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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.

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation <b>THE CHARLES SEE FOUNDATION</b>		A Employer identification number <b>95-6038358</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>1215 120TH AVE. NE</b>		B Telephone number <b>(425) 635-7250</b>
City or town, state, and ZIP code <b>BELLEVUE, WA 98005</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <div style="display: flex; justify-content: space-between;"> <div> <input type="checkbox"/> Initial return  <input type="checkbox"/> Final return  <input type="checkbox"/> Address change         </div> <div> <input type="checkbox"/> Initial return of a former public charity  <input type="checkbox"/> Amended return  <input type="checkbox"/> Name change         </div> </div>		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
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		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$ 1,532,413.</b> (Part I, column (d) must be on cash basis.)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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		36,130.	36,080.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		75,096.			
b Gross sales price for all assets on line 6a <b>566,864.</b>					
7 Capital gain net income (from Part IV, line 2)					
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		111,226.	111,176.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 2		8,548.	4,274.		4,274.
b Accounting fees STMT 3		5,068.	2,534.		2,534.
c Other professional fees STMT 4		2,980.	1,490.		1,490.
17 Interest					
18 Taxes STMT 5		615.	275.		30.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		1,269.	635.		634.
22 Printing and publications					
23 Other expenses STMT 6		14,293.	14,242.		51.
24 Total operating and administrative expenses. Add lines 13 through 23		32,773.	23,450.		9,013.
25 Contributions, gifts, grants paid		117,500.			117,500.
26 Total expenses and disbursements. Add lines 24 and 25		150,273.	23,450.		126,513.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-39,047.			
b Net investment income (if negative, enter -0-)			87,726.		
c Adjusted net income (if negative, enter -0-)				N/A	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value	
Assets	1 Cash - non-interest-bearing	5,447.	2,132.	2,132.
	2 Savings and temporary cash investments	73,655.	63,220.	63,220.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 7	840,677.	791,146.	894,163.
	c Investments - corporate bonds STMT 8	543,700.	567,934.	572,898.
Liabilities	11 Investments - land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	1,463,479.	1,424,432.	1,532,413.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	1,517,388.	1,517,388.	
	29 Retained earnings, accumulated income, endowment, or other funds	-53,909.	-92,956.	
30 Total net assets or fund balances	1,463,479.	1,424,432.		
31 Total liabilities and net assets/fund balances	1,463,479.	1,424,432.		

## Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,463,479.
2 Enter amount from Part I, line 27a	2	-39,047.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	1,424,432.
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	1,424,432.

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**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</b>				
<b>b SEE ATTACHED STATEMENT</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				

(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)
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e 566,864.</b>		<b>491,768.</b>	<b>75,096.</b>

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			<b>75,096.</b>

<b>2 Capital gain net income or (net capital loss)</b>	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	<b>2</b>	<b>75,096.</b>
<b>3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):</b> If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		<b>3</b>	<b>N/A</b>

**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	137,337.	1,666,295.	.082421
2010	128,437.	1,625,665.	.079006
2009	126,714.	1,553,234.	.081581
2008	146,611.	1,886,480.	.077717
2007	161,225.	2,165,584.	.074449

<b>2 Total of line 1, column (d)</b>	<b>2</b>	<b>.395174</b>
<b>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</b>	<b>3</b>	<b>.079035</b>
<b>4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5</b>	<b>4</b>	<b>1,578,179.</b>
<b>5 Multiply line 4 by line 3</b>	<b>5</b>	<b>124,731.</b>
<b>6 Enter 1% of net investment income (1% of Part I, line 27b)</b>	<b>6</b>	<b>877.</b>
<b>7 Add lines 5 and 6</b>	<b>7</b>	<b>125,608.</b>
<b>8 Enter qualifying distributions from Part XII, line 4</b> 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.	<b>8</b>	<b>126,513.</b>

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)**

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	877.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	877.
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	877.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	760.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	1,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	1,760.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	1.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	882.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input checked="" type="checkbox"/> 882. Refunded <input type="checkbox"/>	11	0.	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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.		X
1c 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. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a 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?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		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? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> WA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>RHONDA SLATER</u> Telephone no. ► <u>(425) 451-0780</u> Located at ► <u>1215 120TH AVE NE #202, BELLEVUE, WA</u> ZIP+4 ► <u>98005</u>			
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 <u>N/A</u>			
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	Yes	No 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
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?	<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 checked="" type="checkbox"/> Yes <input 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"/>	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years ► _____, _____, _____	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<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)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required** (continued)**5a** During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

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

N/A

**5b**

Organizations relying on a current notice regarding disaster assistance check here

☒**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

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

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

N/A

**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 9		0.	0.	0.

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

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

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

0

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**Part VIII****Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		0

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

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

	Expenses
1 N/A	

**Part IX-B** Summary of Program-Related Investments

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

	Amount
1 N/A	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	1,598,977.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	3,235.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	
<b>d</b>	Total (add lines 1a, b, and c)	<b>1d</b>	1,602,212.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	1,602,212.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	24,033.
<b>5</b>	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	1,578,179.
<b>6</b>	Minimum investment return. Enter 5% of line 5	<b>6</b>	78,909.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	78,909.
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	877.
<b>b</b>	Income tax for 2012. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	877.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	78,032.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b>	Add lines 3 and 4	<b>5</b>	78,032.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	78,032.

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	126,513.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	126,513.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	877.
<b>6</b>	Adjusted qualifying distributions. Subtract line 5 from line 4	<b>6</b>	125,636.

**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.

Form 990-PF (2012)

**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				78,032.
<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	56,494.			
<b>b</b> From 2008	53,231.			
<b>c</b> From 2009	49,572.			
<b>d</b> From 2010	49,342.			
<b>e</b> From 2011	55,510.			
<b>f</b> Total of lines 3a through e	264,149.			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4: ► \$	126,513.			
<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)	0.			
<b>d</b> Applied to 2012 distributable amount				78,032.
<b>e</b> Remaining amount distributed out of corpus	48,481.			
<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))	0.			0.
<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	312,630.			
<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	56,494.			
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	256,136.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2008	53,231.			
<b>b</b> Excess from 2009	49,572.			
<b>c</b> Excess from 2010	49,342.			
<b>d</b> Excess from 2011	55,510.			
<b>e</b> Excess from 2012	48,481.			



**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>				
AMERICAN CANCER SOCIETY 14450 NE 29TH PLACE BELLEVUE, WA 98004		501(C)(3)	CHARITABLE	1,000.
COMPASS CENTER 77 SOUTH WASHINGTON STREET SEATTLE, WA 98104		501(C)(3)	CHARITABLE	3,500.
FRED HUTCHINSON CANCER RESEARCH 1100 FAIRVIEW AVE NO. J5-200 SEATTLE, WA 98109		501(C)(3)	CHARITABLE	10,000.
FRIDAY HARBOR FOOD BANK PO BOX 1642 FRIDAY HARBOR, WA 98250		501(C)(3)	CHARITABLE	3,000.
HUCKLEBERRY YOUTH PROGRAM 3310 GEARY BLVD, SAN FRANCISCO, CA 98118		501(C)(3)	CHARITABLE	5,000.
<b>Total</b>	<b>SEE CONTINUATION SHEET(S)</b>			<b>117,500.</b>
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>				<b>0.</b>



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

- |          |  |              |
|----------|--|--------------|
| <b>1</b> | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?  | <b>Yes</b>   |
| <b>a</b> | Transfers from the reporting foundation to a noncharitable exempt organization of:   |              |
| (1)      | Cash   | <b>1a(1)</b> |
| (2)      | Other assets   | <b>1a(2)</b> |
| <b>b</b> | Other transactions:  |              |
| (1)      | Sales of assets to a noncharitable exempt organization   | <b>1b(1)</b> |
| (2)      | Purchases of assets from a noncharitable exempt organization   | <b>1b(2)</b> |
| (3)      | Rental of facilities, equipment, or other assets   | <b>1b(3)</b> |
| (4)      | Reimbursement arrangements   | <b>1b(4)</b> |
| (5)      | Loans or loan guarantees   | <b>1b(5)</b> |
| (6)      | Performance of services or membership or fundraising solicitations   | <b>1b(6)</b> |
| <b>c</b> | Sharing of facilities, equipment, mailing lists, other assets, or paid employees   | <b>1c</b>    |
| <b>d</b> | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. |              |

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[illegible]

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

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

**Sign  
Here**

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

Signature of officer or trustee


6-18-13  
Date

**PRESIDENT**  
Title

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

☒ Yes ☐ No

**Paid  
Preparer  
Use Only**

Print/Type preparer's name <b>CYNTHIA H. PETRIE</b>	Preparer's signature 	Date <b>6/13/13</b>	Check <input type="checkbox"/> if self-employed	PTIN <b>P00016713</b>
Firm's name ▶ <b>HELLAM, VARON &amp; CO. INC. P.S.</b>			Firm's EIN ▶ <b>91-1223179</b>	
Firm's address ▶ <b>1750 112TH AVENUE NE, SUITE E200 BELLEVUE, WA 98004</b>			Phone no. <b>(425) 453-9192</b>	

THE CHARLES SEE FOUNDATION

**Part IV** Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	PUBLICLY TRADED SECURITIES	P		
b	PUBLICLY TRADED SECURITIES	P		
c	PUBLICLY TRADED SECURITIES	P		
d	PUBLICLY TRADED SECURITIES	P		
e	LITIGATIONS SETTLEMENT	P		
f	CAPITAL GAINS DIVIDENDS			
g				
h				
i				
j				
k				
l				
m				
n				
o				

(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	34,417.	33,907.	510.
b	4,634.	4,984.	-350.
c	597.	570.	27.
d	518,710.	452,307.	66,403.
e	2,361.		2,361.
f	6,145.		6,145.
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			510.
b			-350.
c			27.
d			66,403.
e			2,361.
f			6,145.
g			
h			
i			
j			
k			
l			
m			
n			
o			

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	75,096.
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 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
JENNIFER BEACH FOUNDATION PO BOX 7036 COVINGTON, WA 98042		501(C)(3)	CHARITABLE	10,000.
MARINE MAMMAL CENTER MARIN HEADLANDS GGNRA SAUSALITO, CA 94965		501(C)(3)	CHARITABLE	2,000.
PEDIATRIC INTERIM CARE CENTER 328 4TH AVENUE SO. KENT, WA 98032		501(C)(3)	CHARITABLE	8,500.
PROJECT AVARY 1018 GRAND AVENUE SAN RAFAEL, CA 94901		501(C)(3)	CHARITABLE	3,000.
PROJECT OPEN HAND 2720 17TH STREET SAN FRANCISCO, CA 94110		501(C)(3)	CHARITABLE	1,000.
SALVATION ARMY PO BOX 84818 SEATTLE, WA 98124		501(C)(3)	CHARITABLE	2,000.
SAN JUAN EMT ASSOCIATION PO BOX 1243 FRIDAY HARBOR, WA 98250		501(C)(3)	CHARITABLE	5,000.
SAN JUAN ISLAND FAMILY RESOURCE CENTER PO BOX 1981 FRIDAY HARBOR, WA 98250		501(C)(3)	CHARITABLE	8,000.
SHIELA DAVIDSON MEMORIAL SCHOLARSHIP, YVCC FOUNDATION PO BOX 22520 YAKIMA, WA 98907		501(C)(3)	CHARITABLE	5,000.
SISTERS COMMUNITY CHURCH PO BOX 1743 SISTERS, OR 97759		501(C)(3)	CHARITABLE	3,000.
<b>Total from continuation sheets</b>				<b>95,000.</b>



**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
SONAD PEACE PROJECT PO BOX 88 SULLIVAN, NH 03445		501(C)(3)	CHARITABLE	2,000.
SOPHIA WAY 700 108TH AVE SE #201 BELLEVUE, WA 98004		501(C)(3)	CHARITABLE CHARITABLE	5,000.
TEMPLE BETH AM 2632 NE 80TH STREET SEATTLE, WA 98115		501(C)(3)	CHARITABLE	5,000.
UC DAVIS RESEARCH 4625 2ND AVE #1002 SACRAMENTO, CA 98517		501(C)(3)	CHARITABLE	5,000.
UNION GOSPEL MISSION PO BOX 202 SEATTLE, WA 98111		501(C)(3)	CHARITABLE	2,000.
WASHINGTON WOMEN IN NEED 2285 116TH AVENUE NE #100 BELLEVUE, WA 98004		501(C)(3)	CHARITABLE	7,500.
PARTNERS IN CARE, INC. 2075 NE WYATT COURT BEND, OR 97701		501(C)(3)	CHARITABLE	10,000.
LIFEWIRE PO BOX 6398 BELLEVUE, WA 98008		501(C)(3)	CHARITABLE	5,000.
NORTHWEST CENTER FOUNDATION 7272 MARGINAL WAY S SEATTLE, WA 98108		501(C)(3)	CHARITABLE	3,000.
TEARS FOUNDATION 9617 181ST STREET CT E PUYALLUP, WA 98375		501(C)(3)	CHARITABLE	3,000.
Total from continuation sheets				

FORM 990-PF                      DIVIDENDS AND INTEREST FROM SECURITIES                      STATEMENT      1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
AMORTIZATION OF BOND PREMIUM	-1,426.	0.	-1,426.
DIVIDENDS - WASHINGTON TRUST BANK	26,666.	0.	26,666.
DIVIDENDS - WASHINGTON TRUST BANK	6,145.	6,145.	0.
EXEMPT-INTEREST DIVIDENDS	50.	0.	50.
INTEREST - WASHINGTON TRUST BANK	7,254.	0.	7,254.
INTEREST - WASHINGTON TRUST BANK	2,389.	0.	2,389.
OID - WASHINGTON TRUST BANK	1,197.	0.	1,197.
TOTAL TO FM 990-PF, PART I, LN 4	42,275.	6,145.	36,130.

FORM 990-PF                      LEGAL FEES                      STATEMENT      2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	8,548.	4,274.		4,274.
TO FM 990-PF, PG 1, LN 16A	8,548.	4,274.		4,274.

FORM 990-PF                      ACCOUNTING FEES                      STATEMENT      3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION & CONSULTING	5,068.	2,534.		2,534.
TO FORM 990-PF, PG 1, LN 16B	5,068.	2,534.		2,534.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BOOKKEEPING	2,980.	1,490.		1,490.
TO FORM 990-PF, PG 1, LN 16C	2,980.	1,490.		1,490.

FORM 990-PF	TAXES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAXES AND LICENSES	60.	30.		30.
FOREIGN TAX PAID	245.	245.		0.
FEDERAL INCOME TAX	310.	0.		0.
TO FORM 990-PF, PG 1, LN 18	615.	275.		30.

FORM 990-PF	OTHER EXPENSES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	14,191.	14,191.		0.
BANK CHARGES	102.	51.		51.
TO FORM 990-PF, PG 1, LN 23	14,293.	14,242.		51.

FORM 990-PF	CORPORATE STOCK		STATEMENT 7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
CORPORATE STOCK (STATEMENT A)	791,146.	894,163.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	791,146.	894,163.	

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS (STATEMENT A)	567,934.	572,898.
TOTAL TO FORM 990-PF, PART II, LINE 10C	567,934.	572,898.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT	9
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
HARRY A. SEE 1215 120TH AVE NE #202 BELLEVUE, WA 98005	PRESIDENT/SECRETARY 2.00	0.	0.	0.
RHONDA SLATER 1215 120TH AVE NE #202 BELLEVUE, WA 98005	ASST SECRETARY 1.00	0.	0.	0.
RICHARD W. SEE 1215 120TH AVE NE #202 BELLEVUE, WA 98005	VICE PRESIDENT 1.00	0.	0.	0.
BRUCE M. PYM 1215 120TH AVE NE #202 BELLEVUE, WA 98005	DIRECTOR 1.00	0.	0.	0.
STEPHEN D. VARON 1215 120TH AVE NE #202 BELLEVUE, WA 98005	DIRECTOR 1.00	0.	0.	0.
MAUREEN SEE 1215 120TH AVE NE #202 BELLEVUE, WA 98005	DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION  
PART XV, LINES 2A THROUGH 2D

STATEMENT 10

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

HARRY A. SEE, THE CHARLES SEE FOUNDATION  
1215 120TH AVE NE #202  
BELLEVUE, WA 98005

TELEPHONE NUMBER

425-451-0780

FORM AND CONTENT OF APPLICATIONS

SUBMIT LETTER DESCRIBING ORGANIZATION AND INTENDED USE OF FUNDS

ANY SUBMISSION DEADLINES

SUBMIT PRIOR TO NOV 1. SOME GIFTS ARE MADE EARLIER, BUT FINAL BOARD ACTION  
FOR THE YEAR OCCURS AROUND NOV. 15.

RESTRICTIONS AND LIMITATIONS ON AWARDS

GIFTS ARE MADE TO 501(C)(3) ORGANIZATIONS AND ALSO 170(C)(1) STATE AND  
LOCAL INSTITUTIONS.

## Asset Position As of 12/31/12

**Equities**

Invesco LTD	318.000	8,296.62 7,428.09
Invesco Real Estate Fund CI R5 #4725	1,860.788	45,421.84 38,583.15
AT&T Inc Com	147.000	4,955.37 3,489.04
Abbott Laboratories Com	115.000	7,532.50 6,245.20
American Tower Corporation	75.000	5,795.25 2,590.48
Apple Inc Com	14.000	7,450.42 1,891.39
Artisan International Value Fund #1466	732.224	22,244.97 16,691.81
Bed Bath & Beyond Inc Com	114.000	6,373.74 4,342.34
CSX Corp Com	399.000	7,872.27 2,848.07
Caterpillar Inc Com	97.000	8,692.02 8,596.48
Chevron Corporation	108.000	11,679.12 8,015.10
Cisco Sys Inc Com	430.000	8,449.24 8,803.65
Comerica Inc Com	215.000	6,523.10 7,716.99
Costco Whsl Corp New Com	81.000	7,997.13 3,062.84

## Asset Position As of 12/31/12

Asset Description	Units	Market Value Cost
Disney Walt Co Com	152.000	7,568.08 5,016.00
E M C Corp Mass Com	335.000	8,475.50 4,662.70
Express Scripts Hldg Co Com	122.000	6,588.00 6,029.11
Natixis Gateway Fund Class Y #1986	2,122.917	57,552.28 54,622.65
Goldman Sachs Group Inc Com	64.000	8,163.84 6,462.60
Grainger W W Inc Com	38.000	7,690.06 7,984.41
Harding Loevner International Equity Portfolio Fund #201	1,399.872	22,313.96 21,252.62
Heinz H J Co Com	200.000	11,536.00 7,215.63
Hess Corp Com	228.000	12,074.88 13,908.44
Home Depot Inc Com	112.000	6,927.20 3,731.12
Intel Corp Com	356.000	7,340.72 8,997.51
International Business Machs Corp Com	44.000	8,428.20 1,101.06
J P Morgan Chase & Co Com	182.000	8,002.38 6,566.30
Jacobs Engr Group Inc Com	218.000	9,280.26 8,345.22
JPMorgan Research Market Neutral Fund Inst #1781	5,917.181	89,053.57 89,763.63
Medtronic Inc Com	181.000	7,424.62 8,187.08
Microsoft Corp Com	289.000	7,719.10 9,714.31
Mosaic Co New Com	96.000	5,436.48 4,339.59

## Asset Position As of 12/31/12

Asset Description	Units	Market Value Cost
Munder Midcap Core Growth Fund Class Y #32	1,246.461	40,821.60 29,884.07
Mylan Inc Com	322.000	8,838.90 6,998.35
National-Oilwell Inc Com	150.000	10,252.50 4,572.96
Nextera Energy Inc Com	78.000	5,396.82 3,782.87
Nuveen Global Infrastructure Class I #6726	5,011.059	47,955.83 47,226.18
Oracle Corp Com	251.000	8,363.32 3,139.91
PNC Finl Svcs Group Inc Com	127.000	7,405.37 7,767.98
Philip Morris Intl Inc Com	130.000	10,873.20 5,334.50
Pimco Commodity Realreturn Strategy Fund - Ins #45	6,674.082	44,315.90 56,962.70
Praxair Inc Com	52.000	5,691.40 2,495.45
Procter & Gamble Co Com	178.000	12,084.42 11,277.96
Prudential Finl Inc Com	134.000	7,146.22 7,663.27
Qualcomm Inc Com	142.000	8,784.06 5,581.00
Guggenheim Managed Futures Strategy Fund Class I	2,089.321	44,669.68 44,189.14
Southern Co Com	119.000	5,094.39 3,393.54
Starbucks Corp Com	145.000	7,776.35 3,929.98
Templeton Institutional Foreign Smaller Company Fund #458	3,394.330	62,150.18 57,504.93
Unitedhealth Group Inc Com	147.000	7,973.28 4,928.57



## Asset Position As of 12/31/12

Asset Description	Units	Market Value Cost
Vanguard Mid Cap Value Index Fund Adm #5835	1,299.103	39,583.67 40,064.35
Virtus Emerging Markets Opportunity Fund CII #1736	5,637.902	58,126.77 56,243.23
<b>Total Equities</b>		<b>\$ 894,162.58</b> <b>\$ 791,145.55</b>
<b>Fixed Income</b>		
Cisco Sys Inc Sr Nt 5.50% Dtd 02/22/2006 Due 02/22/2016 Callable	30,000.000	34,291.50 33,762.60
Clackamas Cnty Ore Sch Dist No GO Ref Bds 2012 B Taxable 1.59% Dtd 04/26/2012 Due 06/15/2017 Non-Callable	25,000.000	25,217.25 25,000.00
Eaton Vance Global Macro Absolute Return Fund CII #88	4,775.569	46,943.84 46,848.33
Federal Natl Mtg Assn 2.375% Dtd 03/04/2011 Due 04/11/2016 Non-Callable	20,000.000	21,273.20 20,031.92
Federal Natl Mtg Assn 2.375% Dtd 06/14/2010 Due 07/28/2015 Non-Callable	25,000.000	26,300.50 25,445.70
Federal Natl Mtg Assn 2.50% Dtd 05/15/2009 Due 05/15/2014	25,000.000	25,783.50 25,900.91
Federal Natl Mtg Assn 1.25% Dtd 07/09/2010 Due 08/20/2013 Non-Callable	25,000.000	25,168.50 24,994.75
Ivy High Income Fund Class I #475	7,301.592	62,355.60 61,958.92
Microsoft Corp Nt 2.95% Dtd 05/18/2009 Due 06/01/2014 Non-Callable	35,000.000	36,289.40 36,806.70
Occidental Pete Corp Del Sr Nt 1.45% Dtd 12/16/2010 Due 12/13/2013 Callable	40,000.000	40,417.20 40,125.20
Pimco Emerging Local Bond Fund - Is #332	8,716.076	95,702.51 93,960.83

**Asset Position As of 12/31/12**

<b>Asset Description</b>	<b>Units</b>	<b>Market Value Cost</b>
Procter & Gamble Co	30,000.000	31,011.90
1.80% Dtd 11/18/2010 Due 11/15/2015 Callable		29,278.20
US Treasury Note	56,676.150	57,614.71
1.875% Dtd 07/15/03 Due 07/15/2013 Treasury Inflation Protection Security		59,419.02
Vanguard GNMA Fund Adm #536	4,081.401	44,528.08
		44,401.30
<b>Total Fixed Income</b>		<b>\$ 572,897.69</b>
		<b>\$ 567,934.38</b>