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

2012Department of the Treasury
Internal Revenue Service

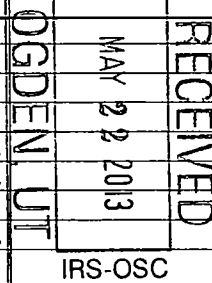
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year **2012**, or tax year beginning , **2012**, and ending ,

Name of foundation SETO FOUNDATION, C/O HAWAII COMMUNITY FOUNDATION		A Employer identification number 99-0329759
Number and street (or P O box number if mail is not delivered to street address) 827 FORT STREET MALL		B Telephone number (see the instructions) (808) 566-5550
City or town HONOLULU		C If exemption application is pending, check here <input type="checkbox"/>
State ZIP code HI 96813		D 1 Foreign organizations, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial Return of a former public charity		2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<input type="checkbox"/> Final return <input type="checkbox"/> Amended return		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<input type="checkbox"/> Address change <input type="checkbox"/> Name change		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <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		
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 3,271,462.		
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc., received (att sch)				
	2 <input checked="" type="checkbox"/> If the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	89,569.	89,569.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	4,905.	L-6a Stmt		
	b Gross sales price for all assets on line 6a	439,631.			
	7 Capital gain net income (from Part IV, line 2)		4,905.		
	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/(loss) (att sch)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	94,474.	94,474.			
ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch) L-16b Stmt	2,612.	0.		2,612.
	c Other prof fees (attach sch) L-16c Stmt	39,675.	14,675.		25,000.
	17 Interest				
	18 Taxes (attach schedule) (see instrs) FEDERAL EXCISE TAX	2,509.	0.		0.
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	INVESTMENT EXPENSE	1,380.	1,380.		0.
	24 Total operating and administrative expenses. Add lines 13 through 23	46,176.	16,055.		27,612.
25 Contributions, gifts, grants paid	147,574.			147,574.	
26 Total expenses and disbursements. Add lines 24 and 25	193,750.	16,055.		175,186.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-99,276.				
b Net investment income (if negative, enter -0-)		78,419.			
c Adjusted net income (if negative, enter -0-)					

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end of year amounts only (See instructions)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
A S S E T S	1 Cash — non-interest-bearing			
	2 Savings and temporary cash investments	247,828.	160,718.	160,718.
	3 Accounts receivable			
	Less allowance for doubtful accounts			
	4 Pledges receivable			
	Less allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch)			
	Less allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments — U S and state government obligations (attach schedule) L-10a Stmt	647,095.	646,979.	668,251.
	b Investments — corporate stock (attach schedule) L-10b Stmt	1,231,609.	1,231,609.	1,509,528.
	c Investments — corporate bonds (attach schedule) L-10c Stmt	762,867.	749,825.	771,563.
	11 Investments — land, buildings, and equipment basis			
Less accumulated depreciation (attach schedule)				
12 Investments — mortgage loans				
13 Investments — other (attach schedule) L-13 Stmt	161,622.	162,614.	161,402.	
14 Land, buildings, and equipment basis				
Less accumulated depreciation (attach schedule)				
15 Other assets (describe)				
16 Total assets (to be completed by all filers — see the instructions Also, see page 1, item I)	3,051,021.	2,951,745.	3,271,462.	
L I A B I L I T I E S	17 Accounts payable and accrued expenses	0.	0.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
F U N D A S S E T B A L A N C E S	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. X			
	27 Capital stock, trust principal, or current funds	3,051,021.	2,951,745.	
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	3,051,021.	2,951,745.	
31 Total liabilities and net assets/fund balances (see instructions)	3,051,021.	2,951,745.		

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	3,051,021.
2 Enter amount from Part I, line 27a	2	-99,276.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	2,951,745.
5 Decreases not included in line 2 (itemize)	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	2,951,745.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a PUBLICLY TRADED SECURITIES				
b POWERSHARES DB COMM INDEX K-1		P	10/16/09	12/31/12
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 437,364.		434,726.	2,638.
b 2,267.		0.	2,267.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			2,638.
b			2,267.
c			
d			
e			

2 Capital gain net income or (net capital loss)	— [If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7]	2	4,905.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	— [If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8]	3	

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

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

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

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

☐ Yes☒ No

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

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2011	150,561.	3,294,354.	0.045703
2010	123,121.	3,104,415.	0.039660
2009	177,314.	2,562,809.	0.069187
2008	169,279.	3,494,654.	0.048439
2007	110,668.	4,161,308.	0.026595
2 Total of line 1, column (d)		2	0.229584
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years		3	0.045917
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5		4	3,222,050.
5 Multiply line 4 by line 3		5	147,947.
6 Enter 1% of net investment income (1% of Part I, line 27b)		6	784.
7 Add lines 5 and 6		7	148,731.
8 Enter qualifying distributions from Part XII, line 4		8	175,186.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary – see instrs)		1	784.
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			
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3 Add lines 1 and 2		3	784.
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	784.
6 Credits/Payments			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a 2,040.		
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments Add lines 6a through 6d	7	2,040.	
8 Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	0.	
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	1,256.	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax 1,256. Refunded	11		

Part VII-A Statements Regarding Activities

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

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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>HAWAII COMMUNITY FOUNDATION</u> Telephone no <u>(808) 566-5538</u> Located at <u>827 FORT STREET MALL HONOLULU HI</u> ZIP + 4 <u>96813</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <u>15</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?	16		X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country <u></u>				

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

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

		Yes	No
1 a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1 b	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?	1 c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions)	2 b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If 'Yes,' did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	3 b	
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4 b	X

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Form 990-PF (2012)

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

5 a During the year did the foundation pay or incur any amount to

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5 b

Organizations relying on a current notice regarding disaster assistance check here

☐

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

☐ Yes ☐ No

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

6 a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

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

6 b

If 'Yes' to 6b, file Form 8870

X

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

☐ Yes ☒ No

7 b

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
DUDLEY S J SETO C/O HAWAII COMMUNITY FDN HONOLULU HI 96813	CHAIRMAN/DIR 0.29	0.	0.	0.
CATHERINE M L SILVA C/O HAWAII COMMUNITY FDN HONOLULU HI 96813	TREASURER/DIR 0.25	0.	0.	0.
CYNTHIA M W HARTWELL C/O HAWAII COMMUNITY FDN HONOLULU HI 96813	PRESIDENT/DIR 0.27	0.	0.	0.
See Information about Officers, Directors, Trustees, Etc		0.	0.	0.

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

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

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

None

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

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

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

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		
2		
3		
4		

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 ----- ----- -----	
2 ----- ----- -----	
All other program-related investments See instructions 3 ----- ----- -----	
Total. Add lines 1 through 3	

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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	3,037,192.
b Average of monthly cash balances	1b	233,925.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	3,271,117.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2 Acquisition indebtedness applicable to line 1 assets	2	
3 Subtract line 2 from line 1d	3	3,271,117.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	49,067.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,222,050.
6 Minimum investment return. Enter 5% of line 5	6	161,103.

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	161,103.
2a Tax on investment income for 2012 from Part VI, line 5	2a	784.	
b Income tax for 2012 (This does not include the tax from Part VI)	2b		
c Add lines 2a and 2b		2c	784.
3 Distributable amount before adjustments Subtract line 2c from line 1		3	160,319.
4 Recoveries of amounts treated as qualifying distributions		4	
5 Add lines 3 and 4		5	160,319.
6 Deduction from distributable amount (see instructions)		6	
7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	160,319.

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	175,186.
b Program-related investments — total from Part IX-B	1b	
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	175,186.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	784.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	174,402.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				160,319.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			162,712.	
b Total for prior years 20 __, 20 __, 20 __				
3 Excess distributions carryover, if any, to 2012				
a From 2007	0.			
b From 2008	0.			
c From 2009	0.			
d From 2010	0.			
e From 2011	0.			
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 175,186.				
a Applied to 2011, but not more than line 2a			162,712.	
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2012 distributable amount				12,474.
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))				
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				
d Subtract line 6c from line 6b Taxable amount – see instructions		0.		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				147,845.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	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	0.			
b Excess from 2009	0.			
c Excess from 2010	0.			
d Excess from 2011	0.			
e Excess from 2012	0.			

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

N/A

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

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

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

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

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year — see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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

- c** Any submission deadlines

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
IOLANI SCHOOL 563 KAMOKU STREET HONOLULU HI 96826	N/A	170(b) (1)(A) (ii)	SULLIVAN CENTER NEW CENTER FOR APPLIED STUDIES	137,574.
HAWAII COMMUNITY FOUNDATION 827 FORT STREET MALL HONOLULU HI 96813	N/A	170(b) (1)(A) (vi)	COMMUNITY STABILIZATION INITIATIVE	10,000.
Total			3a	147,574.
b Approved for future payment				
Total			3b	

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 (See instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	89,569.	
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	4,905.	0.
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)				94,474.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13 94,474.	

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Name SETO FOUNDATION, C/O HAWAII COMMUNITY FOUNDATION	Employer Identification Number 99-0329759
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Asset Information:

Description of Property		<u>PUBLICLY TRADED SECURITIES</u>	
Date Acquired	<u>Various</u>	How Acquired	<u>Purchased</u>
Date Sold	<u>Various</u>	Name of Buyer	
Sales Price	<u>437,364.</u>	Cost or other basis (do not reduce by depreciation)	<u>434,726.</u>
Sales Expense		Valuation Method	
Total Gain (Loss)	<u>2,638.</u>	Accumulation Depreciation	
Description of Property		<u>POWERSHARES DB COMM INDEX K-1</u>	
Date Acquired	<u>Various</u>	How Acquired	<u>Purchased</u>
Date Sold	<u>Various</u>	Name of Buyer	
Sales Price	<u>2,267.</u>	Cost or other basis (do not reduce by depreciation)	<u>0.</u>
Sales Expense		Valuation Method	
Total Gain (Loss)	<u>2,267.</u>	Accumulation Depreciation	
Description of Property			
Date Acquired		How Acquired	
Date Sold		Name of Buyer	
Sales Price		Cost or other basis (do not reduce by depreciation)	
Sales Expense		Valuation Method	
Total Gain (Loss)		Accumulation Depreciation	
Description of Property			
Date Acquired		How Acquired	
Date Sold		Name of Buyer	
Sales Price		Cost or other basis (do not reduce by depreciation)	
Sales Expense		Valuation Method	
Total Gain (Loss)		Accumulation Depreciation	
Description of Property			
Date Acquired		How Acquired	
Date Sold		Name of Buyer	
Sales Price		Cost or other basis (do not reduce by depreciation)	
Sales Expense		Valuation Method	
Total Gain (Loss)		Accumulation Depreciation	
Description of Property			
Date Acquired		How Acquired	
Date Sold		Name of Buyer	
Sales Price		Cost or other basis (do not reduce by depreciation)	
Sales Expense		Valuation Method	
Total Gain (Loss)		Accumulation Depreciation	
Description of Property			
Date Acquired		How Acquired	
Date Sold		Name of Buyer	
Sales Price		Cost or other basis (do not reduce by depreciation)	
Sales Expense		Valuation Method	
Total Gain (Loss)		Accumulation Depreciation	

Form 990-PF, Page 6, Part VIII, Line 1

Information about Officers, Directors, Trustees, Etc.

(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
Person <input checked="" type="checkbox"/> Business <input type="checkbox"/> KEITH K M SETO C/O HAWAII COMMUNITY FDN HONOLULU HI 96813	VICE-PRES/DIR 0.23	0.	0.	0.
Person <input checked="" type="checkbox"/> Business <input type="checkbox"/> CHERYL M W SETO C/O HAWAII COMMUNITY FDN HONOLULU HI 96813	SECRETARY/DIR 0.23	0.	0.	0.
Person <input checked="" type="checkbox"/> Business <input type="checkbox"/> CAROL SETO C/O HAWAII COMMUNITY FDN HONOLULU HI 96813	DIRECTOR 0.23	0.	0.	0.

Total

0. 0. 0.

Form 990-PF, Page 1, Part I

Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ALLEN ARAKAKI, CPA	TAX RETURN PREP	2,612.	0.		2,612.
Total		2,612.	0.		2,612.

Form 990-PF, Page 1, Part I

Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
HAWAII COMMUNITY FDN	GRANT ADMIN FEES	25,000.	0.		25,000.
FHB WEALTH MGMT	INVEST SERVICE FEES	14,675.	14,675.		0.
Total		39,675.	14,675.		25,000.

Form 990-PF, Page 2, Part II, Line 10a

L-10a Stmt

Line 10a - Investments - US and State Government Obligations:	End of Year		End of Year	
	State and Local Obligations Book Value	State and Local Obligations FMV	US Government Obligations Book Value	US Government Obligations FMV
FHB WEALTH MGMT #1147600 SEE ATTACH	78,569.	81,208.	568,410.	587,043.
Total	<u>78,569.</u>	<u>81,208.</u>	<u>568,410.</u>	<u>587,043.</u>

Form 990-PF, Page 2, Part II, Line 10b

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
FHB WEALTH MGMT #1147601 SEE ATTACHED STMT	1,231,609.	1,509,528.
Total	<u>1,231,609.</u>	<u>1,509,528.</u>

Form 990-PF, Page 2, Part II, Line 10c

L- 10c Stmt

Line 10c - Investments - Corporate Bonds:	End of Year	
	Book Value	Fair Market Value
FHB WEALTH MGMT #1147600 SEE ATTACHED STMT	749,825.	771,563.
Total	<u>749,825.</u>	<u>771,563.</u>

Form 990-PF, Page 2, Part II, Line 13

L-13 Stmt

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
FHB WEALTH MGMT #1147601 P/S SEE ATTACHED STMT	162,614.	161,402.
Total	<u>162,614.</u>	<u>161,402.</u>

Statement of Value & Activity

January 1, 2012 - December 31, 2012

Asset Detail

Description	Shares/Par Value	Market Value	Cost Basis	Unrealized G/L	Est. Ann. Income	Current Yield
<i>Fixed Income</i>						
<i>US Government Securities</i>						
Federal Home Loan Bank	15,000.00	\$17,679.30	\$17,030.40	\$648.90	\$768.75	4.35%
DTD 02/08/2007 5.125% 03/10/2017						
Non Callable						
CUSIP: 3133XJW20						
Federal Home Loan Bank	15,000.00	\$18,079.35	\$16,845.00	\$1,234.35	\$843.75	4.67%
DTD 06/13/2007 5.625% 06/09/2017						
Non Callable						
CUSIP: 3133XLF81						
Federal Home Loan Bank	20,000.00	\$23,060.40	\$21,828.20	\$1,232.20	\$750.00	3.25%
DTD 12/18/2008 3.750% 12/14/2018						
Non Callable						
CUSIP: 3133XSR59						
Federal Home Loan Mortgage Corp	15,000.00	\$15,240.75	\$15,998.38	-\$757.63	\$637.50	4.18%
DTD 05/22/2003 4.250% 05/22/2013						
Callable						
CUSIP: 3128X1EJ2						
Federal Home Loan Mortgage Corp	15,000.00	\$15,150.75	\$15,139.65	\$11.10	\$150.00	0.99%
Medium Term Note						
DTD 06/25/2012 1.000% 07/28/2017						
Non Callable						
CUSIP: 3137EADJ5						
Federal National Mortgage Assn	15,000.00	\$15,080.10	\$15,007.50	\$72.60	\$112.50	0.75%
DTD 02/07/2012 Var Cpn 02/07/2017						
Callable						
CUSIP: 3136FTL31						

Asset Detail Section (continued)

Statement of Value & Activity

January 1, 2012 - December 31, 2012

Description	Shares/Par Value	Market Value	Cost Basis	Unrealized G/L	Est. Ann. Income	Current Yield
Federal National Mortgage Assn DTD 04/19/2012 0.500% 05/27/2015 Non Callable CUSIP: 3135G0KM4	20,000.00	\$20,072.60	\$19,957.78	\$114.82	\$100.00	0.50%
Fedl Natl Mtge Assn Pool #889982 30 Yr Gtd Single Family Mortgage DTD 10/01/2008 5.500% 11/01/2038 Non Callable CUSIP: 31410KXK5	2,828.73	\$3,073.95	\$3,034.57	\$39.38	\$155.58	5.06%
Fedl Natl Mtge Assn Pool #930071 30 Yr Gtd Single Family Mortgage DTD 10/01/2008 6.000% 10/01/2038 Non Callable CUSIP: 31412NJQ0	5,159.17	\$5,637.01	\$5,836.61	-\$199.60	\$309.55	5.49%
Fedl Natl Mtge Assn Pool #992033 30 Yr Gtd Single Family Mortgage DTD 10/01/2008 6.000% 10/01/2038 Non Callable CUSIP: 31415XBA8	2,980.21	\$3,256.24	\$3,417.15	-\$160.91	\$178.81	5.49%
Fedl Natl Mtge Assn Pool #992144 30 Yr Gtd Single Family Mortgage DTD 10/01/2008 6.000% 10/01/2038 Non Callable CUSIP: 31415XER8	7,278.75	\$8,030.50	\$7,858.38	\$172.12	\$436.73	5.44%

Asset Detail Section (continued)

Statement of Value & Activity

January 1, 2012 - December 31, 2012

Description	Shares/Par Value	Market Value	Cost Basis	Unrealized G/L	Est. Ann. Income	Current Yield
Fedl Natl Mtge Assn Pool #995018	1,414.15	\$1,538.28	\$1,518.27	\$20.01	\$77.78	5.06%
30 Yr Gtd Single Family Mortgage						
DTD 10/01/2008 5.500% 06/01/2038						
Non Callable						
CUSIP: 31416BK72						
Fedl Natl Mtge Assn Pool #995069	12,506.09	\$13,934.91	\$13,105.19	\$829.72	\$750.37	5.38%
30 Yr Gtd Single Family Mortgage						
DTD 11/01/2008 6.000% 10/01/2038						
Non Callable						
CUSIP: 31416BMS4						
		\$159,834.14	\$156,577.08	\$3,257.06	\$5,271.32	
US Treasury Obligations						
United States Treasury Bonds	5,000.00	\$5,362.50	\$5,019.34	\$343.16	\$131.25	2.45%
DTD 04/30/2009 2.625% 04/30/2016						
CUSIP: 912828KR0						
United States Treasury Notes	15,000.00	\$17,607.45	\$15,638.67	\$1,968.78	\$543.75	3.09%
DTD 02/15/2011 3.625% 02/15/2021						
CUSIP: 912828PX2						
United States Treasury Notes	15,000.00	\$16,051.20	\$15,067.97	\$983.23	\$393.75	2.45%
DTD 03/02/2009 2.625% 02/29/2016						
CUSIP: 912828KS8						
United States Treasury Notes	10,000.00	\$11,085.90	\$10,021.87	\$1,064.03	\$287.50	2.59%
DTD 03/31/2011 2.875% 03/31/2018						
CUSIP: 912828QB9						
United States Treasury Notes	50,000.00	\$50,023.50	\$50,023.44	\$0.06	\$125.00	0.25%
DTD 05/31/2012 0.250% 05/31/2014						
CUSIP: 912828SW1						

Asset Detail Section (continued)**Statement of Value & Activity**

January 1, 2012 - December 31, 2012

Description	Shares/Par Value	Market Value	Cost Basis	Unrealized G/L	Est. Ann. Income	Current Yield
United States Treasury Notes DTD 06/15/2011 0.750% 06/15/2014 CUSIP: 912828QS2	25,000.00	\$25,194.25	\$25,305.66	-\$111.41	\$187.50	0.74%
United States Treasury Notes DTD 06/15/2012 0.375% 06/15/2015 CUSIP: 912828SZ4	25,000.00	\$25,039.00	\$25,059.57	-\$20.57	\$93.75	0.37%
United States Treasury Notes DTD 08/15/2005 4.250% 08/15/2015 CUSIP: 912828EE6	15,000.00	\$16,527.00	\$16,583.20	-\$56.20	\$637.50	3.86%
United States Treasury Notes DTD 08/15/2010 2.625% 08/15/2020 CUSIP: 912828NT3	15,000.00	\$16,471.95	\$14,642.85	\$1,829.10	\$393.75	2.39%
United States Treasury Notes DTD 08/15/2011 2.125% 08/15/2021 CUSIP: 912828RC6	35,000.00	\$36,793.75	\$34,991.41	\$1,802.34	\$743.75	2.02%
United States Treasury Notes DTD 09/30/2011 0.125% 09/30/2013 CUSIP: 912828RK8	25,000.00	\$24,993.25	\$24,974.33	\$18.92	\$31.25	0.13%
United States Treasury Notes DTD 09/30/2011 1.000% 09/30/2016 CUSIP: 912828RJ1	5,000.00	\$5,095.30	\$4,984.38	\$110.92	\$50.00	0.98%
United States Treasury Notes DTD 09/30/2011 1.375% 09/30/2018 CUSIP: 912828RH5	35,000.00	\$35,978.95	\$34,472.81	\$1,506.14	\$481.25	1.34%
United States Treasury Notes DTD 10/15/2011 0.500% 10/15/2014 CUSIP: 912828RL6	5,000.00	\$5,022.65	\$5,000.59	\$22.06	\$25.00	0.50%

Asset Detail Section (continued)

Statement of Value & Activity

January 1, 2012 - December 31, 2012

Description	Shares/Par Value	Market Value	Cost Basis	Unrealized G/L	Est. Ann. Income	Current Yield
United States Treasury Notes DTD 10/31/2009 2.375% 10/31/2014 CUSIP: 912828LS7	15,000.00	\$15,577.80	\$15,493.95	\$83.85	\$356.25	2.29%
United States Treasury Notes DTD 11/15/2011 2.000% 11/15/2021 CUSIP: 912828RR3	15,000.00	\$15,568.35	\$14,999.41	\$568.94	\$300.00	1.93%
United States Treasury Notes DTD 11/30/2009 2.125% 11/30/2014 CUSIP: 912828LZ1	75,000.00	\$77,660.25	\$74,871.10	\$2,789.15	\$1,593.75	2.05%
United States Treasury Notes DTD 11/30/2009 2.750% 11/30/2016 CUSIP: 912828MA5	25,000.00	\$27,156.25	\$24,682.62	\$2,473.63	\$687.50	2.53%
		\$427,209.30	\$411,833.17	\$15,376.13	\$7,062.50	
Corporate Bonds						
AFLAC Inc DTD 08/09/2010 3.450% 08/15/2015 Non Callable CUSIP: 001055AE2	10,000.00	\$10,671.10	\$10,589.90	\$81.20	\$345.00	3.23%
ALLTEL Corporation DTD 03/08/1996 7.000% 03/15/2016 Non Callable CUSIP: 020039AE3	5,000.00	\$5,930.90	\$6,045.70	-\$114.80	\$350.00	5.90%
American Express Bk FSB Medium Term Note DTD 04/16/2008 5.500% 04/16/2013 Non Callable CUSIP: 02580ECN1	15,000.00	\$15,217.05	\$15,947.95	-\$730.90	\$825.00	5.42%

Asset Detail Section (continued)**Statement of Value & Activity**

January 1, 2012 - December 31, 2012

Description	Shares/Par Value	Market Value	Cost Basis	Unrealized G/L	Est. Ann. Income	Current Yield
Aon Corp DTD 05/27/2011 3.125% 05/27/2016 Non Callable CUSIP: 037389AY9	10,000.00	\$10,527.70	\$10,480.40	\$47.30	\$312.50	2.97%
Arizona Public Service DTD 08/03/2006 6.250% 08/01/2016 Non Callable CUSIP: 040555CJ1	10,000.00	\$11,737.90	\$11,767.90	-\$30.00	\$625.00	5.32%
AT&T Inc DTD 02/01/2008 5.500% 02/01/2018 Non Callable CUSIP: 00206RAJ1	15,000.00	\$17,869.35	\$17,133.15	\$736.20	\$825.00	4.62%
Autozone Inc DTD 11/15/2010 4.000% 11/15/2020 Callable CUSIP: 053332AL6	5,000.00	\$5,422.35	\$4,800.80	\$621.55	\$200.00	3.69%
Bank of America Corp Medium Term Note DTD 05/02/2008 4.900% 05/01/2013 Non Callable CUSIP: 06051GDW6	15,000.00	\$15,204.60	\$15,366.00	-\$161.40	\$735.00	4.83%
Bank of New York Mellon Medium Term Note DTD 02/01/2011 4.150% 02/01/2021 Non Callable CUSIP: 06406HBU2	10,000.00	\$11,226.40	\$10,816.40	\$410.00	\$415.00	3.70%

Asset Detail Section (continued)

Statement of Value & Activity

January 1, 2012 - December 31, 2012

Description	Shares/Par Value	Market Value	Cost Basis	Unrealized G/L	Est. Ann. Income	Current Yield
BHP Billiton Finance DTD 12/12/2005 5.250% 12/15/2015 Non Callable CUSIP: 055451AB4	15,000.00	\$16,941.75	\$16,699.35	\$242.40	\$787.50	4.65%
Boston Properties LP DTD 04/19/2010 5.625% 11/15/2020 Non Callable CUSIP: 10112RAR5	15,000.00	\$17,745.00	\$14,983.65	\$2,761.35	\$843.75	4.75%
Bristol-Myers Squibb DTD 05/01/2008 5.450% 05/01/2018 Non Callable CUSIP: 110122AR9	15,000.00	\$18,120.15	\$16,223.40	\$1,896.75	\$817.50	4.51%
Bunge Limited Finance Co DTD 06/09/2009 8.500% 06/15/2019 Non Callable CUSIP: 120568AT7	15,000.00	\$19,300.35	\$17,386.80	\$1,913.55	\$1,275.00	6.61%
Burlington North Santa Fe DTD 04/13/2007 5.650% 05/01/2017 Non Callable CUSIP: 12189TAY0	5,000.00	\$5,885.55	\$5,719.05	\$166.50	\$282.50	4.80%
Cameron Intl Corp DTD 06/02/2011 4.500% 06/01/2021 Non Callable CUSIP: 13342BAE5	5,000.00	\$5,594.80	\$5,079.65	\$515.15	\$225.00	4.02%
Campbell Soup Co DTD 04/05/2011 4.250% 04/15/2021 Non Callable CUSIP: 134429AW9	5,000.00	\$5,656.45	\$5,076.90	\$579.55	\$212.50	3.76%

Asset Detail Section (continued)

Statement of Value & Activity

January 1, 2012 - December 31, 2012

Description	Shares/Par Value	Market Value	Cost Basis	Unrealized G/L	Est. Ann. Income	Current Yield
Capital One Financial Co DTD 05/22/2009 7.375% 05/23/2014 Non Callable CUSIP: 14040HAS4	15,000.00	\$16,317.45	\$17,075.10	-\$757.65	\$1,106.25	6.78%
Caterpillar Inc DTD 12/05/2008 7.900% 12/15/2018 Non Callable CUSIP: 149123BQ3	10,000.00	\$13,564.60	\$12,627.00	\$937.60	\$790.00	5.82%
Citigroup Inc DTD 08/15/2007 6.000% 08/15/2017 Non Callable CUSIP: 172967EH0	10,000.00	\$11,781.50	\$11,400.90	\$380.60	\$600.00	5.09%
Citigroup Inc DTD 08/19/2008 6.500% 08/19/2013 Non Callable CUSIP: 172967EU1	4,000.00	\$4,138.40	\$4,294.48	-\$156.08	\$260.00	6.28%
Continental Airlines Inc DTD 07/01/2009 9.000% 07/08/2016 Non Callable CUSIP: 21079TAA6	4,287.19	\$4,962.42	\$4,560.50	\$401.92	\$385.85	7.77%
Costco Wholesale Corp DTD 02/20/2007 5.500% 03/15/2017 Non Callable CUSIP: 22160KAC9	5,000.00	\$5,894.60	\$5,948.60	-\$54.00	\$275.00	4.66%
Daimlerchrysler NA Hldg DTD 11/06/2003 6.500% 11/15/2013 CUSIP: 233835AW7	15,000.00	\$15,746.10	\$16,480.60	-\$734.50	\$975.00	6.19%

Asset Detail Section (continued)

Statement of Value & Activity

January 1, 2012 - December 31, 2012

Description	Shares/Par Value	Market Value	Cost Basis	Unrealized G/L	Est. Ann. Income	Current Yield
Dell Inc	10,000.00	\$10,614.50	\$11,169.30	-\$554.80	\$562.50	5.30%
DTD 04/06/2009 5.625% 04/15/2014 Non Callable CUSIP: 24702RAG6						
Devon Energy Corporation	10,000.00	\$12,409.30	\$11,889.00	\$520.30	\$630.00	5.08%
DTD 01/09/2009 6.300% 01/15/2019 Non Callable CUSIP: 25179MAH6						
DirecTV Hldg/Fin Inc	10,000.00	\$10,594.10	\$10,255.65	\$338.45	\$350.00	3.30%
DTD 03/10/2011 3.500% 03/01/2016 Non Callable CUSIP: 25459HAY1						
Duke Energy Corp	5,000.00	\$5,013.05	\$4,983.55	\$29.50	\$81.25	1.62%
DTD 08/16/2012 1.625% 08/15/2017 Non Callable CUSIP: 26441CAH8						
Genentech Inc (Usa)	15,000.00	\$16,542.30	\$16,191.30	\$351.00	\$712.50	4.31%
DTD 07/18/2005 4.750% 07/15/2015 Non Callable CUSIP: 368710AG4						
General Elec Cap Corp	15,000.00	\$15,860.10	\$15,232.20	\$627.90	\$435.00	2.74%
Medium Term Note						
DTD 01/09/2012 2.900% 01/09/2017 Non Callable CUSIP: 36962G5N0						
Gilead Sciences Inc	10,000.00	\$10,710.30	\$10,350.30	\$360.00	\$305.00	2.85%
DTD 12/13/2011 3.050% 12/01/2016 Non Callable CUSIP: 375558AT0						

Asset Detail Section (continued)

Statement of Value & Activity

January 1, 2012 - December 31, 2012

Description	Shares/Par Value	Market Value	Cost Basis	Unrealized G/L	Est. Ann. Income	Current Yield
Goldman Sachs Group Inc DTD 02/05/2009 7.500% 02/15/2019 Non Callable CUSIP: 38141EA25	10,000.00	\$12,582.60	\$11,776.50	\$806.10	\$750.00	5.96%
Goldman Sachs Group Inc Medium Term Note DTD 07/22/2005 Var Cpn 07/22/2015 Non Callable CUSIP: 38141EKF5	5,000.00	\$4,906.10	\$4,884.04	\$22.06	\$35.95	0.73%
Halliburton Company DTD 03/13/2009 6.150% 09/15/2019 Non Callable CUSIP: 406216AX9	10,000.00	\$12,592.70	\$11,804.00	\$788.70	\$615.00	4.88%
Hess Corp DTD 02/03/2009 8.125% 02/15/2019 Non Callable CUSIP: 42809HAB3	10,000.00	\$13,161.10	\$13,040.90	\$120.20	\$812.50	6.17%
Hewlett-Packard Co DTD 09/13/2010 2.125% 09/13/2015 Non Callable CUSIP: 428236BC6	15,000.00	\$14,989.65	\$15,026.65	-\$37.00	\$318.75	2.13%
IBM Corporation DTD 11/01/1989 8.375% 11/01/2019 Non Callable CUSIP: 459200AG6	15,000.00	\$21,313.95	\$19,544.15	\$1,769.80	\$1,256.25	5.89%
Intel Corp DTD 12/11/2012 1.350% 12/15/2017 Non Callable CUSIP: 458140AL4	10,000.00	\$9,997.10	\$9,989.40	\$7.70	\$135.00	1.35%



WEALTH MANAGEMENT GROUP

Asset Detail Section (continued)

Statement of Value & Activity

January 1, 2012 - December 31, 2012

Description	Shares/Par Value	Market Value	Cost Basis	Unrealized G/L	Est. Ann. Income	Current Yield
John Deere Capital Corp Medium Term Note DTD 06/07/2011 2.250% 06/07/2016 Non Callable CUSIP: 24422ERC5	15,000.00	\$15,693.90	\$15,713.10	-\$19.20	\$337.50	2.15%
JPMorgan Chase & Co Medium Term Note DTD 06/29/2011 3.150% 07/05/2016 Non Callable CUSIP: 46625HJA9	10,000.00	\$10,594.50	\$10,264.40	\$330.10	\$315.00	2.97%
Kinder Morgan Energy Partners DTD 12/19/2008 9.000% 02/01/2019 Non Callable CUSIP: 494550AZ9	10,000.00	\$13,478.50	\$12,699.55	\$778.95	\$900.00	6.68%
Kraft Foods Inc DTD 02/08/2010 5.375% 02/10/2020 Non Callable CUSIP: 50075NBA1	10,000.00	\$12,072.60	\$9,943.00	\$2,129.60	\$537.50	4.45%
Macy's Retail Hldgs Inc DTD 11/20/2012 2.875% 02/15/2023 Callable CUSIP: 55616XAH0	5,000.00	\$4,896.15	\$4,993.10	-\$96.95	\$143.75	2.94%
Martin Marietta Corp DTD 04/15/1993 7.375% 04/15/2013 Non Callable CUSIP: 573275AN4	15,000.00	\$15,280.35	\$17,382.45	-\$2,102.10	\$1,106.25	7.24%

Asset Detail Section (continued)

Statement of Value & Activity

January 1, 2012 - December 31, 2012

Description	Shares/Par Value	Market Value	Cost Basis	Unrealized G/L	Est. Ann. Income	Current Yield
Merck & Co Inc DTD 06/25/2009 5.000% 06/30/2019 Non Callable CUSIP: 589331AN7	15,000.00	\$18,054.75	\$15,685.65	\$2,369.10	\$750.00	4.15%
Morgan Stanley DTD 11/20/2009 4.200% 11/20/2014 Non Callable CUSIP: 61747YCK9	15,000.00	\$15,650.85	\$15,042.90	\$607.95	\$630.00	4.02%
Pharmacia Corp DTD 12/01/1999 6.500% 12/01/2018 CUSIP: 71713UAG5	10,000.00	\$12,820.60	\$12,449.00	\$371.60	\$650.00	5.07%
Potomac Edison Co DTD 05/15/2005 5.350% 11/15/2014 Non Callable CUSIP: 737662BP0	10,000.00	\$10,792.50	\$11,014.40	-\$221.90	\$535.00	4.96%
Sherwin-Williams Co DTD 12/07/2012 1.350% 12/15/2017 Non Callable CUSIP: 824348AP1	10,000.00	\$9,978.00	\$9,986.90	-\$8.90	\$135.00	1.35%
Symantec Corp DTD 09/16/2010 2.750% 09/15/2015 Non Callable CUSIP: 871503AG3	15,000.00	\$15,513.90	\$15,309.00	\$204.90	\$412.50	2.66%
Toyota Motor Credit Corp Medium Term Note DTD 01/11/2011 2.800% 01/11/2016 Non Callable CUSIP: 89233P4R4	15,000.00	\$15,780.60	\$14,979.15	\$801.45	\$420.00	2.66%

Asset Detail Section (continued)

Statement of Value & Activity

January 1, 2012 - December 31, 2012

Description	Shares/Par Value	Market Value	Cost Basis	Unrealized G/L	Est. Ann. Income	Current Yield
UnitedHealth Group Inc DTD 03/08/2012 2.875% 03/15/2022 Callable CUSIP: 91324PBV3	5,000.00	\$5,126.85	\$5,128.30	-\$1.45	\$143.75	2.80%
US Bancorp Medium Term Note DTD 03/02/2012 3.000% 03/15/2022 Callable CUSIP: 91159HHHC7	10,000.00	\$10,400.30	\$10,214.00	\$186.30	\$300.00	2.88%
Verizon Wireless DTD 05/15/2009 8.500% 11/15/2018 Non Callable CUSIP: 92344SAK6	10,000.00	\$13,757.00	\$13,931.70	-\$174.70	\$850.00	6.18%
Wal-Mart Stores Inc DTD 04/05/2007 5.375% 04/05/2017 Non Callable CUSIP: 931142CG6	10,000.00	\$11,838.30	\$11,330.00	\$508.30	\$537.50	4.54%
Walt Disney Company/The Medium Term Note DTD 05/23/2011 3.750% 06/01/2021 Non Callable CUSIP: 25468PCL8	15,000.00	\$16,574.70	\$14,999.05	\$1,575.65	\$562.50	3.39%
Whirlpool Corp Medium Term Note DTD 05/04/2009 8.600% 05/01/2014 Non Callable CUSIP: 96332HCB3	15,000.00	\$16,425.60	\$17,470.50	-\$1,044.90	\$1,290.00	7.85%

Asset Detail Section (continued)**Statement of Value & Activity**

January 1, 2012 - December 31, 2012

Description	Shares/Par Value	Market Value	Cost Basis	Unrealized G/L	Est. Ann. Income	Current Yield
XEROX Corporation DTD 05/11/2009 8.250% 05/15/2014 Non Callable CUSIP: 984121BY8	10,000.00	\$10,907.90	\$11,439.15	-\$531.25	\$825.00	7.56%
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Municipal Obligations		\$692,381.17	\$672,616.42	\$19,764.75	\$31,849.30	
Madison Wisconsin General Obligation DTD 10/01/2011 2.450% 10/01/2020 Callable CUSIP: 55844RFJ8	15,000.00	\$15,366.60	\$15,000.00	\$366.60	\$367.50	2.39%
Massachusetts State General Obligation DTD 12/01/2010 4.200% 12/01/2021 Non Callable CUSIP: 57582PWK2	20,000.00	\$22,736.40	\$22,000.00	\$736.40	\$840.00	3.69%
New York State General Obligation DTD 12/15/2011 2.750% 12/15/2020 Non Callable CUSIP: 649791GV6	20,000.00	\$20,709.80	\$20,063.40	\$646.40	\$550.00	2.66%
Pennsylvania State General Obligation DTD 12/23/2010 4.550% 07/15/2021 Callable CUSIP: 70914PPF3	15,000.00	\$17,223.00	\$16,505.30	\$717.70	\$682.50	3.96%

Asset Detail Section (continued)

Statement of Value & Activity

January 1, 2012 - December 31, 2012

Description	Shares/Par Value	Market Value	Cost Basis	Unrealized G/L	Est. Ann. Income	Current Yield
Univ Sys of Maryland Auxiliary Fac Higher Education DTD 02/09/2012 2.700% 04/01/2021 Non Callable CUSIP: 914402T77	5,000.00	\$5,172.30	\$5,000.00	\$172.30	\$135.00	2.61%
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Foreign Bonds		\$81,208.10	\$78,568.70	\$2,639.40	\$2,575.00	
Astrazeneca PLC DTD 09/12/2007 5.900% 09/15/2017 Non Callable CUSIP: 046353AB4	15,000.00	\$18,225.45	\$18,036.30	\$189.15	\$885.00	4.86%
BP Capital Markets PLC DTD 03/11/2011 3.200% 03/11/2016 Non Callable CUSIP: 05565QBQ0	15,000.00	\$16,000.80	\$15,862.95	\$137.85	\$480.00	3.00%
Rio Tinto FIN USA LTD DTD 04/17/2009 9.000% 05/01/2019 Non Callable CUSIP: 767201AH9	10,000.00	\$13,735.30	\$13,020.90	\$714.40	\$900.00	6.55%
Swedish Export Credit DTD 07/13/2011 2.125% 07/13/2016 Non Callable CUSIP: 00254EKX9	15,000.00	\$15,588.45	\$14,925.15	\$663.30	\$318.75	2.04%

Asset Detail Section (continued)**Statement of Value & Activity**

January 1, 2012 - December 31, 2012

<i>Description</i>	<i>Shares/Par Value</i>	<i>Market Value</i>	<i>Cost Basis</i>	<i>Unrealized G/L</i>	<i>Est. Ann. Income</i>	<i>Current Yield</i>
TEVA Pharmaceutical FIN BV	15,000.00	\$15,631.80	\$15,362.90	\$268.90	\$360.00	2.30%
DTD 11/10/2011 2.400% 11/10/2016						
Callable						
CUSIP: 88165FAC6						
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		\$79,181.80	\$77,208.20	\$1,973.60	\$2,943.75	
Total Fixed Income		\$1,439,814.51	\$1,396,803.57	\$43,010.94	\$49,701.87	

Asset Detail Section

Statement of Value & Activity

January 1, 2012 - December 31, 2012

Asset Detail

Description	Shares/Par Value	Market Value	Cost Basis	Unrealized G/L	Est. Ann. Income	Current Yield
<i>Domestic Equities</i>						
<i>Other</i>						
iShares MSCI EAFE Index Fund CUSIP: 464287465	6,465.00	\$367,599.90	\$362,867.49	\$4,732.41	\$11,371.94	3.09%
iShares S&P Midcap 400 Growth Index CUSIP: 464287606	1,053.00	\$120,473.73	\$80,271.71	\$40,202.02	\$1,190.94	0.99%
iShares S&P Midcap 400/Value Index CUSIP: 464287705	1,671.00	\$147,281.94	\$106,782.53	\$40,499.41	\$2,802.27	1.90%
iShares S&P Smallcap 600/Val CUSIP: 464287879	1,189.00	\$96,201.99	\$68,034.48	\$28,167.51	\$1,794.20	1.86%
iShares S&P Smallcap/600 Growth CUSIP: 464287887	881.00	\$74,039.24	\$49,193.51	\$24,845.73	\$1,040.46	1.40%
iShares S&P 500 Growth Index Fd CUSIP: 464287309	3,629.00	\$274,860.46	\$202,885.13	\$71,975.33	\$5,000.76	1.82%
iShares S&P 500 Value Index Fund CUSIP: 464287408	5,108.00	\$339,120.12	\$267,272.73	\$71,847.39	\$7,927.62	2.34%
Powershares DB Commodity Index P/S CUSIP: 73935S105	5,810.00	\$161,401.80	\$162,614.00	\$22,180.86	\$0.00	0.00%
Vanguard MSCI Emerging Markets ETF CUSIP: 922042858	2,020.00	\$89,950.60	\$94,301.28	-\$4,350.68	\$1,969.50	2.19%
Total Domestic Equities		\$1,670,929.78	\$1,394,222.86	\$300,089.98	\$33,097.69	
LESS P/S		(161,401.80)	(162,614.00)			
		<u>1,509,527.98</u>	<u>1,231,608.86</u>			