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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

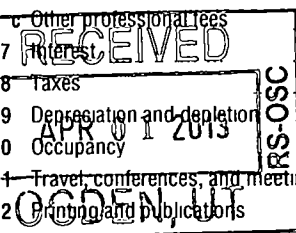
Open to public inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation MYRTLE L. ATKINSON FOUNDATION		A Employer identification number 95-6047161
Number and street (or P O box number if mail is not delivered to street address) 5 PEMBROKE PLACE		B Telephone number 650-322-6565
City or town, state, and ZIP code MENLO PARK, CA 94025		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		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) \$ 8,309,205.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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		20,782.	20,782.		STATEMENT 1
4 Dividends and interest from securities		161,212.	161,212.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		281,965.			
b Gross sales price for all assets on line 6a 2,465,350.					
7 Capital gain net income (from Part IV, line 2)			281,965.		
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		463,959.	463,959.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 3		11,475.	0.		0.
c Other professional fees STMT 4		35,723.	0.		0.
17 Interest					
18 Taxes STMT 5		7,597.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 6		26,951.	0.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		81,746.	0.		0.
25 Contributions, gifts, grants paid		406,000.			406,000.
26 Total expenses and disbursements. Add lines 24 and 25		487,746.	0.		406,000.
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		-23,787.			
b Net investment income (if negative, enter -0-)			463,959.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	11,545.	14,576.	14,576.
	2	Savings and temporary cash investments	268,593.	692,667.	692,667.
	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			
	c	Investments - corporate bonds			
Liabilities	11	Investments - land, buildings, and equipment basis ▶			
		Less: accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 7	7,304,979.	6,854,087.	7,601,962.
	14	Land, buildings, and equipment basis ▶			
		Less: accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	Total assets (to be completed by all filers)	7,585,117.	7,561,330.	8,309,205.
	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 ▶ <input type="checkbox"/>			
		and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
		and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	7,585,117.	7,561,330.	
	30	Total net assets or fund balances	7,585,117.	7,561,330.	
	31	Total liabilities and net assets/fund balances	7,585,117.	7,561,330.	

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	7,585,117.
2	Enter amount from Part I, line 27a	2	-23,787.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	7,561,330.
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	7,561,330.

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				
b SEE ATTACHED STATEMENT				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e 2,465,350.		2,185,761.	281,965.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
a				
b				
c				
d				
e			281,965.	
2 Capital gain net income or (net capital loss)		2		281,965.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3		N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	487,725.	8,146,997.	.059866
2010	451,210.	8,263,984.	.054600
2009	451,341.	7,610,104.	.059308
2008	487,891.	8,973,104.	.054373
2007	479,500.	10,714,303.	.044753
2 Total of line 1, column (d)		2	.272900
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	.054580
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5		4	8,137,984.
5 Multiply line 4 by line 3		5	444,171.
6 Enter 1% of net investment income (1% of Part I, line 27b)		6	4,640.
7 Add lines 5 and 6		7	448,811.
8 Enter qualifying distributions from Part XII, line 4 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.		8	406,000.

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)		1	9,279.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	9,279.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	9,279.
5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	3,935.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	3,935.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	70.	
9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9	5,414.	
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 <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

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
b 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
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. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input 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 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 type="checkbox"/> CA		
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?	13	X	

Website address ► **NONE**

14 The books are in care of ► **WILLIAM N. HARRIS** Telephone no. ► **(650) 322-6565**
 Located at ► **5 PEMBROKE PLACE, MENLO PARK, CA** ZIP+4 ► **94025**

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here
 and enter the amount of tax-exempt interest received or accrued during the year ► **15** **N/A**

16 At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?
 See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country

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 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	N/A	1b
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
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
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

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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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

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

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 8		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 X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1a	7,768,222.
b Average of monthly cash balances	1b	493,691.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	8,261,913.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	8,261,913.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	123,929.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,137,984.
6 Minimum investment return. Enter 5% of line 5	6	406,899.

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	406,899.
2a Tax on investment income for 2012 from Part VI, line 5	2a	9,279.
b Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	9,279.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	397,620.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	397,620.
6 Deduction from distributable amount (see instructions)	6	0.
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	397,620.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	406,000.
b Program-related investments - total from Part IX-B	1b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	406,000.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	406,000.

Note The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				397,620.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			239,064.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 406,000.				
a Applied to 2011, but not more than line 2a			239,064.	
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				166,936.
e Remaining amount distributed out of corpus	0.			
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	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				230,684.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

N/A

- b** Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(i)(3) or ☐ 4942(i)(5)

- 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)(ii)

- (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:

SEE STATEMENT 9

- 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
a Paid during the year				
SEE ATTACHED LIST FOR SPECIFIC RECIPIENTS	NONE		PUBLIC CHARITY	65,000.
SEE ATTACHED LIST FOR SPECIFIC RECIPIENTS	NONE		EVANGELICAL GRANTS	82,000.
SEE ATTACHED LIST FOR SPECIFIC RECIPIENTS	NONE		MEDICAL GRANTS	56,000.
SEE ATTACHED LIST FOR SPECIFIC RECIPIENTS	NONE		EDUCATIONAL GRANTS	176,000.
SEE ATTACHED LIST FOR SPECIFIC RECIPIENTS	NONE		CHURCH GRANTS	27,000.
Total			3a	406,000.
b Approved for future payment				
NONE				
Total			3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514	(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	20,782.	
4 Dividends and interest from securities			14	161,212.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	281,965.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue.					
a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)		0.		463,959.	0.
13 Total Add line 12, columns (b), (d), and (e)					

(See worksheet in line 13 instructions to verify calculations)

13 463,959.

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

[illegible]

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


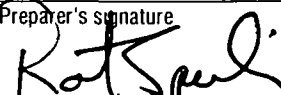
		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash		X
	(2) Other assets		X
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization		X
	(2) Purchases of assets from a noncharitable exempt organization		X
	(3) Rental of facilities, equipment, or other assets		X
	(4) Reimbursement arrangements		X
	(5) Loans or loan guarantees		X
	(6) Performance of services or membership or fundraising solicitations		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees		X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

[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				May the IRS discuss this return with the preparer shown below (see instr.)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	 Signature of officer or trustee		3-29-13 Date		PRESIDENT Title		
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature		Date	Check <input type="checkbox"/> if self-employed	PTIN
	ROBERT SPERLING				03/14/13		P01066074
	Firm's name ▶ FIDUCIAL BUSINESS CENTERS, INC.					Firm's EIN ▶ 13-4096443	
	Firm's address ▶ 10100 OLD COLUMBIA ROAD COLUMBIA, MD 21046					Phone no. (410) 910-5885	

Form 990-PF (2012)

MYRTLE L. ATKINSON 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 SHORT TERM CAPITAL GAIN ON MUTUAL FUNDS	P		
b LONG TERM CAPITAL GAIN ON MUTUAL FUNDS	P		
c SHORT TERM CAPITAL GAINS/LOSSES	P		
d LONG TERM CAPITAL GAINS/LOSSES	P		
e SHORT TERM CAPITAL GAIN ON POWERSHARES DB ENERGY	P		
f SHORT TERM CAPITAL GAIN ON POWERSHARES DB AGRICUL	P		
g CONTRACTS & STRADDLES ON POWERSHARES DB ENERGY FU			
h CONTRACTS & STRADDLES ON POWERSHARES DB AGRICULTU			
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 20,884.			20,884.
b 30,000.			30,000.
c 208,194.		180,221.	27,973.
d 2,206,270.		2,005,540.	200,730.
e 1.			1.
f 1.			1.
g			4,071.
h			-1,695.
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			20,884.
b			30,000.
c			27,973.
d			200,730.
e			1.
f			1.
g			4,071.
h			-1,695.
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	281,965.
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

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
COMERICA BANK	20,679.
POWER SHARES DB AGRICULTURE FUND	53.
POWER SHARES DB ENERGY FUND	50.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	20,782.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
FIDELITY FUND	161,212.	0.	161,212.
TOTAL TO FM 990-PF, PART I, LN 4	161,212.	0.	161,212.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTANT	11,475.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	11,475.	0.		0.

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
FUND MANAGEMENT FEES	35,723.	0.		0.
TO FORM 990-PF, PG 1, LN 16C	35,723.	0.		0.

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FRANCHISE TAX BOARD	85.	0.		0.	
IRS TAX PAYMENT	5,410.	0.		0.	
FOREIGN TAXES	794.	0.		0.	
INVESTMENT INTEREST FROM K-1'S	1,308.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	7,597.	0.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
BANK CHARGES	572.	0.		0.	
ADJUSTMENT TO COST OF INVESTMENTS	26,379.	0.		0.	
TO FORM 990-PF, PG 1, LN 23	26,951.	0.		0.	

FORM 990-PF	OTHER INVESTMENTS		STATEMENT	7
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE	
DODGE & COX STOCK	COST	47,179.	49,540.	
PIMCO TOTAL RETURN	COST	0.	0.	
PIMCO LOW DURATION	COST	196,996.	203,411.	
MLM INDEX FD UNIT UNL	COST	225,000.	241,543.	
SELECT AMERICAN SHARES	COST	42,280.	42,293.	
DODGE & COX INTL.	COST	187,430.	225,798.	
PIMCO FOREIGN BOND FD	COST	55,515.	56,955.	
COLUMBIA ACORN INT	COST	77,466.	83,772.	
GENERAL ELECTRIC CO	COST	34,972.	19,941.	
ILLINOIS TOOL WORKS	COST	27,725.	36,486.	
ISHARES TR COHEN & STEERS	COST	111,020.	125,664.	
ISHARES TR S&P GLOBAL	COST	22,059.	27,396.	
ISHARES TR S&P SMALLCAP	COST	41,529.	62,480.	
JOHNSON & JOHNSON	COST	37,246.	42,060.	
ORACLE CORP	COST	24,723.	39,984.	

PEPSICO INC	COST	18,030.	20,529.
PIMCO COMMODITY REAL RETURN	COST	160,090.	135,956.
ROYCE VALUE FUND	COST	44,069.	49,817.
SEC SPDR TR BEN INT MAT	COST	26,064.	34,921.
TEMPLETON GLOBAL BOND FUND	COST	165,064.	186,175.
TEVA PHARM	COST	32,453.	26,138.
BARCLAYS BK	COST	153,442.	132,320.
CHEVRON CORP	COST	16,484.	27,035.
COLGATE PALMOLIVE	COST	32,722.	52,270.
GOOGLE INC	COST	27,318.	49,517.
ISHARES GLOBAL TELCOM	COST	26,484.	34,302.
ISHARES TR S&P 500	COST	117,080.	157,454.
PRAXAIR INC	COST	13,036.	21,890.
SCHLUMBERGER LTD	COST	13,748.	20,790.
SPDR INDEX WILSHIRE	COST	97,977.	124,050.
ST JUDE MEDICAL	COST	27,626.	25,298.
WALMART	COST	31,368.	40,938.
ABBOT LABORATORIES	COST	23,785.	32,750.
ACCENTURE PLC	COST	16,558.	26,600.
ARTISAN MID CAP	COST	95,926.	124,753.
CATERPILLAR	COST	6,788.	22,402.
EXPEDITORS INTL	COST	19,290.	23,730.
GAMESTOP CORP	COST	11,045.	12,545.
HENDERSON INTER OPPORT	COST	97,398.	110,761.
ING GLOBAL REAL ESTATE	COST	98,607.	133,603.
ISHARES EAFE INDEX	COST	164,904.	170,580.
MATTHEWS ASIAN GROWTH & INC	COST	139,889.	169,355.
MERIDIAN GROWTH FUND	COST	44,087.	59,893.
POTASH CORP	COST	13,260.	18,311.
SPDR GOLD TR GOLD	COST	35,684.	56,707.
TD AMERITRADE	COST	8,987.	8,405.
US TREAS 11/13	COST	51,005.	51,761.
VAN ECK GLOBAL	COST	56,843.	63,739.
VANGUARD DVD GRTH	COST	185,060.	270,063.
DOUGLAS CNTY WASH PUB UTIL	COST	51,505.	53,384.
GUGGENHM FRONTIER	COST	82,101.	75,088.
JP MORGAN RESEARCH	COST	205,060.	200,865.
LAZARD DEVELOPING MRKTS	COST	169,060.	146,851.
MAINSTAY FLOATING RATE	COST	127,837.	129,985.
PIMCO EMERGING LOCAL BF	COST	80,036.	86,044.
PIONEER STRATEGIC INC FD	COST	190,060.	196,112.
SASOL SPON ADR	COST	16,366.	17,316.
SCHWAB STRATEGIC TR	COST	160,673.	170,793.
VANGUARD EMERGING MKTS	COST	140,152.	133,590.
WASHINGTON BIOMEDICAL BD	COST	50,610.	56,274.
MARKETFIELD FUND +	COST	210,000.	244,409.
MERGER FUND	COST	200,000.	197,937.
NUVEEN GL INFRA	COST	120,800.	144,545.
NUVEEN REAL ESTATE	COST	61,148.	132,517.
POWERSHARE FTSE	COST	137,206.	156,075.
ROBECO BOSTON PARTN LONG SHORT	COST	225,090.	228,263.
TEMPLETON INSTL FDS	COST	72,014.	79,595.
AMERICAN EXPRESS CR 8/13	COST	25,998.	26,074.
BELLSOUTH BOND 9/15/14	COST	21,475.	21,482.

BERKSHIRE HATH 1/31/17	COST	20,611.	20,674.
BURLINGTON NORTHN 10/19	COST	23,405.	23,055.
FEDERAL FARM CR BKS 6/15	COST	50,005.	50,165.
FEDERAL HOME LOAN BANK 1/12/18	COST	24,831.	24,831.
FEDERAL NATL MTG 5/29/15	COST	50,123.	50,067.
FEDERAL NATL MTG 7/28/15	COST	89,326.	89,366.
FEDERAL NATL MTG 11/16	COST	15,305.	15,453.
FEDERAL NATL MTG 4/17	COST	35,288.	35,640.
FEDERATED RETAIL HOLDING 12/1/16	COST	29,379.	29,375.
FED NATL MTG ASSN POOL #MA1211	COST	34,419.	34,309.
GENERAL ELEC CAP 1/16	COST	24,171.	24,710.
TEVA PHARM FIN 2/16	COST	22,468.	22,636.
TJX COS INC 8/15	COST	21,654.	21,729.
WASHINGTON ST UNIV 10/1/18	COST	40,687.	40,751.
EV PARAMETRIC TAX MDG	COST	158,157.	150,244.
INDEXIQ ETF TR IQ	COST	265,803.	266,976.
ISHARES CORE S&P MIDCAP	COST	37,753.	81,360.
VANGUARD SPEC PORT DIV	COST	134,140.	142,968.
TEMPLETON GLOBAL TOTAL RT	COST	56,030.	56,206.
WALTHAUSEN SMALL CAP	COST	100,000.	101,501.
WESTERN ASSET TOTAL RTN	COST	70,030.	70,066.

TOTAL TO FORM 990-PF, PART II, LINE 13

6,854,087.

7,601,962.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT	8
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
WILLIAM N. HARRIS 5 PEMBROKE PLACE MENLO PARK, CA 940255859	PRESIDENT 0.00	0.	0.	0.
ROBERT N. HARRIS 1123 E. 600 SOUTH SALT LAKE CITY, UT 84102	VICE PRESIDENT 0.00	0.	0.	0.
JEFFREY M. WHITSETT 232 NORTH SALEM ROAD CROSS RIVER, NY 10518	DIRECTOR 0.00	0.	0.	0.
JOHN F. HARRIS 14533 NE 57TH STREET BELLEVUE, WA 980073000	DIRECTOR 0.00	0.	0.	0.
WILLIAM W. HARRIS 1205 BAY LAUREL DRIVE MENLO PARK, CA 94025	SECRETARY/TREASURER 0.00	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 9

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

MYRTLE L. ATKINSON FOUNDATION
5 PEMBROKE PLACE
MENLO PARK, CA 94025

TELEPHONE NUMBER

650-322-6565

FORM AND CONTENT OF APPLICATIONS

A LETTER DESCRIBING THE NEED, THE FINANCIAL STATUS AND THE MEMBERS OF THE
BOARD OF DIRECTORS OF THE APPLYING ORGANIZATION.

ANY SUBMISSION DEADLINES

THERE ARE NO SUBMISSION DEADLINES.

RESTRICTIONS AND LIMITATIONS ON AWARDS

IT IS LEFT TO THE BOARD'S DISCRETION TO DETERMINE THE EXTENT OF THE AWARD.

CHECKS WRITTEN IN 2012

Charity

08/01/12	Assistance League of San Mateo County	5,000.00
10/30/12	Ecumenical Hunger Program (Christmas)	5,000.00
09/30/12	Friends of Karen	2,000.00
10/16/12	George Mark Children's House	2,000.00
09/30/12	Haiti Partners	3,000.00
09/30/12	International Rescue Committee	2,000.00
10/16/12	International Rescue Committee	8,000.00
09/20/12	Job Train	10,000.00
10/16/12	La Casa de las Madres	2,000.00
10/16/12	Larkin Street Youth Services	3,000.00
08/01/12	Peninsula Family Service	5,000.00
05/24/12	Star Vista - Children's Place	10,000.00
10/11/12	United Way of Franklin County	3,000.00
05/05/12	YWCA Salt Lake City	5,000.00
		<hr/>
		\$ 65,000.00

Church

09/30/12	Bedford Presbyterian Church	2,000.00
05/24/12	St. Bede's Episcopal Church	10,000.00
05/24/12	St. Bede's Episcopal Church	5,000.00
10/11/12	St. Bede's Episcopal Church	5,000.00
05/05/12	Washington National Cathedral	5,000.00
		<hr/>
		\$ 27,000.00

Education

08/01/12	American University of Beirut	5,000.00
10/16/12	Berkeley Public Education Foundation	3,000.00
09/20/12	California Institute of Technology	10,000.00
10/11/12	Carole Stinson Literacy Foundation	2,000.00
09/20/12	Center for International Security/Coop.	10,000.00
09/30/12	College of Westchester Foundation	2,000.00
08/01/12	Cumberland College	5,000.00
10/11/12	Franklin Land Trust	6,000.00
03/30/12	Friends of Camano Island Parks	5,000.00
10/11/12	Friends of Long Marine Lab	2,000.00
04/09/12	Huntington	5,000.00
03/30/12	Long Live the Kings	5,000.00
04/17/12	Mali Kalanso	2,000.00
10/11/12	Mary Lyon Foundation	6,000.00
10/11/12	Menlo Park-Atherton Educational Foundation	3,000.00

09/20/12	Occidental College	10,000.00
10/16/12	One Justice (Public Interest Clearing House)	5,000.00
09/20/12	Pegasus Project	5,000.00
10/16/12	Peninsula College Fund	5,000.00
09/20/12	San Mateo County Community College Fdn.	5,000.00
01/12/12	Sempervirens Fund	25,000.00
10/11/12	Sierra Club Foundation	3,000.00
10/11/12	Trust for Public Land	5,000.00
09/30/12	University of Nebraska Foundation	7,000.00
05/05/12	Willamette University	10,000.00
07/08/12	Willamette University/Chernawa Indian	20,000.00
01/29/12	YMCA Camping Services	5,000.00

Total	\$ 176,000.00
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Evangelical

08/01/12	African Enterprise	5,000.00
09/30/12	Beyond Borders	2,000.00
09/20/12	Gospel Light Worldwide	5,000.00
09/20/12	International Christian Fellowship Fdn.	5,000.00
09/20/12	Mission Aviation Fellowship	5,000.00
10/11/12	Salvation Army - Los Angeles	25,000.00
10/11/12	Salvation Army - Sacramento	5,000.00
10/11/12	Salvation Army - San Francisco	25,000.00
05/05/12	Stanford Hospital Spiritual Care Service	5,000.00

Total	\$ 82,000.00
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Medical

09/20/12	Doctors Without Borders	5,000.00
08/01/12	Lifewater International	10,000.00
03/30/12	MAP International	15,000.00
05/05/12	Pathways Hospice Foundation	5,000.00
05/06/12	Planned Parenthood - Great Northwest	5,000.00
10/16/12	Planned Parenthood - Missouri	3,000.00
09/20/12	ReSurge International	5,000.00
09/20/12	UCP/Wheels for Humanity	5,000.00
10/11/12	Xenophon Therapeutic	3,000.00

Total	\$ 56,000.00
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Grand Total	\$406,000.00
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CAPITAL GAINS 2012

Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/Loss
SHORT TERM						
Federal Natl. Mtg. Assoc 11/16	35,000.00	6/20/2012	10/17/2012	36,276.29	35,854.59	421.70
Home Depot SR NT	25,000.00	6/21/2012	10/29/2012	29,045.00	29,220.25	-175.25
Burlington Northn 01/15	20,000.00	6/22/2012	11/16/2012	22,057.71	22,396.61	-338.90
Schwab Charles 06/14	20,000.00	6/22/2012	12/21/2012	21,244.20	21,592.55	-348.35
SPDR SER TR INTL	1,200.00	11/3/2011	6/22/2012	71,174.56	71,156.60	17.96
Compania Cerveterias	900	12/20/2012	12/31/2012	28,396.43	0	28,396.43
TOTAL SHORT TERM				208,194.19	180,220.60	27,973.59
LONG TERM						
Washington Biomedical Bd.	50,000.00	12/14/2010	7/17/2012	55,950.47	50,854.00	5,096.47
District Columbia Go Bd	100,000.00	1/10/2011	7/19/2012	107,511.60	103,702.10	3,809.50
Federal Natl. Mtg. Assoc. 8/12	50,000.00	1/16/2009	8/1/2012	50,000.00	50,359.44	-359.44
Federal Natl. Mtg. Assoc 1/12	50,000.00	11/5/2009	1/9/2012	50,000.00	54,183.92	-4,183.92
ISHARES TR S&P Global Finls	200	12/12/2008	3/2/2012	8,346.17	7,060.56	1,285.61
SPDR SER TR Barclays	900	10/3/2008	3/2/2012	54,440.91	46,988.34	7,452.57
SPDR SER TR Barclays	1,100.00	1/21/2009	3/2/2012	66,538.90	57,391.10	9,147.80
Sec SPDR TR Ben Int Ut	200	2/25/2009	3/2/2012	6,958.32	5,212.83	1,745.49
Mastercard Inc.	30	12/20/2010	5/4/2012	13,964.53	7,449.89	6,514.64
Nuveen Real Estate	2,189.78	2/6/2009	6/1/2012	44,970.00	20,349.17	24,620.83
PIMCO Foreign Bond Fd.	5,253.46	12/7/2006	6/1/2012	56,970.00	55,322.00	1,648.00
ISHARES Core S&P Midcap	500	4/3/2008	6/5/2012	46,154.66	38,929.29	7,225.37
ISHARES Core S&P Midcap	600	3/25/2009	6/5/2012	55,385.60	28,314.79	27,070.81
Vanguard BD Index	800	4/3/2008	6/5/2012	67,568.93	62,502.00	5,066.93
Mainstay Floating Rate	2,357.99	10/27/2010	6/11/2012	21,970.00	22,193.08	-223.08
PIMCO Total Return	5,232.85	10/16/2002	6/11/2012	58,897.31	56,045.07	2,852.24
PIMCO Total Return	137.31	10/30/2002	6/11/2012	1,545.47	1,488.44	57.03
PIMCO Total Return	281.427	11/29/2002	6/11/2012	3,167.55	3,050.67	116.88
PIMCO Total Return	742.732	12/10/2002	6/11/2012	8,359.68	7,835.82	523.86
PIMCO Emerging Local BF	978.474	3/25/2010	6/11/2012	9,970.00	9,993.55	-23.55
Royce Value Fund	2,684.13	9/18/2007	6/11/2012	28,693.36	30,921.19	-2,227.83

Royce Value Fund	1,057.68	5/8/2008	6/11/2012	11,306.64	11,930.68	-624.04
ISHARES Barclays Treas.	200	10/23/2007	6/13/2012	24,027.46	20,438.22	3,589.24
ISHARES Barclays Treas.	500	5/20/2009	6/13/2012	60,068.65	50,608.50	9,460.15
ISHARES Barclays Treas.	800	10/15/2009	6/13/2012	96,109.85	82,525.60	13,584.25
ISHARES TR S&P 500	100	2/10/2010	6/13/2012	13,307.70	10,643.67	2,664.03
District Columbia Go Bd	100,000.00	1/10/2011	6/14/2012	103,702.10	103,702.10	0.00
Douglas Cnty Wash Pub Util	50,000.00	11/9/2010	6/14/2012	52,648.18	52,648.18	0.00
Federal Natl. Mtg. Assoc.8/12	50,000.00	1/16/2009	6/14/2012	50,359.44	50,359.44	0.00
US Treas 11/13	50,000.00	11/5/2009	6/14/2012	55,493.51	55,493.51	0.00
Washington Biomedical Bd.	100,000.00	12/14/2010	6/14/2012	101,708.00	101,708.00	0.00
SPDR SER TR Barclays	800	1/21/2009	6/18/2012	46,762.14	41,738.98	5,023.16
SPDR SER TR Barclays	500	10/29/2009	6/18/2012	29,226.33	29,190.25	36.08
Vanguard BD Index	900	1/21/2009	6/20/2012	75,916.41	70,715.00	5,201.41
PIMCO Total Return	998.513	12/10/2002	6/22/2012	11,269.82	10,534.31	735.51
PIMCO Total Return	714.036	12/10/2002	6/22/2012	8,059.04	7,533.08	525.96
PIMCO Total Return	278.835	12/31/2002	6/22/2012	3,147.10	2,975.17	171.93
PIMCO Total Return	269.367	1/31/2003	6/22/2012	3,040.24	2,876.84	163.40
PIMCO Total Return	224.586	2/28/2003	6/22/2012	2,534.81	2,425.53	109.28
PIMCO Total Return	233.627	3/31/2003	6/22/2012	2,636.86	2,520.84	116.02
PIMCO Total Return	127.938	5/14/2003	6/22/2012	1,443.99	1,391.97	52.02
PIMCO Total Return	240.512	6/2/2003	6/22/2012	2,714.56	2,652.85	61.71
PIMCO Total Return	188.065	7/16/2003	6/22/2012	2,122.62	2,068.72	53.90
PIMCO Total Return	178.617	8/13/2003	6/22/2012	2,015.98	1,886.20	129.78
PIMCO Total Return	178.939	9/22/2003	6/22/2012	2,019.61	1,900.33	119.28
PIMCO Total Return	178.877	9/30/2003	6/22/2012	2,018.91	1,947.97	70.94
PIMCO Total Return	166.196	10/31/2003	6/22/2012	1,875.79	1,793.25	82.54
PIMCO Total Return	148.694	11/28/2003	6/22/2012	1,678.25	1,604.41	73.84
PIMCO Total Return	807.513	12/10/2003	6/22/2012	9,114.08	8,608.09	505.99
PIMCO Total Return	266.228	12/10/2003	6/22/2012	3,004.81	2,837.99	166.82
PIMCO Total Return	167.26	12/31/2003	6/22/2012	1,887.80	1,791.35	96.45
PIMCO Total Return	131.76	1/30/2004	6/22/2012	1,487.12	1,417.74	69.38
PIMCO Total Return	93.056	2/27/2004	6/22/2012	1,050.29	1,011.52	38.77
PIMCO Total Return	125.665	3/31/2004	6/22/2012	1,418.33	1,374.78	43.55
PIMCO Total Return	122.863	4/30/2004	6/22/2012	1,386.71	1,310.95	75.76

PIMCO Total Return	132.26	5/28/2004	6/22/2012	1,492.77	1,403.28	89.49
PIMCO Total Return	108.556	6/30/2004	6/22/2012	1,225.23	1,155.04	70.19
PIMCO Total Return	132.645	7/30/2004	6/22/2012	1,497.11	1,423.28	73.83
PIMCO Total Return	123.079	9/10/2004	6/22/2012	1,389.14	1,344.02	45.12
PIMCO Total Return	103.39	9/30/2004	6/22/2012	1,166.92	1,129.02	37.90
PIMCO Total Return	111.827	10/29/2004	6/22/2012	1,262.15	1,231.21	30.94
PIMCO Total Return	123.647	12/10/2004	6/22/2012	1,395.55	1,353.93	41.62
PIMCO Total Return	1.703	12/14/2004	6/22/2012	19.22	18.21	1.01
PIMCO Total Return	2.092	12/14/2004	6/22/2012	23.61	22.36	1.25
PIMCO Total Return	35.493	12/31/2004	6/22/2012	400.6	378.71	21.89
PIMCO Total Return	0.339	1/31/2005	6/22/2012	3.83	3.62	0.21
PIMCO Total Return	0.302	2/28/2005	6/22/2012	3.41	3.21	0.20
PIMCO Total Return	32.095	9/30/2005	6/22/2012	362.24	341.81	20.43
PIMCO Total Return	75.196	10/31/2005	6/22/2012	848.71	791.06	57.65
PIMCO Total Return	68.68	7/31/2007	6/22/2012	775.16	703.28	71.88
PIMCO Total Return	298.294	8/31/2007	6/22/2012	3,366.73	3,081.38	285.35
PIMCO Total Return	1,646.84	5/8/2008	6/22/2012	18,587.28	18,030.00	557.28
Fidelity Advisor Small Cap	1,061.87	10/1/2008	6/26/2012	23,000.00	23,764.54	-764.54
SOHU.COM Inc	100	7/8/2009	8/29/2012	4,305.93	6,099.00	-1,793.07
SOHU.COM Inc	100	10/29/2009	8/29/2012	4,305.93	6,021.00	-1,715.07
Powershares DB AGRIC	2,900.00	11/3/2011	12/27/2012	81,833.43	80,949.00	884.43
Fidelity Advisor Small Cap	1,638.56	10/1/2008	12/28/2012	38,915.73	36,670.91	2,244.82
Fidelity Advisor Small Cap	588.502	10/27/2009	12/28/2012	13,976.92	13,000.00	976.92
Fidelity Advisor Small Cap	260.87	5/10/2010	12/28/2012	6,195.66	6,000.00	195.66
Franklin Real Return	7,373.27	5/10/2010	12/28/2012	80,647.36	80,030.00	617.36
Franklin Real Return	6,250.00	10/27/2010	12/28/2012	68,361.24	70,030.00	-1,668.76
Mastercard Inc.	70	12/20/2010	12/28/2012	34,614.67	17,383.07	17,231.60
Canadian Natl Ry Co	300	12/16/2008	12/31/2012	27,375.13	10,432.14	16,942.99
Canadian Natl Ry Co	200	10/29/2009	12/31/2012	18,250.09	10,054.00	8,196.09
Compania Cervecerias	100	6/26/2008	12/31/2012	3,155.16	3,101.68	53.48
Compania Cervecerias	200	10/15/2009	12/31/2012	6,310.32	7,358.00	-1,047.68
Compania Cervecerias	300	5/12/2010	12/31/2012	9,465.48	12,473.40	-3,007.92
Discovery Comm. Inc.	200	8/4/2011	12/31/2012	12,591.09	7,850.18	4,740.91
Discovery Comm. Inc.	400	8/23/2011	12/31/2012	25,182.17	14,853.72	10,328.45

Gilead Sciences Inc.	200	9/21/2009	12/31/2012	14,480.06	9,312.45	5,167.61
Gilead Sciences Inc.	200	5/12/2010	12/31/2012	14,480.06	7,707.95	6,772.11
Powershares DB MULTI ENERGY	2,900.00	11/3/2011	12/31/2012	81,077.42	85,722.00	-4,644.58
TOTAL LONG TERM				2,206,270.10	2,005,539.73	200,730.37
OVERALL TOTAL				2,414,464.29	2,185,760.33	228,703.96