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

2012

Department of the Treasury
Internal Revenue Service

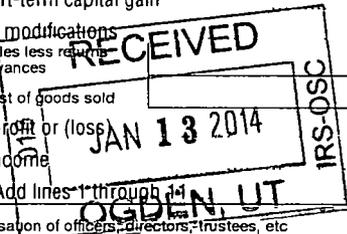
Note The foundation may be able to use a copy of this return to satisfy state reporting requirements

Open to public inspection

For calendar year 2012 or tax year beginning **MAR 1, 2012**, and ending **FEB 28, 2013**

Name of foundation THE RONALD AND MAXINE LINDE FOUNDATION		A Employer identification number 36-3635349
Number and street (or P O box number if mail is not delivered to street address) 3300 E. STANFORD DRIVE	Room/suite	B Telephone number 602-954-5253
City or town, state, and ZIP code PARADISE VALLEY, AZ 85253		C If exemption application is pending, 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 <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <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) ▶ \$ 20,268,315.	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, column (d) must be on cash basis)		

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>		(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			N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				STMT 1 NOT USED
	3 Interest on savings and temporary cash investments	150.	150.		STATEMENT 2
	4 Dividends and interest from securities	1,178,211.	1,113,805.		STATEMENT 3
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<202,045.>			
	b Gross sales price for all assets on line 6a	14,897,490.			
	7 Capital gain net income (from Part IV, line 2)		0.		
	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	33,050.	<10,861.>		STATEMENT 4	
12 Total. Add lines 1 through 11	1,009,366.	1,103,094.			
Operating and Administrative Expenses	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	5,000.	0.		5,000.
	c Other professional fees				
	17 Interest	18,966.	8,734.		0.
	18 Taxes	272,047.	69,547.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	155,639.	145,166.		471.
	24 Total operating and administrative expenses. Add lines 13 through 23	451,652.	223,447.		5,471.
	25 Contributions, gifts, grants paid	868,500.			868,500.
26 Total expenses and disbursements. Add lines 24 and 25	1,320,152.	223,447.		873,971.	
27 Subtract line 26 from line 12	<310,786.>				
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)		879,647.			
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				
	2	Savings and temporary cash investments	92,440.	3,213,271.	3,213,271.	
	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 STMT 9	1,625,000.	25,000.	25,000.	
	b	Investments - corporate stock				
	c	Investments - corporate bonds				
11	Investments - land, buildings and equipment basis ▶					
	Less accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 10	17,355,896.	17,030,044.	17,030,044.		
14	Land, buildings, and equipment basis ▶					
	Less accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers)	19,073,336.	20,268,315.	20,268,315.		
Liabilities	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	19,073,336.	20,268,315.			
30	Total net assets or fund balances	19,073,336.	20,268,315.			
31	Total liabilities and net assets/fund balances	19,073,336.	20,268,315.			

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	19,073,336.
2	Enter amount from Part I, line 27a	2	<310,786.>
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	1,505,765.
4	Add lines 1, 2, and 3	4	20,268,315.
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	20,268,315.

Part IV Capital Gains and Losses for Tax on Investment Income

1a	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
b	SEE ATTACHED STATEMENTS			
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	14,897,490.	15,099,535.	<202,045.>

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			
b			
c			
d			
e			<202,045.>

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	<202,045.>
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	848,121.	18,989,610.	.044662
2010	904,483.	18,054,776.	.050097
2009	915,275.	17,212,947.	.053174
2008	982,798.	18,426,145.	.053337
2007	1,002,161.	20,576,136.	.048705

2	Total of line 1, column (d)	2	.249975
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	.049995
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	19,458,870.
5	Multiply line 4 by line 3	5	972,846.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	8,796.
7	Add lines 5 and 6	7	981,642.
8	Enter qualifying distributions from Part XII, line 4	8	873,971.

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)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	17,593.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	17,593.
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	17,593.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	31,754.
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	31,754.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due . If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment . If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	14,161.
11	Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 14,161. Refunded <input type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a	X	
4b	X	
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A
14 The books are in care of RONALD K. LINDE Telephone no 602-954-5253 Located at 3300 E. STANFORD DRIVE, PARADISE VALLEY, AZ ZIP+4 85253-7527
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 N/A
16 At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country

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

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

1a During the year did the foundation (either directly or indirectly)
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? \$67 Exp
(5) Transfer any income or assets to a disqualified person (or make any of either available Reimbursement, See Stmt 7 for the benefit or use of a disqualified person)?
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?

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

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

(1) Carry on propoganda, 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)? Yes No
Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
If "Yes," attach the statement required by Regulations section 53.4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
If "Yes" to 6b, file Form 8870

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

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

	5b	X
	6b	X
	7b	

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
RONALD K. LINDE 3300 E. STANFORD DRIVE PARADISE VALLEY, AZ 85253	CHAIRMAN/TREASURER/DIRECTOR 1.5	0.	0.	0.
MAXINE H. LINDE 3300 E. STANFORD DRIVE PARADISE VALLEY, AZ 85253	PRESIDENT/DIRECTOR 0.5	0.	0.	0.
JENNINGS J. NEWCOM 370 17TH STREET, #4700 DENVER, CO 80202	DIRECTOR 0.1	0.	0.	0.
LESTER G. TRAUB 1475 CARLA RIDGE BEVERLY HILLS, CA 90210	DIRECTOR 0.1	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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 NOT APPLICABLE	
	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 NOT APPLICABLE	
	0.
2	
All other program-related investments See instructions	
3 NONE	
	0.
Total. Add lines 1 through 3 ▶	0.

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	18,355,884.
b	Average of monthly cash balances	1b	1,399,314.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	19,755,198.
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	19,755,198.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	296,328.
5	Net value of noncharitable-use assets . Subtract line 4 from line 3. Enter here and on Part V, line 4	5	19,458,870.
6	Minimum investment return . Enter 5% of line 5	6	972,944.

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	972,944.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	17,593.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	31,437.
c	Add lines 2a and 2b	2c	49,030.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	923,914.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	923,914.
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	923,914.

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	873,971.
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	873,971.
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	873,971.

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				923,914.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			873,932.	
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 ▶ \$ 873,971.				
a Applied to 2011, but not more than line 2a			873,932.	
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				39.
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				923,875.
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				

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

N/A

- 1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶
- b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

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

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

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

SEE STATEMENT 11

- 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				
CALIFORNIA INSTITUTE OF TECHNOLOGY 1200 EAST CALIFORNIA BLVD PASADENA, CA 91125	N/A	PUBLIC CHARITY 501(C)3	DISCRETIONARY FUND	20,000.
CALIFORNIA INSTITUTE OF TECHNOLOGY 1200 EAST CALIFORNIA BLVD PASADENA, CA 91125	N/A	PUBLIC CHARITY 501(C)3	ENDOWMENT	848,000.
USA PROJECTS 5757 WILSHIRE BLVD LOS ANGELES, CA 90036	N/A	PUBLIC CHARITY 501(C)3	URBAN ARTS PROJECT	500.
Total				868,500.
b Approved for future payment				
CALIFORNIA INSTITUTE OF TECHNOLOGY 1200 EAST CALIFORNIA BLVD PASADENA, CA 91125	N/A	PUBLIC CHARITY 501(C)3	ENDOWMENT	852,000.
Total				852,000.

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

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code... a Transfers from the reporting foundation to a noncharitable exempt organization of (1) Cash (2) Other assets b Other transactions (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule...

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? [] Yes [X] No

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Row 1 contains 'N/A'.

Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge. Signature of officer or trustee: [Signature] Date: 1-8-14 Title: Chairman & Treasurer. May the IRS discuss this return with the preparer shown below (see instr)? [X] Yes [] No

Paid Preparer Use Only Print/Type preparer's name: AMANDA KUHLER Preparer's signature: [Signature] Date: 1/6/14 Check [X] if self-employed PTIN: P00285046 Firm's name: KUHLER & COMPANY, PLLC Firm's EIN: 06-1801992 Firm's address: 14559 HIDDEN TERRACE LOOP LITCHFIELD PARK, AZ 85340 Phone no: 623-536-6545

THE RONALD AND MAXINE [REDACTED] 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 1750 SHS ENVIVIO INC	P	04/25/12	04/25/12
b 875 SHS TILLY'S INC	P	05/04/12	05/04/12
c 75 SHS FIVE BELOW INC	P	07/19/12	07/19/12
d 165 SHS PALO ALTO NETWORKS INC	P	07/19/12	07/20/12
e 882 SHS AMERICAN INT'L GROUP INC	P	09/11/12	09/11/12
f 1500 SHS HALCON RESOURCES CORP	P	09/13/12	09/14/12
g 1250 SHS MICHAEL KORS HOLDINGS LMTD	P	09/25/12	09/27/12
h 100 SHS LIFELOCK INC	P	10/03/12	10/03/12
i 500 SHS BERRY PLASTICS GROUP, INC	P	10/03/12	10/09/12
j 500 SHS KYTHERA BIOPHARMACEUTICALS INC	P	10/11/12	10/11/12
k 345 SHS REALOGY HOLDINGS CORP	P	10/11/12	10/11/12
l 40 SHS WORKDAY INC	P	10/12/12	10/12/12
m 68 SHS RESTORATION HARDWARE HLDGS INC	P	11/01/12	11/02/12
n 150 SHS WISDOMTREE INVESTMENTS INC	P	11/15/12	11/15/12
o 700 SHS RUCKUS WIRELESS INC	P	11/16/12	11/16/12

(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 16,310.		15,750.	560.
b 16,423.		13,563.	2,860.
c 1,951.		1,275.	676.
d 9,095.		6,930.	2,165.
e 29,105.		28,665.	440.
f 11,070.		10,500.	570.
g 66,299.		66,250.	49.
h 897.		900.	<3.>
i 7,235.		8,000.	<765.>
j 9,230.		8,000.	1,230.
k 11,323.		9,315.	2,008.
l 1,921.		1,120.	801.
m 2,177.		1,632.	545.
n 922.		915.	7.
o 9,432.		10,500.	<1,068.>

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			560.
b			2,860.
c			676.
d			2,165.
e			440.
f			570.
g			49.
h			<3.>
i			<765.>
j			1,230.
k			2,008.
l			801.
m			545.
n			7.
o			<1,068.>

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
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

THE RONALD AND MAXINE [REDACTED] 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 1500 SHS AK STEEL HOLDING CORP	P	11/15/12	11/19/12
b 500 SHS CLEAN HARBORS INC	P	11/28/12	11/28/12
c 1000 SHS KAR AUCTION SERVICES INC	P	12/06/12	12/06/12
d 1250 SHS GRAPHIC PACKAGING HLDG CO	P	12/13/12	12/13/12
e 500 SHS SOLARCITY CORP	P	12/13/12	12/13/12
f PARS NYC TRANSL FIN AUTH REV 6/21/07	P	VARIOUS	VARIOUS
g 1500 SHS MARKWEST ENERGY PARTNERS LP	P	11/14/12	11/14/12
h 500 SHS ALON USA PARTNERS LP	P	11/20/12	11/20/12
i 500 SHS AVALONBAY COMMUNITIES INC	P	11/28/12	11/29/12
j 2000 SHS INTERMUNE INC	P	01/16/13	01/16/13
k 100 SHS BRIGHT HORIZONS FAMILY SOL INC	P	01/25/13	01/25/13
l 200 SHS PERFORMANT FINANCIAL CORP	P	01/31/13	01/31/13
m 100 SHS ZOETIS INC	P	01/31/13	02/01/13
n 300 SHS BOISE CASCADE LLC	P	02/05/13	02/06/13
o 1225 SHS NIELSEN HOLDINGS BV	P	02/15/13	02/15/13

(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 5,430.		6,000.	<570.>
b 28,484.		28,000.	484.
c 17,770.		17,500.	270.
d 7,587.		7,625.	<38.>
e 4,610.		4,000.	610.
f 10,800,000.		10,800,000.	0.
g 70,003.		69,750.	253.
h 8,485.		8,000.	485.
i 66,554.		65,000.	1,554.
j 20,500.		19,800.	700.
k 2,772.		2,200.	572.
l 2,274.		2,130.	144.
m 3,147.		2,600.	547.
n 7,623.		6,300.	1,323.
o 39,836.		39,874.	<38.>

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			<570.>
b			484.
c			270.
d			<38.>
e			610.
f			0.
g			253.
h			485.
i			1,554.
j			700.
k			572.
l			144.
m			547.
n			1,323.
o			<38.>

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
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

THE RONALD AND MAXINE [REDACTED] 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 500 SHS TERRENO REALTY CORP	P	02/20/13	02/20/13
b 2000 SHS MICHAEL KORS HOLDINGS LIMITED	P	02/21/13	02/21/13
c 950 SHS RADIAN GROUP INC	P	02/27/13	02/27/13
d 4000 SHS AMERICAN CAPITAL AGENCY CORP	P	02/28/13	02/28/13
e GS REAL ESTATE MEZZANINE PARTNERS LP	P	10/31/08	04/02/12
f GS DISTRIESSED OPPORTUNITIES FUND IV	P	10/31/08	07/05/12
g GS HEDGE FUND PORTFOLIO SUB-FUND	P	01/01/12	11/01/12
h LIBERTY HARBOR NATURAL RESOURCES OFFSHORE	P	12/01/11	09/30/12
i PASS THROUGH STG FROM GS DISTRESSED OPPS FUND IV	P	VARIOUS	VARIOUS
j PASS THROUGH LTG FROM GS DISTRESSED OPPS FUND IV	P	VARIOUS	VARIOUS
k PASS THROUGH LTL FROM GS REAL ESTATE MEZZ PTNRS	P	VARIOUS	VARIOUS
l PASS THROUGH STL FROM HONG KONG PARTNERS, LP	P	VARIOUS	VARIOUS
m PASS THROUGH LTG FROM HONG KONG PARTNERS, LP	P	VARIOUS	VARIOUS
n PASS THROUGH STG FROM GS CAP VI OFFSHORE	P	VARIOUS	VARIOUS
o PASS THROUGH LTG FROM GS CAP VI OFFSHORE	P	VARIOUS	VARIOUS

(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 8,635.		8,300.	335.
b 120,937.		123,000.	<2,063.>
c 7,894.		7,600.	294.
d 126,597.		126,520.	77.
e 1,641,391.		2,015,715.	<374,324.>
f 1,218,365.		1,280,980.	<62,615.>
g 24,772.		25,326.	<554.>
h 225,688.		250,000.	<24,312.>
i 6,330.			6,330.
j 65,609.			65,609.
k <11.>			<11.>
l <21,534.>			<21,534.>
m 81,017.			81,017.
n 57.			57.
o 39,564.			39,564.

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			335.
b			<2,063.>
c			294.
d			77.
e			<374,324.>
f			<62,615.>
g			<554.>
h			<24,312.>
i			6,330.
j			65,609.
k			<11.>
l			<21,534.>
m			81,017.
n			57.
o			39,564.

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
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

THE RONALD AND MAXINE WENDE 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		(c) Date acquired	(d) Date sold
		P - Purchase	D - Donation	(mo., day, yr.)	(mo., day, yr.)
1a	PASS THROUGH STG FROM GS PRIVATE EQUITY PARTNERS	P		VARIOUS	VARIOUS
b	PASS THROUGH LTG FROM GS PRIVATE EQUITY PARTNERS	P		VARIOUS	VARIOUS
c	PASS THROUGH STG FROM GS PRIVATE EQUITY PARTNERS	P		VARIOUS	VARIOUS
d	PASS THROUGH LTG FROM GS PRIVATE EQUITY PARTNERS	P		VARIOUS	VARIOUS
e					
f					
g					
h					
i					
j					
k					
l					
m					
n					
o					

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	793.			793.
b	<3,447.>			<3,447.>
c	4.			4.
d	76,364.			76,364.
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			793.
b			<3,447.>
c			4.
d			76,364.
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	<202,045.>
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 2

SOURCE	AMOUNT
BLACKROCK INVESTMENTS-FFI INSTITUTIONAL FUND	52.
GOLDMAN SACHS	54.
MIDFIRST BANK	5.
PASS THROUGH FROM HEDGE FUND SEEDING STRATEGY OFFSHORE: 2011	2.
PASS THROUGH FROM HONG KONG PARTNERS, LP	37.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	150.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
GOLDMAN SACHS	2,058.	0.	2,058.
GOLDMAN SACHS TAX EXEMPT	4,464.	0.	4,464.
MIDFIRST BANK	330.	0.	330.
PASS THROUGH FROM GS CAP VI OFFSHORE	77,343.	0.	77,343.
PASS THROUGH FROM GS DISTRESSED OPPS III OFFSHORE	2,365.	0.	2,365.
PASS THROUGH FROM GS DISTRESSED OPPS IV	45,404.	0.	45,404.
PASS THROUGH FROM GS MEZZANIN PARTNERS 2006 OFFSHORE	39,547.	0.	39,547.
PASS THROUGH FROM GS MEZZANINE PARTNERS III	75,629.	0.	75,629.
PASS THROUGH FROM GS PEP TECH 2000	15,420.	0.	15,420.
PASS THROUGH FROM GS PRIVATE EQUITY CONCENTRATED OPPORTUNITIES FUND	23,672.	0.	23,672.
PASS THROUGH FROM GS PRIVATE EQUITY PTNRS 1999 OFFSHORE	178,942.	0.	178,942.
PASS THROUGH FROM GS PRIVATE EQUITY PTNRS 2002	164,201.	0.	164,201.
PASS THROUGH FROM GS PRIVATE EQUITY PTNRS II	5,096.	0.	5,096.
PASS THROUGH FROM GS R/E MEZZ PTNRS	14,246.	0.	14,246.
PASS THROUGH FROM GS VINTAGE FUND IV	236,134.	0.	236,134.
PASS THROUGH FROM GS VINTAGE FUND V	23,737.	0.	23,737.
PASS THROUGH FROM HONG KONG PARTNERS, LP	64,896.	0.	64,896.

PASS THROUGH FROM MOUNT KELLETT CAPITAL PARTNERS	5,460.	0.	5,460.
PASS THROUGH FROM THL EQUITY FUND VI	43,605.	0.	43,605.
PASS THROUGH FROM WHITEHALL STREET INT'L REAL ESTATE CORP 2008	155,662.	0.	155,662.
TOTAL TO FM 990-PF, PART I, LN 4	1,178,211.	0.	1,178,211.

FORM 990-PF OTHER INCOME STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
HONG KONG PARTNERS, LP	<187.>	<187.>	
GS REAL ESTATE MEZZANINE PARTNERS	36,669.	0.	
GS DISTRESSED OPPORTUNITIES FUND IV	5,159.	<184.>	
GS CAP VI OFFSHORE	<15,971.>	<16,265.>	
GS PRIVATE EQUITY PARTNERS II	292.	342.	
GS PRIVATE EQUITY PARTNERS 1999	7,088.	5,433.	
TOTAL TO FORM 990-PF, PART I, LINE 11	33,050.	<10,861.>	

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
KUHLER & CO. - RESEARCH, CONSULTATION AND PREP OF FED & STATE RETURNS	5,000.	0.		5,000.
TO FORM 990-PF, PG 1, LN 16B	5,000.	0.		5,000.

FORM 990-PF

TAXES

STATEMENT

6

DESCRIPTION	(A)	(B)	(C)	(D)
	EXPENSES PER BOOKS	NET INVEST- MENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
FOREIGN TAXES WITHHELD	69,674.	69,547.		0.
FEDERAL ESTIMATED PAYMENTS	157,818.	0.		0.
STATE TAX PAYMENTS	44,555.	0.		0.
TO FORM 990-PF, PG 1, LN 18	272,047.	69,547.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT

7

DESCRIPTION	(A)	(B)	(C)	(D)
	EXPENSES PER BOOKS	NET INVEST- MENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
GOLDMAN SACHS FINANCIAL ACCOUNT MAINTENANCE & CUSTODY FEES	2,000.	1,800.		200.
MERRILL LYNCH - FINANCIAL ACCOUNT MAINTENANCE FEES	65.	65.		0.
MISCELLANEOUS EXPENSES: INCL SUPPLIES, REGISTERED AGENT & FILING FEES (INCL \$67 EXPENSE REIMBURSEMENT - PART VII-B LINE 1 (A)(4))	0.	0.		0.
GS REAL ESTATE MEZZANINE PARTNERS PORTFOLIO DEDUCTIONS	291.	20.		271.
GS DISTRESSED OPPORTUNITIES FUND IV PORTFOLIO DEDUCTIONS	1,332.	1,234.		0.
GS DISTRESSED OPPORTUNITIES FUND IV OTHER EXPENSES	39,514.	30,150.		0.
HONG KONG PARTNERS, LP PORTFOLIO DEDUCTIONS	2,295.	1,775.		0.
GS CAP VI OFFSHORE PORTFOLIO DEDUCTIONS	35,576.	35,576.		0.
HEDGE FUND SEEDING STRATEGY OFFSHORE: 2011 PORTFOLIO DEDUCTIONS	23,591.	23,571.		0.
GS PRIVATE EQUITY PARTNERS II OFFSHORE PORTFOLIO DEDUCTIONS	8,851.	8,851.		0.
GS PRIVATE EQUITY PARTNERS 1999 DEDUCTIONS	7,564.	7,564.		0.
TO FORM 990-PF, PG 1, LN 23	34,560.	34,560.		0.
	155,639.	145,166.		471.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 8

DESCRIPTION	AMOUNT
NET CHANGE IN MARKET VALUE OF INVESTMENTS	1,505,765.
TOTAL TO FORM 990-PF, PART III, LINE 3	<u>1,505,765.</u>

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 9

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
PARS NYC TRANSL FIN AUTH REV 6/21/07		X	25,000.	25,000.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			25,000.	25,000.
TOTAL TO FORM 990-PF, PART II, LINE 10A			<u>25,000.</u>	<u>25,000.</u>

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
GS GLOBAL ALPHA FUND	FMV	99,511.	99,511.
GS HEDGE FUND PARTNERS	FMV	2,263,202.	2,263,202.
GS GLOBAL OPPORTUNITIES FUND	FMV	1,894,976.	1,894,976.
GS MEZZANINE 2006 OFSH	FMV	637,477.	637,477.
GS DISTRESSED OPFS FUND IV	FMV	0.	0.
GS REAL ESTATE MEZZ PTRS	FMV	0.	0.
HONG KONG PARTNERS	FMV	1,788,039.	1,788,039.
LIBERTY HARBOR NATURAL RESOURCES FUND	FMV	0.	0.
GS CAPITAL PARTNERS VI	FMV	823,205.	823,205.
GS MEZZANINE PARTNERS III	FMV	109,487.	109,487.
GS PEP TECHNOLOGY FUND 2000	FMV	198,876.	198,876.
GS PRIVATE EQUITY PARTNERS 1999	FMV	1,119,237.	1,119,237.
GS PRIVATE EQUITY PARTNERS 2002	FMV	811,443.	811,443.
GS PRIVATE EQUITY PARTNERS II	FMV	274,633.	274,633.
MOUNT KELLETT CAPITAL PARTNERS II	FMV	693,803.	693,803.
THL EQUITY FUND VI	FMV	1,109,240.	1,109,240.
WHITEHALL STREET INTERNATIONAL REAL ESTATE 2008	FMV	233,686.	233,686.

HEDGE FUND SEEDING STRAT OFFSH 2011	FMV	1,246,522.	1,246,522.
GS DISTRESSED OPPTS FUND III	FMV	260,076.	260,076.
GS PRIVATE EQ CONC OPPORT FUND	FMV	695,172.	695,172.
GS VINTAGE FUND IV	FMV	2,099,570.	2,099,570.
GS VINTAGE FUND V	FMV	671,889.	671,889.
TOTAL TO FORM 990-PF, PART II, LINE 13		17,030,044.	17,030,044.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 11

NAME OF MANAGER

RONALD K. LINDE
MAXINE H. LINDE

FORM 926

PART III - INFORMATION REGARDING
TRANSFER OF PROPERTY

STATEMENT 17

CASH

(A) DATE OF TRANSFER	(C) FAIR MARKET VALUE ON DATE OF TRANSFER
07/02/2012	181,789.
08/01/2012	3,627.
09/12/2012	2,766.
10/25/2012	2,262.
01/14/2013	3,007.
02/12/2013	1,669.
	<u>195,120.</u>

FORM 926

PART III - INFORMATION REGARDING
TRANSFER OF PROPERTY

STATEMENT 18

CASH

(A) DATE OF TRANSFER	(C) FAIR MARKET VALUE ON DATE OF TRANSFER
09/30/2012	454,897.
12/10/2012	37,679.
	<u>492,576.</u>

FORM 926

PART III - INFORMATION REGARDING
TRANSFER OF PROPERTY

STATEMENT 19

CASH

(A) DATE OF TRANSFER	(C) FAIR MARKET VALUE ON DATE OF TRANSFER
04/03/2012	1,246,904.
05/07/2012	17,212.
09/13/2012	35,103.
09/30/2012	502,191.
11/12/2012	40,948.
	<u>1,842,358.</u>

FORM 926

PART III - INFORMATION REGARDING
TRANSFER OF PROPERTY

STATEMENT 20

CASH

(A) DATE OF TRANSFER	(C) FAIR MARKET VALUE ON DATE OF TRANSFER
04/06/2012	473,629.
07/03/2012	48,082.
10/10/2012	23,128.
	<u>544,839.</u>

FORM 926

PART III - INFORMATION REGARDING
TRANSFER OF PROPERTY

STATEMENT 21

CASH

(A) DATE OF TRANSFER	(C) FAIR MARKET VALUE ON DATE OF TRANSFER
05/25/2012	120,641.
09/13/2012	50,872.
02/25/2012	58,668.
	<u>230,181.</u>

FORM 926

PART III - INFORMATION REGARDING
TRANSFER OF PROPERTY

STATEMENT 22

CASH

(A) DATE OF TRANSFER	(C) FAIR MARKET VALUE ON DATE OF TRANSFER
04/05/2012	582,912.
07/03/2012	34,438.
10/30/2012	896.
11/26/2012	7,997.
01/17/2013	91,768.
	<u>718,011.</u>

FORM 926

PART III - INFORMATION REGARDING
TRANSFER OF PROPERTY

STATEMENT 23

CASH

(A) DATE OF TRANSFER	(C) FAIR MARKET VALUE ON DATE OF TRANSFER
05/07/2012	37,500.
07/02/2012	89,737.
08/13/2012	142,500.
	<u>269,737.</u>

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

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

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

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

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

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

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

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

Type or print	Name of exempt organization or other filer, see instructions THE RONALD AND MAXINE LINDE FOUNDATION	Employer identification number (EIN) or 36-3635349
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P O box, see instructions. 3300 E. STANFORD DRIVE	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. PARADISE VALLEY, AZ 85253	

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

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

RONALD K. LINDE

- The books are in the care of ▶ **3300 E. STANFORD DRIVE - PARADISE VALLEY, AZ 85253-7527**
 Telephone No. ▶ **602-954-5253** FAX No. ▶ _____

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **OCTOBER 15, 2013**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
 ▶ calendar year _____ or
 ▶ tax year beginning **MAR 1, 2012**, and ending **FEB 28, 2013**.

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	16,768.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	31,754.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	\$	0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

LHA **For Privacy Act and Paperwork Reduction Act Notice, see instructions.**

Form **8868** (Rev. 1-2013)

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

• If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	THE RONALD AND MAXINE LINDE FOUNDATION	36-3635349
	Number, street, and room or suite no. If a P.O. box, see instructions	Social security number (SSN)
	3300 E. STANFORD DRIVE	
	City, town or post office, state, and ZIP code For a foreign address, see instructions	
	PARADISE VALLEY, AZ 85253	

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

04

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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

RONALD K. LINDE

• The books are in the care of ▶ 3300 E. STANFORD DRIVE - PARADISE VALLEY, AZ 85253-7527
Telephone No ▶ 602-954-5253 FAX No. ▶

• If the organization does not have an office or place of business in the United States, check this box

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until JANUARY 15, 2014

5 For calendar year _____, or other tax year beginning MAR 1, 2012, and ending FEB 28, 2013

6 If the tax year entered in line 5 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period

7 State in detail why you need the extension

INFORMATION NEEDED TO COMPLETE THE RETURN IS UNAVAILABLE.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a	\$	14,069.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	\$	31,754.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c	\$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ▶

Title ▶

Date ▶