



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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 5/1/2012, and ending 4/30/2013

Name of foundation MARIE A. CARNEY TUW FBO UNIVERSITY OF WASHINGTON		A Employer identification number 91-6249721
Number and street (or P O box number if mail is not delivered to street address) Wells Fargo Bank N.A. - 1 W 4TH ST 4TH FLOOR MAC D4000-041		B Telephone number (see instructions) (888) 730-4933
City or town, state, and ZIP code WINSTON SALEM NC 27101-3818		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) \$ 1,085,383		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc., received (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	21,389	20,986		
5 a Gross rents				
b Net rental income or (loss)				
6 a Net gain or (loss) from sale of assets not on line 10	33,971			
b Gross sales price for all assets on line 6a 460,227				
7 Capital gain net income (from Part IV, line 2)		33,971		
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)	581	581		
12 Total. Add lines 1 through 11	55,941	55,538		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	15,519	11,639		3,880
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16 a Legal fees (attach schedule)				
b Accounting fees (attach schedule)	883			883
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions)	1,201	364		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)	28	3		25
24 Total operating and administrative expenses. Add lines 13 through 23	17,631	12,006	0	4,788
25 Contributions, gifts, grants paid	50,781			50,781
26 Total expenses and disbursements. Add lines 24 and 25	68,412	12,006	0	55,569
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-12,471			
b Net investment income (if negative, enter -0-)		43,532		
c Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

HTA

Form **990-PF** (2012)

POSTMARK DATE JUL 31 2013

SCANNED AUG 14 2013

11

Form 990-PF (2012) **MARIE A. CARNEY TUW FBO UNIVERSITY OF WASHINGTON**

91-6249721

Page **2**

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	8,297	7,135	7,135
	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)	344,471		
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis ▶			
Liabilities	Less accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	545,103	877,103	1,078,248
	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)	897,871	884,238	1,085,383
	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	897,871	884,238	
	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)	897,871	884,238	
	31 Total liabilities and net assets/fund balances (see instructions)	897,871	884,238	

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	897,871
2 Enter amount from Part I, line 27a	2	-12,471
3 Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	295
4 Add lines 1, 2, and 3	4	885,695
5 Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	1,457
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	884,238

Form 990-PF (2012)

MARIE A. CARNEY TUW FBO UNIVERSITY OF WASHINGTON

91-6249721

Page **3****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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) 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	33,971
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	55,394	1,004,679	0.055136
2010	58,064	1,003,546	0.057859
2009	63,891	976,262	0.065445
2008	69,300	1,062,765	0.065207
2007	70,487	1,349,090	0.052248

2 Total of line 1, column (d)	2	0.295895
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	0.059179
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,019,779
5 Multiply line 4 by line 3	5	60,350
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	435
7 Add lines 5 and 6	7	60,785
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions	8	55,569

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

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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments

a 2012 estimated tax payments and 2011 overpayment credited to 2012

b Exempt foreign organizations—tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

7 Total credits and payments. Add lines 6a through 6d

8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

11 Enter the amount of line 10 to be Credited to 2013 estimated tax

Refunded

Part VII-A Statements Regarding Activities

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?

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?

If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities

c Did the foundation file Form 1120-POL for this year?

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

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

4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

b If "Yes," has it filed a tax return on Form 990-T for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

If "Yes," attach the statement required by General Instruction T

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?

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

8 a Enter the states to which the foundation reports or with which it is registered (see instructions)

WA

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

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

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

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 ▶ N/A	13	X	
14	The books are in care of ▶ WELLS FARGO BANK N A Telephone no ▶ 888-730-4933 Located at ▶ 1 W 4TH ST 4TH FLOOR MAC D4000-041 WINSTON SALEM NC ZIP+4 ▶ 27101-3818			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶	16	Yes	No
				X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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 ▶ ☐	1b	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?	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
Wells Fargo Bank, N A 1 W 4TH ST 4TH FLOOR MAC D4000-041 WIN	Trustee 4 00	15,519		

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	1,020,676
b	Average of monthly cash balances	1b	14,633
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	1,035,309
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	1,035,309
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	15,530
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,019,779
6	Minimum investment return. Enter 5% of line 5	6	50,989

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	50,989
2a	Tax on investment income for 2012 from Part VI, line 5	2a	871
b	Income tax for 2012 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	871
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	50,118
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	50,118
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	50,118

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	55,569
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	55,569
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	55,569

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				50,118
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	4,379			
b From 2008	16,584			
c From 2009	15,340			
d From 2010	8,085			
e From 2011	5,628			
f Total of lines 3a through e	50,016			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 55,569				
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				50,118
e Remaining amount distributed out of corpus	5,451			
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	55,467			
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)	4,379			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	51,088			
10 Analysis of line 9				
a Excess from 2008	16,584			
b Excess from 2009	15,340			
c Excess from 2010	8,085			
d Excess from 2011	5,628			
e Excess from 2012	5,451			

N/A

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

b 85% of line 2a

d Amounts included in line 2c not used directly for active conduct of exempt activities

a "Assets" alternative test—enter

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

c "Support" alternative test—enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

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

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

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

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

c Any submission deadlines

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year See Attached Statement				
Total			▶ 3a	50,781
b Approved for future payment NONE				
Total			▶ 3b	0

MARIE A CARNEY TUW FBO UNIVERSITY OF WASHINGTON

91-6249721 Page 1 of 1

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

Recipient(s) paid during the year

Name

UNIVERSITY OF WASHINGTON

Street

4311 11TH AVENUE NE, SUITE 600

City

SEATTLE

State

WA

Zip Code

98105-4608

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

50,781

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

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

Long Term CG Distributions										Amount		Totals		Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss	
Short Term CG Distributions										6960		Capital Gains/Losses Other sales		460,2270		428,2560		33,9710	
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	CVS/CAREMARK CORPORATI	126650100		11/19/2007		11/11/2013	2,558	2,096					462					
2	X	CARNIVAL CORP	143658300		12/1/2003		11/2/2012	7,045						671					
3	X	CARNIVAL CORP	143658300		5/6/2004		11/2/2012	2,740	2,987					-247					
4	X	CATAMARAN CORP	148887102		2/21/2012		11/1/2013	3,088	1,852					1,236					
5	X	CELGENE CORP COM	151020104		5/20/2009		11/1/2013	1,910	802					1,108					
6	X	CHEVRON CORP	166764100		11/12/2001		11/1/2013	3,350	1,344					2,006					
7	X	DANAHER CORP	235851102		5/20/2009		11/1/2013	598	303					295					
8	X	DEERE & CO	244199105		7/1/2011		11/1/2013	3,584	3,370					214					
9	X	DIAGEO PLC - ADR	252430205		3/1/2009		11/1/2013	8,120	2,965					5,155					
10	X	E M C CORP MASS	268648102		4/6/2006		11/1/2013	1,442	822					620					
11	X	EATON VANCE GLOBAL MAC	277932728		10/25/2010		11/1/2013	2,542	2,641					-99					
12	X	ECOLAB INC	278665100		8/25/2010		11/1/2013	5,821	3,707					2,114					
13	X	EXXON MOBIL CORPORATION	30231G102		3/16/2000		11/1/2013	4,463	1,952					2,511					
14	X	EXXON MOBIL CORPORATION	30231G102		11/12/2001		11/1/2013	14,283	6,419					7,864					
15	X	FEDEX CORPORATION	31428X106		7/1/2011		12/7/2012	7,597	8,187					-590					
16	X	GATEWAY FUND - Y #1986	367829884		4/7/2006		6/14/2012	6,000	5,805					195					
17	X	GATEWAY FUND - Y #1986	367829884		4/7/2006		11/1/2013	8,609	8,128					481					
18	X	GATEWAY FUND - Y #1986	367829884		4/7/2006		11/8/2013	3,050	2,865					185					
19	X	GILEAD SCIENCES INC	375558103		12/7/2012		11/1/2013	1,555	1,474					81					
20	X	HMS HLDGS CORP	404251101		2/21/2012		11/2/2012	2,210	3,250					-1,040					
21	X	HONEYWELL INTERNATIONAL	438516106		12/7/2012		11/1/2013	1,325	1,235					90					
22	X	HUSSMAN STRATEGIC GROW	448108100		11/21/2007		6/14/2012	6,000	8,095					-2,095					
23	X	HUSSMAN STRATEGIC GROW	448108100		11/21/2007		11/2/2012	4,198	6,050					-1,852					
24	X	HUSSMAN STRATEGIC GROW	448108100		11/21/2007		11/2/2012	10,973	15,816					-4,843					
25	X	HUSSMAN STRATEGIC GROW	448108100		11/21/2007		11/1/2013	26	39					-13					
26	X	INTEL CORP	458140100		3/16/2000		11/2/2012	2,237	6,153					-3,916					
27	X	INTEL CORP	458140100		3/22/2001		11/2/2012	4,474	5,662					-1,188					
28	X	INTEL CORP	458140100		11/12/2001		11/2/2012	5,592	7,115					-1,523					
29	X	INTEL CORP	458140100		6/18/2002		11/2/2012	1,118	1,103					15					
30	X	INTERNATIONAL BUSINESS M	459200101		11/12/2001		11/1/2013	1,941	1,141					800					
31	X	ISHARES MSCI BRIC INDEX F	464286657		3/1/2010		11/1/2013	826	915					-89					
32	X	ISHARES TR MSCI EMERGING	464287234		11/9/2007		11/1/2013	5,767	6,886					-919					
33	X	JOHNSON & JOHNSON	478160104		3/16/2000		9/13/2012	5,166	2,998					2,168					
34	X	JOHNSON & JOHNSON	478160104		3/16/2000		11/2/2012	5,376	2,998					2,378					
35	X	JOHNSON & JOHNSON	478160104		6/18/2002		11/2/2012	3,584	2,854					730					
36	X	JUNIPER NETWORKS INC	48203R104		7/1/2011		9/13/2012	4,852	8,010					-3,158					
37	X	MCDONALDS CORP	580135101		11/23/2009		11/1/2013	914	640					274					
38	X	MICROSOFT CORP	594918104		3/16/2000		11/1/2013	534	959					-425					
39	X	NESTLE S.A. REGISTERED SH	641069406		3/11/2010		11/1/2013	1,345	1,007					338					
40	X	ORACLE CORPORATION	68389X105		9/13/2012		11/1/2013	1,046	976					70					
41	X	PEPSICO INC	713448108		3/16/2000		11/1/2013	7,076	3,308					3,768					
42	X	PEPSICO INC	713448108		3/22/2001		11/1/2013	7,076	4,216					2,860					
43	X	PIMCO EMERGING LOCAL BO	72201F516		9/29/2010		11/1/2013	10,440	10,449					-9					
44	X	POTASH CORP SASK	73755L107		6/9/2011		11/1/2013	4,914	6,415					-1,501					
45	X	PRECISION CASTPARTS COR	740189105		11/5/2008		11/1/2013	3,751	2,454					1,297					
46	X	RIDGECORTH SEIX HY BD-1 #	76628T645		9/1/2011		11/1/2013	1,040	965					75					
47	X	SPDR S & P 500 ETF TRUST	78462F103		8/1/2011		9/13/2012	731	583					148					
48	X	SPDR S & P 500 ETF TRUST	78462F103		8/1/2011		11/2/2012	1,437	1,165					272					
49	X	SPDR S & P 500 ETF TRUST	78462F103		8/1/2011		11/1/2013	11,007	8,739					2,268					
50	X	SPDR DJ WILSHIRE INTERNA	78463X863		12/22/2010		11/1/2013	1,239	1,191					48					
51	X	SPDR S&P MIDCAP 400 ETF T	78467Y107		11/23/2009		9/13/2012	9,258	6,316					2,942					
52	X	SPDR S&P MIDCAP 400 ETF T	78467Y107		11/23/2009		11/2/2012	2,751	1,895					856					
53	X	AMEX ENERGY SELECT SPDR	81369Y506		11/9/2010		11/1/2013	16,882	14,372					2,510					
54	X	AMEX FINANCIAL SELECT SPI	81369Y605		6/6/2008		11/1/2013	2,551	3,594					-1,003					
55	X	AMEX FINANCIAL SELECT SPI	81369Y605		6/13/2008		11/1/2013	6,464	8,642					-2,178					
56	X	AMEX FINANCIAL SELECT SPI	81369Y605		9/30/2008		11/1/2013	3,742	4,217					-475					
57	X	AMEX FINANCIAL SELECT SPI	81369Y605		1/7/2009		11/1/2013	8,505	6,184					2,321					
58	X	AMEX FINANCIAL SELECT SPI	81369Y605		5/20/2009		11/1/2013	5,953	4,325					1,628					
59	X	THERMO FISHER SCIENTIFIC	883556102		5/20/2009		11/1/2013	674	362					312					
60	X	TRACTOR SUPPLY CO COM	892356106		5/20/2009		11/1/2013	3,702	780					2,922					
61	X	ULTA SALON COSMETICS & F	90384S303		11/2/2012		22/2/2013	3,539	3,753					-214					
62	X	ULTA SALON COSMETICS & F	90384S303		1/11/2013		22/2/2013	1,769	1,858					-89					
63	X	VANGUARD INTERMEDIATE T	92183Z819		9/1/2011		11/1/2013	8,788	8,785					3					
64	X	VANGUARD SHORT TERM BO	92193Z827		9/1/2011		11/8/2013	20,234	20,445				211	0					
65	X	VANGUARD SHORT TERM BO	92193Z827		11/1/2013		11/8/2013	24,685	24,714				29	0					
66	X	VANGUARD REIT VIPER	922808553		12/22/2010		11/1/2013	2,679	2,148					531					
67	X	TAXABLE SHORT-TERM BONDI	999612906		4/7/2004		11/5/2013	101,954	103,431					-1,477					
68	X	COOPER INDUSTRIES PLC IN	G24140108		8/25/2010		11/30/2012	11,111	5,790					5,321					

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

Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Totals					Net Gain or Loss			
								Capital Gains/Losses		Gross Sales Price	Cost or Other Basis	Valuation Method		Expense of Sale and Cost of Improvements	Depreciation	Adjustments
								Long Term CG Distributions	Short Term CG Distributions							
								Amount	656							
69	X	EATON CORP PLC			8/25/2010		12/7/2012	5,608	5,765							
70	X	EATON CORP PLC			8/25/2010		12/7/2012	25	25							-157
71	X	AFLAC INC			11/9/2007		1/11/2013	3,683	4,140							-457
72	X	ABBOTT LABS			1/15/2008		12/7/2012	8,060	7,396							664
73	X	SHORT TERM CTF ADJUSTME						0	64							-64
74	X	LONG TERM CTF ADJUSTMENT						109	0							109
75	X	WASH SALE ADJUSTMENT						235	235							0

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

		581	581	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	OTHER INCOME	581	581	

Part I, Line 16b (990-PF) - Accounting Fees

		883	0	0	883
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	ACCOUNTING FEES	883			883

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

		1,201	364	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	364	364		
2	PY EXCISE TAX DUE	369			
3	ESTIMATED EXCISE PAYMENTS	468			

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

		28	3	0	25
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	ADR FEES	3	3		
2	STATE AG FEES	25			25

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

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

1	COST BASIS ADJUSTMENT	1	176
2	CTF INCOME TIMING DIFFERENCE	2	14
3	UNDISTRIBUTED CTF CAPITAL GAIN	3	105
4	Total	4	295

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

1	CTF BOOK TO TAX DIFFERENCE	1	606
2	PY RETURN OF CAPITAL ADJUSTMENT	2	851
3	Total	3	1,457

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

Long Term CG Distributions		Amount		696		0		459,531		0		240		428,496		33,275		0		33,275		0		Gain Minus Excess of FMV Over Adjusted Basis or Losses		33,275	
Short Term CG Distributions		Amount		696		0		459,531		0		240		428,496		33,275		0		33,275		0		Gain Minus Excess of FMV Over Adjusted Basis or Losses		33,275	
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														
1	CVS/CAREMARK CORPORATION	128650100		1/1/2007	1/1/2013	2,538			2,096	442															442		
2	CARNIVAL CORP	143558300		1/1/2003	1/1/2012	7,045			6,374	671															671		
3	CARNIVAL CORP	143558300		5/6/2004	1/1/2012	2,740			2,987	-247															-247		
4	CATAMARAN CORP	148887102		2/21/2012	1/1/2012	3,088			1,852	1,236															1,236		
5	CELEGENE CORP COM	151020104		5/20/2009	1/1/2013	1,910			802	1,108															1,108		
6	CHEVRON CORP	166764100		1/1/2007	1/1/2013	3,350			1,344	2,006															2,006		
7	DANAHER CORP	233851102		5/20/2009	1/1/2013	598			303	295															295		
8	DEERE & CO	244199105		7/1/2011	1/1/2013	3,584			3,370	214															214		
9	DIAGEO PLC - ADR	252430205		3/11/2009	1/1/2013	8,120			2,985	5,135															5,135		
10	E M C CORP MASS	268648102		4/8/2006	1/1/2013	1,422			822	600															600		
11	EATON VANCE GLOBAL MACRO - I#006	277923728		10/25/2010	1/1/2013	2,542			2,841	-299															-299		
12	ECOLAB INC	278665100		8/25/2010	1/1/2013	5,821			3,707	2,114															2,114		
13	EXXON MOBIL CORPORATION	30231G102		3/16/2000	1/1/2013	4,463			1,952	2,511															2,511		
14	EXXON MOBIL CORPORATION	30231G102		1/1/2007	1/1/2013	14,283			6,419	7,864															7,864		
15	FEDERATION CORP	31428X106		7/1/2011	1/1/2012	7,597			6,000	1,597															1,597		
16	GATEWAY FUND - Y 1586	367829684		4/7/2006	6/1/2012	8,609			8,005	604															604		
17	GATEWAY FUND - Y #1866	367829684		4/7/2006	1/1/2013	3,050			2,865	185															185		
18	GATEWAY FUND - Y #1866	367829684		4/7/2006	1/1/2013	3,050			2,865	185															185		
19	GILEAD SCIENCES INC	375558103		12/7/2012	1/1/2012	1,555			1,474	81															81		
20	HMS HLDGS CORP	40425101		2/21/2012	1/1/2012	2,210			3,250	-1,040															-1,040		
21	HONEYWELL INTERNATIONAL INC	438516106		1/1/2007	1/1/2012	1,325			1,235	90															90		
22	HUSMAN STRATEGIC GROWTH FUND	448108100		1/1/2007	6/1/2012	6,000			8,095	-2,095															-2,095		
23	HUSMAN STRATEGIC GROWTH FUND	448108100		1/1/2007	1/1/2012	4,198			6,050	-1,852															-1,852		
24	HUSMAN STRATEGIC GROWTH FUND	448108100		1/1/2007	1/1/2012	10,973			15,816	-4,843															-4,843		
25	HUSMAN STRATEGIC GROWTH FUND	448108100		1/1/2007	1/1/2012	26			39	-13															-13		
26	INTEL CORP	458140100		3/16/2000	1/1/2012	2,237			6,153	-3,916															-3,916		
27	INTEL CORP	458140100		3/22/2001	1/1/2012	4,474			5,962	-1,488															-1,488		
28	INTEL CORP	458140100		1/1/2001	1/1/2012	5,592			7,115	-1,523															-1,523		
29	INTERNATIONAL BUSINESS MACHS CO	458140100		6/16/2002	1/1/2012	1,118			1,103	15															15		
30	INTERNATIONAL BUSINESS MACHS CO	459200101		1/1/2001	1/1/2012	1,941			1,441	500															500		
31	SHARES MSCI BRIC INDEX FUND	464286657		3/11/2010	1/1/2013	826			815	11															11		
32	SHARES MSCI EMERGING MARKET	464287234		1/1/2007	1/1/2013	5,767			6,866	-1,099															-1,099		
33	JOHNSON & JOHNSON	478160104		3/16/2000	9/13/2012	5,166			2,988	2,168															2,168		
34	JOHNSON & JOHNSON	478160104		3/16/2000	1/1/2012	5,378			2,988	2,378															2,378		
35	JOHNSON & JOHNSON	478160104		6/16/2002	1/1/2012	3,584			2,854	730															730		
36	JUNIPER NETWORKS INC	48203R104		7/1/2011	9/13/2012	4,852			8,010	-3,158															-3,158		
37	MCDONALDS CORP	580135101		1/1/2009	1/1/2013	914			640	274															274		
38	MICROSOFT CORP	594918101		3/16/2000	1/1/2013	534			959	-425															-425		
39	NESTLE S A REGISTERED SHARES - A	641069406		9/13/2012	1/1/2013	1,345			1,007	338															338		
40	ORACLE CORPORATION	68338X105		3/16/2000	1/1/2013	1,048			976	72															72		
41	PEPSICO INC	713448108		3/16/2000	1/1/2013	2,078			3,308	-1,230															-1,230		
42	PEPSICO INC	713448108		3/22/2001	1/1/2013	2,078			4,218	-2,140															-2,140		
43	PIMCO EMERGING LOCAL BOND IS 6337201F516	717551107		9/26/2010	1/1/2013	10,440			10,449	-9															-9		
44	POTASH CORP SASK	717551107		6/9/2011	1/1/2013	4,914			6,415	-1,501															-1,501		
45	PREDICIUM CAPITAL TRUST	740189105		1/15/2009	1/1/2013	3,751			2,454	1,297															1,297		
46	PREDICIUM CAPITAL TRUST	740189105		9/1/2011	1/1/2013	1,040			965	75															75		
47	SPDR S & P 500 ETF TRUST	76465F103		8/1/2011	9/13/2012	1,431			1,165	266															266		
48	SPDR S & P 500 ETF TRUST	76465F103		8/1/2011	1/1/2012	1,097			819	278															278		
49	SPDR S & P 500 ETF TRUST	76465F103		8/1/2011	1/1/2013	1,097			819	278															278		
50	SPDR DJ WILLIAMS INTERNATIONAL RE	76465X683		1/2/2010	9/13/2012	1,239			618	621															621		
51	SPDR S&P MIDCAP 400 ETF TRUST	76467Y107		1/1/2009	9/13/2012	2,751			1,985	766															766		
52	SPDR S&P MIDCAP 400 ETF TRUST	76467Y107		1/1/2009	9/13/2012	2,751			1,985	766															766		
53	AMEX ENERGY SELECT SPDR	81369Y506		1/16/2010	1/1/2013	16,882			14,372	2,510															2,510		
54	AMEX FINANCIAL SELECT SPDR	81369Y605		8/3/2008	1/1/2013	4,351			3,944	407															407		
55	AMEX FINANCIAL SELECT SPDR	81369Y605		8/3/2008	1/1/2013	4,351			3,944	407															407		
56	AMEX FINANCIAL SELECT SPDR	81369Y605		9/30/2008	1/1/2013	3,742			4,217	-475										</							

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

	Date	Amount
1 Credit from prior year return		1 0
2 First quarter estimated tax payment	9/11/2012	2 468
3 Second quarter estimated tax payment		3
4 Third quarter estimated tax payment		4
5 Fourth quarter estimated tax payment		5
6 Other payments		6 0
7 Total		7 468

Security Type	Account #	EIN	CUSIP	Asset Name	FMV	Units	Fed Cost
Cash	18-410700	91-6249721			\$0.00	0.00	\$0.00
Savings & Temp Inv	18-410700	91-6249721	YY1001204	BLACKROCK INSTL FUNDS T-FUND #60	\$6,367.67	6,367.67	\$6,367.67
Savings & Temp Inv	18-410700	91-6249721	YY1001204	BLACKROCK INSTL FUNDS T-FUND #60	\$766.87	766.87	\$766.87
				TOTAL CASH, SAVINGS, AND TEMP INV	\$7,134.54		\$7,134.54
Invest - Corp Bonds	18-410700	91-6249721	78423APF3	MLN TSAR FUND LINKED BUFFER 8/09/13	\$41,515.00	50,000.00	\$50,000.00
Invest - Corp Stock	18-410700	91-6249721	001055102	AFLAC INC	\$7,077.20	130.00	\$5,533.75
Invest - Corp Stock	18-410700	91-6249721	008252108	AFFILIATED MANAGERS GROUP, INC COM	\$9,340.80	60.00	\$8,364.00
Invest - Corp Stock	18-410700	91-6249721	018490102	ALLERGAN INC	\$11,355.00	100.00	\$9,669.60
Invest - Corp Stock	18-410700	91-6249721	023135106	AMAZON COM INC COM	\$6,345.25	25.00	\$4,361.50
Invest - Corp Stock	18-410700	91-6249721	037833100	APPLE INC	\$26,566.80	60.00	\$13,088.90
Invest - Corp Stock	18-410700	91-6249721	126650100	CVS/CAREMARK CORPORATION	\$13,090.50	225.00	\$8,993.25
Invest - Corp Stock	18-410700	91-6249721	151020104	CELGENE CORP COM	\$12,397.35	105.00	\$4,211.55
Invest - Corp Stock	18-410700	91-6249721	156782104	CERNER CORP COM	\$8,709.30	90.00	\$7,140.80
Invest - Corp Stock	18-410700	91-6249721	235851102	DANAHER CORP	\$9,750.40	160.00	\$4,842.40
Invest - Corp Stock	18-410700	91-6249721	244199105	DEERE & CO	\$5,358.00	60.00	\$5,054.40
Invest - Corp Stock	18-410700	91-6249721	25243Q205	DIAGEO PLC - ADR	\$9,776.00	80.00	\$3,411.40
Invest - Corp Stock	18-410700	91-6249721	268648102	E M C CORP MASS	\$7,626.20	340.00	\$4,657.59
Invest - Corp Stock	18-410700	91-6249721	278865100	ECOLAB INC	\$8,462.00	100.00	\$4,633.73
Invest - Corp Stock	18-410700	91-6249721	375558103	GILEAD SCIENCES INC	\$8,608.80	170.00	\$6,266.20
Invest - Corp Stock	18-410700	91-6249721	437076102	HOME DEPOT INC	\$7,335.00	100.00	\$6,352.99
Invest - Corp Stock	18-410700	91-6249721	459200101	INTERNATIONAL BUSINESS MACHS CORP	\$13,165.10	65.00	\$7,415.20
Invest - Corp Stock	18-410700	91-6249721	461202103	INTUIT COM	\$6,858.60	115.00	\$7,074.80
Invest - Corp Stock	18-410700	91-6249721	580135101	MCDONALDS CORP	\$11,746.10	115.00	\$7,362.30
Invest - Corp Stock	18-410700	91-6249721	594918104	MICROSOFT CORP	\$11,750.50	355.00	\$15,516.53
Invest - Corp Stock	18-410700	91-6249721	641069406	NESTLE S.A. REGISTERED SHARES - ADR	\$7,479.15	105.00	\$5,284.65
Invest - Corp Stock	18-410700	91-6249721	68389X105	ORACLE CORPORATION	\$10,489.60	320.00	\$10,269.97
Invest - Corp Stock	18-410700	91-6249721	731068102	POLARIS INDS INC COM	\$6,895.20	80.00	\$6,984.60
Invest - Corp Stock	18-410700	91-6249721	747525103	QUALCOMM INC	\$15,400.00	250.00	\$11,790.51
Invest - Corp Stock	18-410700	91-6249721	806857108	SCHLUMBERGER LTD	\$8,187.30	110.00	\$8,078.39
Invest - Corp Stock	18-410700	91-6249721	858912108	STERICYCLE INC COM	\$10,290.40	95.00	\$8,618.40
Invest - Corp Stock	18-410700	91-6249721	883556102	THERMO FISHER SCIENTIFIC INC	\$13,715.60	170.00	\$6,152.30
Invest - Corp Stock	18-410700	91-6249721	892356106	TRACTOR SUPPLY CO COM	\$13,932.10	130.00	\$2,534.35
Invest - Corp Stock	18-410700	91-6249721	907818108	UNION PACIFIC CORP	\$14,056.20	95.00	\$12,035.90
Invest - Corp Stock	18-410700	91-6249721	966837106	WHOLE FOODS MKT INC	\$9,715.20	110.00	\$9,720.70
Invest - Corp Stock	18-410700	91-6249721	191216100	COCA COLA CO	\$12,275.70	290.00	\$10,677.77
Invest - Corp Stock	18-410700	91-6249721	740189105	PRECISION CASTPARTS CORP	\$17,216.10	90.00	\$9,653.80
Invest - Corp Stock	18-410700	91-6249721	30231G102	EXXON MOBIL CORPORATION	\$8,009.10	90.00	\$3,610.80
Invest - Corp Stock	18-410700	91-6249721	438516106	HONEYWELL INTERNATIONAL INC	\$6,250.90	85.00	\$5,249.60
Invest - Corp Stock	18-410700	91-6249721	015351109	ALEXION PHARMACEUTICALS INC	\$4,900.00	50.00	\$5,007.50
Invest - Corp Stock	18-410700	91-6249721	87612E106	TARGET CORP	\$15,876.00	225.00	\$7,454.50
Invest - Corp Stock	18-410700	91-6249721	20441W203	COMPANHIA DE BEBIDAS-PRF ADR	\$9,244.40	220.00	\$9,393.98

Invest - Corp Stock	18-410700	91-6249721	189754104	COACH INC	\$5,886.00	100.00	\$5,893.99
Invest - Corp Stock	18-410700	91-6249721	61166W101	MONSANTO CO NEW	\$10,682.00	100.00	\$9,954.80
Invest - Corp Stock	18-410700	91-6249721	46625H100	JPMORGAN CHASE & CO	\$11,027.25	225.00	\$9,511.19
Invest - Corp Stock	18-410700	91-6249721	166764100	CHEVRON CORP	\$20,741.70	170.00	\$7,616.85
Invest - Corp Stock	18-410700	91-6249721	38259P508	GOOGLE INC	\$20,614.25	25.00	\$15,092.45
Invest - Corp Stock	18-410700	91-6249721	150870103	CELANESE CORP	\$5,188.05	105.00	\$4,732.70
Invest - Corp Stock	18-410700	91-6249721	4586SV100	INTERCONTINENTALEXCHANGE INC	\$11,405.10	70.00	\$8,994.30
Invest - Corp Stock	18-410700	91-6249721	34964C106	FORTUNE BRANDS HOME & SECURITY	\$5,640.45	155.00	\$5,246.73
Invest - Corp Stock	18-410700	91-6249721	G3157S106	ENSCO PLC-CL A	\$6,344.80	110.00	\$6,703.39
Invest - Corp Stock	18-410700	91-6249721	148887102	CATAMARAN CORP	\$8,082.20	140.00	\$4,322.49
Invest - Corp Stock	18-410700	91-6249721	609207105	MONDELEZ INTERNATIONAL INC	\$8,491.50	270.00	\$7,400.67
Invest - Corp Stock	18-410700	91-6249721	92826C839	VISA INC-CLASS A SHRS	\$14,319.10	85.00	\$4,776.31
Invest - Other	18-410700	91-6249721	589509108	MERGER FD SH BEN INT #260	\$9,937.55	624.61	\$10,000.00
Invest - Other	18-410700	91-6249721	81369V605	FINANCIAL SELECT SECTOR SPDR	\$14,960.00	800.00	\$11,349.80
Invest - Other	18-410700	91-6249721	464287655	ISHARES RUSSELL 2000	\$28,700.50	305.00	\$16,450.00
Invest - Other	18-410700	91-6249721	46625H365	JP MORGAN ALERIAN MLP INDEX	\$17,388.75	375.00	\$14,080.48
Invest - Other	18-410700	91-6249721	277923728	EATON VANCE GLOBAL MACRO - I #0088	\$7,959.56	808.90	\$8,312.67
Invest - Other	18-410700	91-6249721	464287465	ISHARES MSCI EAFE	\$37,164.00	600.00	\$41,784.99
Invest - Other	18-410700	91-6249721	464286665	ISHARES INC MSCI PACIFIC EX-JAPAN	\$43,086.00	835.00	\$22,964.35
Invest - Other	18-410700	91-6249721	78467V107	SPDR S&P MIDCAP 400 ETF TRUST	\$43,248.85	205.00	\$27,207.95
Invest - Other	18-410700	91-6249721	72201F516	PIMCO EMERGING LOCAL BOND IS #332	\$13,727.12	1,230.03	\$13,095.80
Invest - Other	18-410700	91-6249721	464287234	ISHARES TR MSCI EMERGING MARKETS	\$33,333.30	770.00	\$31,880.05
Invest - Other	18-410700	91-6249721	123998007	CHAMBERS STREET PROPERTIES	\$13,043.48	1,304.35	\$10,360.77
Invest - Other	18-410700	91-6249721	922908553	VANGUARD REIT VIPER	\$6,022.40	80.00	\$4,296.19
Invest - Other	18-410700	91-6249721	72201P522	PIMCO EM MKTS CORP BD FD INS #1948	\$8,593.74	703.25	\$8,650.00
Invest - Other	18-410700	91-6249721	06738C778	IPATH DOW JONES-UBS COMMODITY INDEX	\$32,760.10	830.00	\$34,467.73
Invest - Other	18-410700	91-6249721	921937827	VANGUARD SHORT TERM BOND ETF	\$107,444.25	1,325.00	\$107,583.95
Invest - Other	18-410700	91-6249721	78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	\$5,994.30	130.00	\$5,161.00
Invest - Other	18-410700	91-6249721	921937819	VANGUARD INTERMEDIATE TERM B	\$57,668.00	650.00	\$57,215.18
Invest - Other	18-410700	91-6249721	25264S833	DIAMOND HILL LONG-SHORT FD CL I #11	\$8,840.48	440.04	\$8,000.00
Invest - Other	18-410700	91-6249721	464286657	ISHARES MSCI BRIC INDEX FUND	\$6,122.50	155.00	\$7,290.15
Invest - Other	18-410700	91-6249721	76628T645	RIDGEWORTH SEIX HY BD-I #5855	\$18,645.45	1,789.39	\$17,035.01
Invest - Other	18-410700	91-6249721	367829884	GATEWAY FUND - Y #1986	\$14,418.73	510.94	\$13,202.82
TOTAL OTHER INVESTMENTS					\$1,078,248.31		\$877,103.37
GRAND TOTAL					\$1,085,382.85		\$884,237.91