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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 6/1/2012, and ending 5/31/2013

Name of foundation MARIE ECCLES CAINE PRIVATE FDN		A Employer identification number 94-2764258
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	Room/suite	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) \$ 11,865,546	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____	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)
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	234,379	234,379		
5	Gross rents				
6	a Net rental income or (loss)				
6	a Net gain or (loss) from sale of assets not on line 10	169,063			
	b Gross sales price for all assets on line 6a 614,402				
7	Capital gain net income (from Part IV, line 2)		169,063		
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)				
12	Total. Add lines 1 through 11	403,442	403,442	0	
13	Compensation of officers, directors, trustees, etc	54,773	41,080		13,693
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16	a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions)	3,963	3,963		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)	18,131	18,131		
24	Total operating and administrative expenses. Add lines 13 through 23	76,867	63,174	0	13,693
25	Contributions, gifts, grants paid	507,648			507,648
26	Total expenses and disbursements. Add lines 24 and 25	584,515	63,174	0	521,341
27	Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-181,073			
	b Net investment income (if negative, enter -0-)		340,268		
	c Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing				
	2	Savings and temporary cash investments		502,173	123,761	123,761
	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)		315,731		
	b	Investments—corporate stock (attach schedule)		7,267,166		
	c	Investments—corporate bonds (attach schedule)		1,046,263		
	Liabilities	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶				
12		Investments—mortgage loans				
13		Investments—other (attach schedule)			8,833,313	11,577,183
14		Land, buildings, and equipment basis ▶	264,879			
		Less accumulated depreciation (attach schedule) ▶	84,793	186,877	180,086	164,602
15		Other assets (describe ▶)				
16		Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)		9,318,210	9,137,160	11,865,546
17		Accounts payable and accrued expenses				
18		Grants payable				
Net Assets or Fund Balances	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	
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 ▶ ☒					
	27	Capital stock, trust principal, or current funds		9,318,210	9,137,160	
	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)		9,318,210	9,137,160	
31	Total liabilities and net assets/fund balances (see instructions)		9,318,210	9,137,160		

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	9,318,210
2	Enter amount from Part I, line 27a	2	-181,073
3	Other increases not included in line 2 (itemize) ▶ Federal Excise Tax Refund	3	101
4	Add lines 1, 2, and 3	4	9,137,238
5	Decreases not included in line 2 (itemize) ▶ Cost Basis Adjustment	5	78
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	9,137,160

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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

(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	169,063
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	513,280	10,418,541	0.049266
2010	490,312	10,360,887	0.047323
2009	751,299	9,938,646	0.075594
2008	998,999	15,143,669	0.065968
2007	1,328,180	26,588,504	0.049953

2 Total of line 1, column (d)	2	0.288104
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	0.057621
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	11,068,486
5 Multiply line 4 by line 3	5	637,777
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,403
7 Add lines 5 and 6	7	641,180
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	521,341

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)

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

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 ► 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			
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))?
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?
- (3) Provide a grant to an individual for travel, study, or other similar purposes?
- (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)
- (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

☐ Yes ☒ No

☐ Yes ☒ No

☐ Yes ☒ No

☐ Yes ☒ No

5b

N/A

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)?

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**6b**

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

If "Yes" to 6b, file Form 8870

X

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

☐ Yes ☒ No**7b**

N/A

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank, N.A. PO Box 53456 MAC S4101-22G Phoenix, AZ 8!	Trustee 4 00	54,773		
.....				
.....				
.....				

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

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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	10,833,342
b	Average of monthly cash balances	1b	403,700
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	11,237,042
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	11,237,042
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	168,556
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	11,068,486
6	Minimum investment return. Enter 5% of line 5	6	553,424

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	553,424
2a	Tax on investment income for 2012 from Part VI, line 5	2a	6,805
b	Income tax for 2012 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	6,805
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	546,619
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	546,619
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	546,619

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	521,341
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	521,341
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	521,341

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				546,619
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			507,648	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 521,341				
a Applied to 2011, but not more than line 2a			507,648	
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				13,693
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see instructions				
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				532,926
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)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i> See Attached Statement				
Total			▶ 3a	507,648
b <i>Approved for future payment</i> NONE				
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e)
		(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	234,379	
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	169,063	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a					
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)		0		403,442	0
13	Total. Add line 12, columns (b), (d), and (e)				13	403,442

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

[illegible]

Form **990-PF** (2012)

MARIE ECCLES CAINE CHARITABLE FDN

075080

FYE 5/31/2013

Security Type	Account #	EIN	CUSIP	Asset Name	FMV	Units	Fed Coast
Invest - Corp Bonds	0750804	94-2764258	629527AU6	NABISCO INC DEB 7.550% 6/15/15	\$52,165.95	55,000.00	\$57,144.45
Invest - Corp Bonds	0750804	94-2764258	912828CJ7	U S TREASURY NOTES 4.750% 5/15/14	\$297,391.80	285,000.00	\$291,479.30
Invest - Corp Bonds	0750804	94-2764258	548661CH8	LOWE'S COMPANIES INC 5.000% 10/15/15	\$60,487.35	55,000.00	\$54,678.25
Invest - Corp Stock	075080	94-2764258	V7780T103	ROYAL CARIBBEAN CRUISE	\$67,219.20	1,920.00	\$44,422.65
Invest - Corp Stock	075080	94-2764258	001055102	AFLAC INC	\$43,104.06	774.00	\$52,198.56
Invest - Corp Stock	075080	94-2764258	00724F101	ADOBE SYS INC	\$83,374.13	1,943.00	\$83,927.71
Invest - Corp Stock	075080	94-2764258	020002101	ALLSTATE CORP	\$60,589.44	1,256.00	\$67,499.81
Invest - Corp Stock	075080	94-2764258	023135106	AMAZON COM INC COM	\$96,912.00	360.00	\$26,540.86
Invest - Corp Stock	075080	94-2764258	032511107	ANADARKO PETROLEUM CORP	\$105,926.17	1,211.00	\$62,812.51
Invest - Corp Stock	075080	94-2764258	037833100	APPLE INC	\$164,603.01	366.00	\$91,810.44
Invest - Corp Stock	075080	94-2764258	052769106	AUTODESK INC	\$37,541.35	995.00	\$18,046.26
Invest - Corp Stock	075080	94-2764258	054937107	B B & T CORP COM	\$104,455.16	3,173.00	\$101,707.95
Invest - Corp Stock	075080	94-2764258	097023105	BOEING CO	\$75,651.28	764.00	\$54,676.02
Invest - Corp Stock	075080	94-2764258	110122108	BRISTOL MYERS SQUIBB CO	\$108,583.60	2,360.00	\$71,797.81
Invest - Corp Stock	075080	94-2764258	149123101	CATERPILLAR INC	\$112,569.60	1,312.00	\$96,032.71
Invest - Corp Stock	075080	94-2764258	156782104	CERNER CORP COM	\$97,178.40	990.00	\$53,994.30
Invest - Corp Stock	075080	94-2764258	17275R102	CISCO SYSTEMS INC	\$66,846.78	2,772.00	\$73,294.70
Invest - Corp Stock	075080	94-2764258	172908105	CINTAS CORP	\$105,006.50	2,300.00	\$65,855.68
Invest - Corp Stock	075080	94-2764258	235851102	DANAHER CORP	\$68,002.00	1,100.00	\$50,567.00
Invest - Corp Stock	075080	94-2764258	244199105	DEERE & CO	\$55,750.40	640.00	\$44,339.13
Invest - Corp Stock	075080	94-2764258	254687106	WALT DISNEY CO	\$82,130.16	1,302.00	\$46,407.02
Invest - Corp Stock	075080	94-2764258	263534109	DU PONT E I DE NEMOURS & CO	\$88,985.05	1,595.00	\$80,435.85
Invest - Corp Stock	075080	94-2764258	268648102	E M C CORP MASS	\$75,022.80	3,030.00	\$83,570.06
Invest - Corp Stock	075080	94-2764258	35671D857	FREEMPORT-MCMORAN COPPER & GOLD INC	\$63,342.00	2,040.00	\$76,554.61
Invest - Corp Stock	075080	94-2764258	406216101	HALLIBURTON CO	\$75,330.00	1,800.00	\$77,890.61
Invest - Corp Stock	075080	94-2764258	437076102	HOME DEPOT INC	\$122,709.60	1,560.00	\$50,964.26
Invest - Corp Stock	075080	94-2764258	458140100	INTEL CORP	\$80,803.84	3,328.00	\$76,467.48
Invest - Corp Stock	075080	94-2764258	459200101	INTERNATIONAL BUSINESS MACHS CORP	\$133,548.84	642.00	\$76,682.55
Invest - Corp Stock	075080	94-2764258	478160104	JOHNSON & JOHNSON	\$108,339.66	1,287.00	\$83,444.62
Invest - Corp Stock	075080	94-2764258	526057104	LENNAR CORPORATION CLASS A COMMON	\$96,727.20	2,460.00	\$50,990.88
Invest - Corp Stock	075080	94-2764258	580135101	MCDONALDS CORP	\$84,788.46	878.00	\$45,585.76
Invest - Corp Stock	075080	94-2764258	594918104	MICROSOFT CORP	\$109,481.30	3,137.00	\$88,493.20
Invest - Corp Stock	075080	94-2764258	617446448	MORGAN STANLEY	\$76,405.00	2,950.00	\$73,263.13
Invest - Corp Stock	075080	94-2764258	674599105	OCCIDENTAL PETE CORP	\$62,239.32	676.00	\$38,491.44
Invest - Corp Stock	075080	94-2764258	68389X105	ORACLE CORPORATION	\$71,816.28	2,126.00	\$42,914.04
Invest - Corp Stock	075080	94-2764258	693475105	PNC FINANCIAL SERVICES GROUP	\$130,098.24	1,816.00	\$107,481.47
Invest - Corp Stock	075080	94-2764258	717081103	PFIZER INC	\$130,213.86	4,782.00	\$123,332.83
Invest - Corp Stock	075080	94-2764258	737551107	POTASH CORP SASK	\$60,508.80	1,440.00	\$63,434.16

Invest - Corp Stock	075080	94-2764258	742718109	PROCTER & GAMBLE CO	\$95,259.16	1,241.00	\$85,653.88
Invest - Corp Stock	075080	94-2764258	747525103	QUALCOMM INC	\$97,759.20	1,540.00	\$78,215.76
Invest - Corp Stock	075080	94-2764258	806857108	SCHLUMBERGER LTD	\$67,844.87	929.00	\$88,080.78
Invest - Corp Stock	075080	94-2764258	907818108	UNION PACIFIC CORP	\$117,511.20	760.00	\$38,088.32
Invest - Corp Stock	075080	94-2764258	913017109	UNITED TECHNOLOGIES CORP	\$91,388.70	963.00	\$66,504.78
Invest - Corp Stock	075080	94-2764258	931142103	WAL MART STORES INC	\$101,183.68	1,352.00	\$60,967.34
Invest - Corp Stock	075080	94-2764258	931422109	WALGREEN CO	\$65,908.80	1,380.00	\$50,198.74
Invest - Corp Stock	075080	94-2764258	191216100	COCA COLA CO	\$70,622.34	1,766.00	\$52,982.45
Invest - Corp Stock	075080	94-2764258	278642103	EBAY INC	\$69,789.00	1,290.00	\$40,908.87
Invest - Corp Stock	075080	94-2764258	060505104	BANK OF AMERICA CORP	\$110,727.96	8,106.00	\$186,670.28
Invest - Corp Stock	075080	94-2764258	38141G104	GOLDMAN SACHS GROUP INC	\$76,339.68	471.00	\$81,906.03
Invest - Corp Stock	075080	94-2764258	22160K105	COSTCO WHOLESALE CORP	\$73,452.77	670.00	\$50,911.36
Invest - Corp Stock	075080	94-2764258	30231G102	EXXON MOBIL CORPORATION	\$160,946.13	1,779.00	\$101,756.51
Invest - Corp Stock	075080	94-2764258	31428X106	FEDEX CORPORATION	\$57,804.00	600.00	\$44,562.78
Invest - Corp Stock	075080	94-2764258	91324P102	UNITEDHEALTH GROUP INC	\$85,803.10	1,370.00	\$49,980.48
Invest - Corp Stock	075080	94-2764258	92343V104	VERIZON COMMUNICATIONS	\$74,174.40	1,530.00	\$51,392.70
Invest - Corp Stock	075080	94-2764258	61166W101	MONSANTO CO NEW	\$72,460.80	720.00	\$50,642.28
Invest - Corp Stock	075080	94-2764258	343412102	FLUOR CORP NEW	\$46,143.30	730.00	\$54,075.99
Invest - Corp Stock	075080	94-2764258	46625H100	JPMORGAN CHASE & CO	\$175,561.44	3,216.00	\$132,652.05
Invest - Corp Stock	075080	94-2764258	74144T108	T ROWE PRICE GROUP INC	\$157,285.52	2,072.00	\$120,663.57
Invest - Corp Stock	075080	94-2764258	902973304	US BANCORP DEL NEW	\$125,479.74	3,579.00	\$80,064.06
Invest - Corp Stock	075080	94-2764258	G1151C101	ACCENTURE PLC	\$93,605.40	1,140.00	\$48,824.16
Invest - Corp Stock	075080	94-2764258	166764100	CHEVRON CORP	\$93,412.75	761.00	\$63,417.71
Invest - Corp Stock	075080	94-2764258	58933Y105	MERCK & CO INC NEW	\$63,091.70	1,351.00	\$63,050.24
Invest - Corp Stock	075080	94-2764258	084670702	BERKSHIRE HATHAWAY INC	\$110,647.90	970.00	\$82,973.70
Invest - Corp Stock	075080	94-2764258	20825C104	CONOCOPHILLIPS	\$70,725.02	1,153.00	\$62,964.62
Invest - Corp Stock	075080	94-2764258	910047109	UNITED CONTINENTAL HOLDINGS, INC.	\$113,642.46	3,501.00	\$61,361.75
Invest - Corp Stock	075080	94-2764258	37045V100	GENERAL MOTORS CO	\$86,114.49	2,541.00	\$83,853.00
Invest - Corp Stock	075080	94-2764258	38259P508	GOOGLE INC	\$138,523.66	159.00	\$74,455.61
Invest - Corp Stock	075080	94-2764258	172967424	CITIGROUP, INC	\$101,016.57	1,943.00	\$61,204.50
Invest - Corp Stock	075080	94-2764258	00206R102	AT & T INC	\$95,382.74	2,726.00	\$93,466.12
Invest - Corp Stock	075080	94-2764258	718546104	PHILLIPS 66	\$94,595.97	1,421.00	\$52,160.80
Invest - Corp Stock	075080	94-2764258	609207105	MONDELEZ INTERNATIONAL INC	\$80,466.75	2,730.00	\$65,727.17
Invest - Corp Stock	075080	94-2764258	00507K103	ACTAVIS INC	\$97,399.10	790.00	\$51,563.22
Invest - Corp Stock	0750801	94-2764258	369604103	GENERAL ELECTRIC CO	\$1,030,230.96	44,178.00	\$257,129.77
Invest - Other	075080	94-2764258	29476L107	EQUITY RESIDENTIAL PPTYS TR SH BEN	\$51,460.50	910.00	\$34,032.83
Invest - Other	075080	94-2764258	57060U233	MARKET VECTORS SEMICONDUCTOR	\$119,847.70	3,130.00	\$74,877.16
Invest - Other	075080	94-2764258	78464A888	SPDR SERIES TRUST	\$81,885.00	2,650.00	\$36,080.55
Invest - Other	0750802	94-2764258	298706409	AMERICAN EUROPAC GROWTH-F #416	\$545,833.51	12,652.61	\$570,000.00
Invest - Other	0750802	94-2764258	464287465	ISHARES MSCI EAFE	\$272,898.01	4,543.00	\$263,933.81
Invest - Other	0750802	94-2764258	94975P751	WELLS FARGO ADV EMG MK E-INS #4146	\$266,732.09	12,113.17	\$274,000.00
Invest - Other	0750803	94-2764258	94975G488	WF ADV SMALL CAP OPPOR FD-ADMIN #84	\$1,185,961.49	31,209.51	\$983,747.56
Invest - Other	0750804	94-2764258	36206QEE4	GNMA POOL #417833 7 000% 1/15/26	\$9,051.79	7,714.88	\$7,801.66

Invest - Other	0750804	94-2764258	36206VJG3	GNMA POOL #422463	7.000%	3/15/26			
Invest - Other	0750804	94-2764258	36208NK69	GNMA #455817	7%	10/15/27	\$7,010.88	5,975 40	\$5,779.59
Invest - Other	0750804	94-2764258	464287242	ISHARES IBOX \$ INV GR CORP BD FD			\$6,310.76	5,358 14	\$5,358.14
Invest - Other	0750804	94-2764258	94975J581	WFA CORE BD FD-I #944			\$226,861.25	1,925 00	\$204,140.50
Invest - Other	0750804	94-2764258	464287176	ISHARES BARCLAYS TIPS BOND FUND			\$420,365.99	33,099.68	\$425,000.00
Invest - Other	0750804	94-2764258	464288588	ISHARES BARCLAYS MBS BOND FUND			\$396,064.89	3,393.00	\$341,652.41
Invest - US & State	075080	94-2764258	RE0064536	691 EAST 500 NORTH, LOGAN, UT			\$198,749.46	1,869.00	\$188,647.01
							\$164,602.00	1 00	\$180,087.00
							<u>\$11,741,785.17</u>		<u>\$9,013,399.67</u>
Savings & Temp Inv	075080	94-2764258	VP4500022	WF ADV CASH INVT MM FD-SVC #250			\$30,295.96	30,295.96	\$30,295.96
Savings & Temp Inv	0750802	94-2764258	VP4500022	WF ADV CASH INVT MM FD-SVC #250			\$4,708.08	4,708.08	\$4,708.08
Savings & Temp Inv	0750803	94-2764258	VP4500022	WF ADV CASH INVT MM FD-SVC #250			\$28,897.34	28,897.34	\$28,897.34
Savings & Temp Inv	0750804	94-2764258	VP4500022	WF ADV CASH INVT MM FD-SVC #250			\$59,859.73	59,859.73	\$59,859.73
							<u>\$123,761.11</u>		<u>\$123,761.11</u>
Total Cash & Securities							<u>\$11,865,546.28</u>		<u>\$9,137,160.78</u>

Statement A

MARIE ECCLES CAINE CHARITABLE FDN

EIN: 94-2764258

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

MARIE ECCLES CAINE PRIVATE FDN

94-2764258 Page 1 of 3

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

Recipient(s) paid during the year

Name

BOX ELDER SCHOOL DISTRICT

Street

960 SOUTH MAIN

City

BRIGHAM CITY

State

UT

Zip Code

84302

Foreign Country**Relationship**

NONE

Foundation Status

501 (C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

5,550

Name

BRIGHAM CITY FINE ART CENTER

Street

58 SOUTH 100 WEST

City

BRIGHAM CITY

State

UT

Zip Code

84302

Foreign Country**Relationship**

NONE

Foundation Status

501 (C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

4,950

Name

CHAMBER MUSIC SOCIETY OF LOGAN

Street

255 NORTH MAIN

City

LOGAN

State

UT

Zip Code

84321

Foreign Country**Relationship**

NONE

Foundation Status

501 (C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

20,000

Name

CACHE CHILDREN'S CHOIR

Street

280 WEST 100 NORTH

City

LOGAN

State

UT

Zip Code

84321

Foreign Country**Relationship**

NONE

Foundation Status

501 (C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

3,000

Name

CACHE VALLEY CENTER FOR THE ARTS

Street

43 SOUTH MAIN

City

LOGAN

State

UT

Zip Code

84321

Foreign Country**Relationship**

NONE

Foundation Status

501 (C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

42,000

Name

MUSIC THEATRE WEST

Street

43 SOUTH MAIN

City

LOGAN

State

UT

Zip Code

84321

Foreign Country**Relationship**

NONE

Foundation Status

501 (C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

15,000

MARIE ECCLES CAINE PRIVATE FDN

94-2764258 Page 2 of 3

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

Recipient(s) paid during the year

Name

RIRE-WOODBURY DANCE COMPANY

Street

138 WEST 300 SOUTH

City

SALT LAKE CITY

State

UT

Zip Code

84101

Foreign Country**Relationship**

NONE

Foundation Status

501 (C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

8,000

Name

WHITE PINE MIDDLE SCHOOL

Street

184 WEST 100 NORTH

City

RICHMOND

State

UT

Zip Code

84333

Foreign Country**Relationship**

NONE

Foundation Status

501 (C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

4,000

Name

UTAH SYMPHONY AND OPERA

Street

123 WEST SOUTH TEMPLE

City

SALT LAKE CITY

State

UT

Zip Code

84101

Foreign Country**Relationship**

NONE

Foundation Status

501 (C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

10,000

Name

UTAH STATE UNIVERSITY

Street

1400 OLD MAIN HILL

City

LOGAN

State

UT

Zip Code

84322

Foreign Country**Relationship**

NONE

Foundation Status

501 (C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

316,568

Name

KUED 7 PUBLIC TELEVISION

Street

101 S WASATCH DR

City

SALT LAKE CITY

State

UT

Zip Code

84112

Foreign Country**Relationship**

NONE

Foundation Status

501 (C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

15,000

Name

STOKES NATURE CENTER

Street

2696 US 89

City

LOGAN

State

UT

Zip Code

84321

Foreign Country**Relationship**

NONE

Foundation Status

501 (C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

15,000

MARIE ECCLES CAINE PRIVATE FDN

94-2764258 Page 3 of 3

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

Recipient(s) paid during the year

Name

CAINE COLLEGE OF THE ARTS

Street

4030 OLD MAIN HILL

City

LOGAN

State

UT

Zip Code

84322

Foreign Country

Relationship

NONE

Foundation Status

501 (C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

48,580

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

Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Totals			Cost Other Basis and Expenses			Net Gain or Loss
								Capital Gains/Losses	Gross Sales	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	
	Long Term CG Distributions	Amount						Other sales	614,402			445,339		169,063
	Short Term CG Distributions	82,135						0	0			0		0
1	X	EBAY INC					12/21/2012	2,044	1,268				0	776
2	X	EBAY INC			4/20/2011		3/26/2013	518	317				0	201
3	X	EQUITY RESIDENTIAL PPTYS			9/13/2007		8/3/2012	57,259	36,589				0	20,670
4	X	EQUITY RESIDENTIAL PPTYS			9/13/2007		12/21/2012	566	402				0	164
5	X	EQUITY RESIDENTIAL PPTYS			9/13/2007		3/26/2013	555	402				0	153
6	X	EXXON MOBIL CORPORATION			4/15/2005		12/21/2012	5,222	3,481				0	1,741
7	X	EXXON MOBIL CORPORATION			4/15/2005		3/26/2013	1,801	1,154				0	647
8	X	FEDEX CORPORATION			8/18/2011		12/21/2012	1,847	1,485				0	362
9	X	FEDEX CORPORATION			8/18/2011		3/26/2013	974	743				0	231
10	X	FLUOR CORP NEW			3/25/2011		3/26/2013	650	741				0	91
11	X	HALLIBURTON CO			8/3/2011		3/26/2013	789	1,029				0	230
12	X	HOME DEPOT INC			8/3/2011		12/21/2012	2,439	1,307				0	1,132
13	X	HOME DEPOT INC			8/3/2011		3/26/2013	1,397	653				0	744
14	X	INTEL CORP			4/20/2011		3/26/2013	710	844				0	134
15	X	INTEL CORP			7/18/2007		12/21/2012	2,058	2,521				0	463
16	X	INTERNATIONAL BUSINESS M			7/18/2007		3/26/2013	646	756				0	110
17	X	INTERNATIONAL BUSINESS M			3/24/2008		12/21/2012	3,852	2,389				0	1,463
18	X	JPMORGAN CHASE & CO			3/24/2008		3/26/2013	2,119	1,194				0	925
19	X	JPMORGAN CHASE & CO			9/26/2008		12/21/2012	4,365	4,529				0	164
20	X	JOHNSON & JOHNSON			9/26/2008		3/26/2013	1,941	1,812				0	129
21	X	JOHNSON & JOHNSON			11/13/2007		12/21/2012	2,816	2,681				0	135
22	X	KRAFT FOODS GROUP INC			11/13/2007		3/26/2013	803	670				0	133
23	X	KRAFT FOODS GROUP INC			12/9/2010		10/11/2012	30	22				0	8
24	X	KRAFT FOODS GROUP INC			12/9/2010		12/21/2012	915	653				0	262
25	X	LENNAR CORPORATION CLAI			12/9/2010		3/26/2013	27,921	17,839				0	10,082
26	X	LENNAR CORPORATION CLAI			4/26/2010		12/21/2012	3,038	1,688				0	1,380
27	X	MCDONALDS CORP			4/26/2010		3/26/2013	1,247	622				0	625
28	X	MCDONALDS CORP			5/9/2007		12/21/2012	1,785	1,038				0	747
29	X	MCDONALDS CORP			6/12/2007		3/26/2013	985	519				0	466
30	X	FREEPORT-MCMORAN CORP			3/8/2012		3/26/2013	653	788				0	135
31	X	GNMA POOL 417833 7 000%			6/25/1998		6/15/2012	49	50				0	-1
32	X	GNMA POOL 417833 7 000%			6/25/1998		7/15/2012	50	50				0	0
33	X	GNMA POOL 417833 7 000%			6/25/1998		8/15/2012	50	51				0	-1
34	X	GNMA POOL 417833 7 000%			6/25/1998		9/15/2012	50	51				0	-1
35	X	GNMA POOL 417833 7 000%			6/25/1998		10/15/2012	4,241	4,289				0	-48
36	X	GNMA POOL 417833 7 000%			6/25/1998		11/15/2012	29	30				0	-1
37	X	GNMA POOL 417833 7 000%			6/25/1998		12/15/2012	30	30				0	0
38	X	GNMA POOL 417833 7 000%			6/25/1998		1/15/2013	30	30				0	0
39	X	GNMA POOL 417833 7 000%			6/25/1998		2/15/2013	30	31				0	-1
40	X	GNMA POOL 417833 7 000%			6/25/1998		3/15/2013	30	31				0	-1
41	X	GNMA POOL 422463 7 000%			6/25/1998		4/15/2013	31	31				0	0
42	X	GNMA POOL 422463 7 000%			11/26/1996		5/15/2012	32	31				0	1
43	X	GNMA POOL 422463 7 000%			11/26/1996		6/15/2012	32	31				0	1
44	X	GNMA POOL 422463 7 000%			11/26/1996		7/15/2012	32	31				0	1
45	X	GNMA POOL 422463 7 000%			11/26/1996		8/15/2012	32	31				0	1
46	X	GNMA POOL 422463 7 000%			11/26/1996		9/15/2012	36	35				0	1
47	X	GNMA POOL 422463 7 000%			11/26/1996		10/15/2012	29	28				0	1
48	X	GNMA POOL 422463 7 000%			11/26/1996		11/15/2012	32	31				0	1
49	X	GNMA POOL 422463 7 000%			11/26/1996		12/15/2012	36	35				0	1
50	X	GNMA POOL 422463 7 000%			11/26/1996		1/15/2013	33	32				0	1
51	X	GNMA POOL 422463 7 000%			11/26/1996		2/15/2013	33	32				0	1
52	X	GNMA POOL 422463 7 000%			11/26/1996		3/15/2013	34	33				0	1
53	X	GNMA POOL 422463 7 000%			11/26/1996		4/15/2013	34	33				0	1
54	X	GNMA POOL 422463 7 000%			11/26/1996		5/15/2013	34	33				0	1
55	X	GNMA POOL 422463 7 000%			9/18/1997		6/15/2012	30	30				0	0
56	X	GNMA POOL 422463 7 000%			9/18/1997		7/15/2012	18	18				0	0
57	X	GNMA POOL 422463 7 000%			9/18/1997		8/15/2012	18	18				0	0
58	X	GNMA POOL 422463 7 000%			9/18/1997		9/15/2012	18	18				0	0
59	X	GNMA POOL 422463 7 000%			3/8/2012		10/15/2012	1,333	1,575				0	-242
60	X	GNMA POOL 422463 7 000%			4/17/2008		12/21/2012	1,612	2,023				0	-411
61	X	GNMA POOL 422463 7 000%			4/17/2008		3/26/2013	519	674				0	-155
62	X	GNMA POOL 422463 7 000%			10/30/2008		12/21/2012	2,289	1,109				0	1,190
63	X	GNMA POOL 422463 7 000%			10/30/2008		3/26/2013	37,803	20,260				0	17,543
64	X	GNMA POOL 422463 7 000%			6/4/2007		12/21/2012	1,512	1,999				0	-487
65	X	GNMA POOL 422463 7 000%			6/4/2007		3/26/2013	865	999				0	-134
66	X	GNMA POOL 422463 7 000%			6/4/2007		12/21/2012	2,267	2,130				0	137
67	X	GNMA POOL 422463 7 000%			6/4/2007		3/26/2013	1,217	913				0	304
68	X	GNMA POOL 422463 7 000%			8/3/2012		12/21/2012	2,620	2,577				0	43
69	X	GNMA POOL 422463 7 000%			8/3/2012		3/26/2013	1,736	1,718				0	18
70	X	GNMA POOL 422463 7 000%			3/25/2011		3/26/2013	929	545				0	384

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

Long Term CG Distributions										Amount		Short Term CG Distributions		Totals									
										82,135		0		Capital Gains/Losses									
										0				Other sales									
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 CHEVRON CORP	166764100			11/13/2007		3/26/2013	1,209	842				0	367									
70	X CISCO SYSTEMS INC	17275R102			11/21/2006		12/21/2012	1,983	2,698				0	-715									
71	X CISCO SYSTEMS INC	17275R102			11/21/2006		3/26/2013	624	810				0	-186									
72	X CINTAS CORP	172908105			2/11/2011		12/21/2012	1,221	876				0	-345									
73	X CINTAS CORP	172908105			2/11/2011		3/26/2013	1,297	876				0	-421									
74	X CITIGROUP INC	172967424			12/16/2009		12/21/2012	780	630				0	150									
75	X CITIGROUP INC	172967424			12/16/2009		3/26/2013	881	630				0	261									
76	X COCA COLA CO	191216100			11/13/2007		12/21/2012	1,836	1,507				0	329									
77	X COCA COLA CO	191216100			11/13/2007		3/26/2013	812	603				0	209									
78	X CONOCOPHILLIPS	20825C104			5/28/2008		12/21/2012	3,505	4,180				0	-675									
79	X CONOCOPHILLIPS	20825C104			5/28/2008		3/26/2013	604	697				0	-93									
80	X GNMA 455817 7% 10/1	36208NK69			9/18/1997		10/15/2012	18	18				0	0									
81	X GNMA 455817 7% 10/1	36208NK69			9/18/1997		11/15/2012	18	18				0	0									
82	X GNMA 455817 7% 10/1	36208NK69			9/18/1997		12/15/2012	18	18				0	0									
83	X GNMA 455817 7% 10/1	36208NK69			9/18/1997		2/15/2013	18	18				0	0									
84	X GNMA 455817 7% 10/1	36208NK69			9/18/1997		3/15/2013	18	18				0	0									
85	X GNMA 455817 7% 10/1	36208NK69			9/18/1997		4/15/2013	19	19				0	0									
86	X GNMA 455817 7% 10/1	36208NK69			9/18/1997		5/15/2013	19	19				0	0									
87	X GENERAL MOTORS CO	37045V100			11/18/2010		12/21/2012	2,172	2,640				0	-468									
88	X GENERAL MOTORS CO	37045V100			11/18/2010		3/26/2013	840	990				0	-150									
89	X GOLDMAN SACHS GROUP INC	38141G104			6/26/2007		12/21/2012	2,549	4,346				0	-1,797									
90	X GOLDMAN SACHS GROUP INC	38141G104			6/26/2007		3/26/2013	1,462	2,173				0	-711									
91	X HALLIBURTON CO	406216101			8/3/2011		12/21/2012	1,040	1,543				0	-503									
92	X MERCK & CO INC NEW	58933Y105			11/13/2007		12/21/2012	1,670	2,287				0	-597									
93	X MERCK & CO INC NEW	58933Y105			11/13/2007		3/26/2013	886	1,134				0	-248									
94	X MICROSOFT CORP	594918104			8/22/2007		12/21/2012	2,436	2,539				0	-103									
95	X MICROSOFT CORP	594918104			12/9/2010		3/26/2013	1,124	1,128				0	-4									
96	X MONDELEZ INTERNATIONAL	609207105			8/29/2010		12/21/2012	1,277	1,007				0	270									
97	X MONSANTO CO NEW	61166W101			8/3/2011		12/21/2012	1,843	1,407				0	436									
98	X MONSANTO CO NEW	61166W101			8/3/2011		3/26/2013	1,033	703				0	330									
99	X MORGAN STANLEY	617446448			11/2/2009		12/21/2012	1,127	1,907				0	-780									
100	X OCCIDENTAL PETE CORP	674599105			6/12/2007		12/21/2012	1,551	1,139				0	412									
101	X OCCIDENTAL PETE CORP	674599105			6/12/2007		3/26/2013	776	589				0	207									
102	X ORACLE CORPORATION	68389X105			5/28/2008		12/21/2012	1,009	685				0	324									
103	X AT & T INC	00206R102			1/18/2007		12/21/2012	3,018	3,145				0	-127									
104	X AT & T INC	00206R102			1/18/2007		3/26/2013	1,097	1,048				0	49									
105	X ACTAVIS INC	00507K103			8/3/2011		12/21/2012	909	653				0	256									
106	X ADOBE SYS INC	00724F101			12/10/2008		12/21/2012	1,133	699				0	434									
107	X ADOBE SYS INC	00724F101			11/15/2013		3/26/2013	852	769				0	83									
108	X ALLSTATE CORP	020002101			4/15/2005		12/21/2012	405	538				0	-133									
109	X ALLSTATE CORP	020002101			4/15/2005		3/26/2013	485	538				0	-53									
110	X AMAZON COM INC COM	023135106			7/17/2007		12/21/2012	5,134	1,474				0	3,660									
111	X ANADARKO PETROLEUM CORP	032511107			6/4/2007		12/21/2012	4,541	3,112				0	1,428									
112	X ANADARKO PETROLEUM CORP	032511107			6/4/2007		3/26/2013	883	519				0	364									
113	X APACHE CORP	037411105			6/4/2007		12/21/2012	35,155	34,666				0	489									
114	X AUTODESK INC	052769106			1/7/2009		12/21/2012	1,082	602				0	460									
115	X AUTODESK INC	052769106			1/7/2009		3/26/2013	405	201				0	204									
116	X B B & T CORP COM	054937107			5/17/2007		12/21/2012	2,926	4,260				0	-1,334									
117	X B B & T CORP COM	054937107			5/17/2007		3/26/2013	1,244	1,704				0	-460									
118	X BANK OF AMERICA CORP	060505104			9/13/2007		12/21/2012	1,565	6,986				0	-5,421									
119	X BERKSHIRE HATHAWAY INC	084670702			8/3/2012		12/21/2012	1,796	1,711				0	85									
120	X BERKSHIRE HATHAWAY INC	084670702			8/3/2012		3/26/2013	1,037	855				0	182									
121	X COSTCO WHOLESALE CORP	22160K105			8/3/2011		12/21/2012	1,096	760				0	296									
122	X DANAHER CORP	235851102			8/3/2011		12/21/2012	1,672	1,379				0	293									
123	X DANAHER CORP	235851102			8/3/2011		3/26/2013	616	460				0	156									
124	X DEERE & CO	244199105			8/18/2011		12/21/2012	1,712	1,386				0	326									
125	X DEERE & CO	244199105			8/18/2011		3/26/2013	869	693				0	176									
126	X WALT DISNEY CO	254687106			5/9/2007		12/21/2012	1,991	1,426				0	565									
127	X WALT DISNEY CO	254687106			5/9/2007		3/26/2013	564	356				0	208									
128	X DU PONT E I DE NEMOURS & CO	263534109			6/12/2007		12/21/2012	2,231	2,522				0	-291									
129	X COSTCO WHOLESALE CORP	22160K105			8/3/2011		12/21/2012	1,969	1,520				0	449									
130	X DU PONT E I DE NEMOURS & CO	263534109			6/12/2007		3/26/2013	976	1,009				0	-33									
131	X E M C CORP MASS	268648102			4/20/2011		12/21/2012	2,292	2,533				0	-241									
132	X ORACLE CORPORATION	68389X105			7/5/2007		12/21/2012	1,345	810				0	535									
133	X ORACLE CORPORATION	68389X105			7/5/2007		3/26/2013	631	405				0	226									
134	X PNC FINANCIAL SERVICES GROUP INC	693475105			7/5/2007		12/21/2012	3,466	4,388				0	-922									
135	X PNC FINANCIAL SERVICES GROUP INC	693475105			7/5/2007		3/26/2013	1,325	1,463				0	-138									
136	X PFIZER INC	717081103			7/17/2007		12/21/2012	3,757	3,915				0	-158									

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

Check "x" to include in Part IV		Long Term CG Distributions		Amount		Totals										Gross Sales		Cost Other Basis and Expenses		Net Gain or Loss																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																			
		Short Term CG Distributions		82,135		Capital Gains/Losses Other sales																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																	

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

		3,963	3,963	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES PAID	2,794	2,794		
2	REAL ESTATE TAXES	1,169	1,169		

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

		18,131	18,131	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	DEPRECIATION EXPENSE	6,791	6,791		
2	OTHER EXPENSES	11,340	11,340		

Long Term CG Distributions	82,135
Short Term CG Distributions	0

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

CUSIP #	Description of Property Sold	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	FMV 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
85	GNMA #455817 7% 10/15/27		9/18/1997	4/15/2013	19			19					86,928
86	GNMA #455817 7% 10/15/27		9/18/1997	4/15/2013	19			19					0
87	GENERAL MOTORS CO 37045V100		1/1/19/2010	3/26/2012	2,172			2,640	-468				-468
88	GENERAL MOTORS CO 37045V100		1/1/19/2010	3/26/2012	840			990	-150				-150
89	GOLDMAN SACHS GROUP INC 38141G104		6/26/2007	12/21/2012	2,549			4,346	-1,797				-1,797
90	GOLDMAN SACHS GROUP INC 38141G104		6/26/2007	3/26/2013	1,482			2,173	-711				-711
91	HALLIBURTON CO 486216101		8/2/2011	12/21/2012	1,040			1,543	-503				-503
92	MERCK & CO INC NEW 58933V105		1/1/13/2007	12/21/2012	1,670			2,207	-537				-537
93	MERCK & CO INC NEW 58933V105		1/1/13/2007	3/26/2013	686			1,134	-248				-248
94	MICROSOFT CORP 594918104		9/22/2007	12/21/2012	2,436			2,539	-103				-103
95	MICROSOFT CORP 594918104		9/22/2007	3/26/2013	1,124			1,124	-4				-4
96	MONDELEZ INTERNATIONAL INC 609207105		12/29/2010	12/21/2012	1,277			1,007	270				270
97	MONSANTO CO NEW 61166W101		8/3/2011	12/21/2012	1,843			1,407	436				436
98	MORGAN STANLEY 617464448		8/3/2011	3/26/2013	1,033			703	330				330
99	OCCIDENTAL PETE CORP 674599105		8/12/2007	12/21/2012	1,127			1,307	-180				-180
100	OCCIDENTAL PETE CORP 674599105		8/12/2007	3/26/2013	1,551			1,139	412				412
101	OCCIDENTAL PETE CORP 674599105		5/26/2008	12/21/2012	776			569	207				207
102	ORACLE CORPORATION 68399X105		1/18/2007	12/21/2012	1,009			685	324				324
103	AT & T INC 00206R102		1/18/2007	12/21/2012	3,018			3,145	-127				-127
104	AT & T INC 00206R102		1/18/2007	3/26/2013	1,097			1,048	49				49
105	ACTAVIS INC 00507X103		8/2/2011	3/26/2013	909			653	256				256
106	ADOBES SYS INC 00724F101		12/10/2008	12/21/2012	1,133			699	434				434
107	ADOBES SYS INC 00724F101		1/15/2013	3/26/2013	852			769	83				83
108	ALLSTATE CORP 020002101		4/15/2005	12/21/2012	405			538	-133				-133
109	ALLSTATE CORP 020002101		4/15/2005	3/26/2013	485			538	-53				-53
110	AMAZON COM INC COM 023135108		7/17/2007	12/21/2012	5,134			1,474	3,660				3,660
111	ANADARKO PETROLEUM CORP 032511107		8/4/2007	12/21/2012	4,541			3,112	1,429				1,429
112	ANADARKO PETROLEUM CORP 032511107		8/4/2007	3/26/2013	883			519	364				364
113	APACHE CORP 037411105		8/4/2007	12/21/2012	35,155			34,666	489				489
114	AUTODESK INC 052769106		1/7/2009	12/21/2012	1,052			602	450				450
115	AUTODESK INC 052769106		1/7/2009	3/26/2013	405			201	204				204
116	B & T CORP COM 054371107		9/17/2007	12/21/2012	2,928			4,260	-1,334				-1,334
117	B & T CORP COM 054371107		9/17/2007	3/26/2013	1,244			1,704	-460				-460
118	BANK OF AMERICA CORP 080503104		9/13/2007	12/21/2012	1,565			6,886	-5,421				-5,421
119	BERKSHIRE HATHAWAY INC 084570702		8/2/2012	12/21/2012	1,796			1,711	85				85
120	BERKSHIRE HATHAWAY INC 084570702		8/2/2012	3/26/2013	1,037			855	182				182
121	COSTCO WHOLESALE CORP 22160X105		8/2/2011	12/21/2012	1,056			760	296				296
122	DANAHER CORP 235851102		8/2/2011	12/21/2012	1,672			1,379	293				293
123	DANAHER CORP 235851102		8/2/2011	3/26/2013	516			460	156				156
124	DEERE & CO 244199105		8/18/2011	12/21/2012	1,712			1,386	326				326
125	DEERE & CO 244199105		8/18/2011	3/26/2013	869			693	176				176
126	WALT DISNEY CO 254687106		5/8/2007	12/21/2012	1,991			1,426	565				565
127	WALT DISNEY CO 254687106		5/8/2007	3/26/2013	564			356	208				208
128	DU PONT DE NEMOURS & CO 263534109		8/12/2007	12/21/2012	2,231			2,522	-291				-291
129	DU PONT DE NEMOURS & CO 263534109		8/12/2007	3/26/2013	1,989			1,520	449				449
130	DU PONT DE NEMOURS & CO 263534109		8/12/2007	12/21/2012	976			1,009	33				33
131	E I C CORP MASS 269648102		4/20/2011	12/21/2012	2,492			2,533	-41				-41
132	ORACLE CORPORATION 68399X105		7/5/2007	12/21/2012	1,345			810	535				535
133	ORACLE CORPORATION 68399X105		7/5/2007	3/26/2013	631			405	226				226
134	PNC FINANCIAL SERVICES GROUP 693475105		7/5/2007	12/21/2012	3,466			4,388	-922				-922
135	PNC FINANCIAL SERVICES GROUP 693475105		7/5/2007	3/26/2013	1,325			1,463	-138				-138
136	PFCER INC 717081103		7/17/2007	12/21/2012	3,157			3,915	-758				-758
137	PFCER INC 717081103		7/17/2007	3/26/2013	1,427			1,305	122				122
138	PHILLIPS 66 718546104		5/26/2008	12/21/2012	1,561			1,242	319				319
139	PHILLIPS 66 718546104		5/26/2008	3/26/2013	1,336			628	708				708
140	POTASH CORP SASK 723551107		11/4/2010	3/26/2013	779			941	-162				-162
141	T HOME PRICE GROUP INC 741441108		10/22/2007	12/21/2012	3,927			3,497	430				430
142	T HOME PRICE GROUP INC 741441108		10/22/2007	3/26/2013	1,433			1,166	267				267
143	PROCTER & GAMBLE CO 742718109		1/11/3/2007	12/21/2012	2,429			2,851	-422				-422
144	PROCTER & GAMBLE CO 742718109		1/11/3/2007	3/26/2013	773			713	60				60
145	QUALCOMM INC 747525103		4/20/2011	12/21/2012	3,103			2,743	360				360
146	QUALCOMM INC 747525103		4/20/2011	3/26/2013	1,589			1,893	-304				-304
147	QUALCOMM INC 747525103		4/20/2011	12/21/2012	1,328			1,097	231				231
148	SCHLUMBERGER LTD 806857108		5/28/2008	12/21/2012	2,071			2,990	-919				-919
149	SCHLUMBERGER LTD 806857108		5/28/2008	3/26/2013	738			996	-257				-257
150	US BANCORP DEL NEW 902973104		9/26/2008	12/21/2012	2,897			3,209	-312				-312
151	US BANCORP DEL NEW 902973104		9/26/2008	3/26/2013	1,344			1,426	-82				-82
152	UNION PACIFIC CORP 907818108		5/20/2009	12/21/2012	2,501			1,002	1,499				1,499
153	UNION PACIFIC CORP 907818108		5/20/2009	3/26/2013	1,391			501	890				890
154	UNITED CONTINENTAL HOLDINGS, INC 910047109		2/4/2011	12/21/2012	4,491			4,730	-239				-239
155	UNITED CONTINENTAL HOLDINGS, INC 910047109		2/4/2011	11/5/2013	23,998			23,154	844				844
156	UNITED CONTINENTAL HOLDINGS, INC 910047109		9/20/2011	11/5/2013	30,191			24,437	5,754				5,754
157	UNITED CONTINENTAL HOLDINGS, INC 910047109		3/26/2012	11/5/2013	22,866			18,467	4,499				4,499
158	UNITED CONTINENTAL HOLDINGS, INC 910047109		3/26/2012	3/26/2013	1,774			830	944				944
159	UNITED TECHNOLOGIES CORP 913017109		5/17/2007	12/21/2012	2,470			2,072	398				398
160	UNITED TECHNOLOGIES CORP 913017109		5/17/2007	3/26/2013	929			691	238				238
161	UNITEDHEALTH GROUP INC 91324P102		12/9/2010	12/21/2012	2,168			1,459	729				729
162	UNITEDHEALTH GROUP INC 91324P102		12/9/2010	3/26/2013	1,113			730	383				383
163	VERIZON COMMUNICATIONS 92343V104		12/9/2010	12/21/2012	2,176			1,680	496				496
164	VERIZON COMMUNICATIONS 92343V104		12/9/2010	3/26/2013	989			672	317				317
165	VIACOM INC NEW 92553P201		7/17/2005	9/2/2012	20,573			17,116	2,857				2,857
166	VIACOM INC NEW 92553P201		9/25/2005	9/2/2012	13,639			12,120	1,519				1,519
167	VIACOM INC NEW 92553P201		9/13/2005	9/2/2012	27,023			24,309	2,714				2,714
168	VIACOM INC NEW 92553P201		9/14/2005	9/2/2012	15,141			13,618	1,523				1,523

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

Long Term CG Distributions		Amount		Short Term CG Distributions		Amount	

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

		Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	Wells Fargo Bank N A Trust Tax D	X	PO Box 53456 MAC S4101-22G	Phoenix	AZ	85072-3456		TRUSTEE	4 00	54,773	0	0
2												

54,773

0

0

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

	Date	Amount
1 Credit from prior year return	1	3,314
2 First quarter estimated tax payment	2	
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	3,314

Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income

1	Distributable amounts for 2011 that remained undistributed at the beginning of the 2012 tax year	1	<u>507,648</u>
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	<u>507,648</u>

Assets by Classification - 990PF

5/31/2013 MARIE ECCLES CAINE FOUNDATION - RUSSELL FAMILY 075080 94-2764258

Item No	Description of Property ***Indicates DISPOSED	Date Placed in Service	Asset Code	Bus Use %	Cost or Other Basis	Sec 179 Deduction	Credit	Special Allowance	Salvage Value	Recovery Basis	Recovery Period	Method	Convention Code	Prior Accum Depreciation 179 Bonus	2012 Depreciation	2012 Accum Depreciation
Unclassified Assets																
1	691 EAST 500 NORTH	1/1/2005		100.00%	174,962	0	0	0	0	174,962	39	SL		64,986	4,486	69,472
2	PARKING LOT	1/1/2007		100.00%	28,249	0	0	0	0	28,249	39	SL		4,134	724	4,858
3	PARKING LOT	1/1/2007		100.00%	58,000	0	0	0	0	58,000	39	SL		8,366	1,487	9,853
4	PARKING LOT	1/1/2007		100.00%	2,613	0	0	0	0	2,613	39	SL		371	67	438
5	PARKING LOT	6/1/2007		100.00%	1,055	0	0	0	0	1,055	39	SL		145	27	172
Total Unclassified Assets					264,879	0	0	0	0	264,879				78,002	6,791	84,793
Sub Totals																
Less Disposed Assets					(	0)	(	0)	(	0)	(	0)	(	0)	(	0)
Ending Totals					264,879.00	0	0	0	0	264,879.00				78,002	6,791	84,793