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Form **990-PF**
**Return of Private Foundation  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation**

OMB No 1545-0052

**2012**Department of the Treasury  
Internal Revenue Service

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

For calendar year 2012, or tax year beginning 7/01, 2012, and ending 6/30, 2013

CASTLE FOUNDATION  
C/O CAROLYN O'MALLEY  
US BANK NAT'L ASSOC. PO BOX 3168  
PORTLAND, OR 97208-3168

94302320

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

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16) ☐ Accounting method: ☒ Cash ☐ Accrual  
☐ Other (specify) \_\_\_\_\_

▶ \$ 3,471,830.

(Part I, column (d) must be on cash basis) ---

A Employer identification number  
87-6117177

B Telephone number (see the instructions)  
(503) 275-4327

C If exemption application is pending, check here ☐

D 1 Foreign organizations, check here ☐

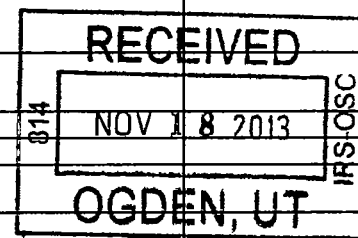
2 Foreign organizations meeting the 85% test, check here and attach computation ☐

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

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

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

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc. received (att sch)				
2 Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments			N/A	
4 Dividends and interest from securities	83,551.	83,551.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10	277,686.			
b Gross sales price for all assets on line 6a	1,788,666.			
7 Capital gain net income (from Part IV, line 2)		277,686.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit/(loss) (att sch)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	361,237.	361,237.		
13 Compensation of officers, directors, trustees, etc	49,112.	39,290.		9,822.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach sch) SEE ST 1	1,500.	1,200.		300.
c Other prof fees (attach sch)				
17 Interest				
18 Taxes (attach schedule)(see instrs) SEE STM 2	-5,394.	-4,316.		-1,078.
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)				
24 Total operating and administrative expenses. Add lines 13 through 23	45,218.	36,174.		9,044.
25 Contributions, gifts, grants paid PART XV	183,120.			183,120.
26 Total expenses and disbursements. Add lines 24 and 25	228,338.	36,174.		192,164.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	132,899.			
b Net investment income (if negative, enter -0-)		325,063.		
c Adjusted net income (if negative, enter -0-)				



14 P NE

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	25,323.		
	3	Accounts receivable	2,557.		
		Less: allowance for doubtful accounts		2,557.	2,557.
	4	Pledges receivable			
		Less: allowance for doubtful accounts			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach sch)			
		Less: allowance for doubtful accounts			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments — U.S. and state government obligations (attach schedule)			
	b	Investments — corporate stock (attach schedule) STATEMENT 3	2,891,406.	3,244,957.	3,410,244.
	c	Investments — corporate bonds (attach schedule) STATEMENT 4	237,009.	39,123.	59,028.
	11	Investments — land, buildings, and equipment basis			
	Less: accumulated depreciation (attach schedule)				
12	Investments — mortgage loans				
13	Investments — other (attach schedule) STATEMENT 5	560.	560.	1.	
14	Land, buildings, and equipment basis				
	Less: accumulated depreciation (attach schedule)				
15	Other assets (describe )				
16	<b>Total assets</b> (to be completed by all filers — see the instructions. Also, see page 1, item I)	3,154,298.	3,287,197.	3,471,830.	
LIABILITIES	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe )			
	23	<b>Total liabilities</b> (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. <input type="checkbox"/>				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	3,154,298.	3,287,197.	
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	<b>Total net assets or fund balances</b> (see instructions)	3,154,298.	3,287,197.	
	31	<b>Total liabilities and net assets/fund balances</b> (see instructions)	3,154,298.	3,287,197.	

## 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	3,154,298.
2	Enter amount from Part I, line 27a	2	132,899.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	3,287,197.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	3,287,197.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
<b>1 a SEE STATEMENT 6</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

(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)
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

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

<b>2</b> 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 ]	<b>2</b>	277,686.
<b>3</b> 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 ]	<b>3</b>	32,272.

**Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income**

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes☒ No

If 'Yes,' the foundation does not qualify under section 4940(e). Do not complete this part.

**1** Enter the appropriate amount in each column for each year, see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2011	152,846.	3,343,546.	0.045714
2010	162,811.	3,425,549.	0.047528
2009	155,317.	2,816,416.	0.055147
2008	138,764.	2,862,659.	0.048474
2007	183,874.	3,703,509.	0.049649

<b>2</b> Total of line 1, column (d)	<b>2</b>	0.246512
<b>3</b> 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	<b>3</b>	0.049302
<b>4</b> Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	<b>4</b>	3,476,489.
<b>5</b> Multiply line 4 by line 3	<b>5</b>	171,398.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	3,251.
<b>7</b> Add lines 5 and 6	<b>7</b>	174,649.
<b>8</b> Enter qualifying distributions from Part XII, line 4	<b>8</b>	192,164.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

**Part V 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 <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary – see instrs)		1	3,251.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> 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, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	3,251.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	3,251.
6 Credits/Payments:			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a	1,804.	
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	1,804.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	1,447.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

**Part VII Statements Regarding Activities**

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities.</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T.</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) 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? <i>If 'No,' attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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**Part VII-A Statements Regarding Activities (continued)**

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes', attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>US BANK NATIONAL ASSOCIATION</u> Telephone no <u>(503) 275-4327</u> Located at <u>PO BOX 3168 PORTLAND OR</u> ZIP + 4 <u>97208</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year <u>N/A</u>	15		N/A
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country	16		X

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

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

	Yes	No
1 a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 <input type="checkbox"/>	1 b	N/A
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1 c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If 'Yes,' list the years <u>20__ , 20__ , 20__ , 20__</u>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is <b>not</b> applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions)	2 b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20__ , 20__ , 20__ , 20__</u>		
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If 'Yes,' did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)	3 b	N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4 b	X

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b N/A

Organizations relying on a current notice regarding disaster assistance check here

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

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

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

6b X

If 'Yes' to 6b, file Form 8870.

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

N/A

7b

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
US BANK NATIONAL ASSOCIATION PO BOX 3168 PORTLAND, OR 97204	TRUSTEE 0	49,112.	0.	0.

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

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

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

0

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

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

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

0

**Part IX-A** Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

**Part IX-B** Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments See instructions.	
3	
Total. Add lines 1 through 3	0.

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

<b>1</b> Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b> Average monthly fair market value of securities	<b>1 a</b>	3,478,243.
<b>b</b> Average of monthly cash balances	<b>1 b</b>	51,187.
<b>c</b> Fair market value of all other assets (see instructions)	<b>1 c</b>	
<b>d</b> Total (add lines 1a, b, and c)	<b>1 d</b>	3,529,430.
<b>e</b> Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1 e</b>	0.
<b>2</b> Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b> Subtract line 2 from line 1d	<b>3</b>	3,529,430.
<b>4</b> Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	52,941.
<b>5</b> Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	3,476,489.
<b>6</b> Minimum investment return. Enter 5% of line 5	<b>6</b>	173,824.

**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.)

<b>1</b> Minimum investment return from Part X, line 6		<b>1</b>	173,824.
<b>2a</b> Tax on investment income for 2012 from Part VI, line 5	<b>2 a</b>	3,251.	
<b>b</b> Income tax for 2012 (This does not include the tax from Part VI.)	<b>2 b</b>		
<b>c</b> Add lines 2a and 2b	<b>2 c</b>	3,251.	
<b>3</b> Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	170,573.	
<b>4</b> Recoveries of amounts treated as qualifying distributions	<b>4</b>		
<b>5</b> Add lines 3 and 4	<b>5</b>	170,573.	
<b>6</b> Deduction from distributable amount (see instructions)	<b>6</b>		
<b>7</b> Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	170,573.	

**Part XII Qualifying Distributions** (see instructions)

<b>1</b> Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b> Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26	<b>1 a</b>	192,164.
<b>b</b> Program-related investments — total from Part IX-B	<b>1 b</b>	
<b>2</b> Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b> Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b> Suitability test (prior IRS approval required)	<b>3 a</b>	
<b>b</b> Cash distribution test (attach the required schedule)	<b>3 b</b>	
<b>4</b> Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	192,164.
<b>5</b> 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).	<b>5</b>	3,251.
<b>6</b> Adjusted qualifying distributions. Subtract line 5 from line 4	<b>6</b>	188,913.

**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
<b>1</b> Distributable amount for 2012 from Part XI, line 7				170,573.
<b>2</b> Undistributed income, if any, as of the end of 2012				
<b>a</b> Enter amount for 2011 only			0.	
<b>b</b> Total for prior years: 20 __, 20 __, 20 __		0.		
<b>3</b> Excess distributions carryover, if any, to 2012:				
<b>a</b> From 2007				
<b>b</b> From 2008				
<b>c</b> From 2009	9,326.			
<b>d</b> From 2010	2,043.			
<b>e</b> From 2011				
<b>f</b> Total of lines 3a through e	11,369.			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4: \$ 192,164.				
<b>a</b> Applied to 2011, but not more than line 2a			0.	
<b>b</b> Applied to undistributed income of prior years (Election required — see instructions).		0.		
<b>c</b> Treated as distributions out of corpus (Election required — see instructions)	0.			
<b>d</b> Applied to 2012 distributable amount				170,573.
<b>e</b> Remaining amount distributed out of corpus.	21,591.			
<b>5</b> Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	32,960.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b		0.		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
<b>d</b> Subtract line 6c from line 6b. Taxable amount — see instructions.		0.		
<b>e</b> Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount — see instructions.			0.	
<b>f</b> Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013.				0.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	0.			
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.	32,960.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2008				
<b>b</b> Excess from 2009	9,326.			
<b>c</b> Excess from 2010	2,043.			
<b>d</b> Excess from 2011				
<b>e</b> Excess from 2012	21,591.			

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

N/A

- 1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling

**b** Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

**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)				
<i>a</i> Paid during the year SEE STATEMENT 8				
<b>Total</b>			<b>▶ 3 a</b>	183,120.
<i>b</i> Approved for future payment				
<b>Total</b>			<b>▶ 3 b</b>	

## **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) Related or exempt function income (See instructions )
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
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	83,551.	
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	277,686.	
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)				361,237.	
13	Total. Add line 12, columns (b), (d), and (e)				13	361,237.

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]



2012

## FEDERAL STATEMENTS

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CASTLE FOUNDATION  
C/O CAROLYN O'MALLEY

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STATEMENT 1  
FORM 990-PF, PART I, LINE 16B  
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION FEES	\$ 1,500.	\$ 1,200.		\$ 300.
TOTAL	\$ 1,500.	\$ 1,200.		\$ 300.

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

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL TAX	\$ -6,597.	\$ -5,278.		\$ -1,319.
FOREIGN TAXES	1,203.	962.		241.
TOTAL	\$ -5,394.	\$ -4,316.		\$ -1,078.

STATEMENT 3  
FORM 990-PF, PART II, LINE 10B  
INVESTMENTS - CORPORATE STOCKS

CORPORATE STOCKS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCKS	COST	\$ 359,011.	\$ 448,630.
FOREIGN STOCKS	COST	38,873.	42,790.
MUTUAL FUNDS	COST	2,847,073.	2,918,824.
TOTAL		\$ 3,244,957.	\$ 3,410,244.

STATEMENT 4  
FORM 990-PF, PART II, LINE 10C  
INVESTMENTS - CORPORATE BONDS

CORPORATE BONDS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	COST	\$ 0.	\$ 0.
FOREIGN BONDS	COST	39,123.	59,028.
TOTAL		\$ 39,123.	\$ 59,028.

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CASTLE FOUNDATION  
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STATEMENT 5  
FORM 990-PF, PART II, LINE 13  
INVESTMENTS - OTHER

	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
<u>OTHER INVESTMENTS</u>			
MINERAL INTEREST	COST	\$ 560.	\$ 1.
	TOTAL	<u>\$ 560.</u>	<u>\$ 1.</u>

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

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	QUAL SHORT-TERM CAP GN DIVS	PURCHASED	VARIOUS	6/30/2013
2	QUAL FOREIGN SHORT-TERM CAP GN DIVS	PURCHASED	VARIOUS	6/30/2013
3	CAP GAIN DIST-UNRECAP SEC 1250	PURCHASED	VARIOUS	6/30/2013
4	LONG-TERM 15% CAP GAIN DIVS	PURCHASED	VARIOUS	6/30/2013
5	NONQUAL ST CAP GAIN DIVS	PURCHASED	VARIOUS	6/30/2013
6	NONQUAL FOR ST CAP GAIN DIVS	PURCHASED	VARIOUS	6/30/2013
7	LT SALES PROCEEDS	PURCHASED	VARIOUS	6/30/2013
8	483 ATT INC	PURCHASED	VARIOUS	8/10/2012
9	760.996 ABERDEEN	PURCHASED	12/05/2011	7/02/2012
10	1525.239 AMER CENT	PURCHASED	12/05/2011	11/14/2012
11	15 APPLE COMPUTER INC	PURCHASED	10/12/2012	4/26/2013
12	195 B M C SOFTWARE INC	PURCHASED	VARIOUS	1/09/2013
13	1,022 BANK OF AMERICA CORP	PURCHASED	VARIOUS	VARIOUS
14	71 IPATH DOW JONES	PURCHASED	2/03/2013	2/05/2013
15	119 IPATH GSCI	PURCHASED	9/17/2012	2/05/2013
16	581.149 BLACKROCK	PURCHASED	VARIOUS	VARIOUS
17	183 BRISTOL MYERS SQUIBB CO	PURCHASED	VARIOUS	8/15/2012
18	45 CF INDUSTRIES HOLDINGS INC	PURCHASED	VARIOUS	VARIOUS
19	127 CVS CAREMARK CORP	PURCHASED	VARIOUS	VARIOUS
20	274 CAREFUSION CORPORATION	PURCHASED	4/23/2013	6/19/2013
21	3,193.893 CREDIT SUISSE	PURCHASED	VARIOUS	9/18/2012
22	171 DOLLAR TREE INC	PURCHASED	2/03/2012	1/17/2013
23	204 DR PEPPER SNAPPLE GROUP	PURCHASED	VARIOUS	7/12/2012
24	1,074.095 DRIEHAUS	PURCHASED	7/05/2011	7/02/2012
25	925.738 E I I INTL	PURCHASED	6/22/2012	3/08/2013
26	346 E M C CORPORATION	PURCHASED	3/27/2012	VARIOUS
27	2,565.204 EATON VANCE	PURCHASED	VARIOUS	VARIOUS
28	EATON CORP	PURCHASED	6/01/2012	12/03/2012
29	414 EDISON INTL	PURCHASED	VARIOUS	VARIOUS
30	102 EMERSON ELECTRIC CO	PURCHASED	VARIOUS	3/12/2013
31	692 FIFTH THIRD BANCORP	PURCHASED	VARIOUS	VARIOUS
32	193 FREEPORT MCMORAN	PURCHASED	VARIOUS	3/12/2013
33	561 GENERAL ELEC CO	PURCHASED	VARIOUS	VARIOUS
34	148 GILEAD SCIENCES INC	PURCHASED	4/10/2012	VARIOUS
35	260 HOME DEPOT INC	PURCHASED	VARIOUS	VARIOUS
36	104 HUMANA INC	PURCHASED	8/17/2011	8/07/2012
37	793 INTEL CORP COM	PURCHASED	VARIOUS	VARIOUS
38	68 INTL BUSINESS MACHINES CORP	PURCHASED	VARIOUS	6/19/2013
39	253.333 KRAFT FOODS INC	PURCHASED	VARIOUS	VARIOUS
40	703 LSI CORPORATION	PURCHASED	8/10/2012	4/26/2013
41	31 MARATHON OIL CORPORATION	PURCHASED	8/29/2012	3/12/2013



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

## CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
42	104 MAXIM INTEGRATED PRODS INC	PURCHASED	7/20/2012	11/16/2012
43	97 MCKESSON CORPORATION	PURCHASED	VARIOUS	10/17/2012
44	57 MERCK AND CO INC	PURCHASED	10/23/2012	1/17/2013
45	490 MICROSOFT CORP COM	PURCHASED	VARIOUS	10/26/2012
46	37 MORGAN STANLEY DEAN WITTER & CO	PURCHASED	1/31/2013	6/19/2013
47	17 MOTOROLA SOLUTIONS INC	PURCHASED	10/23/2012	3/26/2013
48	98 NATIONAL-OILWELL INC	PURCHASED	VARIOUS	VARIOUS
49	4,690.175 LOOMIS SAYLES	PURCHASED	VARIOUS	6/17/2013
50	412.589 NEUBERGER BERMAN	PURCHASED	VARIOUS	VARIOUS
51	190 P N C FINANCIAL SERVICES GROUP INC	PURCHASED	1/19/2012	11/09/2012
52	70 PERRIGO CO	PURCHASED	VARIOUS	8/28/2012
53	71 PIONEER NAT RES CO	PURCHASED	VARIOUS	4/26/2013
54	400 QEP RESOURCES INC	PURCHASED	VARIOUS	VARIOUS
55	75.642 ROBEKO BOSTON PARTNERS	PURCHASED	3/07/2013	6/17/2013
56	130 RIO TINTO	PURCHASED	3/07/2013	VARIOUS
57	60 STARZ LIBERTY CAPITAL	PURCHASED	11/06/2012	2/05/2013
58	1,292.21 TCW	PURCHASED	VARIOUS	VARIOUS
59	117 TERADATA CORP	PURCHASED	VARIOUS	3/12/2013
60	14,911.759 TURNER SPECTRUM FUND	PURCHASED	VARIOUS	VARIOUS
61	462 TYSON FOODS INC	PURCHASED	VARIOUS	9/04/2012
62	252 VALERO ENERGY CORP	PURCHASED	VARIOUS	11/09/2012
63	346 VERIZON COMMUNICATIONS	PURCHASED	VARIOUS	8/28/2012
64	146 COVIDIEN	PURCHASED	VARIOUS	VARIOUS
65	154 EATON CORP	PURCHASED	11/30/2012	4/26/2013
66	94 ROYAL CARIBBEAN CRUISES	PURCHASED	1/31/2013	3/12/2013
67	4,495.467 ABERDEEN	PURCHASED	VARIOUS	VARIOUS
68	124 ALLERGAN INC	PURCHASED	VARIOUS	VARIOUS
69	922.851 AMER CENT	PURCHASED	12/05/2011	1/15/2013
70	41 ANADARKO PETROLEUM CORP	PURCHASED	VARIOUS	VARIOUS
71	78 APPLE COMPUTER INC	PURCHASED	VARIOUS	VARIOUS
72	30,000 BNP	PURCHASED	9/09/2010	9/20/2012
73	25,000 BMO	PURCHASED	11/11/2011	5/16/2013
74	530 IPATH DOW JONES	PURCHASED	VARIOUS	VARIOUS
75	30,000 BARCLAYS	PURCHASED	10/07/2010	10/12/2012
76	98 BOEING CO	PURCHASED	12/10/2010	VARIOUS
77	283 BRISTOL MYERS SQUIBB CO	PURCHASED	VARIOUS	VARIOUS
78	28 CF INDUSTRIES HOLDINGS INC	PURCHASED	5/02/2012	6/19/2013
79	213 CAPITAL ONE FINANCIAL CORP	PURCHASED	VARIOUS	VARIOUS
80	87 CITIGROUP INC	PURCHASED	1/19/2012	6/19/2013
81	2,287.444 CREDIT SUISSE	PURCHASED	VARIOUS	9/18/2012
82	198 DOLLAR TREE INC	PURCHASED	VARIOUS	VARIOUS
83	204 DR PEPPER SNAPPLE GROUP	PURCHASED	6/15/2011	7/12/2012
84	3,843.714 DRIEHAUS	PURCHASED	VARIOUS	VARIOUS
85	295 EDISON INTL	PURCHASED	3/27/2012	6/19/2013
86	239 EMERSON ELECTRIC CO	PURCHASED	VARIOUS	VARIOUS
87	39 EXXON MOBIL CORP	PURCHASED	2/04/2009	3/12/2013
88	29 FOOT LOCKER INC	PURCHASED	8/05/2010	3/12/2013
89	20 GILEAD SCIENCES INC	PURCHASED	4/10/2012	6/19/2013
90	355.973 GOLDMAN SACHS	PURCHASED	8/13/2010	VARIOUS
91	2 GOOGLE INC	PURCHASED	1/19/2012	3/26/2013
92	174 HOME DEPOT INC	PURCHASED	VARIOUS	VARIOUS
93	582 INTEL CORP COM	PURCHASED	VARIOUS	7/25/2012
94	88 INTL BUSINESS MACHINES CORP	PURCHASED	VARIOUS	VARIOUS
95	574 ISHARES	PURCHASED	8/05/2010	7/05/2012
96	34 JARDEN CORP	PURCHASED	VARIOUS	1/17/2013
97	271 MACYS INC	PURCHASED	6/08/2011	VARIOUS

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

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
98	7 MASTERCARD INC	PURCHASED	11/03/2010	1/17/2013
99	131 MCKESSON CORPORATION	PURCHASED	VARIOUS	VARIOUS
100	72 NATIONAL-OILWELL INC	PURCHASED	VARIOUS	VARIOUS
101	5,407.203 LOOMIS SAYLES	PURCHASED	8/08/2011	VARIOUS
102	1,319.545 NEUBERGER BERMAN	PURCHASED	VARIOUS	VARIOUS
103	710.661 NUVEEN REAL ESTATE	PURCHASED	3/15/2010	11/14/2012
104	691.999 NUVEEN GLOBAL INFRASTR	PURCHASED	3/07/2011	2/01/2013
105	1,330.134 NUVEEN MID CAP GRWTH	PURCHASED	VARIOUS	VARIOUS
106	13 OCCIDENTAL PETROLEUM CORPORATION	PURCHASED	8/05/2010	1/17/2013
107	6,096.745 PIMCO	PURCHASED	VARIOUS	1/03/2013
108	153 PFIZER INC COM	PURCHASED	11/03/2010	VARIOUS
109	91 PIONEER NAT RES CO	PURCHASED	12/05/2011	VARIOUS
110	94 POLARIS INDS INC	PURCHASED	6/27/2011	2/05/2013
111	17 PRUDENTIAL FINL INC	PURCHASED	2/10/2011	3/26/2013
112	90,000 RBC 4 YR SPX	PURCHASED	3/27/2009	VARIOUS
113	25,000 RBC 4YR GSCI	PURCHASED	5/22/2009	5/28/2013
114	95 SLM CORP	PURCHASED	3/07/2011	1/17/2013
115	47 SPDR DJ WILSHIRE INTERNATIONAL	PURCHASED	6/27/2011	VARIOUS
116	86 SCHLUMBERGER LTD	PURCHASED	VARIOUS	VARIOUS
117	46.992 LAUDUS INTL	PURCHASED	2/10/2011	6/17/2013
118	1,269.547 SCOUT INTERNATIONAL	PURCHASED	VARIOUS	11/14/2012
119	147 STARBUCKS CORP	PURCHASED	VARIOUS	1/17/2013
120	4,763.763 TCW	PURCHASED	12/05/2011	2/01/2013
121	705.953 TFS	PURCHASED	VARIOUS	VARIOUS
122	7,923.263 TURNER SPECTRUM FUND	PURCHASED	VARIOUS	3/08/2013
123	68 UNITED TECHNOLOGIES CORP	PURCHASED	2/17/2004	VARIOUS
124	44 UNITED HEALTH GROUP INCORPORATED	PURCHASED	VARIOUS	VARIOUS
125	346 VERIZON COMMUNICATIONS	PURCHASED	VARIOUS	8/28/2012
126	278 WELLS FARGO & CO	PURCHASED	8/08/2011	VARIOUS
127	227 WILLIAMS COS INC	PURCHASED	2/03/2012	6/19/2013
128	78 COVIDIEN	PURCHASED	5/21/2012	6/19/2013
129	144 INGERSOLL RAND PLC	PURCHASED	VARIOUS	3/12/2013
130	28 ACE LTD	PURCHASED	8/05/2010	3/12/2013

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
1	1,182.		0.	1,182.				\$ 1,182.
2	484.		0.	484.				484.
3	331.		0.	331.				331.
4	13,629.		0.	13,629.				13,629.
5	11,835.		0.	11,835.				11,835.
6	381.		0.	381.				381.
7	55.		0.	55.				55.
8	18,015.		16,662.	1,353.				1,353.
9	10,646.		10,281.	365.				365.
10	17,220.		16,930.	290.				290.
11	813.		1,258.	-445.				-445.
12	7,942.		8,198.	-256.				-256.
13	12,292.		8,483.	3,809.				3,809.
14	2,997.		3,095.	-98.				-98.
15	4,132.		4,252.	-120.				-120.
16	6,159.		6,201.	-42.				-42.
17	3,772.		4,086.	-314.				-314.
18	5,751.		5,338.	413.				413.

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STATEMENT 6 (CONTINUED)  
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## CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
19	6,306.		5,460.	846.				\$ 846.
20	10,324.		9,417.	907.				907.
21	20,621.		20,035.	586.				586.
22	913.		1,031.	-118.				-118.
23	3,555.		3,048.	507.				507.
24	11,128.		11,944.	-816.				-816.
25	18,154.		14,275.	3,879.				3,879.
26	8,543.		10,304.	-1,761.				-1,761.
27	25,165.		25,089.	76.				76.
28	11,006.		8,746.	2,260.				2,260.
29	16,885.		16,819.	66.				66.
30	4,398.		4,030.	368.				368.
31	11,048.		10,189.	859.				859.
32	6,375.		7,781.	-1,406.				-1,406.
33	13,137.		11,745.	1,392.				1,392.
34	6,804.		3,969.	2,835.				2,835.
35	11,794.		8,591.	3,203.				3,203.
36	6,478.		7,703.	-1,225.				-1,225.
37	8,807.		8,680.	127.				127.
38	1,011.		1,034.	-23.				-23.
39	10,750.		10,202.	548.				548.
40	4,324.		5,413.	-1,089.				-1,089.
41	1,030.		858.	172.				172.
42	2,957.		2,652.	305.				305.
43	3,937.		3,869.	68.				68.
44	2,477.		2,622.	-145.				-145.
45	13,729.		15,523.	-1,794.				-1,794.
46	951.		851.	100.				100.
47	1,060.		847.	213.				213.
48	5,561.		5,418.	143.				143.
49	15,506.		15,437.	69.				69.
50	20,739.		20,148.	591.				591.
51	11,244.		11,342.	-98.				-98.
52	7,521.		7,127.	394.				394.
53	1,585.		1,432.	153.				153.
54	11,593.		11,720.	-127.				-127.
55	997.		964.	33.				33.
56	5,688.		6,805.	-1,117.				-1,117.
57	960.		805.	155.				155.
58	12,101.		10,712.	1,389.				1,389.
59	6,722.		8,061.	-1,339.				-1,339.
60	90,787.		90,013.	774.				774.
61	7,249.		8,698.	-1,449.				-1,449.
62	7,630.		6,562.	1,068.				1,068.
63	1,570.		1,370.	200.				200.
64	6,549.		5,688.	861.				861.
65	9,004.		8,000.	1,004.				1,004.
66	3,235.		3,444.	-209.				-209.
67	68,826.		62,944.	5,882.				5,882.
68	12,424.		8,252.	4,172.				4,172.
69	10,262.		10,244.	18.				18.
70	3,094.		2,571.	523.				523.
71	41,224.		7,305.	33,919.				33,919.

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

## CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
72	30,000.		30,000.	0.				\$ 0.
73	25,000.		25,000.	0.				0.
74	23,282.		24,928.	-1,646.				-1,646.
75	31,698.		30,000.	1,698.				1,698.
76	7,673.		6,297.	1,376.				1,376.
77	5,508.		4,202.	1,306.				1,306.
78	3,304.		3,592.	-288.				-288.
79	12,131.		9,466.	2,665.				2,665.
80	4,290.		2,556.	1,734.				1,734.
81	6,751.		7,610.	-859.				-859.
82	6,615.		3,647.	2,968.				2,968.
83	5,290.		4,997.	293.				293.
84	41,357.		42,742.	-1,385.				-1,385.
85	2,967.		2,742.	225.				225.
86	9,205.		8,037.	1,168.				1,168.
87	3,463.		2,037.	1,426.				1,426.
88	1,016.		387.	629.				629.
89	1,041.		458.	583.				583.
90	15,620.		10,597.	5,023.				5,023.
91	1,623.		1,273.	350.				350.
92	8,366.		5,478.	2,888.				2,888.
93	10,555.		8,438.	2,117.				2,117.
94	16,816.		16,207.	609.				609.
95	22,276.		24,182.	-1,906.				-1,906.
96	1,844.		903.	941.				941.
97	9,661.		7,465.	2,196.				2,196.
98	3,665.		1,750.	1,915.				1,915.
99	7,701.		5,404.	2,297.				2,297.
100	5,012.		4,493.	519.				519.
101	40,759.		38,882.	1,877.				1,877.
102	66,618.		59,344.	7,274.				7,274.
103	14,974.		10,958.	4,016.				4,016.
104	6,844.		6,443.	401.				401.
105	63,105.		50,788.	12,317.				12,317.
106	1,071.		1,010.	61.				61.
107	68,405.		66,887.	1,518.				1,518.
108	7,026.		4,450.	2,576.				2,576.
109	8,783.		7,233.	1,550.				1,550.
110	8,118.		5,074.	3,044.				3,044.
111	993.		1,100.	-107.				-107.
112	182,798.		90,000.	92,798.				92,798.
113	29,217.		25,000.	4,217.				4,217.
114	1,637.		1,396.	241.				241.
115	2,043.		1,833.	210.				210.
116	6,301.		3,500.	2,801.				2,801.
117	994.		918.	76.				76.
118	39,483.		39,792.	-309.				-309.
119	8,075.		4,601.	3,474.				3,474.
120	44,636.		39,492.	5,144.				5,144.
121	11,182.		10,742.	440.				440.
122	75,922.		75,497.	425.				425.
123	6,092.		3,248.	2,844.				2,844.
124	2,577.		1,618.	959.				959.

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CASTLE FOUNDATION  
C/O CAROLYN O'MALLEY

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

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
125	13,113.		11,378.	1,735.				\$ 1,735.
126	10,392.		6,711.	3,681.				3,681.
127	7,551.		6,753.	798.				798.
128	2,690.		2,191.	499.				499.
129	7,737.		5,169.	2,568.				2,568.
130	2,426.		1,511.	915.				915.
							TOTAL	\$ 277,686.

**STATEMENT 7**  
**FORM 990-PF, PART XV, LINE 2A-D**  
**APPLICATION SUBMISSION INFORMATION**

NAME OF GRANT PROGRAM:  
NAME: MICHAEL I. POULTER OR SONGA CORBIN  
CARE OF: US BANK NATIONAL ASSOCIATION  
STREET ADDRESS: 170 SOUTH MAIN STREET SUITE 600  
CITY, STATE, ZIP CODE: SALT LAKE CITY, UT 84101  
TELEPHONE: (503) 275-4327  
E-MAIL ADDRESS:  
FORM AND CONTENT: WRITTEN APPLICATION SETTING FORTH APPLICANT'S PUBLIC CHARITY STATUS  
SUBMISSION DEADLINES: NONE  
RESTRICTIONS ON AWARDS: PUBLIC CHARITIES, SOME PREFERENCE TO THOSE PERFORMING ACTIVITIES WITHIN THE STATE OF UTAH.

**STATEMENT 8**  
**FORM 990-PF, PART XV, LINE 3A**  
**RECIPIENT PAID DURING THE YEAR**

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
BOYS & GIRLS CLUBS OF GTR SLC 669 SOUTH 200 EAST, SUITE 100 SALT LAKE CITY, UT 84111	NONE	501C3		\$ 1,000.
ANDREW ROWAN READING ROOM C/O 607 EAST 3990 SOUTH SALT LAKE CITY, UT 84107	NONE			2,000.

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STATEMENT 8 (CONTINUED)  
FORM 990-PF, PART XV, LINE 3A  
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
PLANNED PARENTHOOD ASSN OF UTA 654 SOUTH 900 EAST SALT LAKE CITY, UT 84102	NONE			\$ 2,000.
WESTMINSTER COLLEGE-SALT LAKE 1840 SOUTH 1300 EAST SALT LAKE CITY, UT 84105	NONE			4,000.
AMERICAN RED CROSS-GREATER SLC PO BOX 3836 SALT LAKE CITY, UT 84110	NONE			1,000.
UNIVERSITY OF UTAH - COLLEGE OF EDUCATIO 1705 E CAMPUS CTR DR 225 MBH SALT LAKE CITY, UT 84112	NONE			3,000.
ALLIANCE HOUSE 1724 SOUTH MAIN SALT LAKE CITY, UT 84111	NONE			2,000.
THE CHILDREN'S CENTER-UTAH 1855 E. MEDICAL DRIVE SALT LAKE CITY, UT 84112	NONE			1,120.
ODYSSEY HOUSE 344 EAST 100 SOUTH SUITE 301 SALT LAKE CITY, UT 84111	NONE			2,000.
YOUNG WOMEN CHRISTIANS ASSN 322 EAST 300 SOUTH SALT LAKE CITY, UT 84111	NONE			2,500.
SALT LAKE SEXUAL ASSAULT NURSE EXAMINERS 2035 SOUTH 1300 EAST SALT LAKE CITY, UT 84105	NONE			2,500.
CATHOLIC COMMUNITY SERVICES 745 EAST 300 SOUTH SALT LAKE CITY, UT 84102	NONE			3,000.
SALT LAKE DONATED DENTAL SERVICES 1383 SOUTH 900 WEST, STE 128 SALT LAKE CITY, UT 84104	NONE			5,000.

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STATEMENT 8 (CONTINUED)  
FORM 990-PF, PART XV, LINE 3A  
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
VOLUNTEERS OF AMERICA, UTAH 140 WEST 2100 SOUTH SUITE 138 SALT LAKE CITY, UT 84115	NONE			\$ 3,500.
NEIGHBORHOOD HOUSE, UTAH 1050 WEST 500 SOUTH SALT LAKE CITY, UT 84104	NONE			2,500.
UNIVERSITY OF UTAH - COLLEGE OF NURSING 10 SOUTH 2000 EAST SALT LAKE CITY, UT 84112	NONE			5,000.
UNIVERSITY OF UTAH - COLLEGE OF SCIENCE 1430 E PRESIDENTS CIRCLE RM 220 JTB SALT LAKE CITY, UT 84112	NONE			3,000.
UNIVERSITY OF UTAH - DEPT OF HEALTH 1901 E SOUTH CAMPUS DR #2142 SALT LAKE CITY, UT 84112	NONE			1,000.
YMCA OF GREATER SALT LAKE 3098 S. HIGHLAND DR. SUITE 290 SALT LAKE CITY, UT 84106	NONE			1,500.
GIRL SCOUTS OF UTAH 445 EAST 4500 SOUTH SALT LAKE CITY, UT 84157	NONE			1,000.
RIRIE-WOODBURY DANCE COMPANY 138 WEST BROADWAY SALT LAKE CITY, UT 84101	NONE			1,000.
UTAH YOUTH VILLAGE 5800 SOUTH HIGHLAND DRIVE SALT LAKE CITY, UT 84121	NONE			4,000.
CROSSROADS URBAN CENTER 347 SOUTH 400 EAST SALT LAKE CITY, UT 84111	NONE			4,000.
THE ROAD HOME 210 SOUTH RIO GRANDE STREET SALT LAKE CITY, UT 84101	NONE			4,000.

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STATEMENT 8 (CONTINUED)  
FORM 990-PF, PART XV, LINE 3A  
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
RONALD MCDONALD HOUSE CHARITIES 1135 E SOUTH TEMPLE SALT LAKE CITY, UT 84111	NONE			\$ 3,000.
JUNIOR LEAGUE OF SALT LAKE 526 EAST 300 SOUTH SALT LAKE CITY, UT 84102	NONE			1,000.
THE SHARING PLACE 1695 EAST 3300 SOUTH SALT LAKE CITY, UT 84106	NONE			3,000.
FRIENDS OF TRACY AVIARY 589 EAST 1300 SOUTH SALT LAKE CITY, UT 84105	NONE			1,000.
COMMUNITY NURSING SERVICES 6949 HIGH TECH DRIVE MIDVALE, UT 84047	NONE			2,000.
INTERMOUNTAIN THERAPY ANIMALS 4050 SOUTH 2700 EAST SALT LAKE CITY, UT 84124	NONE			2,000.
HOUSE OF HOPE-UTAH ALCOHOLISM FOUNDATION 857 EAST 200 SOUTH SALT LAKE CITY, UT 84102	NONE			2,000.
BRIGHAM YOUNG UNIVERSITY 501D HFAC PROVO, UT 84602	NONE			2,000.
UNIVERSITY OF UTAH - LOWELL BENNION CNTR 200 SOUTH CENTRAL CAMPUS DR, RM 101 SALT LAKE CITY, UT 84112	NONE			3,000.
UNIVERSITY OF UTAH - WOMEN'S RESOURCE CE 200 CENTRAL CAMPUS DR, RM 411 SALT LAKE CITY, UT 84112	NONE			2,000.
UNIVERSITY OF UTAH - KINGSBURY HALL 201 S. PRESIDENTS CIR. RM. 304 SALT LAKE CITY, UT 84112	NONE			2,500.



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**STATEMENT 8 (CONTINUED)**  
**FORM 990-PF, PART XV, LINE 3A**  
**RECIPIENT PAID DURING THE YEAR**

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
UNIVERSITY OF UTAH - KUED 201 S. WASATCH DR RM 215 SALT LAKE CITY, UT 84112	NONE			\$ 5,000.
UNIVERSITY OF UTAH - DEPT OF FAM MEDICIN 375 CHIPETA WAY SUITE A SALT LAKE CITY, UT 84108	NONE			3,000.
UNIVERSITY OF UTAH - HONORS COLLEGE 1975 DETROBRIAND ST BLDG #619 SALT LAKE CITY, UT 84113	NONE			1,000.
AMERICAN LUNG ASSOCIATION 1930 SOUTH 1100 EAST SALT LAKE CITY, UT 84106	NONE			3,000.
GUADALUPE CENTER EDUCATION PRO 340 SOUTH GOSHEN STREET SALT LAKE CITY, UT 84104	NONE			2,000.
SALT LAKE COMMUNITY COLLEGE 4600 S REDWOOD ROAD AD050 SALT LAKE CITY, UT 84123	NONE			2,000.
KOSTOPULOS DREAM FOUNDATION 2500 EMIGRATION CANYON SALT LAKE CITY, UT 84104	NONE			4,000.
UNIVERSITY OF UTAH - CHILD CARE COORDINA 195 SOUTH CENTRAL CAMPUS DR RM 408 SALT LAKE CITY, UT 84112	NONE			3,000.
SPECIALIZED ABUSE TREATMENT 1800 S. W. TEMPLE SUITE 421 SALT LAKE CITY, UT 84115	NONE			2,000.
VALLEY SERVICES 3685 WEST 6200 SOUTH SALT LAKE CITY, UT 84129	NONE			1,000.
JUNIOR ACHIEVEMENT OF UTAH 641 EST SOUTH TEMPLE SALT LAKE CITY, UT 84102	NONE			3,000.

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STATEMENT 8 (CONTINUED)  
FORM 990-PF, PART XV, LINE 3A  
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
UNIVERSITY OF UTAH - RED BUTTE GARDEN 300 WAKARA WAY SALT LAKE CITY, UT 84108	NONE			\$ 2,000.
UNIVERSITY OF UTAH - TEEN MOTHER & CHILD 295 CHIPETA WAY 2S010 SALT LAKE CITY, UT 84108	NONE			5,000.
UNIVERSITY OF UTAH - THE BRAIN INSTITUTE 36 SOUTH WASATCH DR RM 3209 SALT LAKE CITY, UT 84112	NONE			2,000.
UTAH FOSTER CARE FOUNDATION 5296 COMMERCE DRIVE #400 MURRAY, UT 84107	NONE			2,000.
SUCCESS IN EDUCATION 405 SOUTH MAIN ST STE 1200 SALT LAKE CITY, UT 84111	NONE			2,000.
FRIENDS FOR SIGHT 661 SOUTH 200 EAST SALT LAKE CITY, UT 84111	NONE			3,000.
PREVENT CHILD ABUSE UTAH 2955 HARRISON BLVD. SUITE 104 OGDEN, UT 84403	NONE			3,500.
CHILDRENS SERVICE SOCIETY OF UTAH 124 SOUTH 400 EAST SUITE 400 SALT LAKE CITY, UT 84111	NONE			2,000.
UTAH SYMPHONY & OPERA 123 WEST SOUTH TEMPLE SALT LAKE CITY, UT 84101	NONE			2,500.
BIG BROTHER BIG SISTERS OF UTA 151 EAST 5600 SOUTH STE 200 SALT LAKE CITY, UT 84107	NONE			1,500.
ASSISTANCE LEAGUE OF SALT LAKE PO BOX 9353 SALT LAKE CITY, UT 84109, UT 84109	NONE			3,000.

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STATEMENT 8 (CONTINUED)  
FORM 990-PF, PART XV, LINE 3A  
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
CAMP HOBE PO BOX 520755 SALT LAKE CITY, UT 84152	NONE			\$ 2,000.
THE FAMILY SUPPORT CENTER 777 WEST CENTER MIDVALE, UT 84047	NONE			2,000.
RAPE RECOVERY CENTER 2035 SOUTH 1300 EAST SALT LAKE CITY, UT 84105	NONE			3,000.
EYE CARE FOR KIDS FOUNDATION 6895 S. STATE STREET SALT LAKE CITY, UT 84047	NONE			2,000.
SPLORE 880 EAST 3375 SOUTH SALT LAKE CITY, UT 84106	NONE			1,000.
UTAH FOOD BANK 1025 SOUTH 700 WEST SALT LAKE CITY, UT 84104	NONE			5,000.
SOUTH VALLEY SANCTUARY PO BOX 1028 WEST JORDAN, UT 84048	NONE			2,000.
DISCOVERY GATEWAY 444 WEST 100 SOUTH SALT LAKE CITY, UT 84101	NONE			2,000.
MALIHEH FREE CLINIC 415 EAST 3900 SOUTH SALT LAKE CITY, UT 84107	NONE			5,000.
UNIVERSITY OF UTAH - NATURAL HISTORY MUS 301 WAKARA WAY SALT LAKE CITY, UT 84112	NONE			3,000.
ABILITY FOUND 5236 S GREENPINE DR MURRAY, UT 84123	NONE			2,000.
UNIVERSITY OF UTAH - OFFICE OF ENGAGEMENT 195 SOUTH CENTRAL CAMPUS DR RM 136 SALT LAKE CITY, UT 84112	NONE			1,000.

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STATEMENT 8 (CONTINUED)  
FORM 990-PF, PART XV, LINE 3A  
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
SPY HOP PRODUCTIONS 511 WEST 200 SOUTH STE 100 SALT LAKE CITY, UT 84101	NONE			\$ 1,000.
JEWISH FAMILY SERVICES 1111 EAST BRICKYARD ROAD SALT LAKE CITY, UT 84106	NONE			1,000.
HELPING HANDS ASSC DBA THE HAVEN 974 EAST SOUTH TEMPLE SALT LAKE CITY, UT 84102	NONE			1,000.
FAMILY CONNECTION 1360 E 1450 S CLEARFIELD, UT 84015	NONE			1,000.
WEST RIDGE ACADEMY 5500 BAGLEY PARK ROAD WEST JORDAN, UT 84081	NONE			2,000.
UTAH AIDS FOUNDATION 1408 SOUTH 1100 EAST SALT LAKE CITY, UT 84105	NONE			2,500.
BOYS & GIRLS CLUBS OF SOUTH VALLEY PO BOX 57071 MURRAY, UT 84157	NONE			2,000.

TOTAL \$ 183,120.