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Department of the Treasury
Internal Revenue Service**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation**

OMB No 1545-0052

2012

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 3/01, 2012, and ending 2/28, 2013

HENRY W. & LESLIE M. ESKUCHE
CHARITABLE FOUNDATION
US BANK NATIONAL ASSOC. PO BOX 3168
PORTLAND, OR 97208

94302930

G Check all that apply
☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name changeH Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year (from Part II, column (c), line 16)
\$ 6,494,613.
J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) (Part I, column (d) must be on cash basis)A Employer identification number
87-6179296
B Telephone number (see the instructions)
(801) 534-6045
C If exemption application is pending, check here ☐
D 1 Foreign organizations, check here ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ☐
E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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 Ck ☒ if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	4,232.	4,232.	N/A	
	4 Dividends and interest from securities	122,561.	122,561.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	196,947.			
	b Gross sales price for all assets on line 6a		196,947.		
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit/(loss) (att sch)					
11 Other income (attach schedule)					
SEE STATEMENT 1		689.	242.		
12 Total. Add lines 1 through 11		324,429.	323,982.		
13 Compensation of officers, directors, trustees, etc		87,835.	70,268.		17,567.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule)					
b Accounting fees (attach sch)					
c Other professional fees (attach sch)					
17 Interest					
18 Taxes (attach schedule) (see instrs)	SEE STM 2	2,494.	1,995.		499.
19 Depreciation (attach sch) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule)					
SEE STATEMENT 3		118.	94.		24.
24 Total operating and administrative expenses. Add lines 13 through 23		90,447.	72,357.		18,090.
25 Contributions, gifts, grants paid PART XV		303,000.			303,000.
26 Total expenses and disbursements. Add lines 24 and 25		393,447.	72,357.		321,090.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-69,018.			
b Net investment income (if negative, enter -0-)			251,625.		
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
ASSETS	1 Cash – non-interest-bearing			
	2 Savings and temporary cash investments	78,845.	185,708.	185,708.
	3 Accounts receivable			
	Less: allowance for doubtful accounts			
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch.)			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments – U.S. and state government obligations (attach schedule)			
	b Investments – corporate stock (attach schedule)	4,377,475.	2,905,544.	3,383,663.
	c Investments – corporate bonds (attach schedule)	385,000.	1,936,165.	2,246,484.
	11 Investments – land, buildings, and equipment: basis			
Less: accumulated depreciation (attach schedule)				
12 Investments – mortgage loans				
13 Investments – other (attach schedule)	64.	67.	1,034.	
14 Land, buildings, and equipment: basis				
Less: accumulated depreciation (attach schedule)				
15 Other assets (describe SEE STATEMENT 4)	899,210.	597,078.	677,724.	
16 Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I)	5,740,594.	5,624,562.	6,494,613.	
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
	NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.		
24 Unrestricted				
25 Temporarily restricted				
26 Permanently restricted				
Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.		X		
27 Capital stock, trust principal, or current funds		5,740,594.	5,624,562.	
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)		5,740,594.	5,624,562.	
31 Total liabilities and net assets/fund balances (see instructions)		5,740,594.	5,624,562.	

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	5,740,594.
2 Enter amount from Part I, line 27a	2	-69,018.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	5,671,576.
5 Decreases not included in line 2 (itemize) SEE STATEMENT 5	5	47,014.
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	5,624,562.

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 SEE STATEMENT 6				
b				
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			

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))
(j) Fair Market Value as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of column (i) over column (j), if any	
a			
b			
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	196,947.
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	16,543.

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	310,726.	6,156,030.	0.050475
2010	280,385.	5,816,864.	0.048202
2009	310,307.	5,213,323.	0.059522
2008	330,374.	6,369,857.	0.051865
2007	317,483.	7,515,771.	0.042242

2 Total of line 1, column (d)	2	0.252306
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	0.050461
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	6,139,137.
5 Multiply line 4 by line 3	5	309,787.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,516.
7 Add lines 5 and 6	7	312,303.
8 Enter qualifying distributions from Part XII, line 4	8	321,090.

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 ☐ and enter 'N/A' on line 1 Date of ruling or determination letter. _____ (attach copy of letter if necessary – see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	2,516.
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	2,516.
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	2,516.
6 Credits/Payments			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6a	6,694.	
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	6,694.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ 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	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	4,178.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax 4,178. Refunded	11	0.	

Part VII 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 \$ 0. (2) On foundation managers \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0.		
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?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) N/A		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If 'No,' attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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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>US BANK NATIONAL ASSOCIATION</u> Telephone no <u>(801) 534-6045</u> Located at <u>PO BOX 3168 PORTLAND OR</u> ZIP + 4 <u>97208</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year <u>N/A</u>	15		N/A
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country	16		X

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

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

	Yes	No
1 a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ 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)?	☐ Yes ☒ 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.)	☐ Yes ☒ 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 ☐	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? If 'Yes,' list the years <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions.)	2 b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20</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?	☐ Yes ☒ No	
b If 'Yes,' did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)	3 b	N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4 b	X

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

5b N/A

Organizations relying on a current notice regarding disaster assistance check here

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

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

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

6b

X

If 'Yes' to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (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
SEE STATEMENT 7		87,835.	0.	0.

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

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

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

0

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

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

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
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 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	0.

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Form 990-PF (2012)

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1 a	6,116,395.
b	Average of monthly cash balances	1 b	116,231.
c	Fair market value of all other assets (see instructions)	1 c	
d	Total (add lines 1a, b, and c)	1 d	6,232,626.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	6,232,626.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	93,489.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,139,137.
6	Minimum investment return. Enter 5% of line 5	6	306,957.

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	306,957.
2a	Tax on investment income for 2012 from Part VI, line 5	2 a	2,516.
b	Income tax for 2012 (This does not include the tax from Part VI)	2 b	
c	Add lines 2a and 2b	2 c	2,516.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	304,441.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	304,441.
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	304,441.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26	1 a	321,090.
b	Program-related investments — total from Part IX-B	1 b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	321,090.
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	2,516.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	318,574.

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				304,441.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			0.	
b Total for prior years 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009	40,146.			
d From 2010	2,280.			
e From 2011	8,968.			
f Total of lines 3a through e	51,394.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 321,090.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2012 distributable amount				304,441.
e Remaining amount distributed out of corpus	16,649.			
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	68,043.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount — see instructions.		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount — see instructions.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	68,043.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009	40,146.			
c Excess from 2010	2,280.			
d Excess from 2011	8,968.			
e Excess from 2012	16,649.			

BAA

Form 990-PF (2012)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE STATEMENT 9				
Total			3 a	303,000.
b Approved for future payment				
Total			3 b	

2012

FEDERAL STATEMENTS

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CLIENT 84657777

HENRY W. & LESLIE M. ESKUCHE
CHARITABLE FOUNDATION

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STATEMENT 1
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
NONDIVIDEND DISTRIBUTION	\$ 447.		
ROYALTY INCOME	242.\$	242.	
TOTAL	\$ 689.\$	242.\$	0.

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

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	\$ 2,494.	\$ 1,995.		\$ 499.
TOTAL	\$ 2,494.	\$ 1,995.		\$ 499.

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

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MISCELLANEOUS DEDUCTIONS	\$ 118.	\$ 94.		\$ 24.
TOTAL	\$ 118.	\$ 94.		\$ 24.

STATEMENT 4
FORM 990-PF, PART II, LINE 15
OTHER ASSETS

	BOOK VALUE	FAIR MARKET VALUE
ASCENDANT CAPITAL PARTNERS	\$ 227,546.	\$ 217,446.
COAST DIVERSIFIED FUND II		39,535.
GAM ABSOLUTE RETURN BOND FUND	250,000.	281,378.
IDR CORE EQUITY	119,532.	139,365.
TOTAL	\$ 597,078.	\$ 677,724.

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STATEMENT 5
FORM 990-PF, PART III, LINE 5
OTHER DECREASES

TIMING DIFFERENCES ON INVESTMENTS

TOTAL	\$	47,014.
	\$	<u>47,014.</u>

STATEMENT 6
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	151 SHS ABB LTD	PURCHASED	4/20/2009	5/16/2012
2	20 SHS ABB LTD	PURCHASED	4/20/2009	5/13/2012
3	132 SHS ABB LTD	PURCHASED	11/24/2009	5/13/2012
4	78 SHS ABB LTD	PURCHASED	9/08/2009	5/31/2012
5	54 SHS ABB LTD	PURCHASED	9/08/2009	6/11/2012
6	128 SHS ABB LTD	PURCHASED	8/09/2011	6/11/2012
7	103 SHS AFLAC INC	PURCHASED	VARIOUS	9/10/2012
8	130 SHS AFLAC INC	PURCHASED	VARIOUS	9/10/2012
9	76 SHS ATT INC	PURCHASED	3/16/2011	5/31/2012
10	259 SHS ATT INC	PURCHASED	VARIOUS	5/31/2012
11	36 SHS ABBOTT LABORATORIES	PURCHASED	8/10/2012	10/11/2012
12	4975 SHS ABERDEEN FDS	PURCHASED	VARIOUS	6/22/2012
13	1221 SHS ABERDEEN FDS	PURCHASED	8/09/2011	6/22/2012
14	194 SHS AGILENT TECHNOLOGIES	PURCHASED	VARIOUS	5/16/2012
15	82 SHS ALLERGAN INC	PURCHASED	11/09/2010	VARIOUS
16	5 SHS ALLERGAN INC	PURCHASED	7/19/2012	VARIOUS
17	29 SHS ALLIANCE DATA	PURCHASED	11/28/2011	VARIOUS
18	439 SHS ALLIANZ	PURCHASED	VARIOUS	6/22/2012
19	16 SHS AMAZON.COM INC	PURCHASED	11/28/2011	VARIOUS
20	138 SHS AMERICAN ELECTRIC POWER CO INC	PURCHASED	11/17/2010	5/31/2012
21	91 SHS AMERICAN EXPRESS CO	PURCHASED	11/24/2009	5/31/2012
22	64 SHS AMERICAN EXPRESS CO	PURCHASED	9/01/2011	5/31/2012
23	86 SHS AMGEN INC	PURCHASED	11/26/2002	5/16/2012
24	35 SHS AMGEN INC	PURCHASED	11/26/2002	VARIOUS
25	33 SHS ANADARKO PETROLEUM CORP	PURCHASED	5/11/2009	VARIOUS
26	172 SHS ANGLO AMERICAN PLC	PURCHASED	10/19/2011	8/10/2012
27	3 SHS APACHE CORP	PURCHASED	VARIOUS	5/31/2012
28	22 SHS APACHE CORP	PURCHASED	6/08/2011	6/05/2012
29	205 SHS ATLAS COPCO AB ADR	PURCHASED	4/13/2009	6/22/2012
30	130 SHS ATLAS COPCO AB ADR	PURCHASED	7/05/2012	8/10/2012
31	130 SHS ATLAS COPCO AB ADR	PURCHASED	VARIOUS	VARIOUS
32	29 SHS AVALONBAY CMNTYS INC	PURCHASED	11/09/2010	5/31/2012
33	40000 SHS BNP 24MO EEM CALLABLE	PURCHASED	9/09/2010	9/20/2012
34	80 SHS BT GROUP PLC	PURCHASED	7/13/2011	6/22/2012
35	32 SHS BT GROUP PLC	PURCHASED	VARIOUS	6/22/2012
36	33 SHS BT GROUP PLC	PURCHASED	5/16/2012	VARIOUS
37	105 SHS BAIDU COM INC	PURCHASED	VARIOUS	VARIOUS
38	1027 SHS IPATH DOW JONES UBS COMMODITY	PURCHASED	4/19/2010	VARIOUS
39	76 SHS IPATH GSCI TOTAL RETURN	PURCHASED	2/17/2010	5/16/2012
40	73 SHS IPATH GSCI TOTAL RETURN	PURCHASED	9/10/2012	10/11/2012
41	50000 SHS BARCLAYS 24 MO	PURCHASED	10/07/2010	10/12/2012
42	36 SHS BED BATH & BEYOND	PURCHASED	5/16/2012	5/31/2012
43	38 SHS BHP BILLITON LIMITED	PURCHASED	11/09/2010	5/31/2012
44	1747 SHS BLACKROCK EMERGING MKTS	PURCHASED	9/10/2012	10/11/2012
45	46 SHS BOEING CO	PURCHASED	5/12/2010	5/31/2012
46	88 SHS BORG WARNER INC	PURCHASED	VARIOUS	VARIOUS

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HENRY W. & LESLIE M. ESKUCHE
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STATEMENT 6 (CONTINUED)
FORM 990-PF, PART IV, LINE 1

CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
47	14 SHS BOSTON PPTYS INC	PURCHASED	3/09/2011	5/31/2012
48	34 SHS BOSTON PPTYS INC	PURCHASED	10/19/2011	5/31/2012
49	16 SHS BRISTOL MYERS SQUIBB CO	PURCHASED	4/07/2009	5/16/2012
50	60 SHS BRISTOL MYERS SQUIBB CO	PURCHASED	5/22/2009	5/16/2012
51	126 SHS BRISTOL MYERS SQUIBB CO	PURCHASED	5/22/2009	11/06/2012
52	174 SHS BRISTOL MYERS SQUIBB CO	PURCHASED	VARIOUS	11/06/2012
53	25 SHS BRITISH AMERN TOB PLC ADR	PURCHASED	3/16/2011	VARIOUS
54	127 SHS BROADCOM CORP	PURCHASED	VARIOUS	VARIOUS
55	79 SHS CBS CORP	PURCHASED	6/08/2011	5/16/2012
56	86 SHS CBS CORP	PURCHASED	6/08/2011	6/22/2012
57	1 SHS CBS CORP	PURCHASED	11/28/2011	6/22/2012
58	102 SHS CBS CORP	PURCHASED	6/08/2011	10/11/2012
59	242 SHS CBS CORP	PURCHASED	VARIOUS	10/11/2012
60	16 SHS CNOOC LTD ADR	PURCHASED	6/08/2011	VARIOUS
61	40 SHS CNOOC LTD ADR	PURCHASED	8/10/2012	9/10/2012
62	127 SHS CVS CAREMARK CORP	PURCHASED	VARIOUS	VARIOUS
63	85 SHS CAMERON INTL CORP	PURCHASED	VARIOUS	VARIOUS
64	9 SHS CANON INC	PURCHASED	5/12/2010	7/19/2012
65	116 SHS CANON INC	PURCHASED	VARIOUS	7/19/2012
66	142 SHS CARDINAL HEALTH INC	PURCHASED	VARIOUS	8/10/2012
67	61 SHS CARDINAL HEALTH INC	PURCHASED	5/31/2012	8/10/2012
68	91 SHS CARNIVAL CORP	PURCHASED	12/24/2009	5/16/2012
69	83 SHS CARNIVAL CORP	PURCHASED	11/28/2011	5/16/2012
70	100 SHS CARNIVAL CORP	PURCHASED	VARIOUS	3/01/2012
71	78 SHS CARNIVAL PLC	PURCHASED	5/31/2012	6/11/2012
72	46 SHS CATERPILLAR INC	PURCHASED	VARIOUS	VARIOUS
73	98 SHS CELANESE CORP	PURCHASED	2/27/2012	5/31/2012
74	90 SHS CELGENE CORP	PURCHASED	VARIOUS	VARIOUS
75	11 SHS CELGENE CORP	PURCHASED	5/31/2012	VARIOUS
76	108 SHS CENTURYLINK INC	PURCHASED	2/27/2012	5/31/2012
77	62 SHS CERNER CORPORATION	PURCHASED	5/26/2009	8/28/2012
78	26 SHS CHEVRON CORPORATION	PURCHASED	5/11/2009	5/31/2012
79	8 SHS CHEVRON CORPORATION	PURCHASED	9/11/2011	5/31/2012
80	44 SHS CHEVRON CORPORATION	PURCHASED	VARIOUS	VARIOUS
81	99 SHS CHICAGO BRIDGE IRON NY	PURCHASED	8/10/2012	VARIOUS
82	45 SHS CHINA MOBILE LIMITED	PURCHASED	5/16/2012	5/31/2012
83	363 SHS CISCO SYS INC	PURCHASED	VARIOUS	6/05/2012
84	23 SHS APACHE CORP	PURCHASED	VARIOUS	3/01/2012
85	80 SHS BAYERISCHE MOTOREN WERKE UNSPN	PURCHASED	VARIOUS	3/01/2012
86	160 SHS AMERIPRISE FINL INC	PURCHASED	VARIOUS	3/01/2012
87	55 SHS AON CORP	PURCHASED	1/01/2012	3/01/2012
88	54 SHS ASTRAZENECA PLC	PURCHASED	VARIOUS	3/01/2012
89	328 SHS BANK OF NEW YORK MELLON CORP	PURCHASED	VARIOUS	3/01/2012
90	131 SHS CISCO SYS INC	PURCHASED	VARIOUS	VARIOUS
91	241 SHS COMPANHIA DE BEBIDAS	PURCHASED	12/12/2011	8/15/2012
92	163 SHS CITIGROUP INC	PURCHASED	VARIOUS	6/05/2012
93	5162 SHS CREDIT SUISSE	PURCHASED	VARIOUS	VARIOUS
94	50 SHS DEERE & CO	PURCHASED	VARIOUS	6/14/2012
95	565 SHS DENBURY RESOURCES INC	PURCHASED	VARIOUS	VARIOUS
96	185 SHS WALT DISNEY	PURCHASED	VARIOUS	VARIOUS
97	135 SHS DOLLAR GENERAL	PURCHASED	VARIOUS	VARIOUS
98	4613 SHS DRIEHAUS SELECT CREDIT FUND	PURCHASED	VARIOUS	VARIOUS
99	4473 SHS DRIEHAUS ACTIVE INCOME FUND	PURCHASED	VARIOUS	6/07/2012
100	117 SHS DUPONT E I DE NEMOURS	PURCHASED	VARIOUS	8/31/2012
101	118 SHS DUKE ENERGY CORP	PURCHASED	VARIOUS	3/01/2012
102	164 SHS DUKE ENERGY HOLDING CORP	PURCHASED	VARIOUS	VARIOUS

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STATEMENT 6 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
103	97 SHS EMC CORPORATION	PURCHASED	VARIOUS	5/21/2012
104	89 SHS EBAY	PURCHASED	VARIOUS	3/01/2012
105	400 SHS ENEL SOCIETA ADR	PURCHASED	VARIOUS	5/21/2012
106	16 SHS EQUINIX INC	PURCHASED	VARIOUS	5/21/2012
107	5 SHS FIFTH THIRD BANCORP	PURCHASED	VARIOUS	5/21/2012
108	222 SHS FLUOR CORP	PURCHASED	VARIOUS	VARIOUS
109	37 SHS FLOWSERVE CORP	PURCHASED	VARIOUS	6/14/2012
110	122 SHS FOOT LOCKER INC	PURCHASED	VARIOUS	6/27/2012
111	252 SHS FORD MOTOR CO	PURCHASED	VARIOUS	6/05/2012
112	38 SHS FRANKLIN RES INC	PURCHASED	VARIOUS	3/01/2012
113	127 SHS FREEPORT MCMORAN COPPER GOLD	PURCHASED	VARIOUS	6/05/2012
114	104 SHS FUJIFILM HOLDINGS	PURCHASED	VARIOUS	3/01/2012
115	58 SHS GILEAD SCIENCES INC	PURCHASED	VARIOUS	6/05/2012
116	58 SHS HSBC HOLDINGS PLC	PURCHASED	VARIOUS	6/27/2012
117	261 SHS HALLIBURTON CO	PURCHASED	VARIOUS	VARIOUS
118	84 SHS HESS CORP	PURCHASED	VARIOUS	5/21/2012
119	206 SHS HEWLETT PACKARD CO	PURCHASED	VARIOUS	6/05/2012
120	95 SHS HITACHI LTD	PURCHASED	VARIOUS	VARIOUS
121	85 SHS HOLLYFRONTIER CORP	PURCHASED	VARIOUS	VARIOUS
122	77 SHS HONDA MOTOR CO LTD	PURCHASED	VARIOUS	VARIOUS
123	93 SHS HONEYWELL INTERNATIONAL INC	PURCHASED	VARIOUS	VARIOUS
124	34 SHS HUMANA INC	PURCHASED	VARIOUS	VARIOUS
125	137 SHS INTERCONTINENTAL HTLS GRP	PURCHASED	VARIOUS	VARIOUS
126	160 SHS KAO CORP	PURCHASED	VARIOUS	VARIOUS
127	625 SHS KEYCORP NEW	PURCHASED	VARIOUS	VARIOUS
128	60 SHS KOHLS CORP	PURCHASED	VARIOUS	VARIOUS
129	174 SHS KRAFT FOODS INC	PURCHASED	VARIOUS	VARIOUS
130	85 SHS LVMH MOET HENNESSY LOU VUITT	PURCHASED	VARIOUS	VARIOUS
131	45 SHS LAUDER ESTEE COS	PURCHASED	VARIOUS	VARIOUS
132	261 SHS LINCOLN ELEC HODGS INC	PURCHASED	VARIOUS	VARIOUS
133	86 SHS LULULEMON ATHLETICA INC	PURCHASED	VARIOUS	VARIOUS
134	68 SHS MACYS INC	PURCHASED	VARIOUS	VARIOUS
135	132 SHS MARATHON OIL CORP	PURCHASED	VARIOUS	VARIOUS
136	290 SHS MERCK AND CO INC	PURCHASED	VARIOUS	VARIOUS
137	161 SHS METLIFE INC	PURCHASED	VARIOUS	VARIOUS
138	236 SHS NATIONAL GRID PLC ADR	PURCHASED	VARIOUS	VARIOUS
139	111 SHS NATIONAL OILWELL VARCO INC	PURCHASED	VARIOUS	VARIOUS
140	4003 SHS LOOMIS SAYLES	PURCHASED	VARIOUS	VARIOUS
141	174 SHS NETEASE INC	PURCHASED	VARIOUS	VARIOUS
142	39 SHS NEXTERRA ENERGY INC	PURCHASED	VARIOUS	VARIOUS
143	78 SHS NIKE INC	PURCHASED	VARIOUS	VARIOUS
144	98 SHS NIPPON TELEGRAPH TELE	PURCHASED	VARIOUS	VARIOUS
145	18 SHS NOVO NORDISK	PURCHASED	VARIOUS	VARIOUS
146	46 SHS LUKOIL SPON ADR	PURCHASED	VARIOUS	VARIOUS
147	8 SHS ORACLE CORPORATION	PURCHASED	VARIOUS	VARIOUS
148	59 SHS ORIX CORP	PURCHASED	VARIOUS	VARIOUS
149	109 SHS PNC FINANCIAL SERVICES GROUP INC	PURCHASED	VARIOUS	VARIOUS
150	33 SHS PPG INDS INC	PURCHASED	VARIOUS	VARIOUS
151	175 SHS PPL CORPORATION	PURCHASED	VARIOUS	VARIOUS
152	118 SHS PACCAR INC	PURCHASED	VARIOUS	VARIOUS
153	98 SHS PEABODY ENERGY CORP	PURCHASED	VARIOUS	VARIOUS
154	137 SHS PETROLEO BRASILEIRO	PURCHASED	VARIOUS	VARIOUS
155	562 SHS PFIZER INC	PURCHASED	VARIOUS	VARIOUS
156	51 SHS PHILIP MORRIS INTL	PURCHASED	VARIOUS	VARIOUS
157	140 SHS PHILLIPS 66	PURCHASED	VARIOUS	VARIOUS
158	91 SHS PIONEER NAT RES CO	PURCHASED	VARIOUS	VARIOUS

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STATEMENT 6 (CONTINUED)
FORM 990-PF, PART IV, LINE 1

CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
159	22 SHS PRECISION CASTPARTS CORP	PURCHASED	VARIOUS	VARIOUS
160	5 SHS PRICELINE COM INC	PURCHASED	VARIOUS	VARIOUS
161	148 SHS PUBLIC SVC ENTERPRISE GROUP INC	PURCHASED	VARIOUS	VARIOUS
162	91 SHS QUALCOMM INC	PURCHASED	VARIOUS	VARIOUS
163	240 SHS QUESTCOR PHARMACEUTICALS INC	PURCHASED	VARIOUS	VARIOUS
164	307 SHS RAYMOND JAMES FINL INC	PURCHASED	VARIOUS	VARIOUS
165	827 SHS REGIONS FINL CORP	PURCHASED	VARIOUS	VARIOUS
166	.9 SHS REXAM PLC SPONSORED	PURCHASED	VARIOUS	VARIOUS
167	151 SHS REYNOLDS AMERICAN INC	PURCHASED	VARIOUS	VARIOUS
168	59 SHS ROCHE HLDG LTD	PURCHASED	VARIOUS	VARIOUS
169	62 SHS ROCKWELL COLLINS INC	PURCHASED	VARIOUS	VARIOUS
170	254 SHS ROCKWOOD HLDGS INC	PURCHASED	VARIOUS	VARIOUS
171	131 SHS SPDR BARCLAYS CAPITAL INTL	PURCHASED	VARIOUS	VARIOUS
172	724 SHS SBERBANK SPONSORED	PURCHASED	VARIOUS	VARIOUS
173	4 SHS SCHEIN HENRY INC	PURCHASED	VARIOUS	VARIOUS
174	32 SHS SCHLUMBERGER LTD	PURCHASED	VARIOUS	VARIOUS
175	58 SHS SHIRE PLC	PURCHASED	VARIOUS	VARIOUS
176	30 SHS SIEMENS AG	PURCHASED	VARIOUS	VARIOUS
177	39 SHS SIMON PROPERTY GROUP	PURCHASED	VARIOUS	VARIOUS
178	52 SHS SPECTRUM BRANDS HOLDINGS	PURCHASED	VARIOUS	VARIOUS
179	62 SHS STATE STR CORP	PURCHASED	VARIOUS	VARIOUS
180	340 SHS SYMANTEC CORP	PURCHASED	VARIOUS	VARIOUS
181	175 SHS SYGENTA AG	PURCHASED	VARIOUS	VARIOUS
182	179 SHS TJX COMPANIES INCJX COMPA	PURCHASED	VARIOUS	VARIOUS
183	46 SHS TARGET CORPORATION	PURCHASED	VARIOUS	VARIOUS
184	194 SHS TEREX CORP NEW	PURCHASED	VARIOUS	VARIOUS
185	75 SHS TEVA PHARMACEUTICAL INDS	PURCHASED	VARIOUS	VARIOUS
186	278 SHS TEXAS INSTRUMENTS INC	PURCHASED	VARIOUS	VARIOUS
187	288 SHS TIBCO SOFTWARE	PURCHASED	VARIOUS	VARIOUS
188	109 SHS TIME WARNER CABLE INC	PURCHASED	VARIOUS	VARIOUS
189	141 SHS TRAVELERS COS INC	PURCHASED	VARIOUS	VARIOUS
190	84 SHS UNILEVER NV	PURCHASED	VARIOUS	VARIOUS
191	17 SHS UNITED TECHNOLOGIES CORP	PURCHASED	VARIOUS	VARIOUS
192	24 SHS UNITED HEALTH GROUP INCORPORATED	PURCHASED	VARIOUS	VARIOUS
193	17 SHS VF CORP	PURCHASED	VARIOUS	VARIOUS
194	139 SHS VALE	PURCHASED	VARIOUS	VARIOUS
195	129 SHS VALEOSA SPON ADR	PURCHASED	VARIOUS	VARIOUS
196	86 SHS VARIAN MED SYS INC	PURCHASED	VARIOUS	VARIOUS
197	78 SHS VNUWARE INC	PURCHASED	VARIOUS	VARIOUS
198	221 SHS VOLVO AB SPONSORED	PURCHASED	VARIOUS	VARIOUS
199	117 SHS WALGREEN CO	PURCHASED	VARIOUS	VARIOUS
200	95 SHS WILLIAMS SONOMA INC	PURCHASED	VARIOUS	VARIOUS
201	96 SHS YUM BRANDS	PURCHASED	VARIOUS	VARIOUS
202	CANTOR OPP ALT FUND	PURCHASED	VARIOUS	VARIOUS
203	121 SHS ACCENTURE PLC CL A	PURCHASED	VARIOUS	VARIOUS
204	141 SHS COVIDEN PLC	PURCHASED	VARIOUS	VARIOUS
205	166 SHS MICHAEL KORS HOLDINGS	PURCHASED	VARIOUS	VARIOUS
206	285 SHS TYCO ELECTRONICS LTD	PURCHASED	VARIOUS	VARIOUS
207	181 SHS COMCAST CORP CL A	PURCHASED	VARIOUS	VARIOUS
208	424 SHS COMPANHIA DE BEBIDAS	PURCHASED	VARIOUS	VARIOUS
209	66 SHS CONOCOPHILLIPS	PURCHASED	VARIOUS	VARIOUS
210	3669 SHS CREDIT SUISSE	PURCHASED	VARIOUS	VARIOUS
211	56 SHS DBS GROUP HLDGS LTD	PURCHASED	VARIOUS	VARIOUS
212	200 SHS DANAHER CORP	PURCHASED	VARIOUS	VARIOUS
213	236 SHS WALT DISNEY	PURCHASED	VARIOUS	VARIOUS
214	56 SHS DIRECTV	PURCHASED	VARIOUS	VARIOUS

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STATEMENT 6 (CONTINUED)
FORM 990-PF, PART IV, LINE 1

CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
215	147 SHS DOVER CORP	PURCHASED	VARIOUS	VARIOUS
216	165 SHS DUKE ENERGY HOLDING CORP	PURCHASED	VARIOUS	VARIOUS
217	317 SHS EMC CORPORATION	PURCHASED	VARIOUS	VARIOUS
218	103 SHS EBAY	PURCHASED	VARIOUS	VARIOUS
219	62 SHS EXPRESS SCRIPTS INC	PURCHASED	VARIOUS	VARIOUS
220	96 SHS EXXON MOBIL CORP	PURCHASED	VARIOUS	VARIOUS
221	435 SHS FIFTH THIRD BANCORP	PURCHASED	VARIOUS	VARIOUS
222	19 SHS FLUOR CORP	PURCHASED	VARIOUS	VARIOUS
223	51 SHS FOMENTO ECONOMICO MEX	PURCHASED	VARIOUS	VARIOUS
224	123 SHS FOOT LOCKER INC	PURCHASED	VARIOUS	VARIOUS
225	127 SHS FREEPORT MCMORAN COPPER GOLD	PURCHASED	VARIOUS	VARIOUS
226	50 SHS GENERAL DYNAMICS CORP	PURCHASED	VARIOUS	VARIOUS
227	391 SHS GENERAL ELECTRIC CO	PURCHASED	VARIOUS	VARIOUS
228	42 SHS GOLDMAN SACHS GROUP INC	PURCHASED	VARIOUS	VARIOUS
229	8 SHS GOOGLE INC	PURCHASED	VARIOUS	VARIOUS
230	382 SHS HALLIBURTON CO	PURCHASED	VARIOUS	VARIOUS
231	95 SHS HITACHI LTD	PURCHASED	VARIOUS	VARIOUS
232	192 SHS HOME DEPOT INC	PURCHASED	VARIOUS	VARIOUS
233	56 SHS IAC INTERACTIVECORP	PURCHASED	VARIOUS	VARIOUS
234	345 SHS INTEL CORP	PURCHASED	VARIOUS	VARIOUS
235	81 SHS INTL BUSINESS MACHINES CORP	PURCHASED	VARIOUS	VARIOUS
236	1128 SHS ISHARES MSCI EMERGING MKTS	PURCHASED	VARIOUS	VARIOUS
237	612 SHS I SHARES RUSSEL 3000 INDEX FUND	PURCHASED	VARIOUS	VARIOUS
238	133 SHS JP MORGAN CHASE CO	PURCHASED	VARIOUS	VARIOUS
239	137 SHS JOHNSON JOHNSON	PURCHASED	VARIOUS	VARIOUS
240	156 SHS KEPPEL CORP LTD	PURCHASED	VARIOUS	VARIOUS
241	174 SHS KRAFT FOODS INC	PURCHASED	VARIOUS	VARIOUS
242	103 SHS LAUDER ESTEE COS	PURCHASED	VARIOUS	VARIOUS
243	160 SHS MCDONALDS CORP	PURCHASED	VARIOUS	VARIOUS
244	290 SHS MERCK AND CO INC	PURCHASED	VARIOUS	VARIOUS
245	137 SHS METLIFE INC	PURCHASED	VARIOUS	VARIOUS
246	645 SHS MICROSOFT CORP	PURCHASED	VARIOUS	VARIOUS
247	8 SHS MITSUI & CO LTD	PURCHASED	VARIOUS	VARIOUS
248	67 SHS NATIONAL GRID PLC ADR	PURCHASED	VARIOUS	VARIOUS
249	74 SHS NATIONAL-OILWELL INC	PURCHASED	VARIOUS	VARIOUS
250	44 SHS NESTLE SA	PURCHASED	VARIOUS	VARIOUS
251	101 SHS NETEASE INC	PURCHASED	VARIOUS	VARIOUS
252	1883 SHS NEUBERGER BERMAN GENESIS INSTL	PURCHASED	VARIOUS	VARIOUS
253	132 SHS NIKE INC	PURCHASED	VARIOUS	VARIOUS
254	121 SHS NISSAN MTR LTD	PURCHASED	VARIOUS	VARIOUS
255	48 SHS NOVARTIS AG	PURCHASED	VARIOUS	VARIOUS
256	190 SHS OCCIDENTAL PETROLEUM CORPORATION	PURCHASED	VARIOUS	VARIOUS
257	46 SHS LUKOIL SPON ADR	PURCHASED	VARIOUS	VARIOUS
258	474 SHS ORACLE CORPORATION	PURCHASED	VARIOUS	VARIOUS
259	72 SHS ORIX CORP	PURCHASED	VARIOUS	VARIOUS
260	87 SHS PGE CORP	PURCHASED	VARIOUS	VARIOUS
261	109 SHS PNC FINANCIAL SERVICES GROUP INC	PURCHASED	VARIOUS	VARIOUS
262	98 SHS PEABODY ENERGY CORP	PURCHASED	VARIOUS	VARIOUS
263	153 SHS PEPSICO INC	PURCHASED	VARIOUS	VARIOUS
264	177 SHS PETROLEO BRASILEIRO	PURCHASED	VARIOUS	VARIOUS
265	562 SHS PFIZER INC	PURCHASED	VARIOUS	VARIOUS
266	95 SHS PHILLIPS 66	PURCHASED	VARIOUS	VARIOUS
267	91 SHS PIONEER NAT RES CO	PURCHASED	VARIOUS	VARIOUS
268	87 SHS PRAXAIR INC	PURCHASED	VARIOUS	VARIOUS
269	18 SHS PRICELINE COM INC	PURCHASED	VARIOUS	VARIOUS
270	108 SHS PRUDENTIAL FINANCIAL INC	PURCHASED	VARIOUS	VARIOUS

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STATEMENT 6 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
271	307 SHS RAYMOND JAMES FINL INC	PURCHASED	VARIOUS	VARIOUS
272	254 SHS ROCKWOOD HLDGS INC	PURCHASED	VARIOUS	VARIOUS
273	127 SHS ROSS STORES INC	PURCHASED	VARIOUS	VARIOUS
274	50 SHS ROYAL DUTCH SHELL PLC	PURCHASED	VARIOUS	VARIOUS
275	287 SHS KONINKLIJKE (ROYAL) KPN NV	PURCHASED	VARIOUS	VARIOUS
276	3960 SHS SPDR DJ WILSHIRE INTERNATIONAL	PURCHASED	VARIOUS	VARIOUS
277	3675 SHS SPDR BARCLAYS CAPITAL INTL	PURCHASED	VARIOUS	VARIOUS
278	67 SHS SANOFI	PURCHASED	VARIOUS	VARIOUS
279	33 SHS SCHEIN HENRY INC	PURCHASED	VARIOUS	VARIOUS
280	118 SHS SCHLUMBERGER LTD	PURCHASED	VARIOUS	VARIOUS
281	2904 SHS LAUDUS INTL MARKETMASTERS FUND	PURCHASED	VARIOUS	VARIOUS
282	1937 SHS SCOUT INTERNATIONAL FUND	PURCHASED	VARIOUS	VARIOUS
283	85 SHS SEMPRA ENERGY	PURCHASED	VARIOUS	VARIOUS
284	718 SHS SYMANTEC CORP	PURCHASED	VARIOUS	VARIOUS
285	8524 SHS TCW EMERGING MARKETS INCOME FUND	PURCHASED	VARIOUS	VARIOUS
286	238 SHS TJX COMPANIES INC	PURCHASED	VARIOUS	VARIOUS
287	361 SHS TEXAS INSTRUMENTS INC	PURCHASED	VARIOUS	VARIOUS
288	87 SHS 3M CO	PURCHASED	VARIOUS	VARIOUS
289	42 SHS TIME WARNER CABLE INC	PURCHASED	VARIOUS	VARIOUS
290	169 SHS TOKIO MARINE HOLDINGS	PURCHASED	VARIOUS	VARIOUS
291	49 SHS TOTAL SA	PURCHASED	VARIOUS	VARIOUS
292	156 SHS UNION PACIFIC CORP	PURCHASED	VARIOUS	VARIOUS
293	143 SHS UNITED TECHNOLOGIES CORP	PURCHASED	VARIOUS	VARIOUS
294	189 SHS UNITED HEALTH GROUP INCORPORATED	PURCHASED	VARIOUS	VARIOUS
295	179 SHS VALE SA	PURCHASED	VARIOUS	VARIOUS
296	134 SHS VARIAN MED SYS INC	PURCHASED	VARIOUS	VARIOUS
297	166 SHS VERIZON COMMUNICATIONS INC	PURCHASED	VARIOUS	VARIOUS
298	276 SHS VODAFONE GROUP PLC	PURCHASED	VARIOUS	VARIOUS
299	79 SHS WALGREEN CO	PURCHASED	VARIOUS	VARIOUS
300	338 SHS WELLS FARGO & CO	PURCHASED	VARIOUS	VARIOUS
301	CANTOR OPP ALT FUND	PURCHASED	VARIOUS	VARIOUS
302	COAST DIVERSIFIED FUND II LTD	PURCHASED	VARIOUS	VARIOUS
303	204 SHS ACCENTURE PLC CL A	PURCHASED	VARIOUS	VARIOUS
304	79 SHS COVIDEN PLC	PURCHASED	VARIOUS	VARIOUS
305	56 SHS HERBALIFE LTD	PURCHASED	VARIOUS	VARIOUS
306	47 SHS ACE LTD	PURCHASED	VARIOUS	VARIOUS
307	394 SHS TYCO INTERNATIONAL LTD	PURCHASED	VARIOUS	VARIOUS
308	NONQUAL ST CAP GAIN DIVS	PURCHASED	VARIOUS	VARIOUS
309	NONQUAL FOREIGN ST CAP GAIN DIVS	PURCHASED	VARIOUS	2/28/2013
310	LONG-TERM SALES PROCEEDS	PURCHASED	VARIOUS	2/28/2013
311	SHORT-TERM SALES PROCEEDS	PURCHASED	VARIOUS	2/28/2013
312	QUAL SHORT-TERM CAP GN DIVS	PURCHASED	VARIOUS	2/28/2013
313	QUAL FOREIGN SHORT-TERM CAP GAIN DIV	PURCHASED	VARIOUS	2/28/2013
314	CAP GAIN DIST-UNRECAP SEC 1250	PURCHASED	VARIOUS	2/28/2013
315	LONG-TERM 15% CAP GAIN DIVS	PURCHASED	VARIOUS	2/28/2013
316	IDR CORE EQUITY	PURCHASED	VARIOUS	2/28/2013
317	IDR CORE EQUITY	PURCHASED	VARIOUS	2/28/2013

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
1	2,460.		2,182.	278.				\$ 278.
2	315.		289.	26.				26.
3	2,076.		2,521.	-445.				-445.
4	1,227.		1,522.	-295.				-295.

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CHARITABLE FOUNDATION

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STATEMENT 6 (CONTINUED)
FORM 990-PF, PART IV, LINE 1

CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
5	876.		1,055.	-179.				\$ -179.
6	2,076.		2,697.	-621.				-621.
7	4,971.		5,508.	-537.				-537.
8	6,274.		5,330.	944.				944.
9	2,594.		2,101.	493.				493.
10	8,840.		7,607.	1,233.				1,233.
11	2,529.		2,378.	151.				151.
12	67,166.		68,126.	-960.				-960.
13	16,494.		16,598.	-104.				-104.
14	7,727.		7,281.	446.				446.
15	8,666.		5,700.	2,966.				2,966.
16	528.		435.	93.				93.
17	4,517.		2,797.	1,720.				1,720.
18	4,118.		6,195.	-2,077.				-2,077.
19	4,330.		2,990.	1,340.				1,340.
20	5,307.		4,946.	361.				361.
21	5,054.		3,770.	1,284.				1,284.
22	3,554.		3,179.	375.				375.
23	6,097.		4,098.	1,999.				1,999.
24	3,007.		1,668.	1,339.				1,339.
25	2,559.		1,618.	941.				941.
26	2,735.		3,079.	-344.				-344.
27	244.		306.	-62.				-62.
28	1,787.		2,646.	-859.				-859.
29	3,749.		1,599.	2,150.				2,150.
30	2,733.		2,532.	201.				201.
31	2,868.		2,392.	476.				476.
32	4,034.		3,114.	920.				920.
33	40,000.		40,000.	0.				0.
34	2,551.		2,546.	5.				5.
35	1,252.		935.	317.				317.
36	1,299.		1,088.	211.				211.
37	10,823.		12,685.	-1,862.				-1,862.
38	43,563.		41,037.	2,526.				2,526.
39	2,450.		2,295.	155.				155.
40	2,546.		2,570.	-24.				-24.
41	52,830.		50,000.	2,830.				2,830.
42	2,612.		2,603.	9.				9.
43	2,324.		3,442.	-1,118.				-1,118.
44	18,446.		18,621.	-175.				-175.
45	3,202.		3,352.	-150.				-150.
46	6,626.		5,489.	1,137.				1,137.
47	1,441.		1,314.	127.				127.
48	3,500.		3,112.	388.				388.
49	527.		326.	201.				201.
50	1,976.		1,219.	757.				757.
51	4,202.		2,560.	1,642.				1,642.
52	5,803.		5,778.	25.				25.
53	2,529.		1,606.	923.				923.
54	4,476.		4,065.	411.				411.
55	2,516.		2,080.	436.				436.
56	2,709.		2,264.	445.				445.
57	31.		24.	7.				7.

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STATEMENT 6 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
58	3,525.		2,686.	839.				\$ 839.
59	8,363.		6,911.	1,452.				1,452.
60	3,737.		4,033.	-296.				-296.
61	7,357.		7,747.	-390.				-390.
62	10,904.		6,833.	4,071.				4,071.
63	5,206.		2,502.	2,704.				2,704.
64	334.		398.	-64.				-64.
65	4,309.		5,063.	-754.				-754.
66	5,701.		5,368.	333.				333.
67	2,449.		2,523.	-74.				-74.
68	2,889.		3,064.	-175.				-175.
69	2,635.		2,640.	-5.				-5.
70	2,987.		2,987.	0.				0.
71	2,564.		2,528.	36.				36.
72	4,283.		3,622.	661.				661.
73	3,914.		4,781.	-867.				-867.
74	7,910.		5,459.	2,451.				2,451.
75	1,088.		753.	335.				335.
76	4,227.		4,323.	-96.				-96.
77	4,455.		1,802.	2,653.				2,653.
78	2,560.		1,776.	784.				784.
79	788.		794.	-6.				-6.
80	5,107.		3,352.	1,755.				1,755.
81	5,064.		3,704.	1,360.				1,360.
82	2,270.		2,460.	-190.				-190.
83	7,455.		6,938.	517.				517.
84	2,541.		2,541.	0.				0.
85	2,454.		2,454.	0.				0.
86	5,078.		5,078.	0.				0.
87	2,612.		2,612.	0.				0.
88	2,438.		2,438.	0.				0.
89	7,168.		7,168.	0.				0.
90	2,735.		2,166.	569.				569.
91	5,568.		5,088.	480.				480.
92	4,276.		5,376.	-1,100.				-1,100.
93	41,413.		42,956.	-1,543.				-1,543.
94	3,675.		4,139.	-464.				-464.
95	9,142.		8,869.	273.				273.
96	9,863.		9,633.	230.				230.
97	6,101.		6,635.	-534.				-534.
98	45,529.		44,292.	1,237.				1,237.
99	46,480.		49,522.	-3,042.				-3,042.
100	5,814.		5,609.	205.				205.
101	2,478.		2,478.	0.				0.
102	3,333.		3,326.	7.				7.
103	129.		137.	-8.				-8.
104	3,257.		3,257.	0.				0.
105	1,156.		2,560.	-1,404.				-1,404.
106	2,603.		1,504.	1,099.				1,099.
107	68.		62.	6.				6.
108	13,205.		12,020.	1,185.				1,185.
109	3,880.		3,454.	426.				426.
110	3,555.		2,705.	850.				850.

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CHARITABLE FOUNDATION

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STATEMENT 6 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
111	2,641.		2,588.	53.				\$ 53.
112	4,496.		4,496.	0.				0.
113	1,873.		2,415.	-542.				-542.
114	2,620.		2,620.	0.				0.
115	2,885.		3,010.	-125.				-125.
116	2,543.		2,474.	69.				69.
117	8,603.		8,402.	201.				201.
118	3,803.		5,195.	-1,392.				-1,392.
119	4,646.		4,988.	-342.				-342.
120	2,297.		2,492.	-195.				-195.
121	4,294.		3,919.	375.				375.
122	2,561.		2,464.	97.				97.
123	5,237.		5,554.	-317.				-317.
124	2,590.		2,602.	-12.				-12.
125	3,368.		2,570.	798.				798.
126	4,440.		4,368.	72.				72.
127	4,631.		5,073.	-442.				-442.
128	2,940.		2,940.	0.				0.
129	2,490.		2,523.	-33.				-33.
130	2,550.		2,528.	22.				22.
131	2,553.		2,140.	413.				413.
132	10,651.		11,722.	-1,071.				-1,071.
133	5,512.		5,476.	36.				36.
134	2,589.		2,530.	59.				59.
135	3,275.		3,279.	-4.				-4.
136	4,979.		5,084.	-105.				-105.
137	2,730.		3,593.	-863.				-863.
138	9,632.		9,346.	286.				286.
139	2,705.		2,550.	155.				155.
140	39,475.		40,181.	-706.				-706.
141	5,937.		5,687.	250.				250.
142	2,541.		2,565.	-24.				-24.
143	3,349.		3,789.	-440.				-440.
144	2,282.		2,282.	0.				0.
145	2,634.		2,558.	76.				76.
146	2,128.		2,596.	-468.				-468.
147	215.		261.	-46.				-46.
148	2,753.		2,537.	216.				216.
149	2,577.		2,522.	55.				55.
150	3,059.		3,059.	0.				0.
151	4,770.		5,079.	-309.				-309.
152	4,434.		5,435.	-1,001.				-1,001.
153	1,059.		2,563.	-1,504.				-1,504.
154	2,600.		2,516.	84.				84.
155	2,551.		2,537.	14.				14.
156	4,324.		4,351.	-27.				-27.
157	3,632.		3,507.	125.				125.
158	1,086.		971.	115.				115.
159	4,116.		3,619.	497.				497.
160	3,349.		3,054.	295.				295.
161	4,524.		4,524.	0.				0.
162	5,775.		5,565.	210.				210.
163	5,056.		9,508.	-4,452.				-4,452.

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STATEMENT 6 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
164	3,283.		2,831.	452.				\$ 452.
165	5,078.		5,048.	30.				30.
166	33.		37.	-4.				-4.
167	6,134.		6,052.	82.				82.
168	2,506.		2,615.	-109.				-109.
169	5,492.		4,696.	796.				796.
170	6,047.		5,765.	282.				282.
171	7,671.		8,007.	-336.				-336.
172	7,807.		8,348.	-541.				-541.
173	302.		283.	19.				19.
174	2,290.		1,900.	390.				390.
175	4,997.		5,129.	-132.				-132.
176	2,446.		2,484.	-38.				-38.
177	5,817.		4,560.	1,257.				1,257.
178	2,540.		2,012.	528.				528.
179	2,554.		2,562.	-8.				-8.
180	10,034.		11,415.	-1,381.				-1,381.
181	14,090.		13,488.	602.				602.
182	3,231.		2,495.	736.				736.
183	2,682.		2,552.	130.				130.
184	5,674.		4,313.	1,361.				1,361.
185	3,010.		3,224.	-214.				-214.
186	5,792.		6,078.	-286.				-286.
187	8,378.		8,522.	-144.				-144.
188	3,768.		3,842.	-74.				-74.
189	8,777.		8,034.	743.				743.
190	2,636.		2,641.	-5.				-5.
191	1,318.		1,428.	-110.				-110.
192	1,338.		1,236.	102.				102.
193	2,560.		2,739.	-179.				-179.
194	2,535.		2,498.	37.				37.
195	3,495.		3,015.	480.				480.
196	2,181.		2,553.	-372.				-372.
197	6,898.		7,575.	-677.				-677.
198	2,420.		2,493.	-73.				-73.
199	4,613.		4,125.	488.				488.
200	4,203.		3,452.	751.				751.
201	6,272.		6,300.	-28.				-28.
202	3,386.		3,331.	55.				55.
203	1,434.		1,434.	0.				0.
204	7,448.		7,448.	0.				0.
205	9,201.		6,577.	2,624.				2,624.
206	8,801.		8,397.	404.				404.
207	7,014.		4,558.	2,456.				2,456.
208	10,918.		9,981.	937.				937.
209	5,059.		5,059.	0.				0.
210	27,550.		35,412.	-7,862.				-7,862.
211	2,500.		2,500.	0.				0.
212	10,355.		8,738.	1,617.				1,617.
213	11,628.		9,217.	2,411.				2,411.
214	2,946.		1,328.	1,618.				1,618.
215	8,611.		8,243.	368.				368.
216	7,595.		7,141.	454.				454.

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STATEMENT 6 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
217	8,834.		8,337.	497.				\$ 497.
218	5,770.		2,970.	2,800.				2,800.
219	3,339.		2,676.	663.				663.
220	7,955.		4,221.	3,734.				3,734.
221	6,587.		4,827.	1,760.				1,760.
222	910.		1,212.	-302.				-302.
223	3,765.		3,765.	0.				0.
224	4,114.		2,727.	1,387.				1,387.
225	2,158.		2,557.	-399.				-399.
226	3,185.		3,458.	-273.				-273.
227	7,448.		6,283.	1,165.				1,165.
228	4,186.		6,393.	-2,207.				-2,207.
229	6,050.		3,072.	2,978.				2,978.
230	12,805.		13,480.	-675.				-675.
231	2,662.		2,722.	-60.				-60.
232	10,574.		4,654.	5,920.				5,920.
233	3,064.		1,588.	1,476.				1,476.
234	7,469.		6,272.	1,197.				1,197.
235	15,800.		8,370.	7,430.				7,430.
236	44,615.		51,798.	-7,183.				-7,183.
237	48,021.		43,061.	4,960.				4,960.
238	4,393.		4,982.	-589.				-589.
239	8,558.		7,092.	1,466.				1,466.
240	2,451.		1,722.	729.				729.
241	4,176.		3,318.	858.				858.
242	6,636.		4,898.	1,738.				1,738.
243	14,515.		11,411.	3,104.				3,104.
244	5,876.		4,640.	1,236.				1,236.
245	2,441.		2,301.	140.				140.
246	19,155.		14,970.	4,185.				4,185.
247	2,740.		2,740.	0.				0.
248	2,568.		2,495.	73.				73.
249	5,036.		5,245.	-209.				-209.
250	2,500.		1,549.	951.				951.
251	2,540.		2,577.	-37.				-37.
252	94,379.		70,136.	24,243.				24,243.
253	9,261.		6,064.	3,197.				3,197.
254	2,480.		2,480.	0.				0.
255	2,499.		2,338.	161.				161.
256	16,569.		13,900.	2,669.				2,669.
257	319.		359.	-40.				-40.
258	12,691.		13,685.	-994.				-994.
259	3,429.		3,429.	0.				0.
260	3,801.		3,932.	-131.				-131.
261	4,110.		4,580.	-470.				-470.
262	1,412.		2,570.	-1,158.				-1,158.
263	10,509.		8,344.	2,165.				2,165.
264	3,347.		6,349.	-3,002.				-3,002.
265	9,808.		12,359.	-2,551.				-2,551.
266	1,720.		1,519.	201.				201.
267	7,900.		6,179.	1,721.				1,721.
268	9,519.		6,710.	2,809.				2,809.
269	11,137.		1,892.	9,245.				9,245.

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CHARITABLE FOUNDATION**

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STATEMENT 6 (CONTINUED)
FORM 990-PF, PART IV, LINE 1**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

	(E)	(F)	(G)	(H)	(I)	(J)	(K)	(L)
ITEM	GROSS SALES	DEPREC. ALLOWED	COST BASIS	GAIN (LOSS)	FMV 12/31/69	ADJ. BAS. 12/31/69	EXCESS (I) - (J)	GAIN (LOSS) \$
270	5,096.		5,460.	-364.				-364.
271	8,860.		8,692.	168.				168.
272	6,543.		6,166.	377.				377.
273	8,194.		2,526.	5,668.				5,668.
274	3,178.		3,580.	-402.				-402.
275	2,196.		3,674.	-1,478.				-1,478.
276	137,718.		152,879.	-15,161.				-15,161.
277	216,321.		224,359.	-8,038.				-8,038.
278	2,517.		2,517.	0.				0.
279	2,489.		1,656.	833.				833.
280	6,065.		6,436.	-371.				-371.
281	55,691.		56,859.	-1,168.				-1,168.
282	65,664.		62,003.	3,661.				3,661.
283	5,521.		3,851.	1,670.				1,670.
284	2,282.		3,120.	-838.				-838.
285	80,635.		70,066.	10,569.				10,569.
286	6,879.		2,259.	4,620.				4,620.
287	4,291.		3,525.	766.				766.
288	7,665.		7,665.	0.				0.
289	3,305.		3,305.	0.				0.
290	4,600.		4,600.	0.				0.
291	2,559.		2,718.	-159.				-159.
292	17,432.		14,012.	3,420.				3,420.
293	11,775.		6,868.	4,907.				4,907.
294	10,574.		6,149.	4,425.				4,425.
295	3,236.		4,304.	-1,068.				-1,068.
296	5,953.		4,394.	1,559.				1,559.
297	6,644.		5,840.	804.				804.
298	7,642.		7,686.	-44.				-44.
299	5,061.		4,361.	700.				700.
300	10,806.		8,481.	2,325.				2,325.
301	219,076.		225,000.	-5,924.				-5,924.
302	27,616.		0.	27,616.				27,616.
303	11,807.		10,566.	1,241.				1,241.
304	4,079.		3,593.	486.				486.
305	2,477.		3,167.	-690.				-690.
306	3,553.		2,087.	1,466.				1,466.
307	11,903.		10,021.	1,882.				1,882.
308	16,094.		0.	16,094.				16,094.
309	390.		0.	390.				390.
310	68.		0.	68.				68.
311	4.		0.	4.				4.
312	1,483.		0.	1,483.				1,483.
313	497.		0.	497.				497.
314	216.		0.	216.				216.
315	19,654.		0.	19,654.				19,654.
316	675.		0.	675.				675.
317	58.		0.	58.				58.
TOTAL \$								\$ 196,947.

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CHARITABLE FOUNDATION

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STATEMENT 7
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN- SATION	CONTRI- BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
US BANK NATIONAL ASSOCIATION PO BOX 3168 PORTLAND, OR 97208	TRUSTEE 0	\$ 77,875.	\$ 0.	\$ 0.
PAULA JULANDER PO BOX 3168 PORTLAND, OR 97208	ADVISORY MEMBER 0	3,320.	0.	0.
TRACEY D SMITH 2236 EAST DARD PLACE SALT LAKE CITY, UT 84109	ADVISORY MEMBER 0	3,320.	0.	0.
MICHAEL S. BASSIS 1840 SOUTH 1300 EAST SALT LAKE CITY, UT 84105	ADVISORY MEMBER 0	1,660.	0.	0.
BRIAN LEVIN-STANKEVICH PO BOX 3168 PORTLAND, OR 97208	ADVISORY MEMBER 0	1,660.	0.	0.
TOTAL		\$ 87,835.	\$ 0.	\$ 0.

STATEMENT 8
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM:	MICHAEL POULTER OR SONGA CORBIN
NAME:	US BANK NATIONAL ASSOICIATION
CARE OF:	170 SOUTH MAIN STREET, SUITE 600
STREET ADDRESS:	SALT LAKE CITY, UT 84101
CITY, STATE, ZIP CODE:	(801) 534-6045
TELEPHONE:	
E-MAIL ADDRESS:	WRITTEN APPLICATION SETTING FORTH APPLICANT'S PUBLIC
FORM AND CONTENT:	CHARITY STATUS
SUBMISSION DEADLINES:	NONE
RESTRICTIONS ON AWARDS:	PUBLIC CHARITIES, SOME PREFERENCE TO THOSE PERFORMING
	ACTIVITIES WITHIN THE STATE OF UTAH.

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STATEMENT 9
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
RIRIE-WOODBURY DANCE FOUNDATIO 138 WEST BROADWAY SALT LAKE CITY, UT 84101,	NONE			\$ 3,000.
GUADALUPE CENTER EDUCATIONAL 340 SOUTH GOSHEN STREET SALT LAKE CITY, UT 84104,	NONE			2,000.
WESTMINSTER COLLEGE 1840 SOUTH 1300 EAST SALT LAKE CITY, UT 84105,	NONE			70,000.
BALLET WEST 50 WEST 200 SOUTH SALT LAKE CITY, UT 84101,	NONE			3,000.
UTAH YOUTH VILLAGE 5800 SOUTH HIGHLAND DRIVE SALT LAKE CITY, UT 84121,	NONE			5,000.
UNIVERSITY OF UTAH - LOWELL BENNION COMM 200 S CAMPUS DRIVE ROOM 101 SALT LAKE CITY, UT 84112	NONE			3,000.
UNIVERSITY OF UTAH - TEEN MOTHER & CHILD 3690 S MAIN ST SALT LAKE CITY, UT 84115	NONE			4,000.
UNIVERSITY OF UTAH FOUNDATION 540 ARAPEEN, ST 130 SALT LAKE CITY, UT 84108	NONE			5,000.
YMCA OF GREATER SALT LAKE 3098 S. HIGHLAND DR., STE. 290 SALT LAKE CITY, UT 84106,	NONE			2,000.
MAKE-A-WISH FOUNDATION OF UTAH 711 EAST WINCHESTER MURRAY, UT 84107	NONE			3,000.

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CHARITABLE FOUNDATION

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STATEMENT 9 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
BOYS & GIRLS CLUBS 669 SOUTH 200 EAST, STE 100 SALT LAKE CITY, UT 84111	NONE			\$ 4,000.
CROSSROADS URBAN CENTER 347 SOUTH 400 EAST SALT LAKE CITY, UT 84111,	NONE			6,000.
PLANNED PARENTHOOD ASSN 654 SOUTH 900 EAST SALT LAKE CITY, UT 84102,	NONE			3,000.
RAPE RECOVERY CENTER 2035 SOUTH 1300 EAST SALT LAKE CITY, UT 84105,	NONE			10,000.
INTERMOUNTAIN THERAPY ANIMALS PO BOX 17201 SALT LAKE CITY, UT 84117,	NONE			1,500.
AMERICAN LUNG ASSOCIATION 1930 SOUTH 1100 EAST SALT LAKE CITY, UT 84106,	NONE			3,000.
BIG BROTHERS-BIG SISTERS OF UTAH 151 EAST 5600 SOUTH STE. 200 SALT LAKE CITY, UT 84107,	NONE			2,000.
COMMUNITY NURSING SERVICES 6949 HIGH TECH DRIVE MIDVALE, UT 84047-3757,	NONE			4,000.
THERAPY ANIMALS OF UTAH PO BOX 18771 SALT LAKE CITY, UT 84118-8771,	NONE			2,000.
ODYSSEY HOUSE 344 EAST 100 SOUTH STE 301 SALT LAKE CITY, UT 84111,	NONE			3,000.

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STATEMENT 9 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
JUNIOR ACHIEVEMENT OF UTAH 641 EAST SOUTH TEMPLE SALT LAKE CITY, UT 84102,	NONE			\$ 2,000.
UNIVERSITY OF UTAH - KUED 101 S WASATCH DRIVE SALT LAKE CITY, UT 84112	NONE			2,500.
UNIVERSITY OF UTAH - THE BRAIN INSTITUTE 201 S. PRESIDENTS CIR. RM 304 SALT LAKE CITY, UT 84112,	NONE			2,000.
UTAH COUNCIL OF THE BLIND 1301 WEST 500 SOUTH WOODS CROSS, UT 84087-2224,	NONE			6,000.
THE FAMILY SUPPORT CENTER 777 WEST CENTER MIDVALE, UT 84047,	NONE			4,000.
JUNIOR LEAGUE OF SLC 526 EAST 300 SOUTH SALT LAKE CITY, UT 84102,	NONE			3,500.
VOLUNTEERS OF AMERICA 525 W SECOND AVENUE SPOKANE, WA 99201,	NONE			5,000.
UTAH SYMPHONY & OPERA COMPANY 123 WEST SOUTH TEMPLE SALT LAKE CITY, UT 84101,	NONE			5,000.
SPLORE 880 EAST 3375 SOUTH SALT LAKE CITY, UT 84106,	NONE			4,000.
ROAD HOME 210 SOUTH RIO GRANDE STREET SALT LAKE CITY, UT 84101,	NONE			5,000.

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CHARITABLE FOUNDATION

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STATEMENT 9 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
FRIENDS OF TRACY AVIARY 589 EAST 1300 SOUTH SALT LAKE CITY, UT 84105,	NONE			\$ 3,000.
RONALD MCDONALD HOUSE 935 E. SOUTH TEMPLE SALT LAKE CITY, UT 84102,	NONE			6,000.
NEIGHBORHOOD HOUSE 1050 WEST 500 SOUTH SALT LAKE CITY, UT 84104,	NONE			4,000.
CATHOLIC COMMUNITY SERVICES 2570 WEST 1700 SOUTH SALT LAKE CITY, UT 84104,	NONE			2,000.
CAMP HOBE PO BOX 520755 SALT LAKE CITY, UT 84152	NONE			3,000.
CHILDREN AND YOUTH SERVICES 5500 W BAGLEY PARK RD WEST JORDAN, UT 84088,	NONE			1,500.
NATIONAL MULTIPLE SCLEROSIS 2295 SOUTH WEST TEMPLE SUITE C SALT LAKE CITY, UT 84115,	NONE			1,500.
YWCA OF SALT LAKE CITY 322 E 300 S SALT LAKE CITY, UT 84111	NONE			4,000.
ENGLISH SKILLS LEARNING CENTER 175 NORTH 600 WEST SALT LAKE CITY, UT 84116	NONE			3,000.
EYE CARE FOR KIDS FOUNDATION 3809 S. WEST TEMPLE SUITE 2-D SALT LAKE CITY, UT 84115	NONE			6,000.
UTAH AIDS FOUNDATION 1408 SOUTH 1100 EAST SALT LAKE CITY, UT 84105	NONE			3,000.

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CHARITABLE FOUNDATION

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STATEMENT 9 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
PEOPLE HELPING PEOPLE 205 NORTH 400 WEST SALT LAKE CITY, UT 84103	NONE			\$ 2,000.
SALT LAKE SEXUAL ASSAULT NURSE 2035 SOUTH 1300 EAST SALT LAKE CITY, UT 84105	NONE			12,000.
THE CHILDREN'S CENTER 1855 EAST MEDICAL CENTER SALT LAKE CITY, UT 84112				3,000.
SALT LAKE DONATED DENTAL SVC 415 SOUTH 400 WEST SALT LAKE CITY, UT 84101	NONE			5,000.
AMERICAN RED CROSS - GREATER SALT LAKE 465 SOUTH 400 EAST SALT LAKE CITY, UT 84111				1,000.
SPECIAL OLYMPICS OF UTAH INC 243 EAST 400 SOUTH #111 SALT LAKE CITY, UT 84111	NONE			3,000.
PREVENT CHILD ABUSE UTAH 2955 HARRISON BLVD. SUITE 104 OGDEN, UT 84403	NONE			2,000.
ANDREW S ROWAN READING ROOM 607 EAST 3990 SOUTH SALT LAKE CITY, UT 84107	NONE			3,000.
FRIENDS FOR SIGHT 661 SOUTH 200 EAST SALT LAKE CITY, UT 84111	NONE			3,500.
SOUTH VALLEY SANCTUARY PO BOX 1028 WEST JORDAN, UT 84084	NONE			4,000.
ASSISTANCE LEAGUE OF SLC PO BOX 9353 SALT LAKE CITY, UT 84109	NONE			3,000.
ART ACCESS/VSA ARTS OF UTAH 230 SOUTH 500 WEST #125 SALT LAKE CITY, UT 84101	NONE			1,000.

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STATEMENT 9 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
GIRLS SCOUTS OF UTAH 445 EAST 4500 SOUTH SALT LAKE CITY, UT 84157	NONE			\$ 1,500.
I.J. & JEANNE WAGNER JEWISH COMMUNITY CE 2 N MEDICAL DR SALT LAKE CITY, UT 84113	NONE			2,000.
THE WORK ACTIVITY CENTER 1275 WEST 2320 SOUTH WEST VALLEY CITY, UT 84119	NONE			3,000.
BOYS & GIRLS CLUB OF SOUTH VALLEY PO BOX 57071 MURRAY, UT 84157	NONE			2,500.
DISCOVERY GATEWAY 444 WEST 100 SOUTH SALT LAKE CITY, UT 84101	NONE			2,500.
UTAH FOOD BANK 1025 SOUTH 700 WEST SALT LAKE CITY, UT 84104	NONE			5,000.
ALLIANCE HOUSE, INC SALT LAKE CITY, UT 84119	NONE			1,500.
AMERICAN CANCER SOCIETY 941 E 330 S SALT LAKE CITY, UT 84106	NONE			2,500.
CANCER WELLNESS HOUSE SALT LAKE CITY, UT 84119	NONE			1,000.
AMES - ACADEMY FOR MATH, ENGINEERING & S 5715 S 1300 E SALT LAKE CITY, UT 84121	NONE			2,000.
MALIHEH FREE CLINIC 415 E 3900 S SALT LAKE CITY, UT 84107	NONE			3,000.
NAMI UTAH 450 S 900 E SALT LAKE CITY, UT 84102	NONE			2,000.

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STATEMENT 9 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
HUMAN RIGHTS EDUCATION CENTER OF UTAH 231 EAST 400 SOUTH #345B SALT LAKE CITY, UT 84111	NONE			\$ 2,000.
ISAT PO BOX 65709 SALT LAKE CITY, UT 84165	NONE			3,500.
SALT LAKE ACTING COMPANY 168 WEST 500 NORTH SALT LAKE CITY, UT 84103	NONE			1,000.
BOY SCOUTS OF AMERICA LEARNING FOR LIFE 525 FOOTHILL BLVD SALT LAKE CITY, UT 84113	NONE			2,000.
CAMP KOSTOPULOS 4180 EMIGRATION CANYON SALT LAKE CITY, UT 84108	NONE			3,000.
UNIVERSITY OF UTAH-UPWARD BOUND 2075 ANNEX #2075 SALT LAKE CITY, UT 84122	NONE			2,000.
SHARING PLACE, INC 1695 E 3300 S SALT LAKE CITY, UT 84106	NONE			3,000.
UTAH HUMANITIES COUNCIL 202 W 300 N SALT LAKE CITY, UT 84103	NONE			1,000.

TOTAL \$ 303,000.