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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No. 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning 4/1/2012 **, and ending** 3/31/2013

Name of foundation: WILLARD L. ECCLES CHAR. FOUNDATION

A Employer identification number: 94-2759395

Number and street (or P O box number if mail is not delivered to street address): Wells Fargo Bank N.A. Trust Tax Dept - PO Box 53456 MAC S4101-22G

Room/suite:

B Telephone number (see instructions): (888) 730-4933

City or town, state, and ZIP code: Phoenix AZ 85072-3456

C If exemption application is pending, check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 31,210,202

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis)*

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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 (attach schedule)				
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	705,052	704,955		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	2,598,634			
	b Gross sales price for all assets on line 6a 18,450,541				
	7 Capital gain net income (from Part IV, line 2)		2,598,634		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
	b Less: Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	7,110	3,786		
	12 **Total.** Add lines 1 through 11	3,310,796	3,307,375	0	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	228,263	84,131		144,132
	14 Other employee salaries and wages	155,275			155,275
	15 Pension plans, employee benefits	6,932			6,932
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	2,100			2,100
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	19,858	3,378		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	66,803	26,364		40,220
	24 **Total operating and administrative expenses.** Add lines 13 through 23	479,231	113,873	0	348,659
	25 Contributions, gifts, grants paid	1,354,321			1,354,321
	26 **Total expenses and disbursements.** Add lines 24 and 25	1,833,552	113,873	0	1,702,980
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	1,477,244			
	b **Net investment income** (if negative, enter -0-)		3,193,502		
	c **Adjusted net income** (if negative, enter -0-)			0	

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Form **990-PF** (2012)

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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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash—non-interest-bearing		-45,689	-45,689
	2 Savings and temporary cash investments	124,536	207,126	207,126
	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 schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)			
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	26,549,205	28,629,670	33,054,511
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers—see the instructions. Also, see page 1, item I)	26,673,741	28,791,107	33,215,948
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 (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.			
	27 Capital stock, trust principal, or current funds	26,673,741	28,791,107	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances** (see instructions)	26,673,741	28,791,107	
	31 **Total liabilities and net assets/fund balances** (see instructions)	26,673,741	28,791,107	

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	26,673,741
2	Enter amount from Part I, line 27a	2	1,477,244
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	653,446
4	Add lines 1, 2, and 3	4	28,804,431
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	13,324
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	28,791,107

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 See Attached Statement			
b See Attached Statement			
c See Attached Statement			
d See Attached Statement			
e See Attached Statement			

	(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				0
b				0
c				0
d				0
e				0

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

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

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	2,598,634
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	0

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	1,251,331	29,549,945	0.042346
2010	1,301,546	27,910,300	0 046633
2009	1,134,043	24,837,581	0.045658
2008	1,481,925	28,492,030	0.052012
2007	1,819,779	38,590,378	0.047156

2 Total of line 1, column (d)	2	0.233805
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	0.046761
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	30,707,435
5 Multiply line 4 by line 3	5	1,435,910
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	31,935
7 Add lines 5 and 6	7	1,467,845
8 Enter qualifying distributions from Part XII, line 4	8	1,702,980

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 instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b		1	31,935
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	31,935
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-		5	31,935
6	Credits/Payments:			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a 10,035		
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c 80,000		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	90,035
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	58,100
11	Enter the amount of line 10 to be. **Credited to 2013 estimated tax** ▶ 32,000 **Refunded** ▶		11	26,100

Part VII-A Statements Regarding Activities

			Yes	No
1 a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*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*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ _____ (2) On foundation managers ▶ $ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4 a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		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?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8 a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ UT			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b		X
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	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)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ WELLS FARGO BANK N.A Telephone no. ▶ 888-730-4933

Located at ▶ PO Box 53456 MAC S4101-22G Phoenix AZ ZIP+4 ▶ 85072-3456

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041**—Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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)?	1b		X
	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?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
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.)	2b	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. ▶ 20____, 20____, 20____, 20____			
3a	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.)*	3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (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? **7b** N/A

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

1 List all officers, directors, trustees, foundation managers and their compensation (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 Attached Statement	00	0		
	.00	0		
	00	0		
	.00	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 ▶		

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 NONE	
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 NONE	
2	
All other program-related investments See instructions 3 NONE	
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	31,054,812
b	Average of monthly cash balances		1b	120,249
c	Fair market value of all other assets (see instructions)		1c	
d	**Total** (add lines 1a, b, and c)		1d	31,175,061
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e		
2	Acquisition indebtedness applicable to line 1 assets		2	
3	Subtract line 2 from line 1d		3	31,175,061
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)		4	467,626
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	30,707,435
6	**Minimum investment return.** Enter 5% of line 5		6	1,535,372

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	1,535,372
2a	Tax on investment income for 2012 from Part VI, line 5	2a	31,935		
b	Income tax for 2012. (This does not include the tax from Part VI)	2b	349		
c	Add lines 2a and 2b			2c	32,284
3	Distributable amount before adjustments Subtract line 2c from line 1			3	1,503,088
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	1,503,088
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	1,503,088

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	1,702,980
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,702,980
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	31,935
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,671,045

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					1,503,088
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 ____					
3	Excess distributions carryover, if any, to 2012:					
a	From 2007	8,217				
b	From 2008	69,737				
c	From 2009					
d	From 2010					
e	From 2011					
f	**Total** of lines 3a through e		77,954			
4	Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 1,702,980					
a	Applied to 2011, but not more than line 2a					
b	Applied to undistributed income of prior years (Election required—see instructions)					
c	Treated as distributions out of corpus (Election required—see instructions)					
d	Applied to 2012 distributable amount					1,503,088
e	Remaining amount distributed out of corpus		199,892			
5	Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a))*					
6	**Enter the net total of each column as indicated below:**					
a	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5		277,846			
b	Prior years' undistributed income. Subtract line 4b from line 2b			0		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d	Subtract line 6c from line 6b. Taxable amount—see instructions					
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)					
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)		8,217			
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		269,629			
10	Analysis of line 9					
a	Excess from 2008	69,737				
b	Excess from 2009					
c	Excess from 2010					
d	Excess from 2011					
e	Excess from 2012	199,892				

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			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
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					0
b 85% of line 2a					0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					0
3 Complete 3a, b, or c for the alternative test relied upon a "Assets" alternative test—enter: (1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

GRANT GUIDELINES ARE AVAILABLE AT THE FOLLOWING WEBSITE: WLECCLES.ORG

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

N/A

c Any submission deadlines:

APRIL - JUNE ANNUALLY

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

N/A

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Attached Statement				
Total . . . . . ▶ **3a**				1,354,321
b *Approved for future payment*				
NONE				
Total . . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions.)
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	705,052	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	2,598,634	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a UNRELATED BUSINESS INCOM	523000	3,324			
b OTHER PARTNERSHIP INCOME			01	3,786	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		3,324		3,307,472	0
13 Total. Add line 12, columns (b), (d), and (e)				13	3,310,796

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions)
	Not Applicable

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of:			
(1) Cash	1a(1)		X
(2) Other assets	1a(2)		X
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
(3) Rental of facilities, equipment, or other assets	1b(3)		X
(4) Reimbursement arrangements	1b(4)		X
(5) Loans or loan guarantees	1b(5)		X
(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		Not Applicable	

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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.

John N Salente SVP Wells Fargo Bank N.A. | 10/29/2013 | SVP Wells Fargo Bank N.A.

Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
JOSEPH J. CASTRIANO		10/29/2013		P01251603
Firm's name ▶ PricewaterhouseCoopers, LLP			Firm's EIN ▶ 13-4008324	
Firm's address ▶ 600 GRANT STREET, PITTSBURGH, PA 15219-2777			Phone no 412-355-6000	

Statement A

Name of Foundation: WILLARD L ECCLES FOUNDATION

EIN: 94-2759395

Utah Attorney General does not require and prefers that we do not furnish a copy of the Form 990-PF to their offices

Security Type	Account #	EIN	CUSIP	Asset Name	FMV	Fed Cost
Invest - Corp Stock	074290	94-2759395	369604103	GENERAL ELECTRIC CO	$633,233.68	$69,257.08
Invest - Other	074290	94-2759395	464287614	ISHARES RUSSELL 1000 GROWTH	$4,594,871.97	$3,122,313.88
Invest - Other	074290	94-2759395	464287630	ISHARES RUSSELL 2000 VALUE INDEX FD	$3,024,702.90	$2,690,780.63
Invest - Other	074290	94-2759395	464287648	ISHARES RUSSELL 2000 GROWTH	$3,059,021.16	$2,632,430.88
Invest - Other	074290	94-2759395	464287598	ISHARES RUSSELL 1000 VALUE	$10,946,261.52	$9,572,926.73
Invest - Other	074290	94-2759395	94975J581	WFA CORE BD FD-I #944	$1,713,454.16	$1,745,506.30
Invest - Other	074290	94-2759395	922042858	VANGUARD FTSE EMERGING MARKETS ETF	$2,204,717.21	$2,221,070.04
Invest - Other	074290	94-2759395	921937835	VANGUARD TOTAL BOND MARKET ETF	$1,396,788.00	$1,237,560.18
Invest - Other	074290	94-2759395	921943858	VANGUARD MSCI EAFE ETF	$4,558,923.06	$4,450,611.06
Other Assets	074290	94-2759395	MS6375153	CARLYLE GLOBAL FIN SERV LP *CH*	$922,537.00	$887,213.00
				Total Securities	**$33,054,510.66**	**$28,629,669.78**
Savings & Temp Inv	074290	94-2759395	VP4500022	WF ADV CASH INVT MM FD-SVC #250	$207,125.75	$207,125.75
Cash	074290	94-2759395			($45,688.54)	($45,688.54)
				Total Cash and Savings	**$161,437.21**	**$161,437.21**
				Total Cash, Savings, and Investments	**$33,215,947.87**	**$28,791,106.99**

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name	Street	City	State	Zip Code	Foreign Country	Relationship	Foundation Status	Purpose of grant/contribution	Amount
UNIVERSITY OF UTAH	21 PRESIDENTS CIRCLE	SALT LAKE CITY	UT	84112		NONE	501(C)(3) PUBLIC CHARITY	GENERAL SUPPORT GRANT	690,000
SPY HOP PRODUCTIONS	511 WEST 200 SOUTH, SUITE 100	SALT LAKE CITY	UT	84101		NONE	501(C)(3) PUBLIC CHARITY	GENERAL SUPPORT GRANT	10,000
UNIVERSITY OF UTAH KUER	101 S WASATCH BLVD	SALT LAKE CITY	UT	84112		NONE	501(C)(3) PUBLIC CHARITY	GENERAL SUPPORT GRANT	2,500
UTAH MUSEUM OF NATURAL HISTORY	301 WAKARA WAY	SALT LAKE CITY	UT	84108		NONE	501(C)(3) PUBLIC CHARITY	GENERAL SUPPORT GRANT	15,000
UTAH MUSEUM OF CONTEMPORARY ART	20 SW TEMPLE	SALT LAKE CITY	UT	84101		NONE	501(C)(3) PUBLIC CHARITY	GENERAL SUPPORT GRANT	12,000
VOLUNTEERS OF AMERICA	435 WEST BEARCAT DRIVE	SALT LAKE CITY	UT	84115		NONE	501(C)(3) PUBLIC CHARITY	GENERAL SUPPORT GRANT	15,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name	Street	City	State	Zip Code	Foreign Country	Relationship	Foundation Status	Purpose of grant/contribution	Amount
THE ROAD HOME	210 SOUTH RIO GRANDE STREET	SALT LAKE CITY	UT	84101		NONE	501(C)(3) PUBLIC CHARITY	GENERAL SUPPORT GRANT	90,000
BEST FRIENDS ANIMAL SOCIETY	2005 SOUTH 1100 E	SALT LAKE CITY	UT	84106		NONE	501(C)(3) PUBLIC CHARITY	GENERAL SUPPORT GRANT	30,000
FOURTH STREET CLINIC	404 4TH W	SALT LAKE CITY	UT	84101		NONE	501(C)(3) PUBLIC CHARITY	GENERAL SUPPORT GRANT	30,000
TRACY AVIARY	589 EAST 1300 SOUTH	SALT LAKE CITY	UT	84105		NONE	501(C)(3) PUBLIC CHARITY	GENERAL SUPPORT GRANT	20,000
YOUR COMMUNITY CONNECTION	2261 ADAMS AVE	OGDEN	UT	84401		NONE	501(C)(3) PUBLIC CHARITY	GENERAL SUPPORT GRANT	30,000
UNIVERSITY OF UTAH - MUSEUM OF NATURAL HISTORY	301 WAKARA WAT	SALT LAKE CITY	UT	84108		NONE	501(C)(3) PUBLIC CHARITY	GENERAL SUPPORT GRANT	10,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name				
UNIVERSITY OF UTAH RED BUTTE GARDENS				
Street				
300 WAKARA WAY				
City	**State**	**Zip Code**	**Foreign Country**	
SALT LAKE CITY	UT	84108		
Relationship	**Foundation Status**			
NONE	501(C)(3) PUBLIC CHARITY			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				2,000

Name				
DESIGN BUILD BLUFF				
Street				
PO BOX 3779				
City	**State**	**Zip Code**	**Foreign Country**	
PARK CITY	UT	84060		
Relationship	**Foundation Status**			
NONE	501(C)(3) PUBLIC CHARITY			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				3,500

Name				
VALLEY RECREATION AND REHABILITATION CAMP				
Street				
PO BOX 9584				
City	**State**	**Zip Code**	**Foreign Country**	
OGDEN	UT	84409		
Relationship	**Foundation Status**			
NONE	501(C)(3) PUBLIC CHARITY			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				20,000

Name				
BLAINE COUNTY DRUG COALITION				
Street				
1450 AVIATION DRIVE				
City	**State**	**Zip Code**	**Foreign Country**	
HAILEY	ID	83333		
Relationship	**Foundation Status**			
NONE	501(C)(3) PUBLIC CHARITY			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				8,750

Name				
UTAH FILM CENTER				
Street				
122 S MAIN STREET				
City	**State**	**Zip Code**	**Foreign Country**	
SALT LAKE CITY	UT	84101		
Relationship	**Foundation Status**			
NONE	501(C)(3) PUBLIC CHARITY			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				4,100

Name				
KCPW				
Street				
PO BOX 510730				
City	**State**	**Zip Code**	**Foreign Country**	
SALT LAKE CITY	UT	84151-0730		
Relationship	**Foundation Status**			
NONE	501(C)(3) PUBLIC CHARITY			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				2,500

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name				
UTAH WETLANDS FOUNDATION				
Street				
136 SOUTH MAIN STREET				
City	**State**	**Zip Code**	**Foreign Country**	
SALT LAKE CITY	UT	84101		
Relationship	**Foundation Status**			
NONE	501(C)(3) PUBLIC CHARITY			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				6,000

Name				
NATURE CONVERVANCY OF OREGON				
Street				
7617 S E LAMBERT STREET				
City	**State**	**Zip Code**	**Foreign Country**	
PORTLAND	OR	97206		
Relationship	**Foundation Status**			
NONE	501(C)(3) PUBLIC CHARITY			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				10,000

Name				
ADOPT A ELDER				
Street				
PO BOX 3401				
City	**State**	**Zip Code**	**Foreign Country**	
PARK CITY	UT	84060		
Relationship	**Foundation Status**			
NONE	501(C)(3) PUBLIC CHARITY			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				10,000

Name				
WATERKEEPERS ALLIANCE				
Street				
17 BATTERY PLACE SUITE 1329				
City	**State**	**Zip Code**	**Foreign Country**	
NEW YORK	NY	10004		
Relationship	**Foundation Status**			
NONE	501(C)(3) PUBLIC CHARITY			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				10,000

Name				
OREGON HUMANE SOCIETY				
Street				
1067 NE COUMBIA BLVD				
City	**State**	**Zip Code**	**Foreign Country**	
PORTLAND	OR	97211		
Relationship	**Foundation Status**			
NONE	501(C)(3) PUBLIC CHARITY			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				10,000

Name				
BOYS AND GUILD CLUB OF PORTLAND				
Street				
PO BOX 820127				
City	**State**	**Zip Code**	**Foreign Country**	
PORTLAND	OR	97282		
Relationship	**Foundation Status**			
NONE	501(C)(3) PUBLIC CHARITY			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				5,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name				
OREGON MUSEUM OF SCIENCE AND INDUSTRY				
Street				
1945 SE WATER AVENUE				
City	**State**	**Zip Code**	**Foreign Country**	
PORTLAND	OR	97214		
Relationship	**Foundation Status**			
NONE	501(C)(3) PUBLIC CHARITY			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				5,000

Name				
ODGEN SCHOOL FOUNDATION				
Street				
1950 MONROE BLVD				
City	**State**	**Zip Code**	**Foreign Country**	
ODGEN	UT	84401		
Relationship	**Foundation Status**			
NONE	501(C)(3) PUBLIC CHARITY			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				25,000

Name				
UTAH FOOD BANK				
Street				
3150 SOUTH 900 WEST				
City	**State**	**Zip Code**	**Foreign Country**	
SALT LAKE CITY	UT	84119		
Relationship	**Foundation Status**			
NONE	501(C)(3) PUBLIC CHARITY			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				25,000

Name				
TELLURIDE AIDS BENEFIT				
Street				
109 EAST COLORADO AVENUE				
City	**State**	**Zip Code**	**Foreign Country**	
TELLURIDE	CO	81435		
Relationship	**Foundation Status**			
NONE	501(C)(3) PUBLIC CHARITY			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				2,500

Name				
OREGON FOOD BANK				
Street				
7900 NORTHEAST 33RD DRIVE				
City	**State**	**Zip Code**	**Foreign Country**	
PORTLAND	OR	97525		
Relationship	**Foundation Status**			
NONE	501(C)(3) PUBLIC CHARITY			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				5,000

Name				
FRIENDS OF THE CHILDREN				
Street				
44 NE MORRIS STREET				
City	**State**	**Zip Code**	**Foreign Country**	
PORTLAND	OR	97212		
Relationship	**Foundation Status**			
NONE	501(C)(3) PUBLIC CHARITY			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				5,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name				
OREGON PUBLIC BROADCAST				
Street				
7140 SW MACADAM AVENUE				
City	**State**	**Zip Code**	**Foreign Country**	
PORTLAND	OR	97219		
Relationship	**Foundation Status**			
NONE	501(C)(3) PUBLIC CHARITY			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				5,000

Name				
COMMUNITY TRANSITIONAL SCHOOL				
Street				
6601 NE KILLINGSWORTH STREET				
City	**State**	**Zip Code**	**Foreign Country**	
PORTLAND	OR	97218		
Relationship	**Foundation Status**			
NONE	501(C)(3) PUBLIC CHARITY			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				5,000

Name				
SAN MIGUEL EDUCATIONAL FUND				
Street				
PO BOX 1069				
City	**State**	**Zip Code**	**Foreign Country**	
TELLURIDE	CO	81435		
Relationship	**Foundation Status**			
NONE	501(C)(3) PUBLIC CHARITY			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				5,000

Name				
SECOND CHANCE HUMANE SOCIETY				
Street				
PO BOX 2096				
City	**State**	**Zip Code**	**Foreign Country**	
RIDGEWAY	CO	81432		
Relationship	**Foundation Status**			
NONE	501(C)(3) PUBLIC CHARITY			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				2,500

Name				
SHERIDAN ARTS FOUNDATION				
Street				
110 NORTH OAK STREET, PO BOX 2680				
City	**State**	**Zip Code**	**Foreign Country**	
TELLURIDE	CO	81435		
Relationship	**Foundation Status**			
NONE	501(C)(3) PUBLIC CHARITY			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				2,500

Name				
GREENWOOD WILDLIFE REHABILITATION SANCTUATY				
Street				
PO BOX 18987				
City	**State**	**Zip Code**	**Foreign Country**	
BOULDER	CO	80308		
Relationship	**Foundation Status**			
NONE	501(C)(3) PUBLIC CHARITY			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				2,500

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name				
LONGMONT HUMANE SOCIETY				
Street				
9595 NELSON ROAD				
City	**State**	**Zip Code**	**Foreign Country**	
LONGMONT	CO	80501		
Relationship	**Foundation Status**			
NONE	501(C)(3) PUBLIC CHARITY			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				2,500

Name				
HUMANE SOCIETY OF BOULDER VALLEY				
Street				
2323 55TH STREET				
City	**State**	**Zip Code**	**Foreign Country**	
BOULDER	CO	80301		
Relationship	**Foundation Status**			
NONE	501(C)(3) PUBLIC CHARITY			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				2,500

Name				
HUMANE SOCIETY OF PIKE PEAK REGION				
Street				
610 ABBOTT LANE				
City	**State**	**Zip Code**	**Foreign Country**	
COLORADO SPRINGS	CO	80905		
Relationship	**Foundation Status**			
NONE	501(C)(3) PUBLIC CHARITY			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				2,500

Name				
COLORADO STATE UNIVERSITY FOUNDATION				
Street				
410 UNIVERSITY SERVICES CTR				
City	**State**	**Zip Code**	**Foreign Country**	
FORT COLLINS	CO	80523		
Relationship	**Foundation Status**			
NONE	501(C)(3) PUBLIC CHARITY			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				2,500

Name				
THE CHILDREN'S CENTER				
Street				
5242 S 4820 W				
City	**State**	**Zip Code**	**Foreign Country**	
KEARNS	UT	84118		
Relationship	**Foundation Status**			
NONE	501(C)(3) PUBLIC CHARITY			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				3,000

Name				
SNOWBASIN ADAPTIVE SPORTS EDUCATION FOUNDATION				
Street				
PO BOX 1193				
City	**State**	**Zip Code**	**Foreign Country**	
EDEN	UT	84310		
Relationship	**Foundation Status**			
NONE	501(C)(3) PUBLIC CHARITY			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				1,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name				
SUN VALLEY VOLUNTEER FIRE DEPARTMENT				
Street				
1205 JUNIPER ROAD				
City	**State**	**Zip Code**	**Foreign Country**	
EFFORT	PA	18330		
Relationship	**Foundation Status**			
NONE	501(C)(3) PUBLIC CHARITY			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				900

Name				
KUED				
Street				
101 S. Wasatch Dr.				
City	**State**	**Zip Code**	**Foreign Country**	
SALT LAKE CITY	UT	84112		
Relationship	**Foundation Status**			
NONE	501(C)(3) PUBLIC CHARITY			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				1,000

Name				
GREATER YELLOWSTONE COALITION				
Street				
215 S WALLACE				
City	**State**	**Zip Code**	**Foreign Country**	
BOZEMAN	MT	59715		
Relationship	**Foundation Status**			
NONE	501(C)(3) PUBLIC CHARITY			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				6,250

Name				
TRAILS UTAH				
Street				
1865 COOPER STREET				
City	**State**	**Zip Code**	**Foreign Country**	
KAYSVILLE	UT	84037		
Relationship	**Foundation Status**			
NONE	501(C)(3) PUBLIC CHARITY			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				10,000

Name				
SCOTTISH RITE FOUNDATION OF UTAH				
Street				
650 EAST SOUTH TEMPLE				
City	**State**	**Zip Code**	**Foreign Country**	
SALT LAKE CITY	UT	84102		
Relationship	**Foundation Status**			
NONE	501(C)(3) PUBLIC CHARITY			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				5,000

Name				
THE NATURE CONSERVANCY - MONTANA				
Street				
32 S EWING, SUITE 215				
City	**State**	**Zip Code**	**Foreign Country**	
HELENA	MT	59601		
Relationship	**Foundation Status**			
NONE	501(C)(3) PUBLIC CHARITY			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				5,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name				
HEALING REINS				
Street				
BILLADEAU RD				
City	**State**	**Zip Code**	**Foreign Country**	
BEND	OR	97702		
Relationship	**Foundation Status**			
NONE	501(C)(3) PUBLIC CHARITY			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				1,000

Name				
OREGON HAY BANK				
Street				
4723 HWY 66				
City	**State**	**Zip Code**	**Foreign Country**	
ASHLAND	OR	97520		
Relationship	**Foundation Status**			
NONE	501(C)(3) PUBLIC CHARITY			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				5,000

Name				
AMERICAN WILD HORSE ASSOCIATION				
Street				
P.O. BOX 1048				
City	**State**	**Zip Code**	**Foreign Country**	
HILLSBOROUGH	NC	27278		
Relationship	**Foundation Status**			
NONE	501(C)(3) PUBLIC CHARITY			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				7,000

Name				
PONGO FUND				
Street				
PO BOX 8244				
City	**State**	**Zip Code**	**Foreign Country**	
PORTLAND	OR	97207		
Relationship	**Foundation Status**			
NONE	501(C)(3) PUBLIC CHARITY			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				5,000

Name				
HOSEA YOUTH SERVICES				
Street				
PO BOX 1401				
City	**State**	**Zip Code**	**Foreign Country**	
SPRINGFIELD	OR	97477		
Relationship	**Foundation Status**			
NONE	501(C)(3) PUBLIC CHARITY			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				7,000

Name				
NATURE CONSERVANCY OF UTAH				
Street				
559 EAST SOUTH TEMPLE				
City	**State**	**Zip Code**	**Foreign Country**	
SALT LAKE CITY	UT	84102		
Relationship	**Foundation Status**			
NONE	501(C)(3) PUBLIC CHARITY			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				150,821

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

	Amount
Long Term CG Distributions	31,134
Short Term CG Distributions	0

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	18,450,541	15,851,907	2,598,634
Other sales	0	0	0

	Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
1	X	WELLS FARGO INTERM TERM	949999585			7/1/2011		5/29/2012	8,572	8,390				0	182
2	X	WELLS FARGO INTERM TERM	949999585			8/1/2011		5/29/2012	8,369	8,279				0	90
3	X	WELLS FARGO INTERM TERM	949999585			9/1/2011		5/29/2012	8,763	8,656				0	107
4	X	WELLS FARGO INTERM TERM	949999585			10/3/2011		5/29/2012	9,333	9,164				0	169
5	X	WELLS FARGO INTERM TERM	949999585			8/29/2004		5/29/2012	8,062	7,995				0	67
6	X	WELLS FARGO INTERM TERM	949999585			7/1/2004		5/29/2012	6,613	6,598				0	15
7	X	WELLS FARGO INTERM TERM	949999585			3/1/2012		5/29/2012	5,609	5,595				0	14
8	X	WELLS FARGO INTERM TERM	949999585			7/30/2004		5/29/2012	1,529	1,527				0	2
9	X	WELLS FARGO INTERM TERM	949999585			4/2/2012		5/29/2012	6,813	6,775				0	38
10	X	WELLS FARGO INTERM TERM	949999585			5/1/2012		5/29/2012	6,229	6,226				0	3
11	X	WELLS FARGO INTERM TERM	949999585			12/1/2006		5/29/2012	15,114	14,863				0	251
12	X	WELLS FARGO INTERM TERM	949999585			1/2/2007		5/29/2012	17,080	16,668				0	412
13	X	WELLS FARGO INTERM TERM	949999585			2/1/2007		5/29/2012	14,884	14,481				0	403
14	X	WELLS FARGO INTERM TERM	949999585			3/1/2007		5/29/2012	14,953	14,687				0	266
15	X	WELLS FARGO INTERM TERM	949999585			4/2/2007		5/29/2012	16,547	16,209				0	338
16	X	WELLS FARGO INTERM TERM	949999585			5/1/2007		5/29/2012	15,276	14,958				0	318
17	X	WELLS FARGO INTERM TERM	949999585			6/1/2007		5/29/2012	16,640	16,136				0	504
18	X	WELLS FARGO INTERM TERM	949999585			7/2/2007		5/29/2012	16,763	16,172				0	591
19	X	WELLS FARGO INTERM TERM	949999585			10/1/2007		5/29/2012	15,256	14,844				0	412
20	X	WELLS FARGO INTERM TERM	949999585			8/1/2007		5/29/2012	16,331	15,806				0	525
21	X	WELLS FARGO INTERM TERM	949999585			11/1/2007		5/29/2012	16,778	16,331				0	447
22	X	WELLS FARGO INTERM TERM	949999585			12/3/2007		5/29/2012	17,409	17,069				0	340
23	X	WELLS FARGO INTERM TERM	949999585			9/4/2007		5/29/2012	19,143	18,558				0	585
24	X	WELLS FARGO INTERM TERM	949999585			1/2/2008		5/29/2012	16,109	15,729				0	380
25	X	WELLS FARGO INTERM TERM	949999585			2/1/2008		5/29/2012	15,945	15,793				0	152
26	X	WELLS FARGO INTERM TERM	949999585			3/3/2008		5/29/2012	16,391	16,282				0	109
27	X	WELLS FARGO INTERM TERM	949999585			4/1/2008		5/29/2012	14,843	14,480				0	363
28	X	WELLS FARGO INTERM TERM	949999585			5/1/2008		5/29/2012	15,773	15,214				0	559
29	X	WELLS FARGO INTERM TERM	949999585			6/2/2008		5/29/2012	6,024	5,755				0	269
30	X	WELLS FARGO INTERM TERM	949999585			10/1/2009		5/29/2012	18,942	17,743				0	1,199
31	X	WELLS FARGO INTERM TERM	949999585			11/2/2009		5/29/2012	18,603	17,512				0	1,091
32	X	WELLS FARGO INTERM TERM	949999585			12/1/2009		5/29/2012	14,351	13,672				0	679
33	X	WELLS FARGO INTERM TERM	949999585			1/4/2010		5/29/2012	21,012	19,758				0	1,254
34	X	WELLS FARGO INTERM TERM	949999585			2/1/2010		5/29/2012	17,099	16,348				0	751
35	X	WELLS FARGO INTERM TERM	949999585			3/1/2010		5/29/2012	16,905	16,192				0	713
36	X	WELLS FARGO INTERM TERM	949999585			4/1/2010		5/29/2012	17,921	17,193				0	728
37	X	WELLS FARGO INTERM TERM	949999585			5/3/2010		5/29/2012	18,103	17,412				0	691
38	X	WELLS FARGO INTERM TERM	949999585			6/1/2010		5/29/2012	15,331	14,651				0	680
39	X	WELLS FARGO INTERM TERM	949999585			7/1/2010		5/29/2012	16,740	16,198				0	542
40	X	WELLS FARGO INTERM TERM	949999585			8/2/2010		5/29/2012	14,873	14,513				0	360
41	X	WELLS FARGO INTERM TERM	949999585			9/1/2010		5/29/2012	12,842	12,632				0	210
42	X	WELLS FARGO INTERM TERM	949999585			10/1/2010		5/29/2012	12,948	12,794				0	154
43	X	WELLS FARGO INTERM TERM	949999585			11/1/2010		5/29/2012	12,238	12,156				0	82
44	X	WELLS FARGO INTERM TERM	949999585			12/1/2010		5/29/2012	11,378	11,177				0	201
45	X	WELLS FARGO INTERM TERM	949999585			1/3/2011		5/29/2012	11,476	11,132				0	344
46	X	WELLS FARGO INTERM TERM	949999585			2/1/2011		5/29/2012	9,915	9,608				0	307
47	X	WELLS FARGO INTERM TERM	949999585			3/1/2011		5/29/2012	10,109	9,806				0	303
48	X	WELLS FARGO INTERM TERM	949999585			4/1/2011		5/29/2012	10,330	9,984				0	346
49	X	WELLS FARGO INTERM TERM	949999585			5/2/2011		5/29/2012	10,143	9,899				0	244
50	X	GENERAL ELECTRIC CO	369604103			3/18/2003		7/24/2012	89,234	117,900				0	-28,666
51	X	GENERAL ELECTRIC CO	369604103			3/18/2003		9/12/2012	97,888	117,900				0	-20,012
52	X	GENERAL ELECTRIC CO	369604103			5/23/1985		9/12/2012	2,175	253				0	1,922
53	X	ISHARES MSCI EAFE	464287465			6/30/2011		6/29/2012	199	241				0	-42
54	X	ISHARES MSCI EAFE	464287465			3/31/2011		6/29/2012	11,169	13,449				0	-2,280
55	X	ISHARES MSCI EAFE	464287465			3/31/2011		11/21/2012	4,159	4,683				0	-524
56	X	ISHARES MSCI EAFE	464287465			12/31/2010		11/21/2012	36,262	39,685				0	-3,423
57	X	ISHARES MSCI EAFE	464287465			2/18/2009		12/31/2012	4,051	2,602				0	1,449
58	X	ISHARES MSCI EAFE	464287465			4/17/2009		12/31/2012	22,055	16,135				0	5,920
59	X	ISHARES MSCI EAFE	464287465			6/1/2009		12/31/2012	526,343	455,362				0	70,981
60	X	ISHARES MSCI EAFE	464287465			6/30/2009		12/31/2012	94,410	76,785				0	17,625
61	X	ISHARES MSCI EAFE	464287465			6/1/2010		12/31/2012	62,677	53,673				0	9,004
62	X	ISHARES MSCI EAFE	464287465			12/31/2010		12/31/2012	6,752	7,003				0	-251
63	X	ISHARES MSCI EAFE	464287465			9/1/2011		12/31/2012	21,718	20,616				0	1,102
64	X	ISHARES MSCI EAFE	464287465			9/30/2011		12/31/2012	21,830	18,702				0	3,128
65	X	ISHARES MSCI EAFE	464287465			12/30/2011		12/31/2012	64,084	56,332				0	7,752
66	X	ISHARES MSCI EAFE	464287465			3/30/2012		12/31/2012	14,291	13,939				0	352
67	X	ISHARES MSCI EAFE	464287465			5/24/2012		12/31/2012	53,956	46,132				0	7,824
68	X	ISHARES MSCI EAFE	464287465			9/28/2012		12/31/2012	1,575	1,492				0	83

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

	Amount
Long Term CG Distributions	31,134
Short Term CG Distributions	0

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	18,450,541	15,851,907	2,598,634
Other sales	0	0	0

	Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
69	X	ISHARES RUSSELL 1000 VALU	464287598			6/26/2007		6/29/2012	105,199	134,466				0	-29,267
70	X	ISHARES RUSSELL 1000 VALU	464287598			6/26/2007		11/21/2012	114,847	141,671				0	-26,824
71	X	ISHARES RUSSELL 1000 VALU	464287598			6/26/2007		1/2/2013	1,338,710	1,570,015				231,305	0
72	X	ISHARES RUSSELL 1000 GRO	464287614			6/26/2007		5/24/2012	134,338	127,914				0	6,424
73	X	ISHARES RUSSELL 1000 GRO	464287614			9/28/2012		11/16/2012	6,298	6,703				0	-405
74	X	ISHARES RUSSELL 1000 GRO	464287614			9/28/2012		11/21/2012	61,868	64,482				0	-2,614
75	X	ISHARES RUSSELL 1000 GRO	464287614			6/29/2012		11/21/2012	26,882	26,320				0	562
76	X	ISHARES RUSSELL 1000 GRO	464287614			6/29/2012		1/2/2013	143,346	135,378				0	7,968
77	X	ISHARES RUSSELL 1000 GRO	464287614			12/31/2012		1/2/2013	275,558	266,986				0	8,572
78	X	ISHARES RUSSELL 1000 GRO	464287614			6/26/2007		1/2/2013	3,329,435	2,951,776				0	377,659
79	X	ISHARES RUSSELL 1000 GRO	464287614			6/26/2007		2/1/2013	122,261	105,098				0	17,163
80	X	ISHARES RUSSELL 1000 GRO	464287614			3/1/2010		2/1/2013	1,376,507	997,945				0	378,562
81	X	ISHARES RUSSELL 1000 GRO	464287614			3/31/2010		2/1/2013	67,870	51,462				0	16,408
82	X	ISHARES RUSSELL 1000 GRO	464287614			12/31/2010		2/1/2013	147,773	123,116				0	24,657
83	X	ISHARES RUSSELL 1000 GRO	464287614			9/1/2011		2/1/2013	3,423,801	2,829,438				0	594,363
84	X	ISHARES RUSSELL 1000 GRO	464287614			12/30/2011		2/1/2013	160,838	135,967				0	24,871
85	X	ISHARES RUSSELL 1000 GRO	464287614			6/1/2010		2/1/2013	3,524,127	2,490,960				0	1,033,167
86	X	ISHARES RUSSELL 2000 VALU	464287630			3/30/2012		6/29/2012	15,442	16,143				0	-701
87	X	ISHARES RUSSELL 2000 VALU	464287630			9/2/2008		6/29/2012	772	767				0	5
88	X	ISHARES RUSSELL 2000 VALU	464287630			9/28/2012		12/31/2012	4,032	4,023				0	9
89	X	ISHARES RUSSELL 2000 VALU	464287630			11/21/2012		12/31/2012	8,885	8,396				0	489
90	X	ISHARES RUSSELL 2000 VALU	464287630			9/2/2008		12/31/2012	16,724	15,615				0	1,109
91	X	ISHARES RUSSELL 2000 VALU	464287630			9/2/2008		1/2/2013	97,241	87,693				0	9,548
92	X	ISHARES RUSSELL 2000 VALU	464287630			5/24/2012		1/2/2013	14,764	12,824				0	1,940
93	X	ISHARES RUSSELL 2000 VALU	464287630			9/30/2010		1/2/2013	27,209	21,912				0	5,297
94	X	ISHARES RUSSELL 2000 GRO	464287648			5/24/2012		6/29/2012	18,070	17,213				0	857
95	X	ISHARES RUSSELL 2000 GRO	464287648			9/28/2012		12/31/2012	9,616	9,811				0	-195
96	X	ISHARES RUSSELL 2000 GRO	464287648			11/21/2012		12/31/2012	4,525	4,346				0	179
97	X	ISHARES RUSSELL 2000 GRO	464287648			6/2/2008		1/2/2013	44,379	36,325				0	8,054
98	X	ISHARES RUSSELL 2000 GRO	464287648			9/2/2008		1/2/2013	86,704	70,233				0	16,471
99	X	ISHARES RUSSELL 2000 GRO	464287648			5/24/2012		1/2/2013	391	348				0	43
100	X	ISHARES RUSSELL 2000 GRO	464287648			11/21/2012		1/2/2013	9,384	8,692				0	692
101	X	ISHARES RUSSELL 2000 GRO	464287648			9/30/2011		1/2/2013	1,466	1,116				0	350
102	X	VANGUARD MSCI EMERGING	922042858			3/31/2011		6/29/2012	11,465	14,149				0	-2,684
103	X	VANGUARD MSCI EMERGING	922042858			6/30/2011		6/29/2012	1,230	1,505				0	-275
104	X	VANGUARD MSCI EMERGING	922042858			6/30/2011		11/21/2012	1,274	1,505				0	-231
105	X	VANGUARD MSCI EMERGING	922042858			12/31/2010		11/21/2012	9,903	11,597				0	-1,694
106	X	VANGUARD MSCI EMERGING	922042858			12/31/2010		12/31/2012	10,818	11,789				1,942	971
107	X	VANGUARD MSCI EMERGING	922042858			9/1/2011		12/31/2012	1,501	1,502				1	0
108	X	VANGUARD MSCI EMERGING	922042858			9/28/2012		12/31/2012	5,608	5,320				0	288
109	X	VANGUARD MSCI EMERGING	922042858			12/30/2011		12/31/2012	4,901	4,250				0	651
110	X	WELLS FARGO ADV TOT RT B	94975J581			5/29/2012		8/28/2012	50,000	49,098				0	902
111	X	WELLS FARGO ADV TOT RT B	94975J581			5/29/2012		11/19/2012	25,000	24,294				0	706
112	X	WFA CORE BD FD-I #944	94975J581			5/29/2012		1/30/2013	100,000	102,269				0	-2,269
113	X	WFA CORE BD FD-I #944	94975J581			5/29/2012		2/28/2013	75,000	76,403				0	-1,403
114	X	WFA CORE BD FD-I #944	94975J581			5/29/2012		3/8/2013	100,000	102,429				0	-2,429
115	X	WELLS FARGO INTERM TERM	949999585			7/30/2004		5/29/2012	1,282,645	1,279,617				0	3,028
116	X	WELLS FARGO INTERM TERM	949999585			8/1/2005		5/29/2012	11,850	11,715				0	135
117	X	WELLS FARGO INTERM TERM	949999585			9/1/2005		5/29/2012	12,073	12,033				0	40
118	X	WELLS FARGO INTERM TERM	949999585			10/3/2005		5/29/2012	12,901	12,716				0	185
119	X	WELLS FARGO INTERM TERM	949999585			11/1/2005		5/29/2012	12,110	11,830				0	280
120	X	WELLS FARGO INTERM TERM	949999585			12/1/2005		5/29/2012	12,691	12,410				0	281
121	X	WELLS FARGO INTERM TERM	949999585			1/3/2006		5/29/2012	15,187	14,875				0	312
122	X	WELLS FARGO INTERM TERM	949999585			2/1/2006		5/29/2012	12,525	12,232				0	293
123	X	WELLS FARGO INTERM TERM	949999585			3/1/2006		5/29/2012	12,728	12,401				0	327
124	X	WELLS FARGO INTERM TERM	949999585			4/3/2006		5/29/2012	14,934	14,446				0	488
125	X	WELLS FARGO INTERM TERM	949999585			5/3/2006		5/29/2012	13,473	13,002				0	471
126	X	WELLS FARGO INTERM TERM	949999585			6/1/2006		5/29/2012	14,508	13,950				0	558
127	X	WELLS FARGO INTERM TERM	949999585			7/3/2006		5/29/2012	15,277	14,656				0	621
128	X	WELLS FARGO INTERM TERM	949999585			8/1/2006		5/29/2012	13,944	13,457				0	487
129	X	WELLS FARGO INTERM TERM	949999585			9/1/2006		5/29/2012	14,862	14,454				0	408
130	X	WELLS FARGO INTERM TERM	949999585			10/2/2006		5/29/2012	15,211	14,853				0	358
131	X	WELLS FARGO INTERM TERM	949999585			11/1/2006		5/29/2012	14,563	14,240				0	323
132	X	WELLS FARGO INTERM TERM	949999585			6/1/2011		5/29/2012	8,633	8,499				0	134
133	X	CARLYLE AIV III SECT 1256 G/								1					-1
134	X	CARLYLE AIV III S/T GAIN							18						18
135	X	CARLYLE AIV III L/T GAIN							69						69
136	X	CARLYLE AIV L/T GAIN							5						5

Part I, Line 11 (990-PF) - Other Income

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
		7,110	3,786	0
1	UNRELATED BUSINESS TAXABLE INCOME	3,324		
2	OTHER PARTNERSHIP INCOME	3,786	3,786	

Part I, Line 16c (990-PF) - Other Professional Fees

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		2,100	0	0	2,100
1	OTHER PROFESSIONAL FEES	2,100			2,100

Part I, Line 18 (990-PF) - Taxes

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		19,858	3,378	0	0
1	FOREIGN TAX WITHHELD	3,378	3,378		
2	[illegible]	6,514			
3	ESTIMATED EXCISE PAYMENTS	9,966			

Part I, Line 23 (990-PF) - Other Expenses

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		66,803	26,364	0	40,220
	Description				
1	CHARITABLE EXPENSES	40,220			40,220
2	NONDEDUCTIBLE PARTNERSHIP EXPENSES	219			
3	DEDUCTIBLE PARTNERSHIP EXPENSES	26,364	26,364		

Part II, Line 13 (990-PF) - Investments - Other

	Asset Description	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
			26,549,205	28,629,670	33,054,511
1				0	
2	ISHARES RUSSELL 1000 VALUE		0	9,572,927	10,946,262
3	ISHARES RUSSELL 1000 GROWTH		0	3,122,314	4,594,872
4	VANGUARD EUROPE PACIFIC ETF		0	4,450,611	4,558,923
5	ISHARES RUSSELL 2000 GROWTH		0	2,632,431	3,059,021
6	ISHARES RUSSELL 2000 VALUE INDEX FD		0	2,690,781	3,024,703
7	VANGUARD EMERGING MARKETS ETF		0	2,221,070	2,204,717
8	WELLS FARGO ADV TOT RT BD FD-IN 944		0	1,745,506	1,713,454
9	VANGUARD TOTAL BOND MARKET ETF		0	1,237,560	1,396,788
10	CARLYLE GLOBAL FIN SERV LP *CH*		0	887,213	922,537
11	GENERAL ELECTRIC CO		0	69,257	633,234

Part III (990-PF) - Changes in Net Assets or Fund Balances

Line 3 - Other increases not included in Part III, Line 2

1	Book to FMV Adjustment on Charitable Distribution	1	636,615
2	Partnership Income Adjustment	2	13,551
3	Federal Excise Tax Refund	3	3,280
4	Total	4	653,446

Line 5 - Decreases not included in Part III, Line 2

1	Loss on PY Sales Settled in CY	1	6,328
2	Cost Basis Adjustment	2	6,996
3	Total	3	13,324

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

	Amount
Long Term CG Distributions	31,134
Short Term CG Distributions	0

	Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
						18,419,407	0	233,248	16,085,155	2,567,500	0	0	0	2,567,500
1	WELLS FARGO INTERM TERM BOND FU	949999585		7/1/2011	5/29/2012	8,572		0	8,390	182	0	0	0	182
2	WELLS FARGO INTERM TERM BOND FU	949999585		8/1/2011	5/29/2012	8,369		0	8,279	90	0	0	0	90
3	WELLS FARGO INTERM TERM BOND FU	949999585		9/1/2011	5/29/2012	8,763		0	8,656	107	0	0	0	107
4	WELLS FARGO INTERM TERM BOND FU	949999585		10/3/2011	5/29/2012	9,333		0	9,164	169	0	0	0	169
5	WELLS FARGO INTERM TERM BOND FU	949999585		8/29/2004	5/29/2012	8,062		0	7,995	67	0	0	0	67
6	WELLS FARGO INTERM TERM BOND FU	949999585		7/1/2004	5/29/2012	6,613		0	6,598	15	0	0	0	15
7	WELLS FARGO INTERM TERM BOND FU	949999585		3/1/2012	5/29/2012	5,609		0	5,595	14	0	0	0	14
8	WELLS FARGO INTERM TERM BOND FU	949999585		7/30/2004	5/29/2012	1,529		0	1,527	2	0	0	0	2
9	WELLS FARGO INTERM TERM BOND FU	949999585		4/2/2012	5/29/2012	6,813		0	6,775	38	0	0	0	38
10	WELLS FARGO INTERM TERM BOND FU	949999585		5/1/2012	5/29/2012	6,229		0	6,226	3	0	0	0	3
11	WELLS FARGO INTERM TERM BOND FU	949999585		12/1/2006	5/29/2012	15,114		0	14,863	251	0	0	0	251
12	WELLS FARGO INTERM TERM BOND FU	949999585		1/2/2007	5/29/2012	17,080		0	16,668	412	0	0	0	412
13	WELLS FARGO INTERM TERM BOND FU	949999585		2/1/2007	5/29/2012	14,884		0	14,481	403	0	0	0	403
14	WELLS FARGO INTERM TERM BOND FU	949999585		3/1/2007	5/29/2012	14,953		0	14,687	266	0	0	0	266
15	WELLS FARGO INTERM TERM BOND FU	949999585		4/2/2007	5/29/2012	16,547		0	16,209	338	0	0	0	338
16	WELLS FARGO INTERM TERM BOND FU	949999585		5/1/2007	5/29/2012	15,276		0	14,958	318	0	0	0	318
17	WELLS FARGO INTERM TERM BOND FU	949999585		6/1/2007	5/29/2012	16,640		0	16,136	504	0	0	0	504
18	WELLS FARGO INTERM TERM BOND FU	949999585		7/2/2007	5/29/2012	16,763		0	16,172	591	0	0	0	591
19	WELLS FARGO INTERM TERM BOND FU	949999585		10/1/2007	5/29/2012	15,256		0	14,844	412	0	0	0	412
20	WELLS FARGO INTERM TERM BOND FU	949999585		8/1/2007	5/29/2012	16,331		0	15,806	525	0	0	0	525
21	WELLS FARGO INTERM TERM BOND FU	949999585		11/1/2007	5/29/2012	16,778		0	16,331	447	0	0	0	447
22	WELLS FARGO INTERM TERM BOND FU	949999585		12/3/2007	5/29/2012	17,409		0	17,069	340	0	0	0	340
23	WELLS FARGO INTERM TERM BOND FU	949999585		9/4/2007	5/29/2012	19,143		0	18,558	585	0	0	0	585
24	WELLS FARGO INTERM TERM BOND FU	949999585		1/2/2008	5/29/2012	16,109		0	15,729	380	0	0	0	380
25	WELLS FARGO INTERM TERM BOND FU	949999585		2/1/2008	5/29/2012	15,945		0	15,793	152	0	0	0	152
26	WELLS FARGO INTERM TERM BOND FU	949999585		3/3/2008	5/29/2012	16,391		0	16,282	109	0	0	0	109
27	WELLS FARGO INTERM TERM BOND FU	949999585		4/1/2008	5/29/2012	14,843		0	14,480	363	0	0	0	363
28	WELLS FARGO INTERM TERM BOND FU	949999585		5/1/2008	5/29/2012	15,773		0	15,214	559	0	0	0	559
29	WELLS FARGO INTERM TERM BOND FU	949999585		6/2/2008	5/29/2012	6,024		0	5,755	269	0	0	0	269
30	WELLS FARGO INTERM TERM BOND FU	949999585		10/1/2009	5/29/2012	18,942		0	17,743	1,199	0	0	0	1,199
31	WELLS FARGO INTERM TERM BOND FU	949999585		11/2/2009	5/29/2012	18,603		0	17,512	1,091	0	0	0	1,091
32	WELLS FARGO INTERM TERM BOND FU	949999585		12/1/2009	5/29/2012	14,351		0	13,672	679	0	0	0	679
33	WELLS FARGO INTERM TERM BOND FU	949999585		1/4/2010	5/29/2012	21,012		0	19,758	1,254	0	0	0	1,254
34	WELLS FARGO INTERM TERM BOND FU	949999585		2/1/2010	5/29/2012	17,099		0	16,348	751	0	0	0	751
35	WELLS FARGO INTERM TERM BOND FU	949999585		3/1/2010	5/29/2012	16,905		0	16,192	713	0	0	0	713
36	WELLS FARGO INTERM TERM BOND FU	949999585		4/1/2010	5/29/2012	17,921		0	17,193	728	0	0	0	728
37	WELLS FARGO INTERM TERM BOND FU	949999585		5/3/2010	5/29/2012	18,103		0	17,412	691	0	0	0	691
38	WELLS FARGO INTERM TERM BOND FU	949999585		6/1/2010	5/29/2012	15,331		0	14,651	680	0	0	0	680
39	WELLS FARGO INTERM TERM BOND FU	949999585		7/1/2010	5/29/2012	16,740		0	16,198	542	0	0	0	542
40	WELLS FARGO INTERM TERM BOND FU	949999585		8/2/2010	5/29/2012	14,873		0	14,513	360	0	0	0	360
41	WELLS FARGO INTERM TERM BOND FU	949999585		9/1/2010	5/29/2012	12,842		0	12,632	210	0	0	0	210
42	WELLS FARGO INTERM TERM BOND FU	949999585		10/1/2010	5/29/2012	12,948		0	12,794	154	0	0	0	154
43	WELLS FARGO INTERM TERM BOND FU	949999585		11/1/2010	5/29/2012	12,238		0	12,156	82	0	0	0	82
44	WELLS FARGO INTERM TERM BOND FU	949999585		12/1/2010	5/29/2012	11,378		0	11,177	201	0	0	0	201
45	WELLS FARGO INTERM TERM BOND FU	949999585		1/3/2011	5/29/2012	11,476		0	11,132	344	0	0	0	344
46	WELLS FARGO INTERM TERM BOND FU	949999585		2/1/2011	5/29/2012	9,915		0	9,608	307	0	0	0	307
47	WELLS FARGO INTERM TERM BOND FU	949999585		3/1/2011	5/29/2012	10,109		0	9,806	303	0	0	0	303
48	WELLS FARGO INTERM TERM BOND FU	949999585		4/1/2011	5/29/2012	10,330		0	9,984	346	0	0	0	346
49	WELLS FARGO INTERM TERM BOND FU	949999585		5/2/2011	5/29/2012	10,143		0	9,899	244	0	0	0	244
50	GENERAL ELECTRIC CO	369604103		3/18/2003	7/24/2012	89,234		0	117,900	-28,666	0	0	0	-28,666
51	GENERAL ELECTRIC CO	369604103		3/18/2003	9/12/2012	97,888		0	117,900	-20,012	0	0	0	-20,012
52	GENERAL ELECTRIC CO	369604103		5/23/1985	9/12/2012	2,175		0	253	1,922	0	0	0	1,922
53	ISHARES MSCI EAFE	464287465		8/30/2011	6/29/2012	199		0	241	-42	0	0	0	-42
54	ISHARES MSCI EAFE	464287465		3/31/2011	6/29/2012	11,169		0	13,449	-2,280	0	0	0	-2,280
55	ISHARES MSCI EAFE	464287465		3/31/2011	11/21/2012	4,159		0	4,683	-524	0	0	0	-524
56	ISHARES MSCI EAFE	464287465		12/31/2010	11/21/2012	36,262		0	39,685	-3,423	0	0	0	-3,423
57	ISHARES MSCI EAFE	464287465		2/18/2009	12/31/2012	4,051		0	2,602	1,449	0	0	0	1,449
58	ISHARES MSCI EAFE	464287465		4/17/2009	12/31/2012	22,055		0	16,135	5,920	0	0	0	5,920
59	ISHARES MSCI EAFE	464287465		6/1/2009	12/31/2012	526,343		0	455,362	70,981	0	0	0	70,981
60	ISHARES MSCI EAFE	464287465		6/30/2009	12/31/2012	94,410		0	76,785	17,625	0	0	0	17,625
61	ISHARES MSCI EAFE	464287465		6/1/2010	12/31/2012	62,677		0	53,673	9,004	0	0	0	9,004
62	ISHARES MSCI EAFE	464287465		12/31/2010	12/31/2012	6,752		0	7,003	-251	0	0	0	-251
63	ISHARES MSCI EAFE	464287465		9/1/2011	12/31/2012	21,718		0	20,616	1,102	0	0	0	1,102
64	ISHARES MSCI EAFE	464287465		9/30/2011	12/31/2012	21,830		0	18,702	3,128	0	0	0	3,128
65	ISHARES MSCI EAFE	464287465		12/30/2011	12/31/2012	64,084		0	56,332	7,752	0	0	0	7,752
66	ISHARES MSCI EAFE	464287465		3/30/2012	12/31/2012	14,291		0	13,939	352	0	0	0	352
67	ISHARES MSCI EAFE	464287465		5/24/2012	12/31/2012	53,956		0	46,132	7,824	0	0	0	7,824
68	ISHARES MSCI EAFE	464287465		9/28/2012	12/31/2012	1,575		0	1,492	83	0	0	0	83
69	ISHARES RUSSELL 1000 VALUE	464287598		6/26/2007	6/29/2012	105,199		0	134,466	-29,267	0	0	0	-29,267
70	ISHARES RUSSELL 1000 VALUE	464287598		6/26/2007	11/21/2012	114,847		0	141,671	-26,824	0	0	0	-26,824
71	ISHARES RUSSELL 1000 VALUE	464287598		6/26/2007	1/2/2013	1,338,710		231,305	1,570,015	0	0	0	0	0
72	ISHARES RUSSELL 1000 GROWTH	464287614		6/26/2007	5/24/2012	134,338		0	127,914	6,424	0	0	0	6,424
73	ISHARES RUSSELL 1000 GROWTH	464287614		9/28/2012	11/16/2012	6,298		0	6,703	-405	0	0	0	-405
74	ISHARES RUSSELL 1000 GROWTH	464287614		9/28/2012	11/21/2012	61,868		0	64,482	-2,614	0	0	0	-2,614
75	ISHARES RUSSELL 1000 GROWTH	464287614		6/29/2012	11/21/2012	26,882		0	26,320	562	0	0	0	562
76	ISHARES RUSSELL 1000 GROWTH	464287614		6/29/2012	1/2/2013	143,346		0	135,378	7,968	0	0	0	7,968
77	ISHARES RUSSELL 1000 GROWTH	464287614		12/31/2012	1/2/2013	275,558		0	266,986	8,572	0	0	0	8,572
78	ISHARES RUSSELL 1000 GROWTH	464287614		6/26/2007	1/2/2013	3,329,435		0	2,951,776	377,659	0	0	0	377,659
79	ISHARES RUSSELL 1000 GROWTH	464287614		6/26/2007	2/1/2013	122,261		0	105,098	17,163	0	0	0	17,163
80	ISHARES RUSSELL 1000 GROWTH	464287614		3/1/2010	2/1/2013	1,376,507		0	997,945	378,562	0	0	0	378,562
81	ISHARES RUSSELL 1000 GROWTH	464287614		3/31/2010	2/1/2013	67,870		0	51,462	16,408	0	0	0	16,408
82	ISHARES RUSSELL 1000 GROWTH	464287614		12/31/2010	2/1/2013	147,773		0	123,116	24,657	0	0	0	24,657
83	ISHARES RUSSELL 1000 GROWTH	464287614		9/1/2011	2/1/2013	3,423,801		0	2,829,438	594,363	0	0	0	594,363
84	ISHARES RUSSELL 1000 GROWTH	464287614		12/30/2011	2/1/2013	160,838		0	135,967	24,871	0	0	0	24,871

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

	Amount
Long Term CG Distributions	31,134
Short Term CG Distributions	0

	Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
						18,419,407	0	233,248	16,085,155	2,567,500	0	0	0	2,567,500
85	ISHARES RUSSELL 1000 GROWTH	464287614		6/1/2010	2/1/2013	3,524,127		0	2,490,960	1,033,167	0	0	0	1,033,167
86	ISHARES RUSSELL 2000 VALUE INDEX	464287630		3/30/2012	6/29/2012	15,442		0	16,143	-701	0	0	0	-701
87	ISHARES RUSSELL 2000 VALUE INDEX	464287630		9/2/2008	6/29/2012	772		0	767	5	0	0	0	5
88	ISHARES RUSSELL 2000 VALUE INDEX	464287630		9/28/2012	12/31/2012	4,032		0	4,023	9	0	0	0	9
89	ISHARES RUSSELL 2000 VALUE INDEX	464287630		11/21/2012	12/31/2012	8,885		0	8,396	489	0	0	0	489
90	ISHARES RUSSELL 2000 VALUE INDEX	464287630		9/2/2008	12/31/2012	16,724		0	15,615	1,109	0	0	0	1,109
91	ISHARES RUSSELL 2000 VALUE INDEX	464287630		9/2/2008	1/2/2013	97,241		0	87,693	9,548	0	0	0	9,548
92	ISHARES RUSSELL 2000 VALUE INDEX	464287630		5/24/2012	1/2/2013	14,764		0	12,824	1,940	0	0	0	1,940
93	ISHARES RUSSELL 2000 VALUE INDEX	464287630		9/30/2010	1/2/2013	27,209		0	21,912	5,297	0	0	0	5,297
94	ISHARES RUSSELL 2000 GROWTH	464287648		5/24/2012	6/29/2012	18,070		0	17,213	857	0	0	0	857
95	ISHARES RUSSELL 2000 GROWTH	464287648		9/28/2012	12/31/2012	9,616		0	9,811	-195	0	0	0	-195
96	ISHARES RUSSELL 2000 GROWTH	464287648		11/21/2012	12/31/2012	4,525		0	4,346	179	0	0	0	179
97	ISHARES RUSSELL 2000 GROWTH	464287648		6/2/2008	1/2/2013	44,379		0	36,325	8,054	0	0	0	8,054
98	ISHARES RUSSELL 2000 GROWTH	464287648		9/2/2008	1/2/2013	86,704		0	70,233	16,471	0	0	0	16,471
99	ISHARES RUSSELL 2000 GROWTH	464287648		5/24/2012	1/2/2013	391		0	348	43	0	0	0	43
100	ISHARES RUSSELL 2000 GROWTH	464287648		11/21/2012	1/2/2013	9,384		0	8,692	692	0	0	0	692
101	ISHARES RUSSELL 2000 GROWTH	464287648		9/30/2011	1/2/2013	1,466		0	1,116	350	0	0	0	350
102	VANGUARD MSCI EMERGING MARKETS	922042858		3/31/2011	6/29/2012	11,465		0	14,149	-2,684	0	0	0	-2,684
103	VANGUARD MSCI EMERGING MARKETS	922042858		6/30/2011	6/29/2012	1,230		0	1,505	-275	0	0	0	-275
104	VANGUARD MSCI EMERGING MARKETS	922042858		6/30/2011	11/21/2012	1,274		0	1,505	-231	0	0	0	-231
105	VANGUARD MSCI EMERGING MARKETS	922042858		12/31/2010	11/21/2012	9,903		0	11,597	-1,694	0	0	0	-1,694
106	VANGUARD MSCI EMERGING MARKETS	922042858		12/31/2010	12/31/2012	10,818		1,942	11,789	971	0	0	0	971
107	VANGUARD MSCI EMERGING MARKETS	922042858		9/1/2011	12/31/2012	1,501		1	1,502	0	0	0	0	0
108	VANGUARD MSCI EMERGING MARKETS	922042858		9/28/2012	12/31/2012	5,608		0	5,320	288	0	0	0	288
109	VANGUARD MSCI EMERGING MARKETS	922042858		12/30/2011	12/31/2012	4,901		0	4,250	651	0	0	0	651
110	WELLS FARGO ADV TOT RT BD FD-IN	94975J581		5/29/2012	8/28/2012	50,000		0	49,098	902	0	0	0	902
111	WELLS FARGO ADV TOT RT BD FD-IN	94975J581		5/29/2012	11/19/2012	25,000		0	24,294	706	0	0	0	706
112	WFA CORE BD FD-I #944	94975J581		5/29/2012	1/30/2013	100,000		0	102,269	-2,269	0	0	0	-2,269
113	WFA CORE BD FD-I #944	94975J581		5/29/2012	2/26/2013	75,000		0	76,403	-1,403	0	0	0	-1,403
114	WFA CORE BD FD-I #944	94975J581		5/29/2012	3/8/2013	100,000		0	102,429	-2,429	0	0	0	-2,429
115	WELLS FARGO INTERM TERM BOND FU	949999585		7/30/2004	5/29/2012	1,282,645		0	1,279,617	3,028	0	0	0	3,028
116	WELLS FARGO INTERM TERM BOND FU	949999585		8/1/2005	5/29/2012	11,850		0	11,715	135	0	0	0	135
117	WELLS FARGO INTERM TERM BOND FU	949999585		9/1/2005	5/29/2012	12,073		0	12,033	40	0	0	0	40
118	WELLS FARGO INTERM TERM BOND FU	949999585		10/3/2005	5/29/2012	12,901		0	12,716	185	0	0	0	185
119	WELLS FARGO INTERM TERM BOND FU	949999585		11/1/2005	5/29/2012	12,110		0	11,830	280	0	0	0	280
120	WELLS FARGO INTERM TERM BOND FU	949999585		12/1/2005	5/29/2012	12,691		0	12,410	281	0	0	0	281
121	WELLS FARGO INTERM TERM BOND FU	949999585		1/3/2006	5/29/2012	15,187		0	14,875	312	0	0	0	312
122	WELLS FARGO INTERM TERM BOND FU	949999585		2/1/2006	5/29/2012	12,525		0	12,232	293	0	0	0	293
123	WELLS FARGO INTERM TERM BOND FU	949999585		3/1/2006	5/29/2012	12,728		0	12,401	327	0	0	0	327
124	WELLS FARGO INTERM TERM BOND FU	949999585		4/3/2006	5/29/2012	14,934		0	14,446	488	0	0	0	488
125	WELLS FARGO INTERM TERM BOND FU	949999585		5/3/2006	5/29/2012	13,473		0	13,002	471	0	0	0	471
126	WELLS FARGO INTERM TERM BOND FU	949999585		6/1/2006	5/29/2012	14,508		0	13,950	558	0	0	0	558
127	WELLS FARGO INTERM TERM BOND FU	949999585		7/3/2006	5/29/2012	15,277		0	14,656	621	0	0	0	621
128	WELLS FARGO INTERM TERM BOND FU	949999585		8/1/2006	5/29/2012	13,944		0	13,457	487	0	0	0	487
129	WELLS FARGO INTERM TERM BOND FU	949999585		9/1/2006	5/29/2012	14,862		0	14,454	408	0	0	0	408
130	WELLS FARGO INTERM TERM BOND FU	949999585		10/2/2006	5/29/2012	15,211		0	14,853	358	0	0	0	358
131	WELLS FARGO INTERM TERM BOND FU	949999585		11/1/2006	5/29/2012	14,563		0	14,240	323	0	0	0	323
132	WELLS FARGO INTERM TERM BOND FU	949999585		6/1/2011	5/29/2012	8,633		0	8,499	134	0	0	0	134
133	CARLYLE AIV III SECT 1256 GAIN								1	-1	0	0	0	-1
134	CARLYLE AIV III S/T GAIN					18			0	18	0	0	0	18
135	CARLYLE AIV III L/T GAIN					69			0	69	0	0	0	69
136	CARLYLE AIV L/T GAIN					5			0	5	0	0	0	5

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
										383,538	0	0
1	Wells Fargo Bank N A. Trust Tax D	X	PO Box 53456 MAC S4101-22G	Phoenix	AZ	85072-3456		TRUSTEE	4 00	168,263	0	0
2	Steven E Denkers		PO Box 53456 MAC S4101-22G	Phoenix	AZ	85072-3456		COMMITTEE MEMBER	1 00	164,275		
3	Susan Denkers		PO Box 53456 MAC S4101-22G	Phoenix	AZ	85072-3456		COMMITTEE MEMBER	1 00	7,000		
4	Susan Coit		PO Box 53456 MAC S4101-22G	Phoenix	AZ	85072-3456		COMMITTEE MEMBER	1 00	7,000		
5	Steven G Denkers		PO Box 53456 MAC S4101-22G	Phoenix	AZ	85072-3456		COMMITTEE MEMBER	1 00	7,000		
6	Barbara E Coit Yeager		PO Box 53456 MAC S4101-22G	Phoenix	AZ	85072-3456		COMMITTEE MEMBER	1 00	7,000		
7	Ann C Goss		PO Box 53456 MAC S4101-22G	Phoenix	AZ	85072-3456		COMMITTEE MEMBER	1 00	7,000		
8	Julie Denkers Bishop		PO Box 53456 MAC S4101-22G	Phoenix	AZ	85072-3456		COMMITTEE MEMBER	1 00	7,000		
9	William E Coit		PO Box 53456 MAC S4101-22G	Phoenix	AZ	85072-3456		COMMITTEE MEMBER	1 00	9,000		
10												

Part VI, Line 6a (990-PF) - Estimated Tax Payments

		Date		Amount
1	Credit from prior year return		1	69
2	First quarter estimated tax payment	8/9/2012	2	2,440
3	Second quarter estimated tax payment	9/11/2012	3	2,509
4	Third quarter estimated tax payment	12/11/2012	4	2,509
5	Fourth quarter estimated tax payment	3/11/2013	5	2,508
6	Other payments		6	0
7	Total		7	10,035

Form **8868**

(Rev January 2013)

Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

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

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . . . ▶ [X]
- 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.

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	WILLARD L. ECCLES CHAR. FOUNDATION	94-2759395
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.	Social security number (SSN)
	Wells Fargo Bank N.A. Trust Tax Dept - PO Box 53456 MAC S4101-22G	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	Phoenix AZ 85072-3456	

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-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

- The books are in the care of ▶ WELLS FARGO BANK N.A

Telephone No. ▶ (888) 730-4933 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 11/15/2013, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ [ ] calendar year _____ or

▶ [X] tax year beginning 4/1/2012, and ending 3/31/2013.

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	$ 80,000
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	$ 0
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	$ 80,000

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.

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.