 Washington DC 20077-7269	25.00	Charitable
1/27/12	Phoenix Childrens Hospital 2929 East Camelback Road, Ste 122 Phoenix, AZ 85016	25.00	Charitable
1/27/12	The Nature Conservancy 4245 North Fairfax Drive, Suite 100 Arlington, VA 22203-1600	25.00	Charitable
1/27/12	International Fund for Animal Welfare 290 Summer St. Yarmouth Port, MA 02675	20.00	Charitable
1/27/12	Sojourner Center P.O. Box 20156 Phoenix, AZ 85036	10.00	Charitable
1/27/12	North Shore Animal League 25 Davis Ave Port Washington, NY 11050	15.00	Charitable
1/27/12	International Rescue Committee PO Box 6068 Albert Lea, MN 56007-9847	20.00	Charitable
1/27/12	Barrows Neurological Foundation Attn: Julie Alvarado 3110 N. Central #135 Phoenix, AZ 85018	600.00	Charitable

2/3/12	International Cultic Studies Assoc P.O. Box 2265 Bonita Springs, FL 34133	275.00	Charitable
2/24/12	Scottsdale Active 20/30 Foundation c/o John Damiris 8800 E. Raintree Dr., Ste 100 Scottsdale, AZ 85260	200.00	Charitable
2/2/11	ASU Women's Golf c/o Missy Kaye P.O. Box 872505 Tempe, AZ 85287-2505	1400.00	Charitable
2/24/12	St. Jude's Children's Hospital *Sent to Bill to hand out directly	250.00	Charitable
2/24/12	Wildlife Conservation Society *Sent to Bill to mail out directly	20.00	Charitable
2/24/12	Arizona Humane Society P.O. Box 90610 Phoenix, AZ 85066-0610	20.00	Charitable
2/24/12	FINCA P.O. Box 98048 Washington DC 20090-8048	25.00	Charitable
3/1/12	Parkinson's Resources Oregon c/o Holly Chaimov 3975 Mercantile Dr. Lake Oswego, OR 97035	500.00	Charitable
3/21/12	The Ronald McDonald House Charities c/o Rylee O'Brian 2620 N. Commercial Portland, OR 97227	1950.00	Charitable

3/21/12	Phoenix Children's Hospital *Sent to Bill to hand directly	2000.00	Charitable
3/23/12	Tempe Symphonic Wind 5916 S. Rita Lane Tempe, AZ 85283-3022	500.00	Charitable
4/2/12	ASU Women's Golf c/o Missy Kaye P.O. Box 872505 Tempe, AZ 85287-2505	1000.00	Charitable
4/25/12	Barrows Neurological Foundation *sent to Bill directly to hand out	100.00	Charitable
4/25/12	Descanso Gardens c/o Natalie Adams 1418 Descanso Dr. La Canada Flintridge, CA 91011	200.00	Charitable
5/23/12	International Cultic Studies P.O. Box 2265 Bonita Springs, FL 34133	600.00	Charitable
5/23/12	East Valley Wildlife 1612 E. Cindy st. Chandler, AZ 85225	100.00	Charitable
5/30/12	Easter Seals c/o Greg Cornelius 1057 College Ave. Santa Rosa, CA 95404	500.00	Charitable
5/30/12	The Costanti Foundation c/o Chris or Daniel E. Doubletree Ranch Rd. Paradise Valley, AZ 85253	200.00	Charitable
5/30/12	Carousel of Hope *sent to Bill to hand directly	2000.00	Charitable

5/30/12	St. Jude Foundation c/o Cindy Ward 10024 N. 94 th Ln. Peoria, AZ 85345	300.00	Charitable
5/30/12	Natl Football Foundation & College c/o Bill Riddle 5260 W. Mohawk Lane Phoenix, AZ 85308	700.00	Charitable
7/18/12	Humane Farming Action Fund *sent to Bill directly to mail	25.00	Charitable
7/18/12	Amfar *sent to Bill directly to mail	25.00	Charitable
7/18/12	Arizona Humane Society P.O. Box 90610 Phoenix, AZ 85066-0610	25.00	Charitable
7/18/12	Amnesty International P.O. Box 98233 Washington DC 20090-8233	40.00	Charitable
7/18/12	PETA P.O. Box 96684 Washington DC 20090-6684	60.00	Charitable
7/18/12	Planned Parenthood *sent to Bill directly to mail	70.00	Charitable
7/18/12	American Cancer Society *sent to Bill directly to mail	50.00	Charitable
7/18/12	Best Friends Animal Society P.O. Box 315 Kanab, UT 84741-0315	30.00	Charitable
7/18/12	Habitat For Humanity *sent to Bill directly to mail	14.00	Charitable

7/18/12	National Wildlife Federation *sent to Bill directly to mail	10.00	Charitable
7/18/12	WWF 1250 Twenty-Fourth St., NW P.O. Box 96555 Washington, DC 20077-7789	20.00	Charitable
7/18/12	International Fund for Animal Welfare *sent to Bill directly to mail	10.00	Charitable
7/18/12	Classical free-Reed 142 Holly Hill Dr. Oakdale, PA 15071	500.00	Charitable
7/18/12	SATW c/o Cynthia Lemek 11950 W. Lake Park Dr., Ste 320 Milwaukee, WI 53224-3049	900.00	Charitable
7/18/12	International Cultic Studies P.O. Box 2265 Bonita Springs, FL 34133	1400.00	Charitable
8/8/12	SATW c/o Cynthia Lemek 11950 W. Lake Park Dr., Ste 320 Milwaukee, WI 53224-3049	1426.95	Charitable
8/15/12	Riverside Housing Development Corp 3985 University Ave. Riverside, CA 92501	700.00	Charitable
8/15/12	Arizona Humane Society *sent to Bill to mail directly	10.00	Charitable

8/15/12	ASPCA *sent to Bill to mail directly	10.00	Charitable
8/15/12	Best Friends Animal Society *sent to Bill to mail directly	10.00	Charitable
8/15/12	Last Chance For Animals *sent to Bill to mail directly	10.00	Charitable
8/15/12	Earth Justice *sent to Bill to mail directly	10.00	Charitable
8/15/12	Humane Farming Assoc *sent to Bill to mail directly	10.00	Charitable
8/15/12	International Fund for Animal Welfare *sent to Bill to mail directly	10.00	Charitable
8/15/12	National Wildlife Federation *sent to Bill to mail directly	10.00	Charitable
8/15/12	Sojourner Center *sent to Bill to mail directly	20.00	Charitable
8/15/12	Tiger Haven *sent to Bill to mail directly	10.00	Charitable
8/15/12	Green Peace *sent to Bill to mail directly	10.00	Charitable
8/15/12	Ocean Conservancy *sent to Bill to mail directly	20.00	Charitable
8/15/12	PETA P.O. Box 96684 Washington DC 20090-6684	50.00	Charitable
8/22/12	Mayo Clinic *sent to Bill to mail out directly	150.00	Charitable

8/22/12	The Cosanti Foundation c/o Chris E. Doubletree Ranch Rd. Paradise Valley, AZ 85253	150.00	Charitable
8/22/12	SATW c/o Cynthia Lemek 11950 W. Lake Park Dr., Ste 320 Milwaukee, WI 53224-3049	650.00	Charitable
8/22/12	East Valley Wildlife 1612 E. Cindy st. Chandler, AZ 85225	100.00	Charitable
8/29/12	SATW c/o Cynthia Lemek 11950 W. Lake Park Dr., Ste 320 Milwaukee, WI 53224-3049	300.00	Charitable
9/7/12	Parkinson's Resources Oregon c/o Holly Chaimov 3975 Mercantile Dr. Lake Oswego, OR 97035	400.00	Charitable
9/19/12	Zera Missions International c/o Lee Thomas Oxford PO Box 780 Milford, DE 19963	400.00	Charitable
10/1/12	Our House Grief Support Center 1663 Sawtelle Blvd., #300 Los Angeles, CA 90025	8500.00	Charitable
10/1/12	National Football Found & College c/o Bill Riddle 5260 W. Mohawk Lane Phoenix, AZ 85308	360.00	Charitable
10/5/12	Arizona Historical Society 1300 N. College Ave. Tempe, AZ 85281	500.00	Charitable

10/12/12	MAPS c/o Virginia Wright 1215 Mission St. Santa Cruz, CA 95060	2000.00	Charitable
10/12/12	Architects and Engineers for 9/11 Truth 2342 Shattuck Ave. #189 Berkeley, CA 94704	300.00	Charitable
10/17/12	KPFK Public Radio 3729 Cahuenga Blvd. N. Hollywood, CA 91604	600.00	Charitable
11/7/12	PETA *Sent to Bill to mail directly	800.00	Charitable
11/7/12	Desert Botanical Gardens *Sent to Bill to mail directly	590.00	Charitable
11/7/12	PETA *sent to Bill to mail directly	50.00	Charitable
11/7/12	WWF *sent to Bill to mail directly	150.00	Charitable
11/7/12	Planned Parenthood *Sent to Bill to mail directly	100.00	Charitable
11/7/12	Tempe Symphonic Wind Ensemble 5916 S. Rita Lane Tempe, AZ 85283-3022	300.00	Charitable
11/7/12	ASU Women's Golf c/o Missy Kaye P.O. Box 872505 Tempe, AZ 85287-2505	1200.00	Charitable
11/16/12	Cincinnati Museum Center Attn: Anne Kling, Archives Manager 1301 Western Ave. Cincinnati, OH 45203	3500.00	Charitable

11/16/12	St. Jude's Children's *sent to Bill to hand out directly	400.00	Charitable
11/16/12	The Cosanti Foundation c/o Chris E. Doubletree Ranch Rd. Paradise Valley, AZ 85253	200.00	Charitable
11/16/12	ASU Women's Golf c/o Missy Kaye P.O. Box 872505 Tempe, AZ 85287-2505	200.00	Charitable
11/16/12	Parkinson's Resources Oregon c/o Holly Chaimov 3975 Mercantile Dr. Lake Oswego, OR 97035	400.00	Charitable
11/16/12	ASU Women's Golf c/o Missy Kaye P.O. Box 872505 Tempe, AZ 85287-2505	500.00	Charitable
11/16/12	National Football Found & College c/o Bill Riddle 5260 W. Mohawk Lane Phoenix, AZ 85308	428.05	Charitable
11/16/12	SATW c/o Cynthia Lemek 11950 W. Lake Park Dr., Ste 320 Milwaukee, WI 53224-3049	10000.00	Charitable
11/30/12	UC Regents, University of CA Library Dev and Outreach UCSB Davidson Library Santa Barbara, CA 93106-9010	1000.00	Charitable
11/30/12	Tempe Symphonic Wind Ensemble 5916 S. Rita Lane Tempe, AZ 85283-3022	500.00	Charitable

11/30/12	Marijuana Policy Project Foundation P.O. Box 77492 Washington, DC 20013-8492	200.00	Charitable
11/30/12	DRCNet Foundation Att: David Borden P.O. Box 18402 Washington, DC 20036-8402	200.00	Charitable
11/30/12	Prescott College 220 Grove Ave. Prescott, AZ 86301	200.00	Charitable
11/30/12	Office of University Advancement Western Oregon University 345 N. Monmouth Ave. Monmouth, OR 97361	200.00	Charitable
11/30/12	Southern Poverty Law Center PO Box 548 Montgomery, AL 36177-9621	200.00	Charitable
11/30/12	Rainforest Action Network 221 Pine St. Ste 500 San Francisco, CA 94104	200.00	Charitable
11/30/12	Hollywood Heritage Foundation P.O. Box 2586 Hollywood, CA 90028	200.00	Charitable
11/30/12	American Rivers P.O. Box 96158 Washington, DC 20077-7106	200.00	Charitable
11/30/12	Tree People 12601 Mulholland Dr. Beverly Hills, CA 90210	200.00	Charitable
11/30/12	Sea Horse Hawaii Foundation 75-311 Nani-Kailua Dr. Kailua Kona, HI 96740	200.00	Charitable

11/30/12	McDowell Sonoran Land Trust PO Box 14365 Scottsdale, AZ 85267-4365	200.00	Charitable
11/30/12	Dubuque County Historical Society C/o Tracie Campbell 3 rd Street Ice Harbor Dubuque, IA 52001	200.00	Charitable
11/30/12	Center for Nonviolent Communications 2428 Foothill Blvd., Ste E La Crescenta, CA 91214	200.00	Charitable
11/30/12	Jimmy Carter, The Carter Center One Copenhill Ave. PO Box 105056 Atlanta, GA 30348	200.00	Charitable
11/30/12	Classical Free Reed 142 Holly Hill Dr. Oakdale, PA 15071	100.00	Charitable
11/30/12	Zera Missions International PO Box 780 Milford, DE 19963	100.00	Charitable
11/30/12	Martin & Osa Johnson Safari Museum 111 N. Lincoln Ave. Chanute, KS 66720	100.00	Charitable
11/30/12	Physicians for Social Responsibilities 1875 Connecticut Ave. NW 1012 Washington DE 20009	375.00	Charitable
12/14/12	Cancer Support Community 1990 S. Bundy Dr. #100 Los Angeles, CA 90025	1000.00	Charitable

*68.225